

## Board of Governors of the Federal Reserve System



### Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

#### Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y [12 CFR 225.5(b)].

This report form is to be filed by bank holding companies with total consolidated assets of **\$500** million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further information.

However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each bank holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

Date of Report:

**September 30, 2011**

Month / Date / Year (BHCK 9999)

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Consolidated Financial Statements for Bank Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

John C. Gerspach

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent)

11/09/2011

Date of Signature (MM/DD/CCYY) (BHTX J196)

Citigroup, Inc

Legal Title of Bank Holding Company (TEXT 9010)

399 Park Avenue

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

New York

City (TEXT 9130)

NY

State (TEXT 9200)

10043-

Zip Code (TEXT 9220)

Bankholding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

<i>For Federal Reserve Bank Use Only</i>	
RSSD ID	_____
C.I.	_____ S.F. _____

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

# Report of Income for Bank Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

## Schedule HI—Consolidated Income Statement

For Federal Reserve Bank Use Only  
C.I. \_\_\_\_\_

Dollar Amounts in Thousands		Bil	Mil	Thou
<b>1. Interest income</b>				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by 1-4 family residential properties .....	BHCK4435	6,018,000		1.a.(1)(a)
(b) All other loans secured by real estate .....	BHCK4436	330,000		1.a.(1)(b)
(c) All other loans .....	BHCKF821	15,867,000		1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	BHCK4059	15,876,000		1.a.(2)
b. Income from lease financing receivables .....	BHCK4065	122,000		1.b.
c. Interest income on balances due from depository institutions <sup>(1)</sup> .....	BHCK4115	1,342,000		1.c.
d. Interest and dividend income on securities:				
(1) U.S. Treasury securities and U.S. government agency obligations (excluding MBS) .....	BHCKB488	665,000		1.d.(1)
(2) Mortgage-backed securities .....	BHCKB489	1,687,000		1.d.(2)
(3) All other securities .....	BHCK4060	3,911,000		1.d.(3)
e. Interest income from trading assets .....	BHCK4069	6,293,000		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell .....	BHCK4020	2,689,000		1.f.
g. Other interest income .....	BHCK4518	293,000		1.g.
h. Total interest income (sum of items 1.a through 1.g) .....	BHCK4107	<b>55,093,000</b>		1.h.
<b>2. Interest expense</b>				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more .....	BHCKA517	145,000		2.a.(1)(a)
(b) Time deposits of less than \$100,000 .....	BHCKA518	155,000		2.a.(1)(b)
(c) Other deposits .....	BHCK6761	453,000		2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	BHCK4172	4,816,000		2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase .....	BHCK4180	2,466,000		2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes & debentures) ...	BHCK4185	7,571,000		2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities .....	BHCK4397	958,000		2.d.
e. Other interest expense .....	BHCK4398	1,003,000		2.e.
f. Total interest expense (sum of items 2.a through 2.e) .....	BHCK4073	<b>17,567,000</b>		2.f.
3. Net interest income (item 1.h minus item 2.f) .....	BHCK4074	<b>37,526,000</b>		3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) .....	BHCK4230	9,129,000		4.
<b>5. Noninterest income:</b>				
a. Income from fiduciary activities .....				
(1) Fees and commissions from securities brokerage .....	BHCKC886	1,325,000		5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions .....	BHCKC888	2,738,000		5.d.(2)
(3) Fees and commissions from annuity sales .....	BHCKC887	10,000		5.d.(3)
(4) Underwriting income from insurance and reinsurance activities .....	BHCKC386	358,000		5.d.(4)
(5) Income from other insurance activities .....	BHCKC387	1,656,000		5.d.(5)
b. Service charges on deposit accounts in domestic offices .....	BHCKA4483	443,000		5.b.
c. Trading revenue <sup>(2)</sup> .....	BHCKA220	7,886,000		5.c.
d. .....				
(1) Fees and commissions from securities brokerage .....	BHCKC886	1,325,000		5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions .....	BHCKC888	2,738,000		5.d.(2)
(3) Fees and commissions from annuity sales .....	BHCKC887	10,000		5.d.(3)
(4) Underwriting income from insurance and reinsurance activities .....	BHCKC386	358,000		5.d.(4)
(5) Income from other insurance activities .....	BHCKC387	1,656,000		5.d.(5)
e. Venture capital revenue .....	BHCKB491	19,000		5.e.
f. Net servicing fees .....	BHCKB492	911,000		5.f.
g. Net securitization income .....	BHCKB493	(4,000)		5.g.

(1) Includes interest income on time certificates of deposit not held for trading.  
 (2) For BHCs required to complete HI, memoranda item 9, trading revenue reported in HI.5.c. must equal the sum of memoranda items 9.a through 9.e.

**Schedule HI—Continued**

Dollar Amounts in Thousands		Bil	Mil	Thou
h. Not applicable				
i. Net gains (losses) on sales of loans and leases .....	BHCK8560		701,000	5.i.
j. Net gains (losses) on sales of other real estate owned .....	BHCK8561		(106,000)	5.j.
k. Net gains (losses) on sales of other assets (excluding securities) .....	BHCKB496		541,000	5.k.
l. Other noninterest income (3) .....	BHCKB497		7,191,000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l) .....	BHCK4079		<b>24,900,000</b>	5.m.
6.				
a. Realized gains (losses) on held-to-maturity securities .....	BHCK3521		(1,544,000)	6.a.
b. Realized gains (losses) on available-for-sale securities .....	BHCK3196		1,449,000	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits .....	BHCK4135		19,301,000	7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest) .....	BHCK4217		2,517,000	7.b.
c.				
(1) Goodwill impairment losses .....	BHCKC216		0	7.c.(1)
(2) Amortization expense and impairment for other intangible assets .....	BHCKC232		692,000	7.c.(2)
d. Other noninterest expense (4) .....	BHCK4092		17,157,000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d) .....	BHCK4093		<b>39,667,000</b>	7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e) .....	BHCK4301		<b>13,535,000</b>	8.
9. Applicable income taxes (foreign and domestic) .....	BHCK4302		3,430,000	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9) .....	BHCK4300		<b>10,105,000</b>	10.
11. Extraordinary items and other adjustments, net of income taxes (5) .....	BHCK4320		112,000	11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11) .....	BHCKG104		<b>10,217,000</b>	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value) .....	BHCKG103		106,000	13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13) .....	BHCK4340		<b>10,111,000</b>	14.

MEMORANDA

Dollar Amounts in Thousands		Bil	Mil	Thou
1. Net interest income (item 3 above) on a fully taxable equivalent basis .....	BHCK4519		37,908,000	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis .....	BHCK4592		13,779,000	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above) .....	BHCK4313		0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d(3), above) .....	BHCK4507		544,000	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number) .....	BHCK4150		298159	M.5.
6. Other noninterest income (from schedule HI, 5.l above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):				
a. Income and fees from the printing and sale of checks .....	BHCKC013		0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance .....	BHCKC014		0	M.6.b.
c. Income and fees from automated teller machines (ATMs) .....	BHCKC016		0	M.6.c.
d. Rent and other income from other real estate owned .....	BHCK4042		0	M.6.d.
e. Safe deposit box rent .....	BHCKC015		0	M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option .....	BHCKF229		(969,000)	M.6.f.

(3) See Schedule HI, memoranda item 6

(4) See Schedule HI, memoranda item 7.

(5) Describe on Schedule HI, memoranda item 8.

### Schedule HI—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands

		Bil	Mil	Thou	
g. Bank card and credit card interchange fees .....	BHCKF555		2,086,000		M.6.g.
h. Gains on bargain purchases .....	BHCKJ447		0		M.6.h.
i. <input type="text" value="TEXT8562"/> Translation on Foreign Debt / FAS 133	BHCK8562		(1,118,000)		M.6.i.
j. <input type="text" value="TEXT8563"/> Other Banking Related Fees	BHCK8563		3,677,000		M.6.j.
k. <input type="text" value="TEXT8564"/> Marked-to-market on Hedging Transactions	BHCK8564		(4,865,000)		M.6.k.
7. Other noninterest expense (from schedule HI, 7.d above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 7.d):					
a. Data processing expenses .....	BHCKC017		2,518,000		M.7.a.
b. Advertising and marketing expenses .....	BHCK0497		1,659,000		M.7.b.
c. Directors' fees .....	BHCK4136		0		M.7.c.
d. Printing, stationery, and supplies .....	BHCKC018		0		M.7.d.
e. Postage .....	BHCK8403		0		M.7.e.
f. Legal fees and expenses .....	BHCK4141		0		M.7.f.
g. FDIC deposit insurance assessments .....	BHCK4146				M.7.g.
h. Accounting and auditing expenses .....	BHCKF556		0		M.7.h.
i. Consulting and advisory expenses .....	BHCKF557		537,000		M.7.i.
j. Automated teller machine (ATM) and interchange expenses .....	BHCKF558		0		M.7.j.
k. Telecommunications expenses .....	BHCKF559		571,000		M.7.k.
l. <input type="text" value="TEXT8565"/> Policyholder Benefits & Claims	BHCK8565		739,000		M.7.l.
m. <input type="text" value="TEXT8566"/> Litigation Expense	BHCK8566		1,154,000		M.7.m.
n. <input type="text" value="TEXT8567"/> Contract Service Providers Fees	BHCK8567		582,000		M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):					
a.					
(1) <input type="text" value="TEXT3571"/> Discontinued Operations	BHCK3571		184,000		M.8.a.(1)
(2) Applicable income tax effect .....	BHCK3572		72,000		M.8.a.(2)
b.					
(1) <input type="text" value="TEXT3573"/>	BHCK3573				M.8.b.(1)
(2) Applicable income tax effect .....	BHCK3574		0		M.8.b.(2)
c.					
(1) <input type="text" value="TEXT3575"/>	BHCK3575				M.8.c.(1)
(2) Applicable income tax effect .....	BHCK3576		0		M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)					
<i>Memorandum items 9.a through 9.e are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:</i>					
a. Interest rate exposures .....	BHCK8757		5,318,000		M.9.a.
b. Foreign exchange exposures .....	BHCK8758		1,958,000		M.9.b.
c. Equity security and index exposures .....	BHCK8759		217,000		M.9.c.
d. Commodity and other exposures .....	BHCK8760		131,000		M.9.d.
e. Credit exposures .....	BHCKF186		262,000		M.9.e.
<b>Memoranda items 9.f and 9.g are to be completed by bank holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above. (1)</b>					
f. Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank holding company's derivative assets (included in Memorandum items 9.a through 9.e above) .....	BHCKK090		(2,662,000)		M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the bank holding company on the bank holding company's derivative liabilities (included in items 9.a through 9.e above) .....	BHCKK094		1,153,000		M.9.g.

(1) The asset size test is generally based on the total assets reported as of June 30, 2010.



### Schedule HI-A—Changes in Bank Holding Company Equity Capital

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Total bank holding company equity capital <b>most recently reported</b> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income) .....	BHCK3217	163,468,000			1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors .....	BHCKB507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2) .....	BHCKB508	<b>163,468,000</b>			3.
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14) .....	BHCT4340	10,111,000			4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):					
a. Sale of perpetual preferred stock, gross .....	BHCK3577		0		5.a.
b. Conversion or retirement of perpetual preferred stock .....	BHCK3578		0		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross .....	BHCK3579	3,750,000			6.a.
b. Conversion or retirement of common stock .....	BHCK3580		0		6.b.
7. Sale of treasury stock .....	BHCK4782	353,000			7.
8. LESS: Purchase of treasury stock .....	BHCK4783		0		8.
9. Changes incident to business combinations, net .....	BHCK4356		0		9.
10. LESS: Cash dividends declared on preferred stock .....	BHCK4598		17,000		10.
11. LESS: Cash dividends declared on common stock .....	BHCK4460		51,000		11.
12. Other comprehensive income <sup>(1)</sup> .....	BHCKB511		(767,000)		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company .....	BHCK4591		0		13.
14. Other adjustments to equity capital (not included above) .....	BHCK3581		525,000		14.
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items, 8, 10, and 11) ( must equal item 27.a on Schedule HC) .....	BHCT3210	<b>177,372,000</b>			15.

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

### Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

Dollar Amounts in Thousands		(Column A) Charge-offs: Calendar YTD		(Column B) Recoveries: Calendar YTD		
<b>I. Charge-offs <sup>(1)</sup> and Recoveries on Loans and Leases (Fully Consolidated)</b>						
1. Loans secured by real estate:						
a. Construction, land development, and other land loans in domestic offices:						
(1) 1-4 family residential construction loans .....						
	BHCKC891	1,000	BHCKC892	1,000		1.a.(1)
(2) Other construction loans and all land development and other land loans .....						
	BHCKC893	12,000	BHCKC894	6,000		1.a.(2)
b. Secured by farmland in domestic offices .....						
	BHCK3584	1,000	BHCK3585	0		1.b.
c. Secured by 1-4 family residential properties in domestic offices:						
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....						
	BHCK5411	682,000	BHCK5412	27,000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:						
(a) Secured by first liens .....						
	BHCKC234	2,439,000	BHCKC217	20,000		1.c.(2)(a)
(b) Secured by junior liens .....						
	BHCKC235	1,312,000	BHCKC218	54,000		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....						
	BHCK3588	152,000	BHCK3589	5,000		1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....						
	BHCKC895	19,000	BHCKC896	0		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....						
	BHCKC897	257,000	BHCKC898	9,000		1.e.(2)
f. In foreign offices .....						
	BHCKB512	208,000	BHCKB513	41,000		1.f.
2. Loans to depository institutions and acceptances of other banks:						
a. To U.S. banks and other U.S. depository institutions .....						
	BHCK4653	0	BHCK4663	0		2.a.
b. To foreign banks .....						
	BHCK4654	88,000	BHCK4664	1,000		2.b.
3. Loans to finance agricultural production and other loans to farmers ...						
	BHCK4655	12,000	BHCK4665	1,000		3.
4. Commercial and industrial loans:						
a. To U.S. addressees (domicile) .....						
	BHCK4645	695,000	BHCK4617	132,000		4.a.
b. To non-U.S. addressees (domicile) .....						
	BHCK4646	685,000	BHCK4618	122,000		4.b.
5. Loans to individuals for household, family, and other personal expenditures:						
a. Credit cards .....						
	BHCKB514	8,970,000	BHCKB515	1,261,000		5.a.
b. <b>Automobile loans</b> .....						
	BHCKK129	314,000	BHCKK133	62,000		5.b.
c. <b>Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)</b> .....						
	BHCKK205	3,327,000	BHCKK206	475,000		5.c.
6. Loans to foreign governments and official institutions .....						
	BHCK4643	0	BHCK4627	0		6.
7. All other loans .....						
	BHCK4644	513,000	BHCK4628	85,000		7.
8. Lease financing receivables:						
a. Leases to individuals for household, family, and other personal expenditures .....						
	BHCKF185	81,000	BHCKF187	18,000		8.a.
b. All other leases .....						
	BHCKC880	10,000	BHCKF188	4,000		8.b.
9. Total (sum of items 1 through 8) .....						
	BHCK4635	<b>19,778,000</b>	BHCK4605	<b>2,324,000</b>		9.

(1) Include write-downs arising from transfers to a held-for-sale account.

### Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Charge-offs: Calendar YTD		(Column B) Recoveries: Calendar YTD		
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above .....	BHCK5409	11,000	BHCK5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above) .....	BHCK4652	208,000	BHCK4662	40,000	M.2.

Memorandum item 3 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

	Calendar YTD		
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e. not included in charge-offs against the allowance for loan and lease losses) .....	BHCKC388	1,314,000	M.3.

Dollar Amounts in Thousands				
	Bil	Mil	Thou	
<b>II. Changes in allowance for loan and lease losses</b>				
1. Balance <b>most recently reported</b> at end of previous year (i.e., after adjustments from amended Reports of Income) .....	BHCKB522	40,655,000		1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....	BHCT4605	2,324,000		2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4) .....	BHCKC079	17,775,000		3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account .....	BHCK5523	2,003,000		4.
5. Provision for loan and lease losses (must equal Schedule HI, item 4) .....	BHCT4230	9,129,000		5.
6. Adjustments (see instructions for this schedule) .....	BHCKC233	(278,000)		6.
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c) .....	BHCT3123	32,052,000		7.

## Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands

		Bil	Mil	Thou	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7 .....	BHCKC435			0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
2. Separate valuation allowance for uncollectable retail credit card fees and finance charges .....	BHCKC389			0	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7) .....	BHCKC390		676,000		M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>					
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	BHCKC781		69,000		M.4.

## Notes to the Income Statement—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

	Dollar Amounts in Thousands			
	Bil	Mil	Thou	
1. Total interest income .....	BHBC4107		NA	1.
a. Interest income on loans and leases .....	BHBC4094		NA	1.a.
b. Interest income on investment securities .....	BHBC4218		NA	1.b.
2. Total interest expense .....	BHBC4073		NA	2.
a. Interest expense on deposits .....	BHBC4421		NA	2.a.
3. Net interest income .....	BHBC4074		NA	3.
4. Provision for loan and lease losses .....	BHBC4230		NA	4.
5. Total noninterest income .....	BHBC4079		NA	5.
a. Income from fiduciary activities .....	BHBC4070		NA	5.a.
b. Trading revenue .....	BHBCA220		NA	5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions .....	BHBCB490		NA	5.c.
d. Venture capital revenue .....	BHBCB491		NA	5.d.
e. Net securitization income .....	BHBCB493		NA	5.e.
f. Insurance commissions and fees .....	BHBCB494		NA	5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities .....	BHBC4091		NA	6.
7. Total noninterest expense .....	BHBC4093		NA	7.
a. Salaries and employee benefits .....	BHBC4135		NA	7.a.
b. Goodwill impairment losses .....	BHBC216		NA	7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments .....	BHBC4301		NA	8.
9. Applicable income taxes .....	BHBC4302		NA	9.
10. Noncontrolling (minority) interest .....	BHBC4484		NA	10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest .....	BHBC4320		NA	11.
12. Net income (loss) .....	BHBC4340		NA	12.
13. Cash dividends declared .....	BHBC4475		NA	13.
14. Net charge-offs .....	BHBC6061		NA	14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis .....	BHBC4519		NA	15.

### Notes to the Income Statement—Other

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

**Example**  
 A bank holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

		Bil	Mil	Thou
TEXT0000	Sch. HI., item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country			
TEXT0000			1350	

### Notes to the Income Statement—Other

Dollar Amounts in Thousands

		Bil	Mil	Thou
1.	TEXT5351 Other noninterest income (from schedule HI, 5.I above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.I): Earnings of Minority Owned Affiliates		505,000	1.
2.	TEXT5352 Other noninterest income (from schedule HI, 5.I above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.I): Letters-of-credit Commitment Fees		600,000	2.
3.	TEXT5353 Other noninterest expense (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 7.d): Operational Risk Losses		624,000	3.
4.	TEXT5354			4.
5.	TEXT5355			5.
6.	TEXTB042			6.
7.	TEXTB043			7.
8.	TEXTB044			8.
9.	TEXTB045			9.
10.	TEXTB046			10.

### Notes to the Income Statement—Other, Continued

Dollar Amounts in Thousands

		Bil	Mil	Thou		
11.	TEXTB047					
					BHCKB047	11.
12.	TEXTB048					
					BHCKB048	12.
13.	TEXTB049					
					BHCKB049	13.
14.	TEXTB050					
					BHCKB050	14.
15.	TEXTB051					
					BHCKB051	15.
16.	TEXTB052					
					BHCKB052	16.
17.	TEXTB053					
					BHCKB053	17.
18.	TEXTB054					
					BHCKB054	18.
19.	TEXTB055					
					BHCKB055	19.
20.	TEXTB056					
					BHCKB056	20.

Citigroup, Inc  
 Name of Bank Holding Company

For Federal Reserve Bank Use Only  
 C.I. \_\_\_\_\_

## Consolidated Financial Statements for Bank Holding Companies

Report at the close of business **September 30, 2011**

### Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

		Bil	Mil	Thou	
<b>ASSETS</b>					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin (1) .....	BHCK0081		28,950,000		1.a.
b. Interest-bearing balances: (2)					
(1) In U.S. offices .....	BHCK0395		98,199,000		1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	BHCK0397		61,139,000		1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A) .....	BHCK1754		12,866,000		2.a.
b. Available-for-sale securities (from Schedule HC-B, column D) .....	BHCK1773		258,361,000		2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices .....	BHDMB987		464,000		3.a.
b. Securities purchased under agreements to resell (3) .....	BHCKB989		290,181,000		3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale .....	BHCK5369		10,197,000		4.a.
b. Loans and leases, net of unearned income .....	BHCKB528		654,148,000		4.b.
c. LESS: Allow ance for loan and lease losses .....	BHCK3123		32,052,000		4.c.
d. Loans and leases, net of unearned income and allow ance for loan and lease losses (item 4.b minus 4.c) .....	BHCKB529		<b>622,096,000</b>		4.d.
5. Trading assets (from Schedule HC-D) .....	BHCK3545		338,063,000		5.
6. Premises and fixed assets (including capitalized leases) .....	BHCK2145		7,346,000		6.
7. Other real estate ow ned (from Schedule HC-M) .....	BHCK2150		1,357,000		7.
8. Investments in unconsolidated subsidiaries and associated companies .....	BHCK2130		21,855,000		8.
9. Direct and indirect investments in real estate ventures .....	BHCK3656		510,000		9.
10. Intangible assets:					
a. Goodw ill .....	BHCK3163		25,496,000		10.a.
b. Other intangible assets (from Schedule HC-M) .....	BHCK0426		9,652,000		10.b.
11. Other assets (from Schedule HC-F) .....	BHCK2160		149,260,000		11.
12. Total assets (sum of items 1 through 11) .....	BHCK2170		<b>1,935,992,000</b>		12.

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

**Schedule HC—Continued**

Dollar Amounts in Thousands		Bil	Mil	Thou
<b>LIABILITIES</b>				
13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing <sup>(1)</sup> .....	BHDM6631	103,129,000		13.a.(1)
(2) Interest-bearing .....	BHDM6636	218,498,000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:				
(1) Noninterest-bearing .....	BHFN6631	58,564,000		13.b.(1)
(2) Interest-bearing .....	BHFN6636	471,090,000		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased in domestic offices <sup>(2)</sup> .....	BHDMB993	830,000		14.a.
b. Securities sold under agreements to repurchase <sup>(3)</sup> .....	BHCKB995	222,782,000		14.b.
15. Trading liabilities (from Schedule HC-D) .....	BHCK3548	159,492,000		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) .....	BHCK3190	357,856,000		16.
17. Not applicable				
18. Not applicable				
19.				
a. Subordinated notes and debentures <sup>(4)</sup> .....	BHCK4062	25,697,000		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities .....	BHCKC699	16,089,000		19.b.
20. Other liabilities (from Schedule HC-G) .....	BHCK2750	122,623,000		20.
21. Total liabilities (sum of items 13 through 20) .....	BHCK2948	1,756,650,000		21.
22. Not applicable				
<b>EQUITY CAPITAL</b>				
<b>Bank Holding Company Equity Capital</b>				
23. Perpetual preferred stock and related surplus .....	BHCK3283	312,000		23.
24. Common stock (par value) .....	BHCK3230	29,000		24.
25. Surplus (exclude all surplus related to preferred stock) .....	BHCK3240	105,562,000		25.
26.				
a. Retained earnings .....	BHCK3247	89,602,000		26.a.
b. Accumulated other comprehensive income <sup>(5)</sup> .....	BHCKB530	(17,044,000)		26.b.
c. Other equity capital components <sup>(6)</sup> .....	BHCKA130	(1,089,000)		26.c.
27.				
a. Total bank holding company equity capital (sum of items 23 through 26.c) .....	BHCK3210	177,372,000		27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries .....	BHCK3000	1,970,000		27.b.
28. Total equity capital (sum of items 27.a and 27.b) .....	BHCKG105	179,342,000		28.
29. Total liabilities and equity capital (sum of items 21 and 28) .....	BHCK3300	1,935,992,000		29.

(1) Includes noninterest-bearing demand, time, and savings deposits.

(2) Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

(3) Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.

(4) Includes limited-life preferred stock and related surplus.

(5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

(6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

# Schedule HC—Continued

MEMORANDA (to be completed annually by bank holding companies for the December 31 report date)

		Yes/No
1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0", for no) .....		
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. (7)		
a. <u>N/A</u> (1) Name of External Auditing Firm (TEXT C703) <u>N/A</u> (2) City (TEXT C708) <u>N/A</u> <u>N/A</u> (3) State Abbrev. (TEXT C714) (4) Zip Code (TEXT C715)	b. <u>N/A</u> (1) Name of Engagement Partner (TEXT C704) <u>N/A</u> (2) E-mail Address (TEXT C705)	M.1.

(7) The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.

**Schedule HC-B—Securities**

Dollar Amounts in Thousands					
	(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value	
1. U.S. Treasury securities .....	BHCK0211	BHCK0213	BHCK1286	BHCK1287	
	0	0	38,688,000	40,041,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):					
a. Issued by U.S. government agencies <sup>(1)</sup> .....	BHCK1289	BHCK1290	BHCK1291	BHCK1293	
	0	0	29,000	29,000	2.a.
b. Issued by U.S. government-sponsored agencies <sup>(2)</sup> .....	BHCK1294	BHCK1295	BHCK1297	BHCK1298	
	0	0	40,806,000	41,444,000	2.b.
3. Securities issued by states and political subdivisions in the U.S. ....	BHCK8496	BHCK8497	BHCK8498	BHCK8499	
	1,398,000	1,379,000	16,818,000	14,380,000	3.
4. Mortgage-backed securities (MBS)					
a. Residential pass-through securities:					
(1) Guaranteed by GNMA .....	BHCKG300	BHCKG301	BHCKG302	BHCKG303	
	0	0	1,686,000	1,747,000	4.a.(1)
(2) Issued by FNMA and FHLMC .....	BHCKG304	BHCKG305	BHCKG306	BHCKG307	
	0	0	29,690,000	30,651,000	4.a.(2)
(3) Other pass-through securities .....	BHCKG308	BHCKG309	BHCKG310	BHCKG311	
	99,000	95,000	237,000	238,000	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					
(1) Issued or guaranteed by <b>U.S. Government agencies or sponsored agencies</b> <sup>(3)</sup> .....	BHCKG312	BHCKG313	BHCKG314	BHCKG315	
	0	0	7,742,000	8,098,000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by <b>U.S. Government agencies or sponsored agencies</b> <sup>(3)</sup> .....	BHCKG316	BHCKG317	BHCKG318	BHCKG319	
	0	0	0	0	4.b.(2)
(3) All other residential mortgage-backed securities .....	BHCKG320	BHCKG321	BHCKG322	BHCKG323	
	7,684,000	7,302,000	2,784,000	2,778,000	4.b.(3)
c. Commercial MBS:					
(1) Commercial pass-through securities:					
(a) <b>Issued or guaranteed by FNMA, FHLMC, or GNMA</b> .....	BHCKK142	BHCKK143	BHCKK144	BHCKK145	
	0	0	891,000	931,000	4.c.(1)(a)
(b) <b>Other pass-through securities</b> .....	BHCKK146	BHCKK147	BHCKK148	BHCKK149	
	0	0	0	0	4.c.(1)(b)

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.  
 (2) Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

**Schedule HC-B—Continued**

Dollar Amounts in Thousands					
	(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value	
(2) Other commercial MBS:					
(a) <b>Issued or guaranteed by U.S. Government agencies or sponsored agencies</b> <sup>(3)</sup> .....	BHCKK150	BHCKK151	BHCKK152	BHCKK153	
	0	0	345,000	335,000	4.c.(2)(a)
(b) <b>All other commercial MBS</b> .....	BHCKK154	BHCKK155	BHCKK156	BHCKK157	
	551,000	501,000	478,000	483,000	4.c.(2)(b)
5. Asset-backed securities and structured financial products:					
a. Asset-backed securities (ABS) .....	BHCKC026	BHCKC988	BHCKC989	BHCKC027	
	686,000	677,000	5,757,000	5,748,000	5.a.
b. Structured financial products:					
(1) Cash .....	BHCKG336	BHCKG337	BHCKG338	BHCKG339	
	385,000	391,000	4,165,000	4,165,000	5.b.(1)
(2) Synthetic .....	BHCKG340	BHCKG341	BHCKG342	BHCKG343	
	0	0	0	0	5.b.(2)
(3) Hybrid .....	BHCKG344	BHCKG345	BHCKG346	BHCKG347	
	0	0	0	0	5.b.(3)
6. Other debt securities:					
a. Other domestic debt securities .....	BHCK1737	BHCK1738	BHCK1739	BHCK1741	
	81,000	85,000	4,132,000	4,340,000	6.a.
b. Foreign debt securities .....	BHCK1742	BHCK1743	BHCK1744	BHCK1746	
	1,982,000	1,599,000	95,786,000	96,125,000	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values .....			BHCKA510	BHCKA511	
			5,344,000	6,828,000	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b) .....	BHCT1754	BHCK1771	BHCK1772	BHCT1773	
	<b>12,866,000</b>	<b>12,029,000</b>	<b>255,378,000</b>	<b>258,361,000</b>	8.

(3) U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Association (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

### Schedule HC-B—Continued

MEMORANDA

Dollar Amounts in Thousands			Bil	Mill	Thou
1. Pledged securities (1) .....	BHCK0416	112,293,000			M.1.
2. Remaining maturity or next repricing date of debt securities (Schedule HC-B, items 1 through 6.b in columns A and D above): (2) (3)					
a. 1 year and less .....	BHCK0383	66,791,000			M.2.a.
b. Over 1 year to 5 years .....	BHCK0384	119,258,000			M.2.b.
c. Over 5 years .....	BHCK0387	78,351,000			M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date .....	BHCK1778	14,110,000			M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):					
a. Amortized cost .....	BHCK8782	118,000			M.4.a.
b. Fair value .....	BHCK8783	104,000			M.4.b.

Dollar Amounts in Thousands				
	(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value
<i>Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. (4)</i>				
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):				
a. Credit card receivables .....	BHCKB838	BHCKB839	BHCKB840	BHCKB841
	0	0	537,000	537,000
b. Home equity lines .....	BHCKB842	BHCKB843	BHCKB844	BHCKB845
	16,000	19,000	16,000	10,000
c. Automobile loans .....	BHCKB846	BHCKB847	BHCKB848	BHCKB849
	27,000	28,000	762,000	761,000
d. Other consumer loans .....	BHCKB850	BHCKB851	BHCKB852	BHCKB853
	617,000	604,000	4,029,000	4,010,000
e. Commercial and industrial loans .....	BHCKB854	BHCKB855	BHCKB856	BHCKB857
	0	0	9,000	9,000
f. Other .....	BHCKB858	BHCKB859	BHCKB860	BHCKB861
	26,000	26,000	404,000	421,000

(1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.  
 (2) Exclude investments in mutual funds and other equity securities with readily determinable fair values.  
 (3) Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.  
 (4) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

### Schedule HC-B—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands					
	(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value	
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):					
a. Trust preferred securities issued by financial institutions .....	BHCKG348	BHCKG349	BHCKG350	BHCKG351	M.6.a.
	234,000	238,000	0	0	
b. Trust preferred securities issued by real estate investment trusts .....	BHCKG352	BHCKG353	BHCKG354	BHCKG355	M.6.b.
	0	0	0	0	
c. Corporate and similar loans .....	BHCKG356	BHCKG357	BHCKG358	BHCKG359	M.6.c.
	108,000	115,000	4,165,000	4,165,000	
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) .....	BHCKG360	BHCKG361	BHCKG362	BHCKG363	M.6.d.
	0	0	0	0	
e. 1-4 family residential MBS not issued or guaranteed by GSEs .....	BHCKG364	BHCKG365	BHCKG366	BHCKG367	M.6.e.
	0	0	0	0	
f. Diversified (mixed) pools of structured financial products .....	BHCKG368	BHCKG369	BHCKG370	BHCKG371	M.6.f.
	0	0	0	0	
g. Other collateral or reference assets .....	BHCKG372	BHCKG373	BHCKG374	BHCKG375	M.6.g.
	43,000	38,000	0	0	

### Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
1. Loans secured by real estate .....	BHCK1410	228,264,000			1.
a. Construction, land development, and other land loans:					
(1) 1-4 family residential construction loans .....			BHCKF158	68,000	1.a.(1)
(2) Other construction loans and all land development and other land loans .....			BHCKF159	1,244,000	1.a.(2)
b. Secured by farmland .....			BHDM1420	3,000	1.b.
c. Secured by 1-4 family residential properties:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....			BHDM1797	27,950,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens .....			BHDM5367	114,030,000	1.c.(2)(a)
(b) Secured by junior liens .....			BHDM5368	17,781,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties: .....			BHDM1460	2,451,000	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....			BHCKF160	2,029,000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....			BHCKF161	3,594,000	1.e.(2)
2. Loans to depository institutions and acceptances of other banks .....			BHDM1288	7,311,000	2.
a. To U.S. banks and other U.S. depository institutions .....	BHCK1292	241,000			2.a.
b. To foreign banks .....	BHCK1296	23,636,000			2.b.
3. Loans to finance agricultural production and other loans to farmers .....	BHCK1590	1,287,000	BHDM1590	220,000	3.
4. Commercial and industrial loans .....			BHDM1766	28,592,000	4.
a. To U.S. addressees (domicile) .....	BHCK1763	26,585,000			4.a.
b. To non-U.S. addressees (domicile) .....	BHCK1764	96,038,000			4.b.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .....			BHDM1975	128,720,000	6.
a. Credit cards .....	BHCKB538	145,956,000			6.a.
b. Other revolving credit plans .....	BHCKB539	6,386,000			6.b.
c. <b>Automobile loans</b> .....	BHCKK137	4,783,000			6.c.
d. <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	BHCKK207	45,438,000			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks) .....	BHCK2081	5,170,000	BHDM2081	11,000	7.
8. Not applicable					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions .....	BHCKJ454	20,392,000	BHDMJ454	6,773,000	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured) .....	BHCK1545	21,557,000	BHDM1545	13,317,000	9.b.(1)
(2) All other loans (exclude consumer loans) .....	BHCKJ451	38,000,000	BHDMJ451	32,170,000	9.b.(2)
10. Lease financing receivables (net of unearned income) .....			BHDM2165	1,397,000	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) .....	BHCKF162	30,000			10.a.
b. All other leases .....	BHCKF163	2,442,000			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above ..	BHCK2123	1,860,000	BHDM2123	1,583,000	11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b) .....	BHCK2122	664,345,000	BHDM2122	386,078,000	12.

### Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands

	Bil	Mil	Thou	
<b>1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):</b>				
<b>a. Construction, land development, and other land loans in domestic offices:</b>				
(1) 1-4 family residential construction loans .....	BHDMK158		0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans .....	BHDMK159		0	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices .....	BHDMF576	15,424,000		M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices .....	BHDMK160		0	M.1.c.
<b>d. Secured by nonfarm nonresidential properties in domestic offices:</b>				
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHDMK161		0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHDMK162	240,000		M.1.d.(2)
<b>e. Commercial and industrial loans:</b>				
(1) To U.S. addressees (domicile) .....	BHCKK163	648,000		M.1.e.(1)
(2) To non-U.S. addressees (domicile) .....	BHCKK164	97,000		M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures) .....	BHCKK165	9,315,000		M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f. above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>				
(1) Loans secured by farm land in domestic offices .....	BHDMK166		0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks .....	BHCKK167		0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers .....	BHCKK168		0	M.1.f.(3)
<b>(4) Loans to individuals for household, family, and other personal expenditures:</b>				
(a) Credit cards .....	BHCKK098	6,202,000		M.1.f.(4)(a)
(b) Automobile loans .....	BHCKK203		0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	BHCKK204		0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....	BHCKK212		0	M.1.f.(5)
(6) Other loans (1) .....	BHCKK267		0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9.b.(2), column A, above .....	BHCK2746	3,415,000		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A) .....	BHCKB837	58,562,000		M.3.
<i>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>				
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A) .....	BHCKC391	2,976,000		M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>				
<b>5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):</b>				
a. Outstanding balance .....	BHCKC779	476,000		M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9 .....	BHCKC780	405,000		M.5.b.
<b>6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:</b>				
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) .....	BHCKF230		0	M.6.a.

(1) Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

### Schedule HC-C—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands		Bil	Mil	Thou	
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of <b>December 31, 2010</b>, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties .....	BHCKF231				M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 6.a above .....	BHCKF232				M.6.c.
7. Not applicable					
8. Not applicable					
9. Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)) .....	BHDMF577		6,899,000		M.9.

Dollar Amounts in Thousands		(Column A) Consolidated	(Column B) In Domestic Offices		
<i>Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>					
10. Loans measured at fair value:					
a. Loans secured by real estate .....	BHCKF608	7,829,000			M.10.a.
(1) Construction, land development, and other land loans .....			BHDMF578	0	M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....			BHDMF579	0	M.10.a.(2)
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....			BHDMF580	0	M.10.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens .....			BHDMF581	7,828,000	M.10.a.(3)b.i
(ii) Secured by junior liens .....			BHDMF582	1,000	M.10.a.(3)b.ii
(4) Secured by multifamily (5 or more) residential properties .....			BHDMF583	0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties .....			BHDMF584	0	M.10.a.(5)
b. Commercial and industrial loans .....	BHCKF585	1,189,000	BHDMF585	146,000	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards .....	BHCKF586	0	BHDMF586	0	M.10.c.(1)
(2) Other revolving credit plans .....	BHCKF587	0	BHDMF587	0	M.10.c.(2)
(3) <b>Automobile loans</b> .....	BHCKK196	0	BHDMK196	0	M.10.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, &amp; all student loans)</b> .....	BHCKK208	0	BHDMK208	0	M.10.c.(4)
d. Other loans .....	BHCKF589	2,758,000	BHDMF589	1,946,000	M.10.d.

### Schedule HC-C—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):					
a. Loans secured by real estate .....	BHCKF609	8,174,000			M.11.a.
(1) Construction, land development, and other land loans .....			BHDMF590	0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....			BHDMF591	0	M.11.a.(2)
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....			BHDMF592	0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens .....			BHDMF593	8,172,000	M.11.a.(3)b.i
(ii) Secured by junior liens .....			BHDMF594	2,000	M.11.a.(3)b.ii
(4) Secured by multifamily (5 or more) residential properties .....			BHDMF595	0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties .....			BHDMF596	0	M.11.a.(5)
b. Commercial and industrial loans .....	BHCKF597	1,247,000	BHDMF597	204,000	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards .....	BHCKF598	0	BHDMF598	0	M.11.c.(1)
(2) Other revolving credit plans .....	BHCKF599	0	BHDMF599	0	M.11.c.(2)
(3) <b>Automobile loans</b> .....	BHCKK195	0	BHDMK195	0	M.11.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, &amp; all student loans)</b> .....	BHCKK209	0	BHDMK209	0	M.11.c.(4)
d. Other loans .....	BHCKF601	2,679,000	BHDMF601	1,866,000	M.11.d.

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition		(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected		
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:							
a. Loans secured by real estate .....	BHCKG091	0	BHCKG092	0	BHCKG093	0	M.12.a.
b. Commercial and industrial loans .....	BHCKG094	0	BHCKG095	0	BHCKG096	0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures .....	BHCKG097	0	BHCKG098	0	BHCKG099	0	M.12.c.
d. All other loans and all leases .....	BHCKG100	0	BHCKG101	0	BHCKG102	0	M.12.d.

Dollar Amounts in Thousands				
		Bil	Mil	Thou
13. Not applicable				
14. Pledged loans and leases .....	BHCKG378	255,749,000		M.14.

### Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by bank holding companies that reported average trading assets (Schedule HC-K, Item 4.a) of \$2 million or more in any of the four preceding quarters.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
<b>ASSETS</b>					
1. U.S. Treasury securities .....	BHCM3531	15,471,000	BHCK3531	14,230,000	1.
2. U.S. government agency obligations (exclude MBS) .....	BHCM3532	3,135,000	BHCK3532	3,123,000	2.
3. Securities issued by states and political subdivisions in the U.S. ....	BHCM3533	6,341,000	BHCK3533	6,341,000	3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA .....	BHCKG379	19,593,000	BHDMG379	19,593,000	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies (include CMOs, REMICs, and stripped MBS) <sup>(1)</sup> .....	BHCKG380	8,402,000	BHDMG380	8,402,000	4.b.
c. All other residential mortgage-backed securities .....	BHCKG381	2,864,000	BHDMG381	2,257,000	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>(1)</sup> .....	BHCKK197	115,000	BHDMK197	115,000	4.d.
e. All other commercial MBS .....	BHCKK198	1,678,000	BHDMK198	1,276,000	4.e.
5. Other debt securities					
a. Structured financial products:					
(1) Cash .....	BHCKG383	2,453,000	BHDMG383	2,403,000	5.a.(1)
(2) Synthetic .....	BHCKG384	317,000	BHDMG384	0	5.a.(2)
(3) Hybrid .....	BHCKG385	5,000	BHDMG385	0	5.a.(3)
b. All other debt securities .....	BHCKG386	149,280,000	BHDMG386	22,276,000	5.b.
6. Loans:					
a. Loans secured by real estate .....	BHCKF610	1,792,000			6.a.
(1) Construction, land development, and other land loans .....			BHDMF604	22,000	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....			BHDMF605	0	6.a.(2)
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....			BHDMF606	4,000	6.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens .....			BHDMF607	615,000	6.a.(3)(b)(i)
(ii) Secured by junior liens .....			BHDMF611	2,000	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties .....			BHDMF612	0	6.a.(4)
(5) Secured by nonfarm nonresidential properties .....			BHDMF613	1,148,000	6.a.(5)
b. Commercial and industrial loans .....	BHCKF614	13,944,000	BHDMF614	13,222,000	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards .....	BHCKF615	0	BHDMF615	0	6.c.(1)
(2) Other revolving credit plans .....	BHCKF616	0	BHDMF616	0	6.c.(2)
(3) <b>Automobile loans</b> .....	BHCKK199	0	BHDMK199	0	6.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, &amp; all student loans)</b> .....	BHCKK210	0	BHDMK210	0	6.c.(4)
d. Other loans .....	BHCKF618	623,000	BHDMF618	588,000	6.d.
7. - 8. Not applicable					
9. Other trading assets .....	BHCM3541	34,359,000	BHCK3541	21,050,000	9.
10. Not applicable					
11. Derivatives with a positive fair value .....	BHCM3543	77,691,000	BHCK3543	41,646,000	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal HC.5.) .....	BHCT3545	<b>338,063,000</b>	BHDM3545	<b>158,313,000</b>	12.

(1) U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Association (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

### Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
<b>LIABILITIES</b>					
13.					
a. Liability for short positions:					
(1) Equity securities .....	BHCKG209	23,089,000	BHDMG209	13,915,000	13.a.(1)
(2) Debt securities .....	BHCKG210	64,488,000	BHDMG210	24,398,000	13.a.(2)
(3) All other assets .....	BHCKG211	20,000	BHDMG211	1,000	13.a.(3)
b. All other trading liabilities .....	BHCKF624	0	BHDMF624	0	13.b.
14. Derivatives with a negative fair value .....	BHCK3547	71,895,000	BHDM3547	43,191,000	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal HC.15.) .....	BHCT3548	<b>159,492,000</b>	BHDM3548	<b>81,505,000</b>	15.

MEMORANDA

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)					
a. Loans secured by real estate .....	BHCKF790	2,262,000			M.1.a.
(1) Construction, land development, and other land loans .....			BHDMF625	41,000	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....			BHDMF626	0	M.1.a.(2)
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....			BHDMF627	13,000	M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens .....			BHDMF628	921,000	M.1.a.(3)b.i
(ii) Secured by junior liens .....			BHDMF629	21,000	M.1.a.(3)b.ii
(4) Secured by multifamily (5 or more) residential properties .....			BHDMF630	0	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties .....			BHDMF631	1,266,000	M.1.a.(5)
b. Commercial and industrial loans .....	BHCKF632	15,242,000	BHDMF632	14,444,000	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards .....	BHCKF633	0	BHDMF633	0	M.1.c.(1)
(2) Other revolving credit plans .....	BHCKF634	0	BHDMF634	0	M.1.c.(2)
(3) <b>Automobile loans</b> .....	BHCKK200	0	BHDMK200	0	M.1.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, &amp; all student loans)</b> .....	BHCKK211	0	BHDMK211	0	M.1.c.(4)
d. Other loans .....	BHCKF636	687,000	BHDMF636	652,000	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:					
a. Fair value .....	BHCKF639	251,000	BHDMF639	251,000	M.2.a.
b. Unpaid principal balance .....	BHCKF640	599,000	BHDMF640	599,000	M.2.b.
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):					
a. Trust preferred securities issued by financial institutions .....	BHCKG299	18,000	BHDMG299	0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts .....	BHCKG332	0	BHDMG332	0	M.3.b.
c. Corporate and similar loans .....	BHCKG333	31,000	BHDMG333	31,000	M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) .....	BHCKG334	0	BHDMG334	0	M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs .....	BHCKG335	6,000	BHDMG335	6,000	M.3.e.
f. Diversified (mixed) pools of structured financial products .....	BHCKG651	0	BHDMG651	0	M.3.f.
g. Other collateral or reference assets .....	BHCKG652	2,720,000	BHDMG652	2,366,000	M.3.g.
4. Pledged trading assets:					
a. Pledged securities .....	BHCKG387	118,065,389	BHDMG387	68,215,000	M.4.a.
b. Pledged loans .....	BHCKG388	0	BHDMG388	0	M.4.b.

### Schedule HC-D—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands

	Bil	Mil	Thou	
<i>Memoranda items 5 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>				
5. Asset-backed securities:				
a. Credit card receivables .....	BHCKF643	601,000		M.5.a.
b. Home equity lines .....	BHCKF644	730,000		M.5.b.
c. Automobile loans .....	BHCKF645	491,000		M.5.c.
d. Other consumer loans .....	BHCKF646	817,000		M.5.d.
e. Commercial and industrial loans .....	BHCKF647	188,000		M.5.e.
f. Other .....	BHCKF648	3,840,000		M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches) .....	BHCKF651	316,000		M.6.
7. Equity securities:				
a. Readily determinable fair values .....	BHCKF652	13,479,000		M.7.a.
b. Other .....	BHCKF653	17,918,000		M.7.b.
8. Loans pending securitization .....	BHCKF654	0		M.8.
9.				
a.				
(1) Gross fair value of commodity contracts .....	BHCKG212	13,345,000		M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory .....	BHCKG213	1,335,000		M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):				
(1) BHTXF655	BHCKF655	0		M.9.b.(1)
(2) BHTXF656	BHCKF656	0		M.9.b.(2)
(3) BHTXF657	BHCKF657	0		M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceed 25% of the item)				
a. BHTXF658	BHCKF658	0		M.10.a.
b. BHTXF659	BHCKF659	0		M.10.b.
c. BHTXF660	BHCKF660	0		M.10.c.

### Schedule HC-E—Deposit Liabilities<sup>(1)</sup>

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. <b>Noninterest-bearing balances</b> <sup>(2)</sup> .....	BHCB2210		37,613,000		1.a.
b. <b>Interest-bearing demand deposits</b> , NOW, ATS, and other transaction accounts .....	BHCB3187		5,798,000		1.b.
c. Money market deposit accounts and other savings accounts .....	BHCB2389		252,398,000		1.c.
d. Time deposits of less than \$100,000 .....	BHCB6648		12,186,000		1.d.
e. Time deposits of \$100,000 or more .....	BHCB2604		13,453,000		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances <sup>(2)</sup> .....	BHOD3189		179,000		2.a.
b. <b>Interest-bearing demand deposits</b> , NOW, ATS, and other transaction accounts .....	BHOD3187				2.b.
c. Money market deposit accounts and other savings accounts .....	BHOD2389				2.c.
d. Time deposits of less than \$100,000 .....	BHOD6648				2.d.
e. Time deposits of \$100,000 or more .....	BHOD2604				2.e.

MEMORANDA

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Brokered deposits less than \$100,000 w ith a remaining maturity of one year or less .....	BHDMA243		23,315,000		M.1.
2. Brokered deposits less than \$100,000 w ith a remaining maturity of more than one year .....	BHDMA164		1,452,000		M.2.
3. Time deposits of \$100,000 or more w ith a remaining maturity of one year or less .....	BHDMA242		8,251,000		M.3.
4. Foreign office time deposits w ith a remaining maturity of one year or less .....	BHFNA245		139,785,000		M.4.

(1) The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).

(2) Includes noninterest-bearing demand, time, and savings deposits.

## Schedule HC-F—Other Assets

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Accrued interest receivable <sup>(1)</sup> .....	BHCKB556	7,137,000			1.
2. Net deferred tax assets <sup>(2)</sup> .....	BHCK2148	51,361,000			2.
3. Interest-only strips receivable (not in the form of a security) on: <sup>(3)</sup>					
a. Mortgage loans .....	BHCKA519	0			3.a.
b. Other financial assets .....	BHCKA520	25,000			3.b.
4. Equity securities that DO NOT have readily determinable fair values <sup>(4)</sup> .....	BHCK1752	14,918,000			4.
5. Life insurance assets:					
a. <b>General account life insurance assets</b> .....	BHCKK201	373,000			5.a.
b. <b>Separate account life insurance assets</b> .....	BHCKK202	8,026,000			5.b.
c. <b>Hybrid account life insurance assets</b> .....	BHCKK270	0			5.c.
6. Other .....	BHCK2168	67,420,000			6.
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11) .....	BHCT2160	<b>149,260,000</b>			7.

(1) Include accrued interest receivable on loans, losses, debt securities, and other interest-bearing assets.

(2) See discussion of deferred income taxes in Glossary entry on "income taxes."

(3) Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.

(4) Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

## Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands	Bil	Mil	Thou
1. Not applicable			
2. Net deferred tax liabilities <sup>(1)</sup> .....	BHCK3049	945,000	2.
3. Allow ance for credit losses on off-balance sheet credit exposures .....	BHCKB557	1,135,000	3.
4. Other .....	BHCKB984	120,543,000	4.
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20) .....	BHCT2750	<b>122,623,000</b>	5.

(1) See discussion of deferred income taxes in Glossary entry on "income taxes".

### Schedule HC-H—Interest Sensitivity<sup>(1)</sup>

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Earning assets that are repriceable w ithin one year or mature w ithin one year .....	BHCK3197	794,115,000			1.
2. Interest-bearing deposit liabilities that reprice w ithin one year or mature w ithin one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet .....	BHCK3296	454,505,000			2.
3. Long-term debt that reprices w ithin one year included in items 16 and 19.a on Schedule HC, Balance Sheet .....	BHCK3298	130,354,000			3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock) .....	BHCK3408	0			4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature w ithin one year .....	BHCK3409	0			5.

<sup>(1)</sup> Bank holding companies w ith foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries w hen arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the holding company's assets in foreign countries and 10 percent of the holding company's total consolidated assets as of the report date.

## Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

Schedule HC-I must be completed by all top-tier bank holding companies.  
(See instructions for additional information.)

### I. Property and Casualty Underwriting

Dollar Amounts in Thousands

		Bil	Mil	Thou	
<b>ASSETS</b>					
1. Reinsurance recoverables .....	BHCKB988		0		1.
2. Total assets .....	BHCKC244		0		2.
<b>LIABILITIES</b>					
3. Claims and claims adjustment expense reserves .....	BHCKB990		185,000		3.
4. Unearned premiums .....	BHCKB991		0		4.
5. Total equity .....	BHCKC245		0		5.
6. Net income .....	BHCKC246		0		6.

### II. Life and Health Underwriting

Dollar Amounts in Thousands

		Bil	Mil	Thou	
<b>ASSETS</b>					
1. Reinsurance recoverables .....	BHCKC247		64,000		1.
2. Separate account assets .....	BHCKB992		2,032,000		2.
3. Total assets .....	BHCKC248		11,650,000		3.
<b>LIABILITIES</b>					
4. Policy holder benefits and contract holder funds .....	BHCKB994		4,630,000		4.
5. Separate account liabilities .....	BHCKB996		2,032,000		5.
6. Total equity .....	BHCKC249		1,712,000		6.
7. Net income .....	BHCKC250		231,000		7.

### Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands

		Bil	Mil	Thou	
<b>ASSETS</b>					
<b>1. Securities:</b>					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) .....	BHCKB558	84,213,000			1.a.
b. Mortgage-backed securities .....	BHCKB559	49,179,000			1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.) .....	BHCKB560	144,516,000			1.c.
2. Federal funds sold and securities purchased under agreements to resell .....	BHCK3365	278,815,000			2.
<b>3.</b>					
a. Total loans and leases in domestic offices .....	BHDM3516	387,147,000			3.a.
(1) Loans secured by 1-4 family residential properties .....	BHDM3465	159,248,000			3.a.(1)
(2) All other loans secured by real estate .....	BHDM3466	9,980,000			3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers .....	BHDM3386	220,000			3.a.(3)
(4) Commercial and industrial loans .....	BHDM3387	28,739,000			3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards .....	BHDMB561	108,110,000			3.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	BHDMB562	19,875,000			3.a.(5)(b)
b. Total loans and leases in foreign offices, Edge and Agreement subsidiaries, and IBFs .....	BHFN3360	284,199,000			3.b.
<b>4.</b>					
a. Trading assets .....	BHCK3401	345,241,000			4.a.
b. Other earning assets .....	BHCKB985	205,229,000			4.b.
5. Total consolidated assets .....	BHCK3368	1,957,256,000			5.
<b>LIABILITIES</b>					
6. Interest-bearing deposits (domestic) (1) .....	BHCK3517	221,159,000			6.
7. Interest-bearing deposits (foreign) (1) .....	BHCK3404	484,399,000			7.
8. Federal funds purchased and securities sold under agreements to repurchase .....	BHCK3353	218,009,000			8.
9. All other borrowed money .....	BHCK2635	371,241,000			9.
10. Not applicable					
<b>EQUITY CAPITAL</b>					
11. Total equity capital (excludes limited-life preferred stock) .....	BHCK3519	179,650,000			11.

(1) Includes interest-bearing demand deposits.

(Report only transactions with nonrelated institutions)

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## Schedule HC-L—Derivatives and Off-Balance-Sheet Items

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Unused commitments (report only unused portions that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1-4 family residential properties (e.g., home equity lines) .....	BHCK3814		19,782,000		1.a.
b.					
(1) Unused consumer credit card lines .....	BHCKJ455		610,348,000		1.b.(1)
(2) Other unused credit card lines .....	BHCKJ456		38,026,000		1.b.(2)
c.					
(1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)) .....	BHCK3816		<b>1,730,000</b>		1.c.(1)
(a) 1-4 family residential construction loan commitments .....	BHCKF164		17,000		1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments .....	BHCKF165		1,713,000		1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate .....	BHCK6550		203,000		1.c.(2)
d. Securities underwriting .....	BHCK3817		173,000		1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans .....	BHCKJ457		136,289,000		1.e.(1)
(2) Loans to financial institutions .....	BHCKJ458		16,413,000		1.e.(2)
(3) All other unused commitments .....	BHCKJ459		86,165,000		1.e.(3)
2. Financial standby letters of credit and foreign office guarantees .....	BHCK6566		97,786,000		2.
<i>Item 2.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>					
a. Amount of financial standby letters of credit conveyed to others .....	BHCK3820		20,274,000		2.a.
3. Performance standby letters of credit and foreign office guarantees .....	BHCK6570		12,290,000		3.
<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>					
a. Amount of performance standby letters of credit conveyed to others .....	BHCK3822		576,000		3.a.
4. Commercial and similar letters of credit .....	BHCK3411		9,493,000		4.
5. Not applicable					
6. Securities lent .....	BHCK3433		75,234,000		6.

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

Dollar Amounts in Thousands		(Column A) Sold Protection		(Column B) Purchased Protection		
7. Credit derivatives:						
a. Notional amounts:						
(1) Credit default sw aps .....	BHCKC968	1,429,076,000		BHCKC969	1,520,414,000	7.a.(1)
(2) Total return sw aps .....	BHCKC970	1,530,000		BHCKC971	25,151,000	7.a.(2)
(3) Credit options .....	BHCKC972	8,817,000		BHCKC973	6,541,000	7.a.(3)
(4) Other credit derivatives .....	BHCKC974	0		BHCKC975	0	7.a.(4)
b. Gross fair values:						
(1) Gross positive fair value .....	BHCKC219	10,072,000		BHCKC221	95,068,000	7.b.(1)
(2) Gross negative fair value .....	BHCKC220	87,585,000		BHCKC222	11,042,000	7.b.(2)

Dollar Amounts in Thousands		Bil	Mil	Thou	
c. Notional amounts by regulatory capital treatment:					
(1) Positions covered under the Market Risk Rule:					
(a) Sold protection .....	BHCKG401		1,439,423,000		7.c.(1)(a)
(b) Purchased protection .....	BHCKG402		1,523,675,000		7.c.(1)(b)
(2) All other positions:					
(a) Sold protection .....	BHCKG403		0		7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes .....	BHCKG404		28,431,000		7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes .....	BHCKG405		0		7.c.(2)(c)

(Report only transactions with nonrelated institutions)

**Schedule HC-L—Continued**

Dollar Amounts in Thousands	(Column A) One year or less	(Column B) Over One Year Through Five Years	(Column C) Over Five Years	
7.d. Notional amounts by remaining maturity:				
(1) Sold credit protection:				
(a) Investment grade .....	BHCKG406 93,430,000	BHCKG407 449,610,000	BHCKG408 100,623,000	7.d.(1)(a)
(b) Subinvestment grade .....	BHCKG409 109,904,000	BHCKG410 552,496,000	BHCKG411 133,360,000	7.d.(1)(b)
(2) Purchased credit protection:				
(a) Investment grade .....	BHCKG412 100,009,000	BHCKG413 502,066,000	BHCKG414 108,390,000	7.d.(2)(a)
(b) Subinvestment grade .....	BHCKG415 114,339,000	BHCKG416 575,909,000	BHCKG417 151,393,000	7.d.(2)(b)

Dollar Amounts in Thousands	Bil	Mil	Thou	
8. Spot foreign exchange contracts .....	BHCK8765	814,663,000		8.
9. All other off-balance sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital" (itemize and describe in terms 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a) .....				
a. Securities borrow ed .....	BHCK3430	51,889,000		9.
b. Commitments to purchase w hen-issued securities .....	BHCK3432	51,889,000		9.a.
c. Commitments to sell w hen-issued securities .....	BHCK3434	0		9.b.
d. <input type="text" value="TEXT6561"/>	BHCK3435	0		9.c.
e. <input type="text" value="TEXT6562"/>	BHCK6561	0		9.d.
f. <input type="text" value="TEXT6568"/>	BHCK6562	0		9.e.
g. <input type="text" value="TEXT6586"/>	BHCK6568	0		9.f.
	BHCK6586	0		9.g.
10. Not applicable				

**Schedule HC-L—Continued**

Derivatives Position Indicators

	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Dollar Amounts in Thousands					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal the sum of items 12 and 13):					
a. Futures contracts .....	BHCK8693	BHCK8694	BHCK8695	BHCK8696	
	217,225,000	10,838,000	14,535,000	28,147,000	11.a.
b. Forward contracts .....	BHCK8697	BHCK8698	BHCK8699	BHCK8700	
	3,916,271,000	3,513,538,000	2,555,000	43,504,000	11.b.
c. Exchange-traded option contracts:					
(1) Written options .....	BHCK8701	BHCK8702	BHCK8703	BHCK8704	
	955,564,000	15,293,000	657,443,000	74,892,000	11.c.(1)
(2) Purchased options .....	BHCK8705	BHCK8706	BHCK8707	BHCK8708	
	1,123,971,000	15,318,000	651,327,000	89,709,000	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options .....	BHCK8709	BHCK8710	BHCK8711	BHCK8712	
	3,689,859,000	819,087,000	172,175,000	20,662,000	11.d.(1)
(2) Purchased options .....	BHCK8713	BHCK8714	BHCK8715	BHCK8716	
	3,651,128,000	796,123,000	146,514,000	28,186,000	11.d.(2)
e. Swaps .....	BHCK3450	BHCK3826	BHCK8719	BHCK8720	
	29,716,125,000	1,222,189,000	92,394,000	27,531,000	11.e.
12. Total gross notional amount of derivative contracts held for trading .....	BHCKA 126	BHCKA 127	BHCK8723	BHCK8724	
	43,214,593,000	6,341,151,000	1,736,943,000	312,631,000	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading .....	BHCK8725	BHCK8726	BHCK8727	BHCK8728	
	55,550,000	51,235,000	0	0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value .....	BHCK8733	BHCK8734	BHCK8735	BHCK8736	
	841,366,000	135,611,000	26,515,000	13,345,000	14.a.(1)
(2) Gross negative fair value .....	BHCK8737	BHCK8738	BHCK8739	BHCK8740	
	818,538,000	135,814,000	44,665,000	14,475,000	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value .....	BHCK8741	BHCK8742	BHCK8743	BHCK8744	
	4,067,000	1,319,000	0	0	14.b.(1)
(2) Gross negative fair value .....	BHCK8745	BHCK8746	BHCK8747	BHCK8748	
	5,694,000	1,299,000	0	0	14.b.(2)

**Schedule HC-L—Continued**

Item 15 is to be completed only by bank holding companies with total assets of \$10 billion or more.<sup>(1)</sup>

Dollar Amounts in Thousands		(Column A) Banks and Securities Firms	(Column B) Monoline Financial Guarantors	(Column C) Hedge Funds	(Column D) Sovereign Governments	(Column E) Corporations and All Other Counterparties
15. Over-the counter derivatives:						
a. Net current credit exposure .....						
	BHCKG418	BHCKG419	BHCKG420	BHCKG421	BHCKG422	
	60,014,000	10,000	4,496,000	14,628,000	45,219,000	15.a.
b. Fair value of collateral:						
(1) Cash - U.S. dollar .....						
	BHCKG423	BHCKG424	BHCKG425	BHCKG426	BHCKG427	
	24,975,000	0	5,093,000	273,000	9,027,000	15.b.(1)
(2) Cash - Other currencies .....						
	BHCKG428	BHCKG429	BHCKG430	BHCKG431	BHCKG432	
	15,000,000	0	371,000	2,014,000	5,929,000	15.b.(2)
(3) U.S. Treasury securities .....						
	BHCKG433	BHCKG434	BHCKG435	BHCKG436	BHCKG437	
	730,000	0	544,000	133,000	3,248,000	15.b.(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities .....						
	BHCKG438	BHCKG439	BHCKG440	BHCKG441	BHCKG442	
	795,000	0	1,000	0	1,175,000	15.b.(4)
(5) Corporate bonds .....						
	BHCKG443	BHCKG444	BHCKG445	BHCKG446	BHCKG447	
	0	0	255,000	400,000	109,000	15.b.(5)
(6) Equity securities .....						
	BHCKG448	BHCKG449	BHCKG450	BHCKG451	BHCKG452	
	0	0	0	0	13,000	15.b.(6)
(7) All other collateral .....						
	BHCKG453	BHCKG454	BHCKG455	BHCKG456	BHCKG457	
	1,254,000	0	106,000	1,035,000	3,817,000	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)) .....						
	BHCKG458	BHCKG459	BHCKG460	BHCKG461	BHCKG462	
	<b>42,754,000</b>	<b>0</b>	<b>6,370,000</b>	<b>3,855,000</b>	<b>23,318,000</b>	15.b.(8)

(1) The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2010.

## Schedule HC-M—Memoranda

Dollar Amounts in Thousands

		Bil	Mil	Thou	
	NUMBER (UNROUNDED)				
1. Total number of bank holding company common shares outstanding ..	BHCK3459		2923708189		1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	BHCK6555		61,703,000		2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	BHCK6556		56,206,000		3.
4. Other assets acquired in satisfaction of debts previously contracted .....	BHCK6557		3,535,000		4.
5. Securities purchased under agreements to resell <b>offset</b> against securities sold under agreements to repurchase on Schedule HC .....	BHCKA288		63,482,000		5.
<b>6. Assets covered by loss-sharing agreements with the FDIC:</b>					
<b>a. Loans and leases (included in Schedule HC, items 4.a and 4.b):</b>					
<b>(1) Loans secured by real estate in domestic offices:</b>					
<b>(a) Construction, land development, and other land loans:</b>					
(1) 1-4 family residential construction loans .....	BHDMK169		0		6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans .....	BHDMK170		0		6.a.(1)(a)(2)
<b>(b) Secured by farm land .....</b>	BHDMK171		0		6.a.(1)(b)
<b>(c) Secured by 1-4 family residential properties:</b>					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....	BHDMK172		0		6.a.(1)(c)(1)
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens .....	BHDMK173		0		6.a.(1)(c)(2)(a)
(b) Secured by junior liens .....	BHDMK174		0		6.a.(1)(c)(2)(b)
<b>(d) Secured by multifamily (5 or more) residential properties .....</b>	BHDMK175		0		6.a.(1)(d)
<b>(e) Secured by nonfarm nonresidential properties:</b>					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHDMK176		0		6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHDMK177		0		6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers .....	BHCKK178		0		6.a.(2)
(3) Commercial and industrial loans .....	BHCKK179		0		6.a.(3)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(a) Credit cards .....	BHCKK180		0		6.a.(4)(a)
(b) Automobile loans .....	BHCKK181		0		6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards) .....	BHCKK182		0		6.a.(4)(c)
(5) All other loans and leases .....	BHCKK183		0		6.a.(5)
<b>Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</b>					
(a) Loans to depository institutions and acceptances of other banks .....	BHCKK184		0		6.a.(5)(a)
(b) Loans to foreign governments and official institutions .....	BHCKK185		0		6.a.(5)(b)
(c) Other loans <sup>(1)</sup> .....	BHCKK186		0		6.a.(5)(c)
(d) Lease financing receivables .....	BHCKK273		0		6.a.(5)(d)
<b>b. Other real estate owned (included in Schedule HC, item 7):</b>					
(1) Construction, land development, and other land in domestic offices .....	BHDMK187		0		6.b.(1)
(2) Farmland in domestic offices .....	BHDMK188		0		6.b.(2)
(3) 1-4 family residential properties in domestic offices .....	BHDMK189		0		6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices .....	BHDMK190		0		6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices .....	BHDMK191		0		6.b.(5)
(6) In foreign offices .....	BHFNK260		0		6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements .....	BHCKK192		0		6.b.(7)

(1) Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S., "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

**Schedule HC-M—Continued**

Dollar Amounts in Thousands			Bil	Mil	Thou	
c. Debt securities (included in Schedule HC, items 2.a and 2.b)	.....	BHCKJ461			0	6.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets)	.....	BHCKJ462			0	6.d.
<b>7. Captive insurance and reinsurance subsidiaries:</b>						
a. Total assets of captive insurance subsidiaries <sup>(1)</sup>	.....	BHCKK193			0	7.a.
b. Total assets of captive reinsurance subsidiaries <sup>(1)</sup>	.....	BHCKK194		7,627,000		7.b.

			Yes/No	
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no)	.....	BHCKC251	NO	8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no)	.....	BHCK6689	NO	9.
10. Not applicable				
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A". The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10.	.....	BHCK6416	YES	11.

Shirley Wong

Name of bank holding company official verifying FRY-10 reporting (TEXT 6428)

212-559-1073

Area Code and Phone Number (TEXT 9009)

Dollar Amounts in Thousands			Bil	Mil	Thou	
12. Intangible assets other than goodwill:						
a. Mortgage servicing assets	.....	BHCK3164		2,852,000		12.a.
(1) Estimated fair value of mortgage servicing assets	.....	BHCK6438		2,852,000		12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	.....	BHCKB026		2,412,000		12.b.
c. All other identifiable intangible assets	.....	BHCK5507		4,388,000		12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	.....	BHCT0426		9,652,000		12.d.
13. Other real estate owned	.....	BHCT2150		1,357,000		13.
14. Other borrowed money:						
a. Commercial paper	.....	BHCK2309		24,245,000		14.a.
b. Other borrowed money with a remaining maturity of one year or less	.....	BHCK2332		112,215,000		14.b.
c. Other borrowed money with a remaining maturity of more than one year	.....	BHCK2333		221,396,000		14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	.....	BHCT3190		357,856,000		14.d.

			Yes/No	
15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no)	.....	BHCKB569	YES	15.

Dollar Amounts in Thousands			Bil	Mil	Thou	
16. Assets under management in proprietary mutual funds and annuities	.....	BHCKB570			0	16.

(1) Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting bank holding company.

### Schedule HC-M—Continued

The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

	Yes/No	
17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any nonfinancial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4(c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)4(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for yes; enter "0" for no) .....		17.
	BHCKC161   YES	

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

	Yes/No	
18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10% of the bank holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "0" for no) .....		18.
	BHCKC159   YES	

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a and 19.b below.

Items 19.a and 19.b are to be completed by all bank holding companies that are not required to file the FR Y-12.

	Yes/No	
19.		
a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for yes; enter "0" for no) .....	BHCKC700   N/A	19.a.
b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no) .....	BHCKC701   N/A	19.b.

Memoranda items 20 and 21 are to be completed only by bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

Dollar Amounts in Thousands		Bil	Mil	Thou	
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:					
a. Net assets .....	BHCKC252	444,907,000			20.a.
b. Balances due from related institutions:					
(1) Due from the bank holding company (parent company only), gross .....	BHCK4832	185,000			20.b.(1)
(2) Due from the subsidiary banks of the bank holding company, gross .....	BHCK4833	24,854,000			20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross .....	BHCK4834	63,392,000			20.b.(3)
c. Balances due to related institutions:					
(1) Due to bank holding company (parent company only), gross .....	BHCK5041	1,935,000			20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross .....	BHCK5043	38,113,000			20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross .....	BHCK5045	124,201,000			20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors .....	BHCK5047	23,379,000			20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act .....	BHCKC253	11,650,000			21.

## Schedule HC-M—Continued

Memoranda item 22 is to be completed by bank holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting bank holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

http:// www.citigroup.com/citi/fin/sec.htm \_\_\_\_\_

22.

Memoranda items 23 and 24 are to be completed by all bank holding companies.

Dollar Amounts in Thousands

		Bil	Mil	Thou	
23. Secured liabilities:					
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a) .....	BHCKF064			0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d) .....	BHCKF065		101,238,000		23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:					
a. Senior perpetual preferred stock or similar items .....	BHCKG234			0	24.a.
b. Warrants to purchase common stock or similar items .....	BHCKG235			0	24.b.

### Schedule HC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
1. Loans secured by real estate:				
a. Construction, land development, and other land loans in domestic offices:				
(1) 1-4 family residential construction loans .....	BHCKF172      4,000	BHCKF174      0	BHCKF176      27,000	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	BHCKF173      4,000	BHCKF175      1,000	BHCKF177      314,000	1.a.(2)
b. Secured by farmland in domestic offices .....	BHCK3493      0	BHCK3494      0	BHCK3495      0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:				
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....	BHCK5398      431,000	BHCK5399      1,000	BHCK5400      467,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:				
(a) Secured by first liens .....	BHCKC236      5,370,000	BHCKC237      5,088,000	BHCKC229      4,543,000	1.c.(2)(a)
(b) Secured by junior liens .....	BHCKC238      634,000	BHCKC239      0	BHCKC230      575,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	BHCK3499      6,000	BHCK3500      0	BHCK3501      26,000	1.d.
e. Secured by nonfarm non-residential properties in domestic offices:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHCKF178      7,000	BHCKF180      0	BHCKF182      63,000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHCKF179      1,000	BHCKF181      0	BHCKF183      163,000	1.e.(2)
f. In foreign offices .....	BHCKB572      484,000	BHCKB573      0	BHCKB574      1,574,000	1.f.

**Schedule HC-N—Continued**

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
2. Loans to depository institutions and acceptances of other banks:				
a. U.S. banks and other U.S. depository institutions .....	BHCK5377      0	BHCK5378      0	BHCK5379      0	2.a.
b. Foreign banks .....	BHCK5380      0	BHCK5381      0	BHCK5382      3,000	2.b.
3. Loans to finance agricultural production and other loans to farmers .....	BHCK1594      1,000	BHCK1597      1,000	BHCK1583      31,000	3.
4. Commercial and industrial loans .....	BHCK1606      327,000	BHCK1607      124,000	BHCK1608      1,772,000	4.
5. Loans to individuals for household, family, and other personal expenditures:				
a. Credit cards .....	BHCKB575      3,129,000	BHCKB576      2,372,000	BHCKB577      431,000	5.a.
b. <b>Automobile loans</b> .....	BHCKK213      491,000	BHCKK214      0	BHCKK215      125,000	5.b.
c. <b>Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)</b> .....	BHCKK216      843,000	BHCKK217      68,000	BHCKK218      880,000	5.c.
6. Loans to foreign governments and official institutions .....	BHCK5389      0	BHCK5390      0	BHCK5391      0	6.
7. All other loans .....	BHCK5459      18,000	BHCK5460      0	BHCK5461      1,752,000	7.
8. Lease financing receivables:				
a. Leases to individuals for household, family, and other personal expenditures .....	BHCKF166      0	BHCKF167      0	BHCKF168      0	8.a.
b. All other leases .....	BHCKF169      5,000	BHCKF170      5,000	BHCKF171      20,000	8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets) .....	BHCK3505      0	BHCK3506      615,000	BHCK3507      11,000	9.
10. TOTAL (sum of items 1 through 9) ...	BHCK5524 <b>11,755,000</b>	BHCK5525 <b>8,275,000</b>	BHCK5526 <b>12,777,000</b>	10.

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government <b>(excluding loans and leases covered by loss-sharing agreements with the FDIC)</b> .....	BHCKK036      1,794,000	BHCKK037      5,067,000	BHCKK038      7,000	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above ..	BHCKK039      230,000	BHCKK040      587,000	BHCKK041      5,000	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above .....	BHCKK042      1,540,000	BHCKK043      4,466,000	BHCKK044      0	11.b.

### Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
<b>12. Loans and leases reported in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:</b>				
<b>a. Loans secured by real estate in domestic offices:</b>				
<b>(1) Construction, land development, and other land loans:</b>				
<b>(a) 1-4 family residential construction loans .....</b>	BHDMK045   0	BHDMK046   0	BHDMK047   0	12.a.(1)(a)
<b>(b) Other construction loans and all land development and other land loans .....</b>	BHDMK048   0	BHDMK049   0	BHDMK050   0	12.a.(1)(b)
<b>(2) Secured by farmland .....</b>	BHDMK051   0	BHDMK052   0	BHDMK053   0	12.a.(2)
<b>(3) Secured by 1-4 family residential properties:</b>				
<b>(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....</b>	BHDMK054   0	BHDMK055   0	BHDMK056   0	12.a.(3)(a)
<b>(b) Closed-end loans secured by 1-4 family residential properties:</b>				
<b>(1) Secured by first liens ..</b>	BHDMK057   0	BHDMK058   0	BHDMK059   0	12.a.(3)(b)(1)
<b>(2) Secured by junior liens</b>	BHDMK060   0	BHDMK061   0	BHDMK062   0	12.a.(3)(b)(2)
<b>(4) Secured by multifamily (5 or more) residential properties .....</b>	BHDMK063   0	BHDMK064   0	BHDMK065   0	12.a.(4)
<b>(5) Secured by nonfarm nonresidential properties:</b>				
<b>(a) Loans secured by owner-occupied nonfarm nonresidential properties</b>	BHDMK066   0	BHDMK067   0	BHDMK068   0	12.a.(5)(a)
<b>(b) Loans secured by other nonfarm nonresidential properties .....</b>	BHDMK069   0	BHDMK070   0	BHDMK071   0	12.a.(5)(b)
<b>b. Loans to finance agricultural production and other loans to farmers .....</b>	BHCKK072   0	BHCKK073   0	BHCKK074   0	12.b.
<b>c. Commercial and industrial loans .....</b>	BHCKK075   0	BHCKK076   0	BHCKK077   0	12.c.
<b>d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>				
<b>(1) Credit cards .....</b>	BHCKK078   0	BHCKK079   0	BHCKK080   0	12.d.(1)
<b>(2) Automobile loans .....</b>	BHCKK081   0	BHCKK082   0	BHCKK083   0	12.d.(2)
<b>(3) Other consumer loans .....</b>	BHCKK084   0	BHCKK085   0	BHCKK086   0	12.d.(3)
<b>e. All other loans and leases .....</b>	BHCKK087   0	BHCKK088   0	BHCKK089   0	12.e.

**Schedule HC-N—Continued**

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
<b>Itemize the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (f):</b>				
(1) Loans to depository institutions & acceptances of other banks .....	0	0	0	12.e.(1)
(2) Loans to foreign governments and official institutions .....	0	0	0	12.e.(2)
(3) Other loans <sup>(1)</sup> .....	0	0	0	12.e.(3)
(4) Lease financing receivables ..	0	0	0	12.e.(4)
<b>f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements .....</b>				
	0	0	0	12.f.

(1) Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S., "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

### Schedule HC-N—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
<b>1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):</b>							
<b>a. Construction, land development, and other land loans in domestic offices:</b>							
<b>(1) 1-4 family residential construction loans</b> .....	BHDMK105	0	BHDMK106	0	BHDMK107	0	M.1.a.(1)
<b>(2) Other construction loans and all land development and other land loans</b> .....	BHDMK108	0	BHDMK109	0	BHDMK110	1,000	M.1.a.(2)
<b>b. Loans secured by 1-4 family residential properties in domestic offices</b> .....	BHCKF661	2,554,000	BHCKF662	1,587,000	BHCKF663	1,491,000	M.1.b.
<b>c. Secured by multifamily (5 or more) residential properties in domestic offices</b> .....	BHDMK111	0	BHDMK112	0	BHDMK113	1,000	M.1.c.
<b>d. Secured by nonfarm nonresidential properties in domestic offices:</b>							
<b>(1) Loans secured by owner-occupied nonfarm nonresidential properties</b> .....	BHDMK114	0	BHDMK115	0	BHDMK116	2,000	M.1.d.(1)
<b>(2) Loans secured by other nonfarm nonresidential properties</b> .....	BHDMK117	0	BHDMK118	0	BHDMK119	21,000	M.1.d.(2)
<b>e. Commercial and industrial loans:</b>							
<b>(1) To U.S. addresses (domicile)</b> .....	BHCKK120	0	BHCKK121	0	BHCKK122	165,000	M.1.e.(1)
<b>(2) To non-U.S. addressees (domicile)</b> .....	BHCKK123	1,000	BHCKK124	0	BHCKK125	27,000	M.1.e.(2)
<b>f. All other loans (include loans to individuals for household, family, &amp; other personal expenditures)</b> .....	BHCKK126	597,000	BHCKK127	136,000	BHCKK128	491,000	M.1.f.

### Schedule HC-N—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
<b>Itemize loan categories included in Memorandum item 1.f. above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</b>							
(1) Loans secured by farmland in domestic offices .....	BHDMK130	0	BHDMK131	0	BHDMK132	0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks .....	BHCKK134	0	BHCKK135	0	BHCKK136	0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers .....	BHCKK138	0	BHCKK139	0	BHCKK140	0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards .....	BHCKK274	0	BHCKK275	0	BHCKK276	0	M.1.f.(4)(a)
(b) Automobile loans .....	BHCKK277	0	BHCKK278	0	BHCKK279	0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	BHCKK280	0	BHCKK281	0	BHCKK282	0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....	BHCKK283	0	BHCKK284	0	BHCKK285	0	M.1.f.(5)
(6) Other loans <sup>(1)</sup> .....	BHCKK286	0	BHCKK287	0	BHCKK288	317,000	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above .....	BHCK6558	57,000	BHCK6559	0	BHCK6560	64,000	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees above .....	BHCK3508	2,007,000	BHCK1912	277,000	BHCK1913	4,701,000	M.3.
4. Not applicable							
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)							
a. Loans and leases held for sale .....	BHCKC240	23,000	BHCKC241	0	BHCKC226	244,000	M.5.a.
b. Loans measured at fair value:							
(1) Fair value .....	BHCKF664	48,000	BHCKF665	0	BHCKF666	99,000	M.5.b.(1)
(2) Unpaid principal balance .....	BHCKF667	103,000	BHCKF668	0	BHCKF669	216,000	M.5.b.(2)

(1) Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S., "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

### Schedule HC-N—Continued

MEMORANDA (continued)

*Items 6 is to be reported only by bank holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance-sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).*

Dollar Amounts in Thousands	Bil   Mil   Thou		Bil   Mil   Thou		
6. Derivative contracts:					
Fair value of amounts carried as assets .....	BHCK3529	0	BHCK3530	0	M.6.

	Dollar Amounts in Thousands			
	Bil	Mil	Thou	
7. Additions to nonaccrual assets during the quarter .....	BHCKC410	4,364,000		M.7.
8. Nonaccrual assets sold during the quarter .....	BHCKC411	823,000		M.8.

## Schedule HC-P—1-4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets<sup>1</sup> and (2) bank holding companies with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale<sup>2</sup> from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: (2)					
a. Closed-end first liens .....	BHCKF066	2,980,000			1.a.
b. Closed-end junior liens .....	BHCKF067	0			1.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit .....	BHDMF670	0			1.c.(1)
(2) Principal amount funded under the lines of credit .....	BHDMF671	0			1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:					
a. Closed-end first liens .....	BHCKF068	11,027,000			2.a.
b. Closed-end junior liens .....	BHCKF069	0			2.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit .....	BHDMF672	0			2.c.(1)
(2) Principal amount funded under the lines of credit .....	BHDMF673	0			2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:					
a. Closed-end first liens .....	BHCKF070	12,279,000			3.a.
b. Closed-end junior liens .....	BHCKF071	18,000			3.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit .....	BHDMF674	0			3.c.(1)
(2) Principal amount funded under the lines of credit .....	BHDMF675	0			3.c.(2)
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):					
a. Closed-end first liens .....	BHCKF072	7,475,000			4.a.
b. Closed-end junior liens .....	BHCKF073	2,000			4.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit .....	BHDMF676	4,000			4.c.(1)
(2) Principal amount funded under the lines of credit .....	BHDMF677	13,000			4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i)					
a. Closed-end 1-4 family residential mortgage loans .....	BHCKF184	297,000			5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit .....	BHDMF560	0			5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:					
a. Closed-end first liens .....	BHDMF678	474,000			6.a.
b. Closed-end junior liens .....	BHDMF679	0			6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit .....	BHDMF680	0			6.c.(1)
(2) Principal amount funded under the lines of credit .....	BHDMF681	0			6.c.(2)

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.  
 (2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

### Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule HC-Q is to be completed by all bank holding companies.

Dollar Amounts in Thousands		(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
<b>ASSETS</b>						
1. Available-for-sale securities .....	BHCY 1773	BHCKG474	BHCKG475	BHCKG476	BHCKG477	
	258,361,000	0	51,117,000	199,097,000	8,147,000	1.
2. Federal funds sold and securities purchased under agreements to resell .....	BHCKG478	BHCKG479	BHCKG480	BHCKG481	BHCKG482	
	163,439,000	57,315,000	0	216,064,000	4,690,000	2.
3. Loans and leases held for sale .....	BHCKG483	BHCKG484	BHCKG485	BHCKG486	BHCKG487	
	6,414,000	0	0	6,414,000	0	3.
4. Loans and leases held for investment .....	BHCKG488	BHCKG489	BHCKG490	BHCKG491	BHCKG492	
	5,363,000	0	0	717,000	4,646,000	4.
5. Trading assets:						
a. Derivative assets .....	BHCT3543	BHCKG493	BHCKG494	BHCKG495	BHCKG496	
	77,691,000	1,043,853,000	4,964,000	1,099,647,000	16,933,000	5.a.
b. Other trading assets .....	BHCKG497	BHCKG498	BHCKG499	BHCKG500	BHCKG501	
	260,372,000	0	117,490,000	125,436,000	17,446,000	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above) .....	BHCKF240	BHCKF684	BHCKF692	BHCKF241	BHCKF242	
	0	0	0	0	0	5.b.(1)
6. All other assets .....	BHCKG391	BHCKG392	BHCKG395	BHCKG396	BHCKG804	
	14,994,000	3,425,000	0	5,952,000	12,467,000	6.
7. Total assets measured at fair value on a recurring basis .....	BHCKG502	BHCKG503	BHCKG504	BHCKG505	BHCKG506	
	<b>786,634,000</b>	<b>1,104,593,000</b>	<b>173,571,000</b>	<b>1,653,327,000</b>	<b>64,329,000</b>	7.

**Schedule HC-Q—Continued**

	(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
Dollar Amounts in Thousands						
<b>LIABILITIES</b>						
8. Deposits .....	BHCKF252 1,519,000	BHCKF686 0	BHCKF694 0	BHCKF253 1,060,000	BHCKF254 459,000	8.
9. Federal funds purchased and securities sold under agreements to repurchase .....	BHCKG507 135,724,000	BHCKG508 57,315,000	BHCKG509 0	BHCKG510 191,941,000	BHCKG511 1,098,000	9.
10. Trading liabilities:						
a. Derivative liabilities .....	BHCT3547 71,895,000	BHCKG512 1,040,175,000	BHCKG513 6,945,000	BHCKG514 1,088,090,000	BHCKG515 17,035,000	10.a.
b. Other trading liabilities .....	BHCKG516 87,597,000	BHCKG517 0	BHCKG518 75,790,000	BHCKG519 11,083,000	BHCKG520 724,000	10.b.
11. Other borrowed money .....	BHCKG521 26,775,000	BHCKG522 0	BHCKG523 0	BHCKG524 19,990,000	BHCKG525 6,785,000	11.
12. Subordinated notes and debentures .....	BHCKG526 0	BHCKG527 0	BHCKG528 0	BHCKG529 0	BHCKG530 0	12.
13. All other liabilities .....	BHCKG805 3,720,000	BHCKG806 3,425,000	BHCKG807 0	BHCKG808 7,138,000	BHCKG809 7,000	13.
14. Total liabilities measured at fair value on a recurring basis .....	<b>BHCKG531 327,230,000</b>	<b>BHCKG532 1,100,915,000</b>	<b>BHCKG533 82,735,000</b>	<b>BHCKG534 1,319,302,000</b>	<b>BHCKG535 26,108,000</b>	14.

**Schedule HC-Q—Continued**

Dollar Amounts in Thousands

	(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
<b>Memoranda</b>						
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):						
a. Mortgage servicing assets .....	BHCKG536	BHCKG537	BHCKG538	BHCKG539	BHCKG540	
	2,852,000	0	0	0	2,852,000	M.1.a.
b. Nontrading derivative assets .....	BHCKG541	BHCKG542	BHCKG543	BHCKG544	BHCKG545	
	2,165,000	3,425,000	0	5,210,000	380,000	M.1.b.
c. <input type="text" value="BHTXG546"/>	BHCKG546	BHCKG547	BHCKG548	BHCKG549	BHCKG550	
		0	0	0	0	M.1.c.
d. <input type="text" value="BHTXG551"/>	BHCKG551	BHCKG552	BHCKG553	BHCKG554	BHCKG555	
		0	0	0	0	M.1.d.
e. <input type="text" value="BHTXG556"/>	BHCKG556	BHCKG557	BHCKG558	BHCKG559	BHCKG560	
		0	0	0	0	M.1.e.
f. <input type="text" value="BHTXG561"/>	BHCKG561	BHCKG562	BHCKG563	BHCKG564	BHCKG565	
		0	0	0	0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):						
a. Loan commitments (not accounted for as derivatives) .....	BHCKF261	BHCKF689	BHCKF697	BHCKF262	BHCKF263	
	0	0	0	0	0	M.2.a.
b. Nontrading derivative liabilities .....	BHCKG566	BHCKG567	BHCKG568	BHCKG569	BHCKG570	
	3,720,000	3,425,000	0	7,138,000	7,000	M.2.b.
c. <input type="text" value="BHTXG571"/>	BHCKG571	BHCKG572	BHCKG573	BHCKG574	BHCKG575	
		0	0	0	0	M.2.c.
d. <input type="text" value="BHTXG576"/>	BHCKG576	BHCKG577	BHCKG578	BHCKG579	BHCKG580	
		0	0	0	0	M.2.d.
e. <input type="text" value="BHTXG581"/>	BHCKG581	BHCKG582	BHCKG583	BHCKG584	BHCKG585	
		0	0	0	0	M.2.e.
f. <input type="text" value="BHTXG586"/>	BHCKG586	BHCKG587	BHCKG588	BHCKG589	BHCKG590	
		0	0	0	0	M.2.f.

# Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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Dollar Amounts in Thousands		Bil	Mil	Thou	
<b>Tier 1 capital</b>					
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	BHCKX3210	177,372,000			1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value) <sup>(1)</sup>	BHCK8434	(98,000)			2.
3. LESS: Net unrealized loss on available-for-sale equity securities (report loss as a positive value) <sup>(1)</sup>	BHCKA221	0			3.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>(1)</sup> (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK4336	(7,024,000)			4.
5. LESS: Nonqualifying perpetual preferred stock	BHCKB588	0			5.
6.					
a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	BHCKG214	606,000			6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) <sup>(2)</sup>	BHCKG215	16,159,000			6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	BHCKG216	0			6.c.
7.					
a. LESS: Disallowed goodwill and other disallowed intangible assets	BHCKB590	29,884,000			7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	BHCKF264	1,239,000			7.b.
8. Subtotal (sum of items 1 and 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a and 7.b)	BHCKC227	170,136,000			8.
9.					
a. LESS: Disallowed servicing assets and purchased credit card relationships	BHCKB591	285,000			9.a.
b. LESS: Disallowed deferred tax assets	BHCK5610	36,925,000			9.b.
10. Other additions to (deductions from) Tier 1 capital	BHCKB592	(560,000)			10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	BHCK8274	132,366,000			11.
<b>Tier 2 Capital</b>					
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c. <sup>(2)</sup>	BHCKG217	20,676,000			12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	BHCKG218	0			13.
14. Allowance for loan and lease losses includible in Tier 2 capital	BHCK5310	12,587,000			14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	BHCK2221	668,000			15.
16. Other Tier 2 capital components	BHCKB594	0			16.
17. Tier 2 capital (sum of items 12 through 16)	BHCK5311	33,931,000			17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	BHCK8275	33,931,000			18.
19. Tier 3 Capital allocated for market risk	BHCK1395	0			19.
20. LESS: Deductions for total risk-based capital	BHCKB595	0			20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	BHCK3792	166,297,000			21.
<b>Total assets for leverage ratio</b>					
22. Average total assets (from Schedule HC-K, item 5)	BHCT3368	1,957,256,000			22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	BHCTB590	29,884,000			23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	BHCTB591	285,000			24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	BHCT5610	36,925,000			25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCKB596	2,757,000			26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	BHCKA224	1,887,405,000			27.
28. - 30. Not applicable					28.-30.

(1) Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income."

(2) Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.

### Schedule HC-R—Continued

		Percentage	
<b>Capital ratios</b>			
31. Tier 1 leverage ratio (item 11 divided by item 27) .....	BHCK7204	<b>7.01</b>	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	BHCK7206	<b>13.45</b>	32.
33. Total risk-based capital ratio (item 21 divided by item 62) .....	BHCK7205	<b>16.89</b>	33.

**Schedule HC-R—Continued**

Bank holding companies are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weighted analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

Dollar Amounts in Thousands		(Column A) Totals (from Schedule HC)	(Column B) Items Not Subject to Risk- Weighting	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
<b>Balance Sheet Asset Categories</b>			BHCE	BHC0	BHC2	BHC5	BHC9
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).		BHCK0010	BHCE0010	BHC00010	BHC20010		BHC90010
		188,288,000	0	135,942,000	48,674,000		3,672,000
35. Held-to-maturity securities		BHCX1754	BHCE1754	BHC01754	BHC21754	BHC51754	BHC91754
		<b>12,866,000</b>	(2,630,000)	0	3,828,000	3,524,000	8,144,000
36. Available-for-sale securities		BHCX1773	BHCE1773	BHC01773	BHC21773	BHC51773	BHC91773
		<b>258,361,000</b>	2,927,000	125,881,000	100,329,000	13,865,000	15,359,000
37. Federal funds sold and securities purchased under agreements to resell		BHCKC225		BHC0C225	BHC2C225		BHC9C225
		290,645,000		231,939,000	47,201,000		11,505,000
38. Loans and leases held for sale		BHCT5369	BHCE5369	BHC05369	BHC25369	BHC55369	BHC95369
		<b>10,197,000</b>	0	0	1,242,000	6,421,000	2,534,000
39. Loans and leases, net of unearned income		BHCTB528	BHCEB528	BHC0B528	BHC2B528	BHC5B528	BHC9B528
		<b>654,148,000</b>	(1,237,000)	24,617,000	58,256,000	118,871,000	453,641,000
40. LESS: Allowance for loan and lease losses		BHCX3123	BHCE3123				
		32,052,000	32,052,000				
41. Trading assets		BHCX3545	BHCE3545	BHC03545	BHC23545	BHC53545	BHC93545
		<b>338,063,000</b>	338,063,000	0	0	0	0
42. All other assets <sup>(1)</sup>		BHCKB639	BHCEB639	BHC0B639	BHC2B639	BHC5B639	BHC9B639
		215,476,000	69,290,000	8,085,000	21,959,000	1,778,000	114,364,000
43. Total assets (sum of items 34 through 42)		BHCT2170	BHCE2170	BHC02170	BHC22170	BHC52170	BHC92170
		<b>1,935,992,000</b>	<b>374,361,000</b>	<b>526,464,000</b>	<b>281,489,000</b>	<b>144,459,000</b>	<b>609,219,000</b>

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, direct and indirect investments in real estate ventures, intangible assets, and other assets.

**Schedule HC-R—Continued**

Dollar Amounts in Thousands							
	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
<b>Derivatives and Off-Balance Sheet Items</b>			BHCE	BHC0	BHC2	BHC5	BHC9
44. Financial standby letters of credit	BHCKB546	1.00 or 12.5 (2)	BHCEB546	BHC0B546	BHC2B546	BHC5B546	BHC9B546
	97,786,000	1.000000	<b>97,786,000</b>	19,340,000	23,775,000	4,038,000	50,633,000
45. Performance standby letters of credit	BHCT6570		BHCE6570	BHC06570	BHC26570	BHC56570	BHC96570
	<b>12,290,000</b>	.50	<b>6,145,000</b>	549,000	731,000	0	4,865,000
46. Commercial and similar letters of credit	BHCT3411		BHCE3411	BHC03411	BHC23411	BHC53411	BHC93411
	<b>9,493,000</b>	.20	<b>1,898,600</b>	24,000	435,000	0	1,439,600
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK3429		BHCE3429	BHC03429	BHC23429		BHC93429
		1.00					
48. Securities lent	BHCT3433		BHCE3433	BHC03433	BHC23433	BHC53433	BHC93433
	<b>75,234,000</b>	1.00	<b>75,234,000</b>	74,411,000	409,000	0	414,000
49. Retained recourse on small business obligations sold with recourse	BHCTA250		BHCEA250	BHC0A250	BHC2A250	BHC5A250	BHC9A250
	0	1.00	0	0	0	0	0
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	BHCKB541	12.5(3)	BHCEB541				BHC9B541
	310,000	13.441935	<b>4,167,000</b>				4,167,000
51. All other financial assets sold with recourse	BHCKB675		BHCEB675	BHC0B675	BHC2B675	BHC5B675	BHC9B675
	6,146,000	1.00	<b>6,146,000</b>	0	0	1,132,000	5,014,000
52. All other off-balance sheet liabilities	BHCKB681		BHCEB681	BHC0B681	BHC2B681	BHC5B681	BHC9B681
	2,693,000	1.00	<b>2,693,000</b>	143,000	442,000	206,000	1,902,000
53. Unused commitments:							
a. With an original maturity exceeding one year	BHCK6572		BHCE6572	BHC06572	BHC26572	BHC56572	BHC96572
	157,710,000	.50	<b>78,855,000</b>	6,420,000	12,901,000	789,000	58,745,000
b. With an original maturity of one year or less to asset-backed commercial paper conduits	BHCKG591		BHCEG591	BHC0G591	BHC2G591	BHC5G591	BHC9G591
	6,107,000	.10	<b>610,700</b>	0	85,000	451,000	74,700
54. Derivative contracts			BHCEA167	BHC0A167	BHC2A167	BHC5A167	
			253,557,000	18,359,200	141,637,000	93,560,800	

(1) Column A multiplied by credit conversion factor.

(2) For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution-specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

(3) Or institution-specific factor.

**Schedule HC-R—Continued**

Dollar Amounts in Thousands					
	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
<b>Totals</b>					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54) .....	BHCKB696	BHCKB697	BHCKB698	BHCKB699	
	<b>645,710,200</b>	<b>461,904,000</b>	<b>244,635,800</b>	<b>736,473,300</b>	55.
56. Risk weight factor .....	x 0%	x 20%	x 50%	x 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56) .....	BHCKB700	BHCKB701	BHCKB702	BHCKB703	
	<b>0</b>	<b>92,380,800</b>	<b>122,317,900</b>	<b>736,473,300</b>	57.
58. Market risk equivalent assets .....				BHCK1651	
				53,766,000	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58) .....				BHCKB704	
				<b>1,004,938,000</b>	59.
60. LESS: Excess allowance for loan and lease losses .....				BHCKA222	
				20,600,000	60.
61. LESS: Allocated transfer risk reserve .....				BHCK3128	
				0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61) .....				BHCKA223	
				<b>984,338,000</b>	62.

**Schedule HC-R—Continued**

MEMORANDA

	Dollar Amounts in Thousands			
		Bil	Mill	Thou
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards	BHCK8764	100,311,000		M.1.

Dollar Amounts in Thousands	(Column A) With a remaining maturity of one year or less		(Column B) With a remaining maturity of over one year through five years		(Column C) With a remaining maturity of over five years		
2. Notional principal amounts of derivative contracts: (1)							
a. Interest rate contracts	BHCK3809	23,565,470,000	BHCK8766	6,709,123,000	BHCK8767	4,611,635,000	M.2.a.
b. Foreign exchange contracts	BHCK3812	4,641,689,000	BHCK8769	416,850,000	BHCK8770	179,419,000	M.2.b.
c. Gold contracts	BHCK8771	1,307,000	BHCK8772	0	BHCK8773	0	M.2.c.
d. Other precious metals contracts	BHCK8774	248,000	BHCK8775	1,000	BHCK8776	0	M.2.d.
e. Other commodity contracts	BHCK8777	57,134,000	BHCK8778	34,783,000	BHCK8779	5,734,000	M.2.e.
f. Equity derivative contracts	BHCKA000	135,410,000	BHCKA001	77,925,000	BHCKA002	28,128,000	M.2.f.
g. Credit derivative contracts:							
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:							
(1) Investment grade	BHCKG597	97,760,000	BHCKG598	483,663,000	BHCKG599	108,181,000	M.2.g.(1)
(2) Subinvestment grade	BHCKG600	113,854,000	BHCKG601	568,844,000	BHCKG602	151,373,000	M.2.g.(2)

	Dollar Amounts in Thousands			
		Bil	Mill	Thou
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:				
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	BHCK5479	312,000		M.3.a.
b. Not applicable				
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities)(included in Schedule HC, item 27.b)	BHCKC498	0		M.3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)	BHCKA507	0		M.3.d.
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)	BHCK2771	0		M.4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):				
a. In the form of perpetual preferred stock	BHCK5483	0		M.5.a.
b. In the form of common stock	BHCK5484	1,089,000		M.5.b.

(1) Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.



**Schedule HC-S—Servicing, Securitization, and Asset Sale Activities**

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Dollar Amounts in Thousands		(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
<b>Securitization Activities</b>								
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements .....	BHCKB705	BHCKB706	BHCKB707	BHCKB708	BHCKB709	BHCKB710	BHCKB711	1.
	61,181,000	6,365,000	235,000	0	0	27,000	8,802,000	
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:								
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F) .....	BHCKB712	BHCKB713	BHCKB714	BHCKB715	BHCKB716	BHCKB717	BHCKB718	2.a.
	0	0	0	0	0	0	3,000	
b. Subordinated securities and other residual interests .....	BHCKC393	BHCKC394	BHCKC395	BHCKC396	BHCKC397	BHCKC398	BHCKC399	2.b.
	390,000	12,000	0	0	0	0	46,000	
c. Standby letters of credit and other enhancements .....	BHCKC400	BHCKC401	BHCKC402	BHCKC403	BHCKC404	BHCKC405	BHCKC406	2.c.
	1,243,000	0	0	0	0	0	0	
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1 .....	BHCKB726	BHCKB727	BHCKB728	BHCKB729	BHCKB730	BHCKB731	BHCKB732	3.
	0	0	0	0	0	0	0	
4. Past due loan amounts included in item 1:								
a. 30-89 days past due .....	BHCKB733	BHCKB734	BHCKB735	BHCKB736	BHCKB737	BHCKB738	BHCKB739	4.a.
	4,925,000	0	26,000	0	0	0	0	
b. 90 days or more past due .....	BHCKB740	BHCKB741	BHCKB742	BHCKB743	BHCKB744	BHCKB745	BHCKB746	4.b.
	1,517,000	0	17,000	0	0	0	0	
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date)								
a. Charge-offs .....	BHCKB747	BHCKB748	BHCKB749	BHCKB750	BHCKB751	BHCKB752	BHCKB753	5.a.
	266,000	0	85,000	0	0	0	0	
b. Recoveries .....	BHCKB754	BHCKB755	BHCKB756	BHCKB757	BHCKB758	BHCKB759	BHCKB760	5.b.
	0	0	11,000	0	0	0	0	

**Schedule HC-S—Continued**

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B) .....		BHCKB761 0	BHCKB762 0			BHCKB763 0	6.a.	
b. Loans (included in HC-C) .....		BHCKB500 0	BHCKB501 0			BHCKB502 0	6.b.	
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due .....		BHCKB764 0	BHCKB765 0			BHCKB766 0	7.a.	
b. 90 days or more past due .....		BHCKB767 0	BHCKB768 0			BHCKB769 0	7.b.	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date)								
a. Charge-offs .....		BHCKB770 0	BHCKB771 0			BHCKB772 0	8.a.	
b. Recoveries .....		BHCKB773 0	BHCKB774 0			BHCKB775 0	8.b.	
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements .....	BHCKB776 824,000	BHCKB777 355,000	BHCKB778 18,000	BHCKB779 41,000	BHCKB780 159,000	BHCKB781 0	BHCKB782 1,791,000	9.
10. Reporting institution's unused commitments to provide liquidity to other institution's securitization structures .....	BHCKB783 0	BHCKB784 0	BHCKB785 0	BHCKB786 0	BHCKB787 0	BHCKB788 0	BHCKB789 0	10.
<b>Asset Sales</b>								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized .....	BHCKB790 108,000	BHCKB791 1,000	BHCKB792 0	BHCKB793 2,202,000	BHCKB794 880,000	BHCKB795 0	BHCKB796 2,531,000	11.
12. Maximum amount of credit exposure arising from recourse or other seller provided credit enhancements provided to assets reported in item 11 .....	BHCKB797 105,000	BHCKB798 0	BHCKB799 0	BHCKB800 50,000	BHCKB801 158,000	BHCKB802 0	BHCKB803 50,000	12.

## Schedule HC-S—Continued

MEMORANDA

Dollar Amounts in Thousands		Bil	Mil	Thou
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
a. Outstanding principal balance .....	BHCKA249	0		M.1.a.
b. Amount of retained recourse on these obligations as of the report date .....	BHCKA250	0		M.1.b.
2. Outstanding principal balance of assets serviced for others <b>(includes participations serviced for others)</b> :				
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements .....	BHCKB804	301,000		M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements .....	BHCKB805	419,177,000		M.2.b.
c. Other financial assets <sup>(1)</sup> .....	BHCKA591	9,900,000		M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans) .....	BHCKF699	10,318,000		M.2.d.
3. Asset-backed commercial paper conduits:				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company .....	BHCKB806	1,811,000		M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions .....	BHCKB807	0		M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company .....	BHCKB808	12,549,000		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions .....	BHCKB809	6,359,000		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) <sup>(2)</sup> .....	BHCKC407	5,000		M.4.

(1) Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

(2) Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

### Schedule HC-V—Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles		(Column B) ABCP Conduits		(Column C) Other VIEs		
<b>1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:</b>							
a. Cash and balances due from depository institutions .....	BHCKJ981	822,000	BHCKJ982	12,000	BHCKJ983	48,000	1.a.
b. Held-to-maturity securities .....	BHCKJ984	0	BHCKJ985	0	BHCKJ986	63,000	1.b.
c. Available-for-sale securities .....	BHCKJ987	1,541,000	BHCKJ988	0	BHCKJ989	7,759,000	1.c.
d. Securities purchased under agreements to resell .....	BHCKJ990	0	BHCKJ991	0	BHCKJ992	0	1.d.
e. Loans and leases held for sale .....	BHCKJ993	0	BHCKJ994	0	BHCKJ995	0	1.e.
f. Loans and leases, net of unearned income .....	BHCKJ996	102,204,000	BHCKJ997	20,099,000	BHCKJ998	1,780,000	1.f.
g. Less: Allowance for loan and lease losses .....	BHCKJ999	8,665,000	BHCKK001	0	BHCKK002	49,000	1.g.
h. Trading assets (other than derivatives) .....	BHCKK003	0	BHCKK004	0	BHCKK005	583,000	1.h.
i. Derivative trading assets .....	BHCKK006	232,000	BHCKK007	0	BHCKK008	20,000	1.i.
j. Other real estate owned .....	BHCKK009	9,000	BHCKK010	0	BHCKK011	73,000	1.j.
k. Other assets .....	BHCKK012	251,000	BHCKK013	28,000	BHCKK014	667,000	1.k.
<b>2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank holding company:</b>							
a. Securities sold under agreements to repurchase .....	BHCKK015	0	BHCKK016	0	BHCKK017	0	2.a.
b. Derivative trading liabilities .....	BHCKK018	0	BHCKK019	0	BHCKK020	19,000	2.b.
c. Commercial paper .....	BHCKK021	0	BHCKK022	13,003,000	BHCKK023	0	2.c.
d. Other borrowed money (exclude commercial paper) .....	BHCKK024	51,868,000	BHCKK025	0	BHCKK026	8,765,000	2.d.
e. Other liabilities .....	BHCKK027	136,000	BHCKK028	6,000	BHCKK029	136,000	2.e.
<b>3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above) .....</b>	BHCKK030	0	BHCKK031	0	BHCKK032	0	3.
<b>4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above) .....</b>	BHCKK033	0	BHCKK034	1,800,000	BHCKK035	300,000	4.

## Notes to the Balance Sheet—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less.

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Average loans and leases (net of unearned income) .....	BHBC3516			N/A	1.
2. Average earning assets .....	BHBC3402			N/A	2.
3. Average total consolidated assets .....	BHBC3368			N/A	3.
4. Average equity capital .....	BHBC3519			N/A	4.

### Notes to the Balance Sheet—Other

Enter in the lines provided below any additional information on specific line items on the income statement or to its supporting schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

**Example**

A bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the bank holding company's long-term unsecured debt by a material amount. The bank holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

		Bil	Mil	Thou
TEXT0000	Sch. HC, item 16, New loan to holding company's ESOP guaranteed by bank holding company			
TEXT0000			750	

### Notes to the Balance Sheet—Other

Dollar Amounts in Thousands

		Bil	Mil	Thou
1.	<b>Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)</b>			
		BHCKK141		0
2.	TEXT5357			
		BHCK5357		
3.	TEXT5358			
		BHCK5358		
4.	TEXT5359			
		BHCK5359		
5.	TEXT5360			
		BHCK5360		
6.	TEXTB027			
		BHCKB027		
7.	TEXTB028			
		BHCKB028		
8.	TEXTB029			
		BHCKB029		
9.	TEXTB030			
		BHCKB030		

### Notes to the Balance Sheet—Other, Continued

Dollar Amounts in Thousands

		Bil	Mil	Thou		
10.	TEXTB031					
		BHCKB031				10.
11.	TEXTB032					
		BHCKB032				11.
12.	TEXTB033					
		BHCKB033				12.
13.	TEXTB034					
		BHCKB034				13.
14.	TEXTB035					
		BHCKB035				14.
15.	TEXTB036					
		BHCKB036				15.
16.	TEXTB037					
		BHCKB037				16.
17.	TEXTB038					
		BHCKB038				17.
18.	TEXTB039					
		BHCKB039				18.
19.	TEXTB040					
		BHCKB040				19.
20.	TEXTB041					
		BHCKB041				20.

## Remarks

Enter in the space below any additional remarks that you may have.

(TEXT4769)

