

Federal Financial Institutions Examination Council



Please refer to page i,
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the required disclosure
of estimated burden.

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Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices - FFIEC 031

Report at the close of business December 31, 2003 (20031231)
(RCRI 9999)

This report is required by law: 12 U.S.C. §324 (State member banks); 12 U.S.C §1817 (State nonmember banks); and 12 U.S.C. §161 (National banks).

This report form is to be filed by banks with branches and consolidated subsidiaries in U.S. territories and possessions, Edge or Agreement subsidiaries, foreign branches, consolidated foreign subsidiaries, or International Banking Facilities.

NOTE: The Reports of Condition and Income must be signed by an authorized officer and the Report of Condition must be attested to by not less than two directors (trustees) for State nonmember banks and three directors for State member and National banks.

The Reports of Condition and Income are to be prepared in accordance with Federal regulatory authority instructions.

I, Grace B. Vogel, Vice President and Controller

Name and Title of Officer Authorized to Sign Report

of the named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Director (Trustee)

Director (Trustee)

Director (Trustee)

Signature of Officer Authorized to Sign Report

February 17, 2004

Date of Signature

Submission of Reports

Each bank must prepare its Reports of Condition and Income either:

- (a) in electronic form and then file the computer data file directly with the banking agencies' collection agent, Electronic Data Systems Corporation (EDS), by modem or on computer diskette; or
- (b) in hard-copy (paper) form and arrange for another party to convert the paper report to electronic form. That party (if other than EDS) must transmit the bank's computer data file to EDS.

For electronic filing assistance, contact EDS Call Report Services, 13890 Bishops Drive, Suite 110, Brookfield, WI 53005, telephone (800) 255-1571.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach this signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the completed report that the bank places in its files.

FDIC Certificate Number 07213
(RCRI 9050)

Citibank, N.A.

Legal Title of Bank (TEXT 9010)

New York

City (TEXT 9130)

NY

State Abbrev. (TEXT 9200)

10043

ZIP Code (TEXT 9220)

Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices

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The estimated average burden associated with this information collection is 37 hours per respondent and is estimated to vary from 15 to 550 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency 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. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503, and to one of the following:

Secretary
Board of Governors of the Federal Reserve System
Washington, D.C. 20551

Legislative and Regulatory Analysis Division
Office of the Comptroller of the Currency
Washington, D.C. 20219

Assistant Executive Secretary
Federal Deposit Insurance Corporation
Washington, D.C. 20429

For information or assistance, National and State nonmember banks should contact the FDIC's Reports Analysis and Quality Control Section, 550 17th Street, NW, Washington, D.C. 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern time. State member banks should contact their Federal Reserve District Bank.

Contact Information Page**3****Emergency Contact Information**

This information is being requested so the Agencies can distribute critical, time sensitive information to emergency contacts at banks. Please provide primary contact information for a senior official of the bank who has decision-making authority. Also provide information for a secondary contact if available. Enter "none" for the contact's e-mail address or fax number if not available. Emergency contact information is for the confidential use of the Agencies and will not be released to the public.

Primary ContactN/A

Name (TEXT C366)

N/A

Title (TEXT C367)

none

E-mail Address (TEXT C368)

Telephone: Area code/phone number/extension (TEXT C369)

FAX: Area code/phone number (TEXT C370)

Secondary ContactN/A

Name (TEXT C371)

N/A

Title (TEXT C372)

E-mail Address (TEXT C373)

Telephone: Area code/phone number/extension (TEXT C374)

FAX: Area code/phone number (TEXT C375)

USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information

This information is being requested to identify points-of-contact who are in charge of your depository institution's Section 314(a) searches and who could be contacted by federal law enforcement officers for additional information related to anti-terrorist financing and anti-money laundering. Please provide information for a secondary contact if available. Enter "none" for the contact's e-mail address or fax number if not available. USA PATRIOT Act contact information is for the confidential use of the Agencies and the Financial Crimes Enforcement Network (FinCEN) and will not be released to the public.

Primary ContactN/A

Name (TEXT C437)

N/A

Title (TEXT C438)

none

E-mail Address (TEXT C439)

Telephone: Area code/phone number/extension (TEXT C440)

FAX: Area code/phone number (TEXT C441)

Secondary ContactN/A

Name (TEXT C442)

N/A

Title (TEXT C443)

E-mail Address (TEXT C444)

Telephone: Area code/phone number/extension (TEXT C445)

FAX: Area code/phone number (TEXT C446)

Consolidated Report of Income for the period January 1, 2003 - December 31, 2003

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All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI-Income Statement

	Dollar Amounts in Thousands				
	RIAD	Bil	Mil	Thou	
1. Interest Income:					
a. Interest and fee income on loans:					
(1) In domestic offices:					
(a) Loans secured by real estate	4011		868,000		1.a.(1)(a)
(b) Loans to finance agricultural production and other loans to farmers	4024		0		1.a.(1)(b)
(c) Commercial and industrial loans	4012		1,384,000		1.a.(1)(c)
(d) Loans to individuals for household, family, and other personal expenditures:					
(1) Credit Cards	B485		4,407,000		1.a.(1)(d)(1)
(2) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B486		369,000		1.a.(1)(d)(2)
(e) Loans to foreign governments and other official institutions	4056		0		1.a.(1)(e)
(f) All other loans in domestic offices	B487		2,052,000		1.a.(1)(f)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		13,985,000		1.a.(2)
(3) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(2))	4010		23,065,000		1.a.(3)
b. Income from lease financing receivables	4065		1,131,000		1.b.
c. Interest income on balances due from depository institutions(1).....	4115		639,000		1.c.
d. Interest and dividend income on securities:					
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	B488		319,000		1.d.(1)
(2) Mortgage-backed securities.....	B489		560,000		1.d.(2)
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.).....	4060		1,566,000		1.d.(3)
e. Interest income from trading assets	4069		979,000		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	4020		249,000		1.f.
g. Other interest income	4518		64,000		1.g.
h. Total interest income (sum of items 1.a.(3) through 1.g.)	4107		28,572,000		1.h.
2. Interest expense:					
a. Interest on deposits:					
(1) Interest on deposits in domestic offices:					
(a) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508		15,000		2.a.(1)(a)
(b) Nontransaction accounts:					
(1) Savings deposits (include MMDAs)	0093		765,000		2.a.(1)(b)(1)
(2) Time deposits of \$100,000 or more	A517		257,000		2.a.(1)(b)(2)
(3) Time deposits of less than \$100,000	A518		182,000		2.a.(1)(b)(3)
(2) Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		4,679,000		2.a.(2)
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	4180		357,000		2.b.
c. Interest on trading liabilities and other borrowed money	4185		1,075,000		2.c.

(1) Includes interest income on time certificates of deposits not held for trading.

Schedule RI-Continued

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Dollar Amounts in Thousands	Year-to-date			
	RIAD	Bil	Mil	Thou
2. Interest expense (continued):				
d. Interest on subordinated notes and debentures	4200		771,000	2.d.
e. Total interest expense (sum of items 2.a through 2.d)	4073		8,101,000	2.e.
3. Net interest income (item 1.h minus 2.e)				4074
4. Provision for loan and lease losses				4230
5. Noninterest income:				
a. Income from fiduciary activities(1)	4070		1,337,000	5.a.
b. Service charges on deposit accounts in domestic offices	4080		386,000	5.b.
c. Trading revenue(2)	A220		2,761,000	5.c.
d. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490		0	5.d.
e. Venture capital revenue	B491		74,000	5.e.
f. Net servicing fees	B492		2,060,000	5.f.
g. Net securitization income	B493		2,422,000	5.g.
h. (1) Underwriting income from insurance and reinsurance activities	C386		190,000	5.h.(1)
(2) Income from other insurance activities	C387		552,000	5.h.(2)
i. Net gains (losses) on sales of loans and leases	5416		143,000	5.i.
j. Net gains (losses) on sales of other real estate owned	5415		(6,000)	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		102,000	5.k.
l. Other noninterest income*	B497		5,169,000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)				4079
6. a. Realized gains (losses) on held-to-maturity securities				3521
b. Realized gains (losses) on available-for-sale securities				3196
7. Noninterest expense:				
a. Salaries and employee benefits	4135		7,892,000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		2,279,000	7.b.
c. (1) Goodwill impairment losses	C216		0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		480,000	7.c.(2)
d. Other noninterest expense*	4092		8,854,000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)				4093
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)				4301
9. Applicable income taxes (on item 8)				4302
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)				4300
11. Extraordinary items and other adjustments, net of income taxes*				4320
12. Net income (loss) (sum of items 10 and 11)				4340

* Describe on Schedule RI-E - Explanations

(1) For banks required to complete Schedule RC-T, items 12 through 19, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 19.

(2) For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c, must equal the sum of Memorandum items 8.a through 8.d.

Schedule RI-Continued

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Memoranda

	Dollar Amounts in Thousands	Year-to-date				
		RIAD	Bil	Mil	Thou	
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes	4513	15,000			M.1.	
2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8)	8431	13,000			M.2.	
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b above)	4313	19,000			M.3.	
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3))	4507	349,000			M.4.	
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	132,939			M.5.	
6. Not Applicable						
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition(1)	9106	CC	YY	MM	DD	M.7.
		0000/00/00				
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.d must equal Schedule RI, item 5.c) (To be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.):						
a. Interest rate exposures	8757	(549,000)			M.8.a.	
b. Foreign exchange exposures	8758	3,265,000			M.8.b.	
c. Equity security and index exposures	8759	116,000			M.8.c.	
d. Commodity and other exposures	8760	(71,000)			M.8.d.	
9. Impact on income of derivatives held for purposes other than trading:						
a. Net increase (decrease) to interest income	8761	1,097,000			M.9.a.	
b. Net (increase) decrease to interest expense	8762	(943,000)			M.9.b.	
c. Other (noninterest) allocations	8763	587,000			M.9.c.	
10. Credit losses on derivatives (see instructions)	A251	52,000			M.10.	
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year? (enter "Y" for YES or "N" for NO)	A530	N			M.11.	

(1) For example, a bank acquired on June 1, 2001, would report 20010601.

Schedule RI-A - Changes in Equity Capital**7**

Indicate decreases and losses in parentheses.

Dollar Amounts in Thousands

	RIAD	Bil	Mil	Thou	
1. Total equity capital most recently reported for the December 31, 2002, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217	41,309,000			1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles*	B507	0			2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	41,309,000			3.
4. Net income (loss) (must equal Schedule RI, item 12)	4340	7,919,000			4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	B509	0			5.
6. Treasury stock transactions, net	B510	0			6.
7. Changes incident to business combinations, net	4356	0			7.
8. LESS: Cash dividends declared on preferred stock	4470	120,000			8.
9. LESS: Cash dividends declared on common stock	4460	6,028,000			9.
10. Other comprehensive income(1)	B511	(573,000)			10.
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above).....	4415	3,446,000			11.
12. Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28)	3210	45,953,000			12.

* Describe on Schedule RI-E - Explanations.

(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 changes in minimum pension liability adjustments.

**Schedule RI-B - Charge-offs and Recoveries on Loans and Leases
and Changes in Allowance for Loan and Lease Losses****Part I. Charge-offs and Recoveries on Loans and Leases****Part I includes charge-offs and recoveries through
the allocated transfer risk reserve.**

Dollar Amounts in Thousands

Dollar Amounts in Thousands					RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou	
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices					3582	0			3583	0			1.a.
b. Secured by farmland in domestic offices					3584	0			3585	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					5411	4,000			5412	0			1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties													
(a) Secured by first liens					C234	11,000			C217	0			1.c.(2)(a)
(b) Secured by junior liens					C235	0			C218	0			1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices					3588	2,000			3589	0			1.d.
e. Secured by nonfarm nonresidential properties in domestic offices					3590	6,000			3591	0			1.e.
f. In foreign offices					B512	132,000			B513	26,000			1.f.
2. Loans to depository institutions and acceptances of other banks:													
a. To U.S. banks and other U.S. depository institutions					4653	0			4663	0			2.a.
b. To foreign banks					4654	25,000			4664	11,000			2.b.
3. Loans to finance agricultural production and other loans to farmers					4655	1,000			4665	0			3.
4. Commercial and industrial loans:													
a. To U.S. addressees (domicile)					4645	484,000			4617	57,000			4.a.
b. To non-U.S. addressees (domicile)					4646	1,093,000			4618	205,000			4.b.

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

Schedule RI-B - Continued

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Part I. Continued

Part I. Continued					(Column A) Charge-offs(1)				(Column B) Recoveries					
					Calendar year-to-date									
					RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou		
Dollar Amounts in Thousands														
5. Loans to individuals for household, family, and other personal expenditures:														
a. Credit cards					B514		3,005,000		B515		531,000			5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)					B516		2,179,000		B517		350,000			5.b.
6. Loans to foreign governments and official institutions					4643		127,000		4627		1,000			6.
7. All other loans					4644		36,000		4628		12,000			7.
8. Lease financing receivables:														
a. To U.S. addressees (domicile)					4658		284,000		4668		33,000			8.a.
b. To non-U.S. addressees (domicile)					4659		75,000		4669		22,000			8.b.
9. Total (sum of items 1 through 8)					4635		7,464,000		4605		1,248,000			9.

Memoranda

Memoranda	(Column A) Charge-offs(1)				(Column B) Recoveries			
	Calendar year-to-date							
	RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou
Dollar Amounts in Thousands								
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above	5409		0		5410		0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)	4652		132,000		4662		26,000	M.2.
3. Not applicable								
Memorandum item 4 is to be completed by banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes								
4. 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).....	C388		881,000					M.4.

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

Part II. Changes in Allowance for Loan and Lease Losses

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Dollar Amounts in Thousands		RIAD	Bil	Mil	Thou	
1. Balance most recently reported for the December 31, 2002, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	B522		8,186,000			1.
2. Recoveries (must equal part I, item 9, column B above)	4605		1,248,000			2.
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, Part II, item 4)	C079		7,464,000			3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523		0			4.
5. Provision for loan and lease losses (must equal Schedule RI, item 4)	4230		5,324,000			5.
6. Adjustments* (see instructions for this schedule)	C233		1,415,000			6.
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)	3123		8,709,000			7.

* Describe on Schedule RI-E - Explanations.

Memoranda

Dollar Amounts in Thousands		RIAD	Bil	Mil	Thou	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above	C435		133,000			M.1.
<i>Memorandum items 2 and 3 are to be completed by banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes</i>						
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	C389		0			M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges	C390		413,000			M.3.

Schedule RI-D - Income from International Operations

For all banks with foreign offices, Edge or Agreement subsidiaries, or IBFs where international operations account for more than 10 percent of total revenues, total assets, or net income.

Dollar Amounts in Thousands		Year-to-date				
	RIAD	Bil	Mil	Thou		
1. Interest income and expense attributable to international operations:						
a. Gross interest income	B523		16,767,000			1.a.
b. Gross interest expense	B524		4,625,000			1.b.
2. Net interest income attributable to international operations (item 1.a minus 1.b)	B525		12,142,000			2.
3. Noninterest income and expense attributable to international operations:						
a. Noninterest income attributable to international operations	4097		7,441,000			3.a.
b. Provision for loan and lease losses attributable to international operations	4235		3,697,000			3.b.
c. Other noninterest expense attributable to international operations	4239		10,107,000			3.c.
d. Net noninterest income (expense) attributable to international operations (items 3.a minus 3.b and 3.c)	4843		(6,363,000)			3.d.
4. Estimated pretax income attributable to international operations before capital allocation adjustments (sum of items 2 and 3.d).....	4844		5,779,000			4.
5. Adjustment to pretax income for internal allocations to international operations to reflect the effects of equity capital on overall bank funding costs	4845		(127,000)			5.
6. Estimated pretax income attributable to international operations after capital allocation adjustment (sum of items 4 and 5).....	4846		5,652,000			6.
7. Income taxes attributable to income from international operations as estimated in item 6	4797		1,634,000			7.
8. Estimated net income attributable to international operations (item 6 minus 7)	4341		4,018,000			8.

Schedule RI-E - Explanations

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Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details.)

Dollar Amounts in Thousands		Year-to-date			
		RIAD	Bil	Mil	Thou
1. Other noninterest income (from Schedule RI, item 5.l)					
Itemize and describe amounts that exceed 1% of the sum of Schedule RI, items 1.h and 5.m:					
a.	Income and fees from the printing and sale of checks	C013		0	1.a.
b.	Earnings on/increase in value of cash surrender value of life insurance	C014		0	1.b.
c.	Income and fees from automated teller machines (ATMs)	C016		0	1.c.
d.	Rent and other income from real estate owned	4042		0	1.d.
e.	Safe deposit box rent	C015		0	1.e.
f.	TEXT 4461	4461		0	1.f.
g.	TEXT4462	4462		0	1.g.
h.	TEXT4463	4463		0	1.h.
2. Other noninterest expense (from Schedule RI, item 7.d)					
Itemize and describe amounts that exceed 1% of the sum of Schedule RI, items 1.h and 5.m:					
a.	Data processing expenses	C017		932,000	2.a.
b.	Advertising and marketing expenses	0497		1,541,000	2.b.
c.	Directors' fees	4136		0	2.c.
d.	Printing, stationery, and supplies	C018		448,000	2.d.
e.	Postage	8403		0	2.e.
f.	Legal fees and expenses	4141		0	2.f.
g.	FDIC deposit insurance assessments	4146		0	2.g.
h.	TEXT 4464 Operating Expense Paid to Affiliates	4464		1,844,000	2.h.
i.	TEXT 4467	4467		0	2.i.
j.	TEXT 4468	4468		0	2.j.
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and other adjustments):					
a. (1)	TEXT 4469	4469		0	3.a.(1)
(2)	Applicable income tax effect	4486		0	3.a.(2)
b. (1)	TEXT 4487	4487		0	3.b.(1)
(2)	Applicable income tax effect	4488		0	3.b.(2)
c. (1)	TEXT 4489	4489		0	3.c.(1)
(2)	Applicable income tax effect	4491		0	3.c.(2)

Schedule RI-E - Continued

		Dollar Amounts in Thousands	Year-to-date			
			RIAD	Bil	Mil	Thou
4. Restatements due to corrections of material accounting errors and changes in accounting principles (from Schedule RI-A, item 2) (itemize and describe all restatements):						
a.	TEXT B526		B526		0	4.a
b.	TEXT B527		B527		0	4.b.
5. Other transactions with parent holding company (from Schedule RI-A, item 11) (itemize and describe all such transactions):						
a.	TEXT 4498	Capital Contribution	4498		4,110,000	5.a.
b.	TEXT 4499	Non-cash dividends	4499		(664,000)	5.b.
6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6) (itemize and describe all adjustments):						
a.	TEXT 4521	Fourth Quarter Adjustments (See below)	4521		1,171,000	6.a.
b.	TEXT 4522	Foreign Currenct Translation / Other	4522		244,000	6.b.
7. Other explanations (the space below is provided for the bank to briefly describe, at its option, any other significant items affecting the Report of Income):						

Other explanations (Either enter text in the field below or skip and leave blank for "No comment"):

(TEXT 4769)

Schedule RI-B, line 6 includes the addition of allowance for credit losses related to acquisitions of \$1,645,000 and the reclass to other liabilities for lending commitments of \$(474,000)

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for December 31, 2003

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All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC - Balance Sheet

Dollar Amounts in Thousands				RCFD	Bil	Mil	Thou				
ASSETS											
1. Cash and balances due from depository institutions (from Schedule RC-A):											
a. Noninterest-bearing balances and currency and coin(1).....				0081	13,330,000		1.a.				
b. Interest-bearing balances(2).....				0071	19,426,000		1.b.				
2. Securities:											
a. Held-to-maturity securities (from Schedule RC-B, column A).....				1754	47,000		2.a.				
b. Available-for-sale securities (from Schedule RC-B, column D).....				1773	84,510,000		2.b.				
3. Federal funds sold and securities purchased under agreements to resell:											
a. Federal funds sold in domestic offices				RCON	B987	2,125,000		3.a.			
b. Securities purchased under agreements to resell(3).....				RCFD	B989	14,744,000		3.b.			
4. Loans and lease financing receivables (from Schedule RC-C):											
a. Loans and leases held for sale				RCFD							
				5369	2,940,000		4.a.				
b. Loans and leases, net of unearned income				B528	324,477,000		4.b.				
c. LESS: Allowance for loan and lease losses				3123	8,709,000		4.c.				
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)				B529	315,768,000		4.d.				
5. Trading assets (from Schedule RC-D)								3545	79,871,000		5.
6. Premises and fixed assets (including capitalized leases)								2145	3,964,000		6.
7. Other real estate owned (from Schedule RC-M).....								2150	121,000		7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)								2130	952,000		8.
9. Customers' liability to this bank on acceptances outstanding								2155	1,096,000		9.
10. Intangible assets:											
a. Goodwill				3163	6,610,000		10.a.				
b. Other intangible assets (from Schedule RC-M)				0426	9,184,000		10.b.				
11. Other assets (from Schedule RC-F)								2160	27,435,000		11.
12. Total assets (sum of items 1 through 11)								2170	582,123,000		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 RC - Continued

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Dollar Amounts in Thousands				Bil	Mil	Thou	
LIABILITIES							
13. Deposits:							
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)	RCON						
	2200				113,879,000		13.a.
(1) Noninterest-bearing(1)	RCON	6631	22,283,000				13.a.(1)
(2) Interest-bearing	RCON	6636	91,596,000				13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)	RCFN						
	2200				267,356,000		13.b.
(1) Noninterest-bearing	RCFN	6631	18,588,000				13.b.(1)
(2) Interest-bearing	RCFN	6636	248,768,000				13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase							
a. Federal funds purchased in domestic offices(2)	RCON	B993			9,081,000		14.a.
b. Securities sold under agreements to repurchase(3)	RCFD	B995			9,984,000		14.b.
15. Trading liabilities (from Schedule RC-D)	RCFD	3548			52,718,000		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)	RCFD						
	3190				43,863,000		16.
17. Not applicable							
18. Bank's liability on acceptances executed and outstanding	2920				1,096,000		18.
19. Subordinated notes and debentures(4)	3200				12,330,000		19.
20. Other liabilities (from Schedule RC-G)	2930				25,441,000		20.
21. Total liabilities (sum of items 13 through 20)	2948				535,748,000		21.
22. Minority interest in consolidated subsidiaries	3000				422,000		22.
EQUITY CAPITAL							
23. Perpetual preferred stock and related surplus	3838				1,950,000		23.
24. Common stock	3230				751,000		24.
25. Surplus (exclude all surplus related to preferred stock)	3839				24,831,000		25.
26. a. Retained earnings	3632				19,515,000		26.a.
b. Accumulated other comprehensive income(5)	B530				(1,094,000)		26.b.
27. Other equity capital components(6)	A130				0		27.
28. Total equity capital (sum of items 23 through 27)	3210				45,953,000		28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)	3300				582,123,000		29.

Memorandum

To be reported with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2002

RCFD	Number
6724	N/A

M.1.

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm

- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

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

(2) Report overnight Federal Home Loan Bank advances in Schedule RC, 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 RC-A - Cash and Balances Due From Depository Institutions**14**

Exclude assets held for trading.

	(Column A) Consolidated Bank				(Column B) Domestic Offices			
	RCFD	Bil	Mil	Thou	RCON	Bil	Mil	Thou
Dollar Amounts in Thousands								
1. Cash items in process of collection, unposted debits, and currency and coin	0022	5,715,000						
a. Cash items in process of collection and unposted debits					0020	3,262,000		
b. Currency and coin					0080	685,000		
2. Balances due from depository institutions in the U.S.					0082	3,076,000		
a. U.S. branches and agencies of foreign banks (including their IBFs)	0083	466,000						
b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs).....	0085	3,461,000						
3. Balances due from banks in foreign countries and foreign central banks....					0070	230,000		
a. Foreign branches of other U.S. banks	0073	148,000						
b. Other banks in foreign countries and foreign central banks	0074	22,504,000						
4. Balances due from Federal Reserve Banks	0090	462,000			0090	454,000		
5. Total (sum of items 1 through 4) (total of column A must equal Schedule RC, sum of items 1.a and 1.b)	0010	32,756,000			0010	7,707,000		

Schedule RC-B - Securities

Exclude assets held for trading.

	Held-to-maturity								Available-for-sale							
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
Dollar Amounts in Thousands																
1. U.S. Treasury securities	0211	0			0213	0			1286	11,086,000			1287	11,077,000		
2. U.S. Government agency obligations (exclude mortgage-backed securities):																
a. Issued by U.S. Government agencies(1)	1289	0			1290	0			1291	312,000			1293	303,000		
b. Issued by U.S. Government-sponsored agencies(2)	1294	0			1295	0			1297	9,124,000			1298	9,174,000		
3. Securities issued by states and political subdivisions in the U.S.	8496	0			8497	0			8498	7,366,000			8499	7,914,000		

(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 RC-B - Continued

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Dollar Amounts in Thousands	Held-to-maturity								Available-for-sale																
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value												
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou									
4. Mortgage-backed securities (MBS):																									
a. Pass-through securities:																									
(1) Guaranteed by GNMA.....	1698	0			1699	0			1701	11,511,000			1702	11,550,000			4.a.(1)								
(2) Issued by FNMA and FHLMC	1703	0			1705	0			1706	1,157,000			1707	1,151,000			4.a.(2)								
(3) Other pass-through securities	1709	0			1710	0			1711	20,000			1713	20,000			4.a.(3)								
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714	0			1715	0			1716	1,000			1717	1,000			4.b.(1)								
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718	0			1719	0			1731	0			1732	0			4.b.(2)								
(3) All other mortgage-backed securities	1733	0			1734	0			1735	0			1736	0			4.b.(3)								
5. Asset-backed securities (ABS):																									
a. Credit card receivables	B838	0			B839	0			B840	1,585,000			B841	1,525,000			5.a.								
b. Home equity lines	B842	0			B843	0			B844	167,000			B845	167,000			5.b.								
c. Automobile loans.....	B846	0			B847	0			B848	0			B849	0			5.c.								
d. Other consumer loans	B850	0			B851	0			B852	16,000			B853	29,000			5.d.								
e. Commercial and industrial loans	B854	0			B855	0			B856	73,000			B857	74,000			5.e.								
f. Other.....	B858	0			B859	0			B860	184,000			B861	184,000			5.f.								
6. Other debt securities:																									
a. Other domestic debt securities.....	1737	0			1738	0			1739	2,814,000			1741	2,564,000			6.a.								
b. Foreign debt securities.....	1742	47,000			1743	47,000			1744	38,463,000			1746	38,561,000			6.b.								
7. Investments in mutual funds and other equity securities with readily determinable fair values(1) ...																									
																	A510	187,000			A511	216,000			7.
8. Total (sum of items 1 through 7) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b).....	1754	47,000			1771	47,000			1772	84,066,000			1773	84,510,000			8.								

(1) Report Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock in Schedule RC-F, item 4.

Schedule RC-B - Continued

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Memoranda

	Dollar Amounts in Thousands				
	RCFD	Bil	Mil	Thou	
1. Pledged securities(1).....	0416	35,605,000			M.1.
2. Maturity and repricing data for debt securities(1),(2) (excluding those in nonaccrual status):					
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:(3),(4)					
(1) Three months or less	A549	8,690,000			M.2.a.(1)
(2) Over three months through 12 months	A550	12,235,000			M.2.a.(2)
(3) Over one year through three years	A551	24,322,000			M.2.a.(3)
(4) Over three years through five years	A552	11,100,000			M.2.a.(4)
(5) Over five years through 15 years	A553	9,253,000			M.2.a.(5)
(6) Over 15 years	A554	5,451,000			M.2.a.(6)
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:(3),(5)					
(1) Three months or less	A555	6,000			M.2.b.(1)
(2) Over three months through 12 months	A556	152,000			M.2.b.(2)
(3) Over one year through three years	A557	508,000			M.2.b.(3)
(4) Over three years through five years	A558	9,000			M.2.b.(4)
(5) Over five years through 15 years	A559	489,000			M.2.b.(5)
(6) Over 15 years	A560	11,557,000			M.2.b.(6)
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of:(6)					
(1) Three years or less	A561	1,000			M.2.c.(1)
(2) Over three years.....	A562	0			M.2.c.(2)
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)	A248	18,313,000			M.2.d.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer) ...	1778	0			M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):					
a. Amortized cost	8782	0			M.4.a.
b. Fair value	8783	0			M.4.b.

(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 rate debt securities by next repricing date.

(4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 5, and 6, columns A and D, plus mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.

(5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.

(6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.b, sum of columns A and D.

Schedule RC-C - Loans and Lease Financing Receivables**17****Part I. Loans and Leases**

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve from amounts reported in this schedule. Report
(1) loans and leases held for sale at the lower of cost or market value and
(2) loans and leases held for investment, net of unearned income.
Exclude assets held for trading and commercial paper.

	(Column A) Consolidated Bank				(Column B) Domestic Offices				
	RCFD	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
Dollar Amounts in Thousands									
1. Loans secured by real estate.....	1410	38,657,000						1.	
a. Construction, land development, and other land loans.....					1415	335,000			1.a.
b. Secured by farmland (including farm residential and other improvements)					1420	20,000			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					1797	3,402,000			1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens					5367	5,990,000			1.c.(2)(a)
(b) Secured by junior liens					5368	32,000			1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties					1460	621,000			1.d.
e. Secured by nonfarm nonresidential properties					1480	2,405,000			1.e.
2. Loans to depository institutions and acceptances of other banks:									
a. To commercial banks in the U.S.					B531	7,215,000			2.a.
(1) To U.S. branches and agencies of foreign banks	B532	155,000							2.a.(1)
(2) To other commercial banks in the U.S.	B533	7,168,000							2.a.(2)
b. To other depository institutions in the U.S.	B534	27,751,000			B534	27,751,000			2.b.
c. To banks in foreign countries					B535	696,000			2.c.
(1) To foreign branches of other U.S. banks	B536	24,000							2.c.(1)
(2) To other banks in foreign countries	B537	5,628,000							2.c.(2)
3. Loans to finance agricultural production and other loans to farmers.....	1590	197,000			1590	0			3.
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile)	1763	21,588,000			1763	20,261,000			4.a.
b. To non-U.S. addressees (domicile).....	1764	62,518,000			1764	514,000			4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
a. Credit cards	B538	62,850,000			B538	47,061,000			6.a.
b. Other revolving credit plans	B539	12,907,000			B539	632,000			6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)									
	2011	54,607,000			2011	23,875,000			6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	1,169,000			2081	47,000			7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.	2107	239,000			2107	239,000			8.
9. Other loans	1563	20,331,000							9.
a. Loans for purchasing or carrying securities (secured and unsecured)....					1545	281,000			9.a.
b. All other loans (exclude consumer loans)					1564	8,375,000			9.b.
10. Lease financing receivables (net of unearned income)					2165	8,478,000			10.
a. Of U.S. addressees (domicile)	2182	7,881,000							10.a.
b. Of non-U.S. addressees (domicile)	2183	5,047,000							10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above.....	2123	1,300,000			2123	181,000			11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule RC, sum of items 4.a and 4.b)	2122	327,417,000			2122	158,049,000			12.

Schedule RC-C - Continued

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Part I. Continued

Memoranda

	Dollar Amounts in Thousands				
	RCFD	Bil	Mil	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, above and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures).....	1616		121,000		M.1.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):					
a. Closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of:(1),(2)	RCON				
(1) Three months or less	A564		162,000		M.2.a.(1)
(2) Over three months through 12 months	A565		455,000		M.2.a.(2)
(3) Over one year through three years.....	A566		403,000		M.2.a.(3)
(4) Over three years through five years	A567		1,543,000		M.2.a.(4)
(5) Over five years through 15 years.....	A568		1,338,000		M.2.a.(5)
(6) Over 15 years	A569		2,039,000		M.2.a.(6)
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of:(1),(3)	RCFD				
(1) Three months or less	A570		167,337,000		M.2.b.(1)
(2) Over three months through 12 months	A571		39,778,000		M.2.b.(2)
(3) Over one year through three years.....	A572		68,424,000		M.2.b.(3)
(4) Over three years through five years	A573		26,328,000		M.2.b.(4)
(5) Over five years through 15 years.....	A574		9,395,000		M.2.b.(5)
(6) Over 15 years	A575		4,149,000		M.2.b.(6)
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)	A247		100,440,000		M.2.c.
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column A(4).....	2746		251,000		M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)	RCON				
	5370		793,000		M.4.
5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, item 1, column A, above)	RCFD				
	B837		24,444,000		M.5.
<i>Memorandum item 6 is to be completed by banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes</i>					
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a., column A.	C391		3,364,000		M.6.

(1) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.

(2) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties in domestic offices included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.

(3) Sum of Memorandum items 2.b.(1) through 2.b.(6), plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties in domestic offices included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, part I, sum of items 1 through 10, column A, minus total closed-end loans secured by first liens on 1-4 family residential properties in domestic offices from Schedule RC-C, part I, item 1.c.(2)(a), column B.

(4) Exclude loans secured by real estate that are included in Schedule RC-C, part I, item 1, column A.

Schedule RC-C - Continued

18a

Part II. Loans to Small Businesses and Small Farms

Schedule RC-C, Part II is to be reported only with the June Report of Condition.

Report the number and amount currently outstanding as of June 30 of business loans with "original amounts" of \$1,000,000 or less and farm loans with "original amounts" of \$500,000 or less. The following guidelines should be used to determine the "original amount" of a loan: (1) For loans drawn down under lines of credit or loan commitments, the "original amount" of the loan is the size of the line of credit or loan commitment when the line of credit or loan commitment was most recently approved, extended, or renewed prior to the report date. However, if the amount currently outstanding as of the report date exceeds this size, the "original amount" is the amount currently outstanding on the report date. (2) For loan participations and syndications, the "original amount" of the loan participation or syndication is the entire amount of the credit originated by the lead lender. (3) For all other loans, the "original amount" is the total amount of the loan at origination or the amount currently outstanding as of the report date, whichever is larger.

Loans to Small Businesses

1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part I, item 1.e, column B, and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B, have original amounts of \$100,000 or less (If your bank has no loans outstanding in both of these two loan categories, place an "N" in the box to the right for NO, otherwise mark it "Y" for YES.).....
- | | |
|------|---------|
| RCN | (Y / N) |
| 6999 | N/A |
- 1.

If YES, complete items 2.a and 2.b below, skip items 3 and 4, and go to item 5.

If NO and your bank has loans outstanding in either loan category, skip items 2.a and 2.b, complete items 3 and 4 below, and go to item 5.

If NO and your bank has no loans outstanding in both loan categories, skip items 2 through 4, and go to item 5.

2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:

a. "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part I, item 1.e, column B (Note: Item 1.e, column B, divided by the number of loans should NOT exceed \$100,000.)

Number of Loans	
RCN	
5562	N/A
2.a.	
5563	N/A
2.b.	

b. "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B (Note: Item 4.a, column B, divided by the number of loans should NOT exceed \$100,000.)

		(Column A)		(Column B)			
Dollar Amounts in Thousands		Number of Loans		Amount Currently Outstanding			
		RCN		RCN	Bil	Mil	Thou
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part 1, item 1.e, column B (sum of items 3.a through 3.c must be less than or equal to Schedule RC-C, part 1, item 1.e, column B):							
a. With original amounts of \$100,000 or less		5564	N/A	5565			N/A
b. With original amounts of more than \$100,000 through \$250,000		5566	N/A	5567			N/A
c. With original amounts of more than \$250,000 through \$1,000,000.....		5568	N/A	5569			N/A
4. Number and amount currently outstanding of "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B (sum of items 4.a through 4.c must be less than or equal to Schedule RC-C, part I, item 4.a, column B):							
a. With original amounts of \$100,000 or less		5570	N/A	5571			N/A
b. With original amounts of more than \$100,000 through \$250,000		5572	N/A	5573			N/A
c. With original amounts of more than \$250,000 through \$1,000,000.....		5574	N/A	5575			N/A

3.a.

3.b.

3.c.

4.a.

4.b.

4.c.

Schedule RC-C - Continued

18b

Part II. Continued

Agricultural Loans to Small Farms

5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B, have original amounts of \$100,000 or less (If your bank has no loans outstanding in both of these two loan categories, place an "N" in the box to the right for NO, otherwise mark it "Y" for YES.).....

RCON	(Y / N)
6860	N/A

5.

If YES, complete items 6.a and 6.b below, and do not complete items 7 and 8.

If NO and your bank has loans outstanding in either loan category, skip items 6.a and 6.b and complete items 7 and 8 below.

If NO and your bank has no loans outstanding in both loan categories, do not complete items 6 through 8.

6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:

- a. "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B (Note: Item 1.b, column B, divided by the number of loans should NOT exceed \$100,000.)
- b. "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B (Note: Item 3, column B, divided by the number of loans should NOT exceed \$100,000.)

Number of Loans	
RCON	
5576	N/A
6.a.	
RCON	
5577	N/A
6.b.	

Dollar Amounts in Thousands

7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B (sum of items 7.a through 7.c must be less than or equal to Schedule RC-C, part I, item 1.b, column B):

- a. With original amounts of \$100,000 or less
- b. With original amounts of more than \$100,000 through \$250,000
- c. With original amounts of more than \$250,000 through \$500,000

8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B (sum of items 8.a through 8.c must be less than or equal to Schedule RC-C, part I, item 3, column B):

- a. With original amounts of \$100,000 or less
- b. With original amounts of more than \$100,000 through \$250,000
- c. With original amounts of more than \$250,000 through \$500,000

(Column A)		(Column B)			
Number of Loans		Amount Currently Outstanding			
RCON		RCON	Bil	Mil	Thou
5578	N/A	5579			
5580	N/A	5581			
5582	N/A	5583			
5584	N/A	5585			
5586	N/A	5587			
5588	N/A	5589			

7.a.

7.b.

7.c.

8.a.

8.b.

8.c.

Schedule RC-D - Trading Assets and Liabilities**19**

Schedule RC-D is to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.

Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
ASSETS						
1. U.S. Treasury securities in domestic offices		3531		6,595,000		1.
2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities)		3532		0		2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices		3533		0		3.
4. Mortgage-backed securities (MBS) in domestic offices:						
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA		3534		481,000		4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)		3535		483,000		4.b.
c. All other mortgage-backed securities		3536		103,000		4.c.
5. Other debt securities in domestic offices		3537		5,311,000		5.
6. - 8. Not applicable						
9. Other trading assets in domestic offices		3541		3,434,000		9.
10. Trading assets in foreign offices	RCFN	3542		17,026,000		10.
11. Revaluation gains on derivative contracts:						
a. In domestic offices	RCON	3543		18,875,000		11.a.
b. In foreign offices	RCFN	3543		27,563,000		11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)	RCFD	3545		79,871,000		12.
LIABILITIES						
13. Liability for short positions		3546		5,196,000		13.
14. Revaluation losses on derivative contracts		3547		47,522,000		14.
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule RC, item 15)		3548		52,718,000		15.

Schedule RC-E - Deposit Liabilities

20

Part I. Deposits in Domestic Offices

	Transaction Accounts								Nontransaction Accounts			
	(Column A) Total transaction accounts (including total demand deposits)				(Column B) Memo: Total demand deposits (included in column A)				(Column C) Total nontransaction accounts (including MMDAs)			
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou
Dollar Amounts in Thousands												
Deposits of:												
1. Individuals, partnerships, and corporations (include all certified and official checks)	B549	12,486,000							B550	99,025,000		1.
2. U.S. Government	2202	7,000							2520	0		2.
3. States and political subdivisions in the U.S.	2203	218,000							2530	633,000		3.
4. Commercial banks and other depository institutions in the U.S.	B551	464,000							B552	11,000		4.
5. Banks in foreign countries.....	2213	952,000							2236	60,000		5.
6. Foreign governments and official institutions (including foreign central banks)	2216	23,000							2377	0		6.
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	14,150,000			2210	12,505,000			2385	99,729,000		7.

Memoranda

Dollar Amounts in Thousands				RCON	Bil	Mil	Thou	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):								
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts				6835		1,591,000		M.1.a.
b. Total brokered deposits				2365		40,092,000		M.1.b.
c. Fully insured brokered deposits (included in Memorandum item 1.b above):								
(1) Issued in denominations of less than \$100,000.....				2343		28,448,000		M.1.c.(1)
(2) Issued EITHER in denominations of \$100,000 OR in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less				2344		80,000		M.1.c.(2)
d. Maturity data for brokered deposits:								
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)				A243		28,448,000		M.1.d.(1)
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)				A244		11,085,000		M.1.d.(2)
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only).....				5590		628,000		M.1.e.
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 7, column C above):								
a. Savings deposits:								
(1) Money market deposit accounts (MMDAs).....				6810		73,745,000		M.2.a.(1)
(2) Other savings deposits (excludes MMDAs)				0352		6,813,000		M.2.a.(2)
b. Total time deposits of less than \$100,000				6648		3,235,000		M.2.b.
c. Total time deposits of \$100,000 or more				2604		15,936,000		M.2.c.

Schedule RC-E - Continued

21

Part I. Continued

Memoranda (continued)

Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
3. Maturity and repricing data for time deposits of less than \$100,000:						
a. Time deposits of less than \$100,000 with a remaining maturity of next repricing date of:(1),(2)						
(1) Three months or less	A579		739,000			M.3.a.(1)
(2) Over three months through 12 months	A580		1,339,000			M.3.a.(2)
(3) Over one year through three years	A581		644,000			M.3.a.(3)
(4) Over three years	A582		513,000			M.3.a.(4)
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above)(3)						
	A241		2,078,000			M.3.b.
4. Maturity and repricing data for time deposits of \$100,000 or more:						
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of:(1),(4)						
(1) Three months or less	A584		14,114,000			M.4.a.(1)
(2) Over three months through 12 months	A585		889,000			M.4.a.(2)
(3) Over one year through three years	A586		259,000			M.4.a.(3)
(4) Over three years	A587		674,000			M.4.a.(4)
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above)(3)						
	A242		14,872,000			M.4.b.

(1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.

(2) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, Memorandum item 2.b above.

(3) Report both fixed and floating rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.

(4) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.c above.

Part II. Deposits in Foreign Offices (including Edge and Agreement subsidiaries and IBFs)

Dollar Amounts in Thousands		RCFN	Bil	Mil	Thou	
Deposits of:						
1. Individuals, partnerships, and corporations (include all certified and official checks)	B553		227,278,000			1.
2. U.S. banks (including IBFs and foreign branches of U.S. banks) and other U.S. depository institutions	B554		2,802,000			2.
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs)	2625		28,504,000			3.
4. Foreign governments and official institutions (including foreign central banks)	2650		8,622,000			4.
5. U.S. Government and states and political subdivisions in the U.S.	B555		150,000			5.
6. Total (sum of items 1 through 5) (must equal Schedule RC, item 13.b)	2200		267,356,000			6.

Memorandum

Dollar Amounts in Thousands		RCFN	Bil	Mil	Thou	
1. Time deposits with a remaining maturity of one year or less (included in Part II, item 6 above)	A245		90,155,000			M.1.

Schedule RC-F - Other Assets**22**

Dollar Amounts in Thousands				RCFD	Bil	Mil	Thou	
1. Accrued interest receivable(1)				B556		3,791,000		1.
2. Net deferred tax assets(2)				2148		2,352,000		2.
3. Interest-only strips receivable (not in form of a security)(3) on:								
a. Mortgage loans				A519		396,000		3.a.
b. Other financial assets				A520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values(4)				1752		2,625,000		4.
5. All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)				2168		18,271,000		5.
a. Prepaid expenses	2166		0					5.a.
b. Cash surrender value of life insurance	C009		0					5.b.
c. Repossessed personal property (including vehicles)	1578		0					5.c.
d. Derivatives with a positive fair value held for purposes other than trading	C010		0					5.d.
e. Retained interests in accrued interest receivable related to securitized credit cards	C436		0					5.e.
f. TEXT 3549	3549		0					5.f.
g. TEXT 3550	3550		0					5.g.
h. TEXT 3551	3551		0					5.h.
6. Total (sum of items 1 through 5) (must equal Schedule RC, item 11)				2160		27,435,000		6.

Schedule RC-G - Other Liabilities

Dollar Amounts in Thousands				RCON	Bil	Mil	Thou	
1. a. Interest accrued and unpaid on deposits in domestic offices(5)				3645		35,000		1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable)				RCFD				
2. Net deferred tax liabilities(2)				3646		6,687,000		1.b.
3. Allowance for credit losses on off-balance sheet credit exposures				3049		845,000		2.
4. All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)				B557		600,000		3.
a. Accounts payable	3066		5,367,000	2938		17,274,000		4.
b. Deferred compensation liabilities	C011		0					4.a.
c. Dividends declared but not yet payable	2932		0					4.b.
d. Derivatives with a negative fair value held for purposes other than trading	C012		0					4.c.
e. TEXT 3552	3552		0					4.d.
f. TEXT 3553	3553		0					4.e.
g. TEXT 3554	3554		0					4.f.
5. Total (sum of items 1 through 4) (must equal Schedule RC, item 20)				2930		25,441,000		4.g.

(1) Include accrued interest receivable on loans, leases, 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 RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

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

(5) For savings banks, include "dividends" accrued and unpaid on deposits.

Schedule RC-H - Selected Balance Sheet Items for Domestic Offices**23**

Dollar Amounts in Thousands	Domestic Offices				
	RCON	Bil	Mil	Thou	
1. Customers' liability to this bank on acceptances outstanding	2155	105,000			1.
2. Bank's liability on acceptances executed and outstanding	2920	105,000			2.
3. Securities purchased under agreements to resell	B989	4,848,000			3.
4. Securities sold under agreements to repurchase	B995	7,740,000			4.
5. Other borrowed money	3190	25,940,000			5.
<i>EITHER</i>					
6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs	2163	0			6.
<i>OR</i>					
7. Net due to own foreign offices, Edge and Agreement subsidiaries, and IBFs	2941	16,280,000			7.
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs)	2192	267,677,000			8.
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs)	3129	205,022,000			9.

In items 10-17, report the amortized (historical) cost of both held-to-maturity and available-for-sale securities in domestic offices.

Dollar Amounts in Thousands	Domestic Offices				
	RCON	Bil	Mil	Thou	
10. U.S. Treasury securities	1039	9,992,000			10.
11. U.S. Government agency obligations (exclude mortgage-backed securities)	1041	8,878,000			11.
12. Securities issued by states and political subdivisions in the U.S.	1042	7,309,000			12.
13. Mortgage-backed securities (MBS):					
a. Pass-through securities:					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1043	11,971,000			13.a.(1)
(2) Other pass-through securities	1044	20,000			13.a.(2)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1209	1,000			13.b.(1)
(2) All other mortgage-backed securities	1280	0			13.b.(2)
14. Other domestic debt securities (include domestic asset-backed securities)	1281	4,387,000			14.
15. Foreign debt securities (include foreign asset-backed securities)	1282	1,716,000			15.
16. Investments in mutual funds and other equity securities with readily determinable fair values	A510	61,000			16.
17. Total amortized (historical) cost of both held-to-maturity and available-for-sale securities (sum of items 10 through 16)	1374	44,335,000			17.
18. Equity securities that do not have readily determinable fair values	1752	2,146,000			18.

Schedule RC-I - Assets and Liabilities of IBFs**To be completed only by banks with IBFs and other "foreign" offices.**

Dollar Amounts in Thousands	Domestic Offices				
	RCFN	Bil	Mil	Thou	
1. Total IBF assets of the consolidated bank (component of Schedule RC, item 12)	2133	5,707,000			1.
2. Total IBF liabilities (component of Schedule RC, item 21)	2898	9,205,000			2.

Schedule RC-K - Quarterly Averages(1)

24

Dollar Amounts in Thousands		RCFD	Bil	Mil	Thou	
ASSETS						
1. Interest-bearing balances due from depository institutions	3381		20,238,000			1.
2. U.S. Treasury securities and U.S. Government agency obligations(2) (excluding mortgage-backed securities).....	B558		21,452,000			2.
3. Mortgage-backed securities(2)	B559		12,189,000			3.
4. All other securities(2),(3) (includes securities issued by states and political subdivisions in the U.S.)	B560		50,317,000			4.
5. Federal funds sold and securities purchased under agreements to resell	3365		23,862,000			5.
6. Loans:						
a. Loans in domestic offices:	RCON					
(1) Total loans	3360		137,310,000			6.a.(1)
(2) Loans secured by real estate	3385		12,712,000			6.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386		0			6.a.(3)
(4) Commercial and industrial loans	3387		21,946,000			6.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:						
(a) Credit cards.....	B561		37,887,000			6.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B562		24,764,000			6.a.(5)(b)
b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs	RCFN 3360		161,405,000			6.b.
7. Trading assets	RCFD 3401		27,504,000			7.
8. Lease financing receivables (net of unearned income)	RCFD 3484		12,715,000			8.
9. Total assets(4)	RCFD 3368		555,511,000			9.
LIABILITIES						
10. Interest-bearing transaction accounts in domestic offices (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits).....	RCON 3485		1,449,000			10.
11. Nontransaction accounts in domestic offices:						
a. Savings deposits (include MMDAs)	B563		81,099,000			11.a.
b. Time deposits of \$100,000 or more	A514		11,528,000			11.b.
c. Time deposits of less than \$100,000	A529		3,301,000			11.c.
12. Interest-bearing deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs ...	RCFN 3404		240,284,000			12.
13. Federal funds purchased and securities sold under agreements to repurchase	RCFD 3353		23,204,000			13.
14. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	RCFD 3355		38,468,000			14.

(1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).

(2) Quarterly averages for all debt securities should be based on amortized cost.

(3) Quarterly averages for all equity securities should be based on historical cost.

(4) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

Schedule RC-L - Derivatives and Off-Balance Sheet Items**25**

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

Dollar Amounts in Thousands				RCFD	Bil	Mil	Thou	
1. Unused commitments:								
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines				3814		5,765,000		1.a.
b. Credit card lines				3815		335,051,000		1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate				3816		1,049,000		1.c.(1)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate				6550		94,000		1.c.(2)
d. Securities underwriting				3817		384,000		1.d.
e. Other unused commitments				3818		211,023,000		1.e.
2. Financial standby letters of credit and foreign office guarantees				3819		35,226,000		2.
a. Amount of financial standby letters of credit conveyed to others	3820		1,255,000					2.a.
3. Performance standby letters of credit and foreign office guarantees				3821		7,603,000		3.
a. Amount of performance standby letters of credit conveyed to others	3822		76,000					3.a.
4. Commercial and similar letters of credit				3411		4,329,000		4.
5. Participations in acceptances (as described in the instructions) conveyed to others by the reporting bank				3428		0		5.
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)				3433		55,544,000		6.
7. Credit derivatives:								
a. Notional amount of credit derivatives on which the reporting bank is the guarantor				A534		90,144,000		7.a.
(1) Gross positive fair value				C219		1,014,000		7.a.(1)
(2) Gross negative fair value				C220		162,000		7.a.(2)
b. Notional amount of credit derivatives on which the reporting bank is the beneficiary				A535		75,959,000		7.b.
(1) Gross positive fair value				C221		398,000		7.b.(1)
(2) Gross negative fair value				C222		1,209,000		7.b.(2)
8. Spot foreign exchange contracts				8765		131,109,000		8.
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")				3430		6,858,000		9.
a. Securities borrowed	3432		0					9.a.
b. Commitments to purchase when-issued securities	3434		0					9.b.
c. TEXT 3555	3555		0					9.c.
d. TEXT 3556	3556		0					9.d.
e. TEXT 3557	3557		0					9.e.
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")				5591		259,000		10.
a. Commitments to sell when-issued securities	3435		0					10.a.
b. TEXT 5592	5592		0					10.b.
c. TEXT 5593	5593		0					10.c.
d. TEXT 5594	5594		0					10.d.
e. TEXT 5595	5595		0					10.e.

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RCFD	Tril	Bil	Mil	Thou
C223	26,649,000			
C224	0			

b. Sales for which the reporting bank is the agent bank with risk	C224	0	11.b.
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	(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	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou
Derivatives Position Indicators																
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a. through 12.e must equal sum of items 13 and 14):																
a. Futures contracts	RCFD 8693				RCFD 8694				RCFD 8695				RCFD 8696			
	284,002,000				10,889,000				1,328,000				1,239,000			
	RCFD 8697				RCFD 8698				RCFD 8699				RCFD 8700			
b. Forward contracts	420,156,000				1,336,338,000				305,000				6,140,000			
c. Exchange-traded option contracts:	RCFD 8701				RCFD 8702				RCFD 8703				RCFD 8704			
(1) Written options	58,205,000				358,000				1,159,000				161,000			
	RCFD 8705				RCFD 8706				RCFD 8707				RCFD 8708			
(2) Purchased options	43,663,000				527,000				1,509,000				72,000			
d. Over-the-counter option contracts:	RCFD 8709				RCFD 8710				RCFD 8711				RCFD 8712			
(1) Written options	775,930,000				196,539,000				20,925,000				6,895,000			
	RCFD 8713				RCFD 8714				RCFD 8715				RCFD 8716			
(2) Purchased options	729,909,000				194,115,000				20,814,000				8,570,000			
	RCFD 3450				RCFD 3826				RCFD 8719				RCFD 8720			
e. Swaps	6,433,827,000				412,220,000				29,850,000				6,134,000			
13. Total gross notional amount of derivative contracts held for trading	RCFD A126				RCFD A127				RCFD 8723				RCFD 8724			
	8,582,672,000				2,138,784,000				75,890,000				29,211,000			
14. Total gross notional amount of derivative contract held for purposes other than trading...																
	RCFD 8725				RCFD 8726				RCFD 8727				RCFD 8728			
	163,020,000				12,202,000				0				0			
a. Interest rate swaps where the bank has agreed to pay a fixed rate.....	RCFD A589															
	51,778,000															
15. Gross fair values of derivative contracts:																
a. Contracts held for trading:	RCFD 8733				RCFD 8734				RCFD 8735				RCFD 8736			
(1) Gross positive fair value	128,920,000				63,108,000				4,674,000				2,026,000			
	RCFD 8737				RCFD 8738				RCFD 8739				RCFD 8740			
(2) Gross negative fair value	127,031,000				64,754,000				3,710,000				3,444,000			
b. Contracts held for purposes other than trading:	RCFD 8741				RCFD 8742				RCFD 8743				RCFD 8744			
(1) Gross positive fair value	3,273,000				124,000				0				0			
	RCFD 8745				RCFD 8746				RCFD 8747				RCFD 8748			
(2) Gross negative fair value	1,547,000				846,000				0				0			

Schedule RC-M - Memoranda

27

Dollar Amounts in Thousands		RCFD	Bil	Mil	Thou
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:					
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests	6164		8,000		1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations	6165	Number	5		1.b.
2. Intangible assets other than goodwill:					
a. Mortgage servicing assets	3164		1,979,000		2.a.
(1) Estimated fair value of mortgage servicing assets	A590		1,995,000		2.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	B026		4,456,000		2.b.
c. All other identifiable intangible assets	5507		2,749,000		2.c.
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)	0426		9,184,000		2.d.
3. Other real estate owned:					
a. Direct and indirect investments in real estate ventures	5372		0		3.a.
b. All other real estate owned:	RCON				
(1) Construction, land development, and other land in domestic offices	5508		0		3.b.(1)
(2) Farmland in domestic offices	5509		0		3.b.(2)
(3) 1-4 family residential properties in domestic offices	5510		5,000		3.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices	5511		0		3.b.(4)
(5) Nonfarm nonresidential properties in domestic offices	5512		29,000		3.b.(5)
(6) In foreign offices	RCFN 5513		87,000		3.b.(6)
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7)	RCFD 2150		121,000		3.c.
4. Investments in unconsolidated subsidiaries and associated companies:					
a. Direct and indirect investments in real estate ventures	5374		0		4.a.
b. All other investments in unconsolidated subsidiaries and associated companies	5375		952,000		4.b.
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8)	2130		952,000		4.c.
5. Other borrowed money:					
a. Federal Home Loan Bank advances:					
(1) With a remaining maturity of one year or less(1)	2651		0		5.a.(1)
(2) With a remaining maturity of more than one year through three years.....	B565		0		5.a.(2)
(3) With a remaining maturity of more than three years	B566		0		5.a.(3)
b. Other borrowings:					
(1) With a remaining maturity of one year or less	B571		31,958,000		5.b.(1)
(2) With a remaining maturity of more than one year through three years.....	B567		7,999,000		5.b.(2)
(3) With a remaining maturity of more than three years	B568		3,906,000		5.b.(3)
c. Total (sum of items 5.a.(1) through 5.b.(3)) (must equal Schedule RC, item 16)	3190		43,863,000		5.c.
6. Does the reporting bank sell private label or third party mutual funds and annuities?					
Enter "Y" for YES or "N" for NO	RCFD B569	(Y / N)	Y		6.
7. Assets under the reporting bank's management in proprietary mutual funds and annuities					
	RCFD B570	Bil	Mil	Thou	7.
8. Primary Internet Web site address of the bank (home page), if any (Example: www.examplebank.com) (TEXT 4087) http:// www.citibank.com					
8.					
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?					
	RCFD 4088	(Y / N)	Y		9.

(1) Includes overnight Federal Home Loan Bank advances.

Schedule RC-N - Past Due and Nonaccrual Loans, Leases, and other Assets

28

	(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				
Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices	2759	21,000			2769	0			3492	29,000			1.a.
b. Secured by farmland in domestic offices	3493	0			3494	0			3495	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	5398	12,000			5399	0			5400	7,000			1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties													
(a) Secured by first liens	C236	251,000			C237	336,000			C229	50,000			1.c.(2)(a)
(b) Secured by junior liens	C238	0			C239	0			C230	1,000			1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	0			3500	0			3501	2,000			1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3502	1,000			3503	2,000			3504	118,000			1.e.
	RCFN				RCFN				RCFN				
f. In foreign offices	B572	359,000			B573	41,000			B574	543,000			1.f.
2. Loans to depository institutions and acceptances of other banks:													
a. To U.S. banks and other U.S. depository institutions	RCFD				RCFD				RCFD				
	5377	0			5378	0			5379	0			2.a.
b. To foreign banks	5380	0			5381	0			5382	43,000			2.b.
3. Loans to finance agricultural production and other loans to farmers	1594	0			1597	0			1583	9,000			3.
4. Commercial and industrial loans:													
a. To U.S. addressees (domicile)	1251	301,000			1252	38,000			1253	1,128,000			4.a.
b. To non-U.S. addressees (domicile)	1254	304,000			1255	13,000			1256	1,950,000			4.b.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575	1,624,000			B576	1,377,000			B577	149,000			5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578	1,458,000			B579	944,000			B580	1,615,000			5.b.
6. Loans to foreign governments and official institutions	5389	0			5390	0			5391	233,000			6.
7. All other loans	5459	63,000			5460	5,000			5461	59,000			7.
8. Lease financing receivables:													
a. Of U.S. addressees (domicile)	1257	178,000			1258	0			1259	232,000			8.a.
b. Of non-U.S. addressees (domicile)	1271	62,000			1272	3,000			1791	126,000			8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0			3506	0			3507	34,000			9.

Schedule RC-N - Continued

29

Amounts reported in Schedule RC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

	(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			
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
Dollar Amounts in Thousands												
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government.....	5612		828,000		5613		1,024,000		5614			0
a. Guaranteed portion of loans and leases included in item 10 above	5615		812,000		5616		971,000		5617			0

	(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			
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
Memoranda												
Dollar Amounts in Thousands												
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1)	1658		9,000		1659		0		1661		62,000	
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above	6558		0		6559		0		6560		0	
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	1248		359,000		1249		40,000		1250		511,000	
4. Not applicable												
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above)	C240		0		C241		0		C226		0	

	(Column A) Past Due 30 through 89 days				(Column B) Past due 90 days or more			
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
6. Interest rate, foreign exchange rate, and other commodity and equity contracts: Fair value of amounts carried as assets	3529		0		3530		0	

Person to whom questions about the Reports of Condition and Income should be directed:

Carmine Pennella, Vice President

Name and Title (TEXT 8901)

pennellac@citigroup.com

E-mail Address (TEXT 4086)

(212) 559-6007

(212) 793-6652

Telephone: Area code/phone number/extension (TEXT 8902)

FAX: Area code/phone number (TEXT 9116)

Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments

30

Dollar Amounts in Thousands				RCON	Bil	Mil	Thou	
1. Unposted debits (see instructions):								
a. Actual amount of all unposted debits	0030		0					1.a.
OR								
b. Separate amount of unposted debits:								
(1) Actual amount of unposted debits to demand deposits	0031		0					1.b.(1)
(2) Actual amount of unposted debits to time and savings deposits(1)	0032		0					1.b.(2)
2. Unposted credits (see instructions):								
a. Actual amount of all unposted credits	3510		0					2.a.
OR								
b. Separate amount of unposted credits:								
(1) Actual amount of unposted credits to demand deposits	3512		0					2.b.(1)
(2) Actual amount of unposted credits to time and savings deposits(1)	3514		0					2.b.(2)
3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits in domestic offices)								
	3520		1,000					3.
4. Deposits of consolidated subsidiaries in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions (not included in total deposits):								
a. Demand deposits of consolidated subsidiaries	2211		1,441,000					4.a.
b. Time and savings deposits(1) of consolidated subsidiaries	2351		5,232,000					4.b.
c. Interest accrued and unpaid on deposits of consolidated subsidiaries	5514		1,000					4.c.
5. Deposits in insured branches in Puerto Rico and U.S. territories and possessions:								
a. Demand deposits in insured branches (included in Schedule RC-E, Part II)	2229		1,932,000					5.a.
b. Time and savings deposits(1) in insured branches (included in Schedule RC-E, Part II)	2383		1,172,000					5.b.
c. Interest accrued and unpaid on deposits in insured branches (included in Schedule RC-G, item 1.b.)	5515		7,000					5.c.
6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:								
a. Amount reflected in demand deposits (included in Schedule RC-E, Part I, item 7, column B)	2314		38,000					6.a.
b. Amount reflected in time and savings deposits(1) (included in Schedule RC-E, Part I, item 7, column A or C, but not column B)	2315		0					6.b.
7. Unamortized premiums and discounts on time and savings deposits:(1),(2)								
a. Unamortized premiums	5516		0					7.a.
b. Unamortized discounts	5517		0					7.b.
8. To be completed by banks with "Oakar deposits."								
a. Deposits purchased or acquired from other FDIC-insured institutions during the quarter (exclude deposits purchased or acquired from foreign offices other than insured branches in Puerto Rico and U.S. territories and possessions):								
(1) Total deposits purchased or acquired from other FDIC-insured institutions during the quarter	A531		N/A					8.a.(1)
(2) Amount of purchased or acquired deposits reported in item 8.a.(1) above attributable to a secondary fund (i.e., BIF members report deposits attributable to SAIF; SAIF members report deposits attributable to BIF)	A532		N/A					8.a.(2)
b. Total deposits sold or transferred to other FDIC-insured institutions during the quarter (exclude sales or transfers by the reporting bank of deposits in foreign offices other than insured branches in Puerto Rico and U.S. territories and possessions)	A533		N/A					8.b.

(1) For FDIC insurance and FICO assessment purposes, "time and savings deposits" consists of nontransaction accounts and all transaction accounts other than demand deposits.

(2) Exclude core deposit intangibles.

Schedule RC-O - Continued

31

	Dollar Amounts in Thousands				RCON	Bil	Mil	Thou	
9. Deposits in lifeline accounts.....					5596				9.
10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits in domestic offices).....					8432		0		10.
11. Adjustments to demand deposits in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions reported in Schedule RC-E for certain reciprocal demand balances:									
a. Amount by which demand deposits would be reduced if the reporting bank's reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions that were reported on a gross basis in Schedule RC-E had been reported on a net basis					8785		0		11.a.
b. Amount by which demand deposits would be increased if the reporting bank's reciprocal demand balances with foreign banks and foreign offices of other U.S. banks (other than insured branches in Puerto Rico and U.S. territories and possessions) that were reported on a net basis in Schedule RC-E had been reported on a gross basis					A181		0		11.b.
c. Amount by which demand deposits would be reduced if cash items in process of collection were included in the calculation of the reporting bank's net reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions in Schedule RC-E					A182		0		11.c.
12. Amount of assets netted against deposit liabilities in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles (exclude amounts related to reciprocal demand balances):									
a. Amount of assets netted against demand deposits					A527		0		12.a.
b. Amount of assets netted against time and savings deposits					A528		0		12.b.

Memoranda (to be completed each quarter except as noted)

	Dollar Amounts in Thousands				RCON	Bil	Mil	Thou	
1. Total deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions (sum of Memorandum items 1.a.(1) and 1.b.(1) must equal the sum of Schedule RC, item 13.a, and Schedule RC-O, items 5.a and 5.b)									
a. Deposit accounts of \$100,000 or less:(1)									
(1) Amount of deposit accounts of \$100,000 or less					2702		57,302,000		M.1.a.(1)
(2) Number of deposit accounts of \$100,000 or less (to be completed for the June report only).....	3779		N/A						M.1.a.(2)
b. Deposit accounts of more than \$100,000:(1)									
(1) Amount of deposit accounts of more than \$100,000					2710		59,681,000		M.1.b.(1)
(2) Number of deposit accounts of more than \$100,000.....	2722		93,720						M.1.b.(2)
<i>Memorandum item 2 is to be completed by all banks.</i>									
2. Estimated amount of uninsured deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions (see instructions)					5597		50,024,000		M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:									
TEXT A545					RCON	FDIC Cert No.			
					A545				M.3.

(1) The dollar amount used as the basis for reporting in Memoranda items 1.a. and 1.b. reflect the deposit insurance limits in effect on the report date.

Schedule RC-R - Regulatory Capital**32**

Dollar Amounts in Thousands		RCFD	Bil	Mil	Thou	
Tier 1 Capital						
1. Total equity capital (from Schedule RC, item 28)	3210		45,953,000			1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities(1) (if a gain, report as a positive value; if a loss, report as a negative value)	8434		201,000			2.
3. LESS: Net unrealized loss on available-for-sale EQUITY securities(1) (report loss as a POSITIVE value).....	A221		0			3.
4. LESS: Accumulated net gains (losses) on cash flow hedges(1) (if a gain, report as a positive value; if a loss, report as a negative value)	4336		733,000			4.
5. LESS: Nonqualifying perpetual preferred stock	B588		0			5.
6. Qualifying minority interests in consolidated subsidiaries	B589		422,000			6.
7. LESS: Disallowed goodwill and other disallowed intangible assets.....	B590		9,359,000			7.
8. Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, and 7)	C227		36,082,000			8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		184,000			9.a.
b. LESS: Disallowed deferred tax assets	5610		0			9.b.
10. Other additions to (deductions from) Tier 1 capital	B592		(26,000)			10.
11. Tier 1 capital (sum of items 8 and 10 less items 9.a and 9.b).....	8274		35,872,000			11.
Tier 2 Capital						
12. Qualifying subordinated debt and redeemable preferred stock.....	5306		12,325,000			12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital	B593		0			13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310		5,470,000			14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		13,000			15.
16. Other Tier 2 capital components	B594		0			16.
17. Tier 2 capital (sum of items 12 through 16)	5311		17,808,000			17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275		17,808,000			18.
19. Tier 3 capital allocated for market risk	1395		0			19.
20. LESS: Deductions for total risk-based capital.....	B595		0			20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792		53,680,000			21.
Total assets for leverage ratio						
22. Average total assets (from Schedule RC-K, item 9)	3368		555,511,000			22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above).....	B590		9,359,000			23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a. above)	B591		184,000			24.
25. LESS: Disallowed deferred tax assets (from item 9.b. above)	5610		0			25.
26. LESS: Other deductions from assets for leverage capital purposes	B596		325,000			26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		545,643,000			27.
Adjustments for financial subsidiaries						
28.a. Adjustment to Tier 1 capital reported in item 11.....	C228		0			28.a.
b. Adjustment to total risk-based capital reported in item 21	B503		0			28.b.
29. Adjustment to risk-weighted assets reported in item 62	B504		0			29.
30. Adjustment to average total assets reported in item 27	B505		0			30.

Capital ratios

(Column B is to be completed by all banks.

Column A is to be completed by banks with financial subsidiaries.)

(Column A)		(Column B)		
RCFD	Percentage	RCFD	Percentage	
7273	N/A	7204	6.57	31.
7274	N/A	7206	8.40	32.
7275	N/A	7205	12.56	33.

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

(2) The ratio for column B is item 11 divided by item 27. The ratio for column A is item 11 minus item 28.a divided by (item 27 minus item 30).

(3) The ratio for column B is item 11 divided by item 62. The ratio for column A is item 11 minus item 28.a divided by (item 62 minus item 29).

(4) The ratio for column B is item 21 divided by item 62. The ratio for column A is item 21 minus item 28.b divided by (item 62 minus item 29).

Schedule RC-R - Continued

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Banks 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 RC-R, each bank should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank 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).

	(Column A) Totals (from Schedule RC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)		
							Allocation by Risk Weight Category											
	0%			20%			50%			100%								
Dollar Amounts in Thousands	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
Balance Sheet Asset Categories																		
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC, items 1.a and 1.b).....	RCFD 0010						RCFD B600			RCFD B601						RCFD B602		
	32,756,000						11,131,000			18,944,000						2,681,000		
	RCFD 1754			RCFD B603			RCFD B604			RCFD B605			RCFD B606			RCFD B607		
35. Held-to-maturity securities	47,000			0			0			0			0			47,000		
	RCFD 1773			RCFD B608			RCFD B609			RCFD B610			RCFD B611			RCFD B612		
36. Available-for-sale securities	84,510,000			1,055,000			45,989,000			22,697,000			5,316,000			9,453,000		
37. Federal funds sold and securities purchased under agreements to resell	RCFD C225						RCFD C063			RCFD C064						RCFD B520		
	16,869,000						12,571,000			3,521,000						777,000		
	RCFD 5369			RCFD B617			RCFD B618			RCFD B619			RCFD B620			RCFD B621		
38. Loans and leases held for sale	2,940,000			0			0			2,940,000			0			0		
	RCFD B528			RCFD B622			RCFD B623			RCFD B624			RCFD B625			RCFD B626		
39. Loans and leases, net of unearned income.....	324,477,000			(371,000)			6,099,000			65,612,000			26,023,000			227,114,000		
	RCFD 3123			RCFD 3123														
40. LESS: Allowance for loan and lease losses.....	8,709,000			8,709,000														
	RCFD 3545			RCFD B627			RCFD B628			RCFD B629			RCFD B630			RCFD B631		
41. Trading Assets	79,871,000			79,871,000			0			0			0			0		
	RCFD B639			RCFD B640			RCFD B641			RCFD B642			RCFD B643			RCFD 5339		
42. All other assets(1)	49,362,000			10,394,000			1,626,000			4,438,000			273,000			32,631,000		
	RCFD 2170			RCFD B644			RCFD 5320			RCFD 5327			RCFD 5334			RCFD 5340		
43. Total assets (sum of items 34 through 42)	582,123,000			82,240,000			77,416,000			118,152,000			31,612,000			272,703,000		

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customers' liability on acceptances outstanding, intangible assets, and other assets.

Schedule RC-R - Continued

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	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount(1)			(Column C)			(Column D)			(Column E)			(Column F)			
								Allocation by Risk Weight Category												
								0%			20%			50%			100%			
Dollar Amounts in Thousands	Bil	Mil	Thou		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Derivatives and Off-Balance Sheet Items	RCFD B546				RCFD B547			RCFD B548			RCFD B581			RCFD B582			RCFD B583			
44. Financial standby letters of credit.....	35,402,000			1.00 (2)	35,402,000			9,868,000			2,429,000			60,000			23,045,000			44.
45. Performance standby letters of credit	RCFD 3821				RCFD B650			RCFD B651			RCFD B652			RCFD B653			RCFD B654			45.
	7,603,000			0.50	3,801,500			143,500			423,000			310,000			2,925,000			
46. Commercial and similar letters of credit	RCFD 3411				RCFD B655			RCFD B656			RCFD B657			RCFD B658			RCFD B659			46.
	4,329,000			0.20	865,800			49,000			170,000			0			646,800			
47. Risk participations in bankers acceptances acquired by the reporting institution																				47.
	RCFD 3429				RCFD B660			RCFD B661			RCFD B662						RCFD B663			
	0			1.00	0			0			0						0			
	RCFD 3433				RCFD B664			RCFD B665			RCFD B666			RCFD B667			RCFD B668			
48. Securities lent	55,544,000			1.00	55,544,000			55,422,000			44,000			0			78,000			48.
49. Retained recourse on small business obligations sold with recourse.....	RCFD A250				RCFD B669			RCFD B670			RCFD B671			RCFD B672			RCFD B673			49.
	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																				50.
	RCFD B541				RCFD B542												RCFD B543			
	1,431,282			7.96 (3)	11,393,005												11,393,005			
51. All other financial assets sold with recourse	RCFD B675				RCFD B676			RCFD B677			RCFD B678			RCFD B679			RCFD B680			51.
	0			1.00	0			0			0			0			0			
52. All other off-balance sheet liabilities	RCFD B681				RCFD B682			RCFD B683			RCFD B684			RCFD B685			RCFD B686			52.
	1,204,000			1.00	1,204,000			8,000			3,000			10,000			1,183,000			
53. Unused commitments with an original maturity exceeding one year....	RCFD 3833				RCFD B687			RCFD B688			RCFD B689			RCFD B690			RCFD B691			53.
	76,369,000			0.50	38,184,500			1,058,500			499,000			1,072,000			35,555,000			
54. Derivative contracts.....					RCFD A167			RCFD B693			RCFD B694			RCFD B695						54.
					106,298,000			4,680,000			60,006,000			41,612,000						

(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 RC-R - Continued

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	(Column C)			(Column D)			(Column E)			(Column F)		
	Allocation by Risk Weight Category											
	0%			20%			50%			100%		
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
Dollar Amounts in Thousands												
Totals												
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	RCFD B696			RCFD B697			RCFD B698			RCFD B699		
	148,645,000			181,726,000			74,676,000			347,528,805		
56. Risk weight factor	x 0%			x 20%			x 50%			x 100%		
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCFD B700			RCFD B701			RCFD B702			RCFD B703		
	0			36,345,200			37,338,000			347,528,805		
58. Market risk equivalent assets										RCFD 1651		
										9,864,000		
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)										RCFD B704		
										431,076,005		
										RCFD A222		
60. LESS: Excess allowance for loan and lease losses										3,706,000		
61. LESS: Allocated transfer risk reserve										RCFD 3128		
										133,000		
62. Total risk-weighted assets (item 59 minus items 60 and 61)										RCFD A223		
										427,237,005		

Memoranda

	Dollar Amounts in Thousands					RCFD	Tril	Bil	Mil	Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards						8764			51,569,000		M.1.

	With a remaining maturity of														
	(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years				
	RCFD	Tril	Bil	Mil	Thou	RCFD	Tril	Bil	Mil	Thou	RCFD	Tril	Bil	Mil	Thou
2. Notional principal amounts of derivative contracts:(1)															
a. Interest rate contracts	3809		2,641,090,000			8766		2,884,867,000			8767		1,864,635,000		M.2.a.
b. Foreign exchange contracts	3812		1,462,976,000			8769		274,918,000			8770		125,215,000		M.2.b.
c. Gold contracts	8771		6,564,000			8772		8,653,000			8773		1,022,000		M.2.c.
d. Other precious metals contracts	8774		257,000			8775		0			8776		0		M.2.d.
e. Other commodity contracts	8777		2,897,000			8778		10,571,000			8779		901,000		M.2.e.
f. Equity derivative contracts	A000		22,851,000			A001		83,356,000			A002		13,379,000		M.2.f.

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

Schedule RC-S - Servicing, Securitization, and Asset Sale Activities**36****All of Schedule RC-S is to be completed beginning June 30, 2001.**

	(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 & Industrial Loans			(Column G) All Other Loans and All Leases		
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
Dollar Amounts in Thousands																					
Bank Securitization Activities																					
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements.....	RCFD B705			RCFD B706			RCFD B707			RCFD B708			RCFD B709			RCFD B710			RCFD B711		
	1,292,000			936,000			50,006,000			52,000			417,000			271,000			1,859,000		
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 Schedules RC-B or RC-F or in Schedule RC, item 5) .	RCFD B712			RCFD B713			RCFD B714			RCFD B715			RCFD B716			RCFD B717			RCFD B718		
	1,000			5,000			506,000			3,000			29,000			0			0		
b. Subordinated securities and other residual interests.....	RCFD C393			RCFD C394			RCFD C395			RCFD C396			RCFD C397			RCFD C398			RCFD C399		
	2,000			27,000			1,735,000			2,000			0			19,000			185,000		
c. Standby letters of credit and other enhancements	RCFD C400			RCFD C401			RCFD C402			RCFD C403			RCFD C404			RCFD C405			RCFD C406		
	57,000			0			0			0			0			0			12,000		
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1	RCFD B726			RCFD B727			RCFD B728			RCFD B729			RCFD B730			RCFD B731			RCFD B732		
	5,000			1,000			139,000			0			0			0			0		
4. Past due loan amounts included in item 1:	RCFD B733			RCFD B734			RCFD B735			RCFD B736			RCFD B737			RCFD B738			RCFD B739		
a. 30-89 days past due.....	21,000			7,000			1,255,000			2,000			12,000			3,000			13,000		
b. 90 days or more past due	RCFD B740			RCFD B741			RCFD B742			RCFD B743			RCFD B744			RCFD B745			RCFD B746		
	7,000			0			1,000,000			0			8,000			0			4,000		
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):	RIAD B747			RIAD B748			RIAD B749			RIAD B750			RIAD B751			RIAD B752			RIAD B753		
a. Charge-offs	0			0			3,079,000			0			0			0			0		
b. Recoveries.....	RIAD B754			RIAD B755			RIAD B756			RIAD B757			RIAD B758			RIAD B759			RIAD B760		
	1,000			0			147,000			0			0			0			0		

Schedule RC-S - Continued

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	(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 & Industrial Loans			(Column G) All Other Loans and All Leases								
Dollar Amounts in Thousands	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou						
6. Amount of ownership (or seller's) interests carried as:																											
a. Securities																											
(included in Schedule RC-B or in Schedule RC, item 5)				RCFD B761			RCFD B762															RCFD B763					
				0			0															0					
b. Loans																											
(included in Schedule RC-C)				RCFD B500			RCFD B501															RCFD B502					
				118,000			10,248,000															0					
7. Past due loan amounts included in interests reported in item 6.a:																											
a. 30 - 89 days past due.....							RCFD B764															RCFD B765			RCFD B766		
							0															0			0		
				RCFD B767			RCFD B768			RCFD B769																	
				0			0			0																	
b. 90 days or more past due																											
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):																											
a. Charge-offs				RIAD B770			RIAD B771			RIAD B772																	
				0			0			0																	
				RIAD B773			RIAD B774			RIAD B775																	
				0			0			0																	
b. Recoveries.....																											

Schedule RC-S - Continued

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 & Industrial Loans			(Column G) All Other Loans and All Leases		
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
Bank Asset Sales																					
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCFD B790			RCFD B791			RCFD B792			RCFD B793			RCFD B794			RCFD B795			RCFD B796		
	0			0			180,000			0			0			0			0		
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	RCFD B797			RCFD B798			RCFD B799			RCFD B800			RCFD B801			RCFD B802			RCFD B803		
	0			0			3,000			0			0			0			0		

Memoranda	Dollar Amounts in Thousands			RCFD	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.....	A249						0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250						0	M.1.b.
2. Outstanding principal balance of assets serviced for others:								
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804						89,000	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805						1,391,000	M.2.b.
c. Other financial assets(1)	A591						55,978,000	M.2.c.
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's holding company	B806						1,022,000	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807						4,000	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's holding company	B808						30,308,000	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809						0	M.3.b.(2)
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C(2) ...	C407						570,000	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 banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

Schedule RC-T - Fiduciary and Related Services**39**

Items 12 through 23 and Memorandum item 4 will not be made available to the public on an individual institution basis.

- | | |
|------|---------|
| RCFD | (Y / N) |
| A345 | Y |
1. Does the institution have fiduciary powers? (enter "Y" for YES or "N" for NO)
(If "NO," do not complete Schedule RC-T.)
- | | |
|------|---------|
| RCFD | (Y / N) |
| A346 | Y |
2. Does the institution exercise the fiduciary powers it has been granted? (enter "Y" for YES or "N" for NO).....
- | | |
|------|---------|
| RCFD | (Y / N) |
| B867 | Y |
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (enter "Y" for YES or "N" for NO) (If "NO," do not complete the rest of Schedule RC-T.) ...

If the answer to item 3 is "YES," complete the applicable items of Schedule RC-T, as follows:

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$250 million (as of the preceding December 31) or with gross fiduciary and related services income greater than 10% of revenue (net interest income plus noninterest income) for the preceding calendar year must complete:

- Items 4 through 19.a quarterly,
- Items 20 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$100 million but less than or equal to \$250 million (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) of \$100 million or less (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 11 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.

	(Column A) Managed Assets				(Column B) Non-Managed Assets				(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou		
Dollar Amounts in Thousands										
FIDUCIARY AND RELATED ASSETS	RCFD B868				RCFD B869				RCFD B870	RCFD B871
4. Personal trust and agency accounts	11,331,000				38,813,000				3,766	37,159 4.
5. Retirement related trust and agency accounts:										
a. Employee benefit - defined contribution	RCFD B872				RCFD B873				RCFD B874	RCFD B875
b. Employee benefit - defined benefit	433,000				0				7	0 5.a.
c. Other retirement accounts	RCFD B876				RCFD B877				RCFD B878	RCFD B879
6. Corporate trust and agency accounts	10,777,000				175,731,000				75	1,696 5.b.
7. Investment management agency accounts.....	RCFD B880				RCFD B881				RCFD B882	RCFD B883
8. Other fiduciary accounts	34,000				333,000				2	8 5.c.
	RCFD B884				RCFD B885				RCFD C001	RCFD C002
	0				114,542,000				0	1,451 6.
	RCFD B886								RCFD B888	
	115,840,000								2,991,713	
	RCFD B890				RCFD B891				RCFD B892	RCFD B893
	9,330,000				132,869,000				237	4,614 8.

Schedule RC-T - Continued

	(Column A) Managed Assets				(Column B) Non-Managed Assets				(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou		
Dollar Amounts in Thousands										
FIDUCIARY AND RELATED ASSETS - Continued										
9. Total fiduciary accounts (sum of items 4 through 8)	RCFD B894				RCFD B895				RCFD B896	RCFD B897
	147,745,000				462,288,000				2,995,800	44,928
10. Custody and safekeeping accounts.....					RCFD B898					RCFD B899
					2,260,523,000					352,533
11. Fiduciary accounts held in foreign offices (included in items 9 and 10)	RCFN B900				RCFN B901				RCFN B902	RCFN B903
	117,315,000				1,536,459,000				2,990,063	381,452

Dollar Amounts in Thousands				RIAD	Bil	Mil	Thou
FIDUCIARY AND RELATED SERVICES INCOME							
12. Personal trust and agency accounts				B904		139,000	12.
13. Retirement related trust and agency accounts:							
a. Employee benefit - defined contribution				B905		1,000	13.a.
b. Employee benefit - defined benefit				B906		29,000	13.b.
c. Other retirement accounts				B907		1,000	13.c.
14. Corporate trust and agency accounts				A479		92,000	14.
15. Investment management agency accounts				B908		200,000	15.
16. Other fiduciary accounts				A480		157,000	16.
17. Custody and safekeeping accounts.....				B909		507,000	17.
18. Other fiduciary and related services income				B910		211,000	18.
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)				4070		1,337,000	19.
a. Fiduciary and related services income - foreign offices (included in item 19)				B912		991,000	19.a.
20. Less: Expenses.....				C058		544,000	20.
21. Less: Net losses from fiduciary and related services.....				A488		1,000	21.
22. Plus: Intracompany income credits for fiduciary and related services				B911		0	22.
23. Net fiduciary and related services income				A491		792,000	23.

Memoranda

	Managed Assets				
	RCFD	Tril	Bil	Mil	Thou
Dollar Amounts in Thousands					
1. Managed assets held in personal trust and agency accounts:					
a. Noninterest-bearing deposits	B913				
		0			
b. Interest-bearing deposits	B914				
		973,000			
c. U.S. Treasury and U.S. Government agency obligations	B915				
		379,000			
d. State, county, and municipal obligations	B916				
		1,175,000			
e. Money market mutual funds	B917				
		14,000			
f. Other short-term obligations	B918				
		214,000			
g. Other notes and bonds	B919				
		1,261,000			
h. Common and preferred stocks	B920				
		5,324,000			
i. Real estate mortgages.....	B921				
		6,000			
j. Real estate	B922				
		202,000			
k. Miscellaneous assets	B923				
		1,783,000			
l. Total managed assets held in personal trust and agency accounts (sum of Memorandum items 1.a through 1.k) (must equal Schedule RC-T, item 4, column A)	B868				
		11,331,000			

Schedule RC-T - Continued

Memoranda - Continued

Dollar Amounts in Thousands

	(Column A) Number of Issues		(Column B) Principal Amount Outstanding				
	RCFD		Tril	Bil	Mil	Thou	
2. Corporate trust and agency accounts:							
a. Corporate and municipal trusteeships	B927	1,593		305,165,000			M.2.a.
b. Transfer agent, registrar, paying agent, and other corporate agency	B929	904					M.2.b.

Dollar Amounts in Thousands

	(Column A) Number of Funds		(Column B) Market Value of Fund Assets				
	RCFD		RCFD	Tril	Bil	Mil	Thou
3. Collective investments funds and common trust funds:							
a. Domestic equity	B931	4	B932		951,000		M.3.a.
b. International/Global equity	B933	6	B934		866,000		M.3.b.
c. Stock/Bond blend	B935	2	B936		552,000		M.3.c.
d. Taxable bond	B937	10	B938		553,000		M.3.d.
e. Municipal bond	B939	3	B940		484,000		M.3.e.
f. Short term investments/Money market	B941	1	B942		1,844,000		M.3.f.
g. Specialty/Other	B943	2	B944		85,000		M.3.g.
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	B945	28	B946		5,335,000		M.3.h.

Dollar Amounts in Thousands

	(Column A) Gross Losses Managed Accounts			(Column B) Gross Losses Non-Managed Accounts			(Column C) Recoveries			
	RIAD	Mil	Thou	RIAD	Mil	Thou	RIAD	Mil	Thou	
4. Fiduciary settlements, surcharges, and other losses:										
a. Personal trust and agency accounts	B947	0		B948	0		B949	0		M.4.a.
b. Retirement related trust and agency accounts	B950	0		B951	0		B952	0		M.4.b.
c. Investment management agency accounts	B953	0		B954	0		B955	0		M.4.c.
d. Other fiduciary accounts and related services	B956	0		B957	1,000		B958	0		M.4.d.
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 21)	B959	0		B960	1,000		B961	0		M.4.e.

Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed:

Carmine Pennella, Vice President

Name and Title (TEXT B962)

Pennellac@citigroup.com

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(212) 559-6007

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(212) 793-6652

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Optional Narrative Statement Concerning the Amounts
Reported in the Reports of Condition and Income

at close of business on December 31, 2003

Citibank, N.A.

Legal Title of Bank

New York

City

NY

State

The management of the reporting bank may, if it wishes, submit a brief narrative statement on the amounts reported in the Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Reports of Condition and Income, in response to any request for individual bank report data. However, the information reported in Schedule RC-T, items 12 through 23 and Memorandum item 4, is regarded as confidential and will not be released to the public. BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IN SCHEDULE RC-T, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS. Banks choosing not to make a statement may check the "No comment" box below and should make no entries of any kind in the space provided for the narrative statement; i.e., DO NOT enter in this space such phrases as "No statement," "Not applicable," "N/A," "No comment," and "None."

The optional statement must be entered on this sheet. The statement should not exceed 100 words. Further, regardless of the number of words, the statement must not exceed 750 characters, including punctuation, indentation, and standard spacing between words and sentences. If any submission should exceed 750 characters, as defined, it will be truncated at 750 characters with no notice to the submitting bank and the truncated statement will

appear as the bank's statement both on agency computerized records and in computer-file releases to the public.

All information furnished by the bank in the narrative statement must be accurate and not misleading. Appropriate efforts shall be taken by the submitting bank to ensure the statement's accuracy. The statement must be signed, in the space provided below, by a senior officer of the bank who thereby attests to its accuracy.

If, subsequent to the original submission, material changes are submitted for the data reported in the Reports of Condition and Income, the existing narrative statement will be deleted from the files, and from disclosure; the bank, at its option, may replace it with a statement, under signature, appropriate to the amended data.

The optional narrative statement will appear in agency records and in release to the public exactly as submitted (or amended as described in the preceding paragraph) by the management of the bank (except for the truncation of statements exceeding the 750-character limit described above). THE STATEMENT WILL NOT BE EDITED OR SCREENED IN ANY WAY BY THE SUPERVISORY AGENCIES FOR ACCURACY OR RELEVANCE. DISCLOSURE OF THE STATEMENT SHALL NOT SIGNIFY THAT ANY FEDERAL SUPERVISORY AGENCY HAS VERIFIED OR CONFIRMED THE ACCURACY OF THE INFORMATION CONTAINED THEREIN. A STATEMENT TO THIS EFFECT WILL APPEAR ON ANY PUBLIC RELEASE OF THE OPTIONAL STATEMENT SUBMITTED BY THE MANAGEMENT OF THE REPORTING BANK.

BANK MANAGEMENT STATEMENT (Either enter text in the field below or skip and leave blank for "No comment"):

(TEXT 6980)

Signature of Executive Officer of Bank

Date of Signature

THIS PAGE IS TO BE COMPLETED BY ALL BANKS

NAME AND ADDRESS OF BANK	OMB No. For OCC: 1557-0081 OMB No. For FDIC: 3064-0052 OMB No. for Federal Reserve: 7100-0036 Expiration Date: 4/30/2006	
Citibank, N.A.	SPECIAL REPORT (Dollar Amounts in Thousands)	
399 Park Avenue		
New York, NY 10043		
	CLOSE OF BUSINESS DATE December 31, 2003	FDIC Certificate Number 0 7 2 1 3

LOANS TO EXECUTIVE OFFICERS (Complete as of each Call Report Date)

The following information is required by Public Laws 90-44 and 102-242, but does not constitute a part of the Report of Condition. With each Report of Condition, these Laws require all banks to furnish a report of all loans or other extensions of credit to their executive officers made since the date of the previous Report of Condition. Data regarding individual loans or other extensions of credit are not required. If no such loans or other extensions of credit were made during the period, insert "none" against subitem (a). (Exclude the first \$15,000 of indebtedness of each executive officer under bank credit card plan.) See Sections 215.2 and 215.3 of Title 12 of the Code of Federal Regulations (Federal Reserve Board Regulation O) for the definitions of "executive officer" and "extension of credit," respectively. Exclude loans and other extensions of credit to directors and principal shareholders who are not executive officers.

a. Number of loans made to executive officers since the previous Call Report date	RCFD 3561	0	a.		
b. Total dollar amount of above loans (in thousands of dollars)	RCFD 3562	0	b.		
c. Range of interest charged on above loans (example: 9 ³ / ₄ % = 9.75)	RCFD 7701	0.00	% to RCFD 7702	0.00	% c.

SIGNATURE AND TITLE OF OFFICER AUTHORIZED TO SIGN REPORT	DATE (Month, Day, Year)