Board of Governors of the Federal Reserve
OMB Number: 7100-0036
Federal Deposit Insurance Corporation
OMB Number: 3064-0052
Office of the Comptroller of the Currency
OMB Number: 1557-0081
Expires March 31, 2007

Federal Financial Institutions Examination Council

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

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

Report at the close of business June 30, 2004 (20040630) (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.

I, William J. Gonska, Controller and Vice President
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.

Signature of Officer Authorized to Sign Report

August 9, 2004
Date of Signature

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

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)

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 0 7 2 1 3
(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

2

Table of Contents

Signature Page Cover

Contact Information ii

Report of Income

Schedule RI - Income Statement RI-1, 2, 3
Schedule RI-A - Changes in Equity Capital RI-4
Schedule RI-B - Charge-offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses RI-4, 5, 6
Schedule RI-D - Income from International Operations RI-6
Schedule RI-E - Explanations RI-7, 8

Report of Condition

Schedule RC - Balance Sheet RC-1, 2
Schedule RC-A - Cash and Balances Due From Depository Institutions RC-3
Schedule RC-B - Securities RC-3, 4, 5
Schedule RC-C - Loans and Lease Financing Receivables:
Part I. Loans and Leases RC-6, 7
Part II. Loans to Small Businesses and Small Farms (to be completed for the June report only; not included in the forms for the September and December reports) RC-7a, 7b
Schedule RC-D - Trading Assets and Liabilities (to be completed only by selected banks) RC-8
Schedule RC-E - Deposit Liabilities RC-9, 10
Schedule RC-F - Other Assets RC-11
Schedule RC-G - Other Liabilities RC-11
Schedule RC-H - Selected Balance Sheet Items for Domestic Offices RC-12
Schedule RC-I - Assets and Liabilities of IBFs RC-12
Schedule RC-K - Quarterly Averages RC-13
Schedule RC-L - Derivatives and Off-Balance Sheet Items RC-14, 15
Schedule RC-M - Memoranda RC-16
Schedule RC-N - Past Due and Nonaccrual Loans, Leases and Other Assets RC-17, 18
Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments RC-19, 20
Schedule RC-R - Regulatory Capital..... RC-21, 22, 23, 24
Schedule RC-S - Servicing, Securitization, and Assets Sales Activities RC-25, 26, 27
Schedule RC-T - Fiduciary and Related Services RC-28, 29, 30
Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income RC-31
Special Report (to be completed by all banks)

Disclosure of Estimated Burden

The estimated average burden associated with this information collection is 37.1 hours per respondent and is estimated to vary from 15 to 600 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 for the Reports of Condition and Income

To facilitate communication between the Agencies and the bank concerning the Reports of Condition and Income, please provide contact information for (1) the authorized officer of the bank signing the reports for this quarter and (2) the person at the bank - other than the authorized officer - to whom questions about the reports should be directed. If the authorized officer is the primary contact for questions about the reports, please provide contact information for another person at the bank who will serve as a secondary contact for communications between the Agencies and the bank concerning the Reports of Condition and Income. Enter "none" for the contact's e-mail address or fax number if not available. Contact information for the Reports of Condition and Income is for the confidential use of the Agencies and will not be released to the public.

Authorized Officer Signing the Reports	Other Person to Whom Questions about the Reports Should be Directed

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 Contact	Secondary Contact

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 Contact	Secondary Contact

Consolidated Report of Income
for the period January 1, 2004 - June 30, 2004

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		325,000		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		560,000		1.a.(1)(c)
(d) Loans to individuals for household, family, and other personal expenditures:					
(1) Credit Cards	B485		3,009,000		1.a.(1)(d)(1)
(2) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B486		480,000		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		982,000		1.a.(1)(f)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		7,537,000		1.a.(2)
(3) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(2))	4010		**12,893,000**		1.a.(3)
b. Income from lease financing receivables	4065		446,000		1.b.
c. Interest income on balances due from depository institutions(1)	4115		256,000		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		271,000		1.d.(1)
(2) Mortgage-backed securities	B489		267,000		1.d.(2)
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060		973,000		1.d.(3)
e. Interest income from trading assets	4069		744,000		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020		98,000		1.f.
g. Other interest income	4518		33,000		1.g.
h. Total interest income (sum of items 1.a.(3) through 1.g.)	4107		**15,981,000**		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		8,000		2.a.(1)(a)
(b) Nontransaction accounts:					
(1) Savings deposits (include MMDAs)	0093		435,000		2.a.(1)(b)(1)
(2) Time deposits of $100,000 or more	A517		231,000		2.a.(1)(b)(2)
(3) Time deposits of less than $100,000	A518		22,000		2.a.(1)(b)(3)
(2) Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		2,560,000		2.a.(2)
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180		156,000		2.b.
c. Interest on trading liabilities and other borrowed money	4185		836,000		2.c.

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

Schedule RI-Continued

5

Dollar Amounts in Thousands	RIAD	Year-to-date Bil Mil Thou		RIAD		
2. Interest expense (continued):						
d. Interest on subordinated notes and debentures	4200	403,000	2.d.			
e. Total interest expense (sum of items 2.a through 2.d)	4073	**4,651,000**	2.e.			
3. Net interest income (item 1.h minus 2.e)				4074	**11,330,000**	3.
4. Provision for loan and lease losses				4230	2,399,000	4.
5. Noninterest income:						
a. Income from fiduciary activities(1)	4070	677,000	5.a.			
b. Service charges on deposit accounts in domestic offices	4080	189,000	5.b.			
c. Trading revenue(2)	A220	1,575,000	5.c.			
d. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490	0	5.d.			
e. Venture capital revenue	B491	30,000	5.e.			
f. Net servicing fees	B492	1,336,000	5.f.			
g. Net securitization income	B493	1,216,000	5.g.			
h. (1) Underwriting income from insurance and reinsurance activities	C386	118,000	5.h.(1)			
(2) Income from other insurance activities	C387	319,000	5.h.(2)			
i. Net gains (losses) on sales of loans and leases	5416	8,000	5.i.			
j. Net gains (losses) on sales of other real estate owned	5415	10,000	5.j.			
k. Net gains (losses) on sales of other assets (excluding securities)	B496	1,286,000	5.k.			
l. Other noninterest income*	B497	3,350,000	5.l.			
m. Total noninterest income (sum of items 5.a through 5.l)				4079	**10,114,000**	5.m.
6. a. Realized gains (losses) on held-to-maturity securities				3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities				3196	107,000	6.b.
7. Noninterest expense:						
a. Salaries and employee benefits	4135	4,639,000	7.a.			
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	1,272,000	7.b.			
c. (1) Goodwill impairment losses	C216	0	7.c.(1)			
(2) Amortization expense and impairment losses for other intangible assets	C232	308,000	7.c.(2)			
d. Other noninterest expense*	4092	6,639,000	7.d.			
e. Total noninterest expense (sum of items 7.a through 7.d)				4093	**12,858,000**	7.e.
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	**6,294,000**	8.
9. Applicable income taxes (on item 8)				4302	1,875,000	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)				4300	**4,419,000**	10.
11. Extraordinary items and other adjustments, net of income taxes*				4320	0	11.
12. Net income (loss) (sum of items 10 and 11)				4340	**4,419,000**	12.

* 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

6

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		4,000		M.1.
2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8)		8431		16,000		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		2,000		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		195,000		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)			Number			
		4150		166,868		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)		CC	YY	MM	DD	
	9106	0000/00/00				M.7.

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.):

	RIAD	Bil	Mil	Thou	
a. Interest rate exposures	8757		(46,000)		M.8.a.
b. Foreign exchange exposures	8758		877,000		M.8.b.
c. Equity security and index exposures	8759		284,000		M.8.c.
d. Commodity and other exposures	8760		460,000		M.8.d.

9. Impact on income of derivatives held for purposes other than trading:	RIAD	Bil	Mil	Thou	
a. Net increase (decrease) to interest income	8761		576,000		M.9.a.
b. Net (increase) decrease to interest expense	8762		(652,000)		M.9.b.
c. Other (noninterest) allocations	8763		222,000		M.9.c.
10. Credit losses on derivatives (see instructions)	A251		0		M.10.

	RIAD	(Y / N)	
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, 2003, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217		45,953,000		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		**45,953,000**		3.
4. Net income (loss) (must equal Schedule RI, item 12)	4340		4,419,000		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		60,000		8.
9. LESS: Cash dividends declared on common stock	4460		87,000		9.
10. Other comprehensive income(1)	B511		(888,000)		10.
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above)	4415		944,000		11.
12. Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28)	3210		**50,281,000**		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	(Column A) Charge-offs(1) Calendar year-to-date RIAD	Bil	Mil	Thou	(Column B) Recoveries Calendar year-to-date 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			0	5412			0	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties									
(a) Secured by first liens	C234			1,000	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			0	3589			0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3590			0	3591			1,000	1.e.
f. In foreign offices	B512			44,000	B513			14,000	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			0	4664			12,000	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655			0	4665			1,000	3.
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile)	4645			61,000	4617			50,000	4.a.
b. To non-U.S. addressees (domicile)	4646			344,000	4618			138,000	4.b.

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

Schedule RI-B - Continued

8

Part I. Continued

Dollar Amounts in Thousands	(Column A) Charge-offs(1) Calendar year-to-date RIAD	Bil Mil Thou	(Column B) Recoveries Calendar year-to-date RIAD	Bil Mil Thou	
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	2,002,000	B515	344,000	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516	1,110,000	B517	160,000	5.b.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	12,000	4628	2,000	7.
8. Lease financing receivables:					
a. To U.S. addressees (domicile)	4658	49,000	4668	13,000	8.a.
b. To non-U.S. addressees (domicile)	4659	28,000	4669	12,000	8.b.
9. Total (sum of items 1 through 8)	4635	**3,651,000**	4605	**747,000**	9.

Memoranda

Dollar Amounts in Thousands	(Column A) Charge-offs(1) Calendar year-to-date RIAD	Bil Mil Thou	(Column B) Recoveries Calendar year-to-date RIAD	Bil Mil Thou	
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	44,000	4662	14,000	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

	Calendar year-to-date RIAD	Bil Mil Thou	
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	539,000	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

9

Dollar Amounts in Thousands	RIAD	Bil	Mil	Thou	
1. Balance most recently reported for the December 31, 2003, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	B522		8,709,000		1.
2. Recoveries (must equal part I, item 9, column B above)	4605		747,000		2.
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, Part II, item 4)	C079		3,651,000		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		2,399,000		5.
6. Adjustments* (see instructions for this schedule)	C233		762,000		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		**8,966,000**		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		122,000		M.1.
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					
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389		0		M.2.
3. Amount of allownace for loan and lease losses attributable to retail credit card fees and finance charges	C390		416,000		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.

	Year-to-date				
Dollar Amounts in Thousands	RIAD	Bil	Mil	Thou	
1. Interest income and expense attributable to international operations:					
a. Gross interest income	B523		9,032,000		1.a.
b. Gross interest expense	B524		2,633,000		1.b.
2. Net interest income attributable to international operations (item 1.a minus 1.b)	B525		**6,399,000**		2.
3. Noninterest income and expense attributable to international operations:					
a. Noninterest income attributable to international operations	4097		5,895,000		3.a.
b. Provision for loan and lease losses attributable to international operations	4235		1,713,000		3.b.
c. Other noninterest expense attributable to international operations	4239		5,541,000		3.c.
d. Net noninterest income (expense) attributable to international operations (items 3.a minus 3.b and 3.c)	4843		**(1,359,000)**		3.d.
4. Estimated pretax income attributable to international operations before capital allocation adjustments (sum of items 2 and 3.d)	4844		**5,040,000**		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		(64,000)		5.
6. Estimated pretax income attributable to international operations after capital allocation adjustment (sum of items 4 and 5)	4846		**4,976,000**		6.
7. Income taxes attributable to income from international operations as estimated in item 6	4797		1,483,000		7.
8. Estimated net income attributable to international operations (item 6 minus 7)	4341		**3,493,000**		8.

Schedule RI-E - Explanations

10

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 Operating Income from Affiliates		4461			1,213,000	1.f.
g. TEXT4462 Credit & Charge Card Fees		4462			543,000	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			572,000	2.a.
b. Advertising and marketing expenses		0497			1,034,000	2.b.
c. Directors' fees		4136			0	2.c.
d. Printing, stationery, and supplies		C018			281,000	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			1,131,000	2.h.
i. TEXT 4467 Settlement Litigation/Incr.to Litigation Reserve		4467			1,429,000	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 / Other	4498		944,000		5.a.
b.	TEXT 4499		4499		0		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	Foreign Currency Translation / Other	4521		47,000		6.a.
b.	TEXT 4522	Allowance for loan losses related to acquisition	4522		715,000		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)

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for June 30, 2004

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		16,044,000		1.a.
b. Interest-bearing balances(2)			0071		23,432,000		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		103,279,000		2.b.
3. Federal funds sold and securities purchased under agreements to resell:							
a. Federal funds sold in domestic offices	RCON	B987			267,000		3.a.
b. Securities purchased under agreements to resell(3)	RCFD	B989			12,356,000		3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			RCFD				
a. Loans and leases held for sale			5369		6,397,000		4.a.
b. Loans and leases, net of unearned income	B528	359,136,000					4.b.
c. LESS: Allowance for loan and lease losses	3123	8,966,000					4.c.
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)			B529		**350,170,000**		4.d.
5. Trading assets (from Schedule RC-D)			3545		79,265,000		5.
6. Premises and fixed assets (including capitalized leases)			2145		4,074,000		6.
7. Other real estate owned (from Schedule RC-M)			2150		69,000		7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)			2130		415,000		8.
9. Customers' liability to this bank on acceptances outstanding			2155		1,507,000		9.
10. Intangible assets:							
a. Goodwill			3163		8,787,000		10.a.
b. Other intangible assets (from Schedule RC-M)			0426		9,682,000		10.b.
11. Other assets (from Schedule RC-F)			2160		32,452,000		11.
12. Total assets (sum of items 1 through 11)			2170		**648,243,000**		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

13

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	**119,505,000**	13.a.
(1) Noninterest-bearing(1)	RCON	6631	22,893,000			13.a.(1)
(2) Interest-bearing	RCON	6636	96,612,000			13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)				RCFN 2200	**307,390,000**	13.b.
(1) Noninterest-bearing	RCFN	6631	22,639,000			13.b.(1)
(2) Interest-bearing	RCFN	6636	284,751,000			13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase						
a. Federal funds purchased in domestic offices(2)				RCON B993	11,524,000	14.a.
b. Securities sold under agreements to repurchase(3)				RCFD B995	16,906,000	14.b.
15. Trading liabilities (from Schedule RC-D)				RCFD 3548	41,394,000	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)				RCFD 3190	56,542,000	16.
17. Not applicable						
18. Bank's liability on acceptances executed and outstanding				2920	1,507,000	18.
19. Subordinated notes and debentures(4)				3200	13,330,000	19.
20. Other liabilities (from Schedule RC-G)				2930	29,378,000	20.
21. Total liabilities (sum of items 13 through 20)				2948	**597,476,000**	21.
22. Minority interest in consolidated subsidiaries				3000	486,000	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	25,775,000	25.
26. a. Retained earnings				3632	23,787,000	26.a.
b. Accumulated other comprehensive income(5)				B530	(1,982,000)	26.b.
27. Other equity capital components(6)				A130	0	27.
28. Total equity capital (sum of items 23 through 27)				3210	**50,281,000**	28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)				3300	**648,243,000**	29.

Memorandum

To be reported with the March Report of Condition.

	RCFD	Number	
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 2003	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.

Dollar Amounts in Thousands	(Column A) Consolidated Bank RCFD	Bil Mil Thou	(Column B) Domestic Offices RCON	Bil Mil Thou	
1. Cash items in process of collection, unposted debits, and currency and coin	0022	4,945,000			1.
a. Cash items in process of collection and unposted debits			0020	2,294,000	1.a.
b. Currency and coin			0080	459,000	1.b.
2. Balances due from depository institutions in the U.S.			0082	2,648,000	2.
a. U.S. branches and agencies of foreign banks (including their IBFs)	0083	416,000			2.a.
b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs)	0085	2,947,000			2.b.
3. Balances due from banks in foreign countries and foreign central banks			0070	32,000	3.
a. Foreign branches of other U.S. banks	0073	166,000			3.a.
b. Other banks in foreign countries and foreign central banks	0074	28,439,000			3.b.
4. Balances due from Federal Reserve Banks	0090	2,563,000	0090	2,557,000	4.
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	**39,476,000**	0010	**7,990,000**	5.

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		
Dollar Amounts in Thousands	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	
1. U.S. Treasury securities	0211	0	0213	0	1286	14,587,000	1287	14,298,000	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. Government agencies(1)	1289	0	1290	0	1291	240,000	1293	244,000	2.a.
b. Issued by U.S. Government-sponsored agencies(2)	1294	0	1295	0	1297	11,739,000	1298	11,654,000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	8,162,000	8499	8,423,000	3.

(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

15

Dollar Amounts in Thousands	Held-to-maturity (Column A) Amortized Cost RCFD	Bil Mil Thou	Held-to-maturity (Column B) Fair Value RCFD	Bil Mil Thou	Available-for-sale (Column C) Amortized Cost RCFD	Bil Mil Thou	Available-for-sale (Column D) Fair Value RCFD	Bil Mil Thou	
4. Mortgage-backed securities (MBS):									
a. Pass-through securities:									
(1) Guaranteed by GNMA	1698	0	1699	0	1701	10,653,000	1702	10,584,000	4.a.(1)
(2) Issued by FNMA and FHLMC	1703	0	1705	0	1706	1,202,000	1707	1,198,000	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	1,536,000	5.a.
b. Home equity lines	B842	0	B843	0	B844	197,000	B845	204,000	5.b.
c. Automobile loans	B846	0	B847	0	B848	0	B849	0	5.c.
d. Other consumer loans	B850	0	B851	0	B852	17,000	B853	34,000	5.d.
e. Commercial and industrial loans	B854	0	B855	0	B856	81,000	B857	84,000	5.e.
f. Other	B858	0	B859	0	B860	194,000	B861	194,000	5.f.
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	4,690,000	1741	4,505,000	6.a.
b. Foreign debt securities	1742	47,000	1743	47,000	1744	49,967,000	1746	49,936,000	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values(1)					A510	271,000	A511	364,000	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	**103,606,000**	1773	**103,279,000**	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

16

Memoranda

Dollar Amounts in Thousands	RCFD	Bil	Mil	Thou	
1. Pledged securities(1)	0416		50,456	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		12,361	000	M.2.a.(1)
(2) Over three months through 12 months	A550		13,716	000	M.2.a.(2)
(3) Over one year through three years	A551		27,519	000	M.2.a.(3)
(4) Over three years through five years	A552		18,790	000	M.2.a.(4)
(5) Over five years through 15 years	A553		9,430	000	M.2.a.(5)
(6) Over 15 years	A554		9,217	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		0		M.2.b.(1)
(2) Over three months through 12 months	A556		126	000	M.2.b.(2)
(3) Over one year through three years	A557		659	000	M.2.b.(3)
(4) Over three years through five years	A558		55	000	M.2.b.(4)
(5) Over five years through 15 years	A559		344	000	M.2.b.(5)
(6) Over 15 years	A560		10,618	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		23,195	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.

Dollar Amounts in Thousands	(Column A) Consolidated Bank RCFD	Bil Mil Thou	(Column B) Domestic Offices RCON	Bil Mil Thou	
1. Loans secured by real estate	1410	45,997,000			1.
a. Construction, land development, and other land loans			1415	423,000	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	3,784,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens			5367	5,751,000	1.c.(2)(a)
(b) Secured by junior liens			5368	41,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	707,000	1.d.
e. Secured by nonfarm nonresidential properties			1480	2,297,000	1.e.
2. Loans to depository institutions and acceptances of other banks:					
a. To commercial banks in the U.S.			B531	6,468,000	2.a.
(1) To U.S. branches and agencies of foreign banks	B532	144,000			2.a.(1)
(2) To other commercial banks in the U.S.	B533	6,510,000			2.a.(2)
b. To other depository institutions in the U.S.	B534	46,386,000	B534	46,386,000	2.b.
c. To banks in foreign countries			B535	1,212,000	2.c.
(1) To foreign branches of other U.S. banks	B536	349,000			2.c.(1)
(2) To other banks in foreign countries	B537	12,051,000			2.c.(2)
3. Loans to finance agricultural production and other loans to farmers	1590	275,000	1590	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	1763	19,740,000	1763	18,455,000	4.a.
b. To non-U.S. addressees (domicile)	1764	71,594,000	1764	352,000	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	58,542,000	B538	41,385,000	6.a.
b. Other revolving credit plans	B539	12,442,000	B539	635,000	6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011	61,302,000	2011	24,993,000	6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	1,710,000	2081	10,000	7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.	2107	274,000	2107	274,000	8.
9. Other loans	1563	19,540,000			9.
a. Loans for purchasing or carrying securities (secured and unsecured)			1545	267,000	9.a.
b. All other loans (exclude consumer loans)			1564	9,175,000	9.b.
10. Lease financing receivables (net of unearned income)			2165	6,141,000	10.
a. Of U.S. addressees (domicile)	2182	5,538,000			10.a.
b. Of non-U.S. addressees (domicile)	2183	4,514,000			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	1,375,000	2123	19,000	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	**365,533,000**	2122	**168,757,000**	12.

Schedule RC-C - Continued

18

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		99,000		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		164,000		M.2.a.(1)
(2) Over three months through 12 months	A565		416,000		M.2.a.(2)
(3) Over one year through three years	A566		432,000		M.2.a.(3)
(4) Over three years through five years	A567		1,502,000		M.2.a.(4)
(5) Over five years through 15 years	A568		1,398,000		M.2.a.(5)
(6) Over 15 years	A569		1,814,000		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		172,511,000		M.2.b.(1)
(2) Over three months through 12 months	A571		48,279,000		M.2.b.(2)
(3) Over one year through three years	A572		79,542,000		M.2.b.(3)
(4) Over three years through five years	A573		39,046,000		M.2.b.(4)
(5) Over five years through 15 years	A574		11,883,000		M.2.b.(5)
(6) Over 15 years	A575		3,286,000		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		118,419,000		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		347,000		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		738,000		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		31,532,000		M.5.
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					
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a., column A.	C391		3,206,000		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

	RCON	(Y / N)	
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.)	6999	N	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.

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

Dollar Amounts in Thousands	(Column A) Number of Loans RCON		(Column B) Amount Currently Outstanding RCON	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	368	5565	18,584	3.a.
b. With original amounts of more than $100,000 through $250,000	5566	581	5567	78,776	3.b.
c. With original amounts of more than $250,000 through $1,000,000	5568	792	5569	305,528	3.c.
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	237,359	5571	4,154,636	4.a.
b. With original amounts of more than $100,000 through $250,000	5572	13,050	5573	1,168,485	4.b.
c. With original amounts of more than $250,000 through $1,000,000	5574	5,073	5575	1,670,052	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 6860 (Y / N) N 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.

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

Dollar Amounts in Thousands	(Column A) Number of Loans		(Column B) Amount Currently Outstanding				
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):	RCON		RCON	Bil	Mil	Thou	
a. With original amounts of $100,000 or less	5578	0	5579			0	7.a.
b. With original amounts of more than $100,000 through $250,000	5580	0	5581			0	7.b.
c. With original amounts of more than $250,000 through $500,000	5582	0	5583			0	7.c.
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	5584	0	5585			0	8.a.
b. With original amounts of more than $100,000 through $250,000	5586	0	5587			0	8.b.
c. With original amounts of more than $250,000 through $500,000	5588	0	5589			0	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		3,546,000		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		1,028,000		4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)		3535		566,000		4.b.
c. All other mortgage-backed securities		3536		102,000		4.c.
5. Other debt securities in domestic offices		3537		4,883,000		5.
6. - 8. Not applicable						
9. Other trading assets in domestic offices		3541		11,091,000		9.
10. Trading assets in foreign offices	RCFN	3542		18,546,000		10.
11. Revaluation gains on derivative contracts:						
a. In domestic offices	RCON	3543		16,815,000		11.a.
b. In foreign offices	RCFN	3543		22,688,000		11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)	RCFD	3545		**79,265,000**		12.

LIABILITIES	RCFD	Bil	Mil	Thou	
13. Liability for short positions	3546		6,373,000		13.
14. Revaluation losses on derivative contracts	3547		35,021,000		14.
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule RC, item 15)	3548		**41,394,000**		15.

Schedule RC-E - Deposit Liabilities

20

Part I. Deposits in Domestic Offices

Dollar Amounts in Thousands	Transaction Accounts (Column A) Total transaction accounts (including total demand deposits) RCON	Bil	Mil	Thou	Transaction Accounts (Column B) Memo: Total demand deposits (included in column A) RCON	Bil	Mil	Thou	Nontransaction Accounts (Column C) Total nontransaction accounts (including MMDAs) RCON	Bil	Mil	Thou	
Deposits of:													
1. Individuals, partnerships, and corporations (include all certified and official checks)	B549	12,122,000							B550	104,259,000			1.
2. U.S. Government	2202	4,000							2520	0			2.
3. States and political subdivisions in the U.S.	2203	145,000							2530	948,000			3.
4. Commercial banks and other depository institutions in the U.S.	B551	565,000							B552	11,000			4.
5. Banks in foreign countries	2213	1,405,000							2236	12,000			5.
6. Foreign governments and official institutions (including foreign central banks)	2216	34,000							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	**14,275,000**			2210	12,576,000			2385	**105,230,000**			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	1,572,000			M.1.a.
b. Total brokered deposits	2365	40,512,000			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	28,476,000			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	63,000			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	28,476,000			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	11,771,000			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	N/A			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	77,716,000			M.2.a.(1)
(2) Other savings deposits (excludes MMDAs)	0352	6,477,000			M.2.a.(2)
b. Total time deposits of less than $100,000	6648	2,997,000			M.2.b.
c. Total time deposits of $100,000 or more	2604	18,040,000			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		661	000	M.3.a.(1)
(2) Over three months through 12 months	A580		1,246	000	M.3.a.(2)
(3) Over one year through three years	A581		566	000	M.3.a.(3)
(4) Over three years	A582		524	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		1,907	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		15,934	000	M.4.a.(1)
(2) Over three months through 12 months	A585		732	000	M.4.a.(2)
(3) Over one year through three years	A586		681	000	M.4.a.(3)
(4) Over three years	A587		693	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		15,174	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		259,426	000	1.
2. U.S. banks (including IBFs and foreign branches of U.S. banks) and other U.S. depository institutions	B554		4,297	000	2.
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs)	2625		27,264	000	3.
4. Foreign governments and official institutions (including foreign central banks)	2650		16,267	000	4.
5. U.S. Government and states and political subdivisions in the U.S.	B555		136	000	5.
6. Total (sum of items 1 through 5) (must equal Schedule RC, item 13.b)	2200		**307,390**	**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		101,360	000	M.1.

Schedule RC-F - Other Assets

22

Dollar Amounts in Thousands	RCFD	Bil	Mil	Thou	
1. Accrued interest receivable(1)	B556		4,382	000	1.
2. Net deferred tax assets(2)	2148		2,826	000	2.
3. Interest-only strips receivable (not in form of a security)(3) on:					
a. Mortgage loans	A519		526	000	3.a.
b. Other financial assets	A520			0	3.b.
4. Equity securities that DO NOT have readily determinable fair values(4)	1752		2,333	000	4.
5. All other assets (itemize and describe amounts greater than $25,000 that exceed 25% of this item)	2168		22,385	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		**32,452**	**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		54	000	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable)	RCFD 3646		6,745	000	1.b.
2. Net deferred tax liabilities(2)	3049		981	000	2.
3. Allowance for credit losses on off-balance sheet credit exposures	B557		600	000	3.
4. All other liabilities (itemize and describe amounts greater than $25,000 that exceed 25% of this item)	2938		20,998	000	4.
a. Accounts payable 3066 7,463,000					4.a.
b. Deferred compensation liabilities C011 0					4.b.
c. Dividends declared but not yet payable 2932 0					4.c.
d. Derivatives with a negative fair value held for purposes other than trading C012 0					4.d.
e. TEXT 3552 3552 0					4.e.
f. TEXT 3553 3553 0					4.f.
g. TEXT 3554 3554 0					4.g.
5. Total (sum of items 1 through 4) (must equal Schedule RC, item 20)	2930		**29,378**	**000**	5.

(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		175	000	1.
2. Bank's liability on acceptances executed and outstanding	2920		175	000	2.
3. Securities purchased under agreements to resell	B989		1,679	000	3.
4. Securities sold under agreements to repurchase	B995		12,551	000	4.
5. Other borrowed money	3190		24,724	000	5.
EITHER					
6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs	2163		0		6.
OR					
7. Net due to own foreign offices, Edge and Agreement subsidiaries, and IBFs	2941		17,533	000	7.
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs)	2192		283,762	000	8.
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs)	3129		215,462	000	9.

In items 10-17, report the amortized (historical) cost of both held-to-maturity and available-for-sale securities in domestic offices.	RCON	Bil	Mil	Thou	
10. U.S. Treasury securities	1039		12,546	000	10.
11. U.S. Government agency obligations (exclude mortgage-backed securities)	1041		11,024	000	11.
12. Securities issued by states and political subdivisions in the U.S.	1042		8,105	000	12.
13. Mortgage-backed securities (MBS):					
a. Pass-through securities:					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1043		10,970	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		6,183	000	14.
15. Foreign debt securities (include foreign asset-backed securities)	1282		254	000	15.
16. Investments in mutual funds and other equity securities with readily determinable fair values	A510		94	000	16.
17. Total amortized (historical) cost of both held-to-maturity and available-for-sale securities (sum of items 10 through 16)	1374		**49,197**	**000**	17.
18. Equity securities that do not have readily determinable fair values	1752		2,026	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		5,517	000	1.
2. Total IBF liabilities (component of Schedule RC, item 21)	2898		8,620	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	25,748,000			1.
2. U.S. Treasury securities and U.S. Government agency obligations(2) (excluding mortgage-backed securities)		B558	24,953,000			2.
3. Mortgage-backed securities(2)		B559	12,010,000			3.
4. All other securities(2),(3) (includes securities issued by states and political subdivisions in the U.S.)		B560	60,946,000			4.
5. Federal funds sold and securities purchased under agreements to resell		3365	17,036,000			5.
6. Loans:						
a. Loans in domestic offices:		RCON				
(1) Total loans		3360	150,169,000			6.a.(1)
(2) Loans secured by real estate		3385	12,880,000			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	20,194,000			6.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:						
(a) Credit cards		B561	43,945,000			6.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		B562	25,837,000			6.a.(5)(b)
b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs	RCFN	3360	185,102,000			6.b.
7. Trading assets	RCFD	3401	78,281,000			7.
8. Lease financing receivables (net of unearned income)	RCFD	3484	11,944,000			8.
9. Total assets(4)	RCFD	3368	623,133,000			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	1,858,000			10.
11. Nontransaction accounts in domestic offices:						
a. Savings deposits (include MMDAs)		B563	85,661,000			11.a.
b. Time deposits of $100,000 or more		A514	17,214,000			11.b.
c. Time deposits of less than $100,000		A529	3,036,000			11.c.
12. Interest-bearing deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	RCFN	3404	274,932,000			12.
13. Federal funds purchased and securities sold under agreements to repurchase	RCFD	3353	31,201,000			13.
14. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	RCFD	3355	50,140,000			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	5,700,000			1.a.
b. Credit card lines			3815	341,998,000			1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate			3816	1,026,000			1.c.(1)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate			6550	238,000			1.c.(2)
d. Securities underwriting			3817	120,000			1.d.
e. Other unused commitments			3818	224,246,000			1.e.
2. Financial standby letters of credit and foreign office guarantees			3819	37,531,000			2.
a. Amount of financial standby letters of credit conveyed to others	3820	1,407,000					2.a.
3. Performance standby letters of credit and foreign office guarantees			3821	8,178,000			3.
a. Amount of performance standby letters of credit conveyed to others	3822	181,000					3.a.
4. Commercial and similar letters of credit			3411	6,411,000			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	54,371,000			6.
7. Credit derivatives:							
a. Notional amount of credit derivatives on which the reporting bank is the guarantor			A534	147,404,000			7.a.
(1) Gross positive fair value			C219	1,018,000			7.a.(1)
(2) Gross negative fair value			C220	352,000			7.a.(2)
b. Notional amount of credit derivatives on which the reporting bank is the beneficiary			A535	141,976,000			7.b.
(1) Gross positive fair value			C221	419,000			7.b.(1)
(2) Gross negative fair value			C222	1,281,000			7.b.(2)
8. Spot foreign exchange contracts			8765	238,319,000			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	5,565,000			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	3,000			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.

Schedule RC-L - Continued

26

	RCFD	Tril	Bil	Mil	Thou	
11. Year-to-date merchant credit card sales volume:						
a. Sales for which the reporting bank is the acquiring bank	C223			15,143,000		11.a.
b. Sales for which the reporting bank is the agent bank with risk	C224			0		11.b.

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	
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 375,848,000	RCFD 8694 16,002,000	RCFD 8695 2,233,000	RCFD 8696 2,157,000	12.a.
b. Forward contracts	RCFD 8697 378,551,000	RCFD 8698 1,514,393,000	RCFD 8699 1,239,000	RCFD 8700 4,874,000	12.b.
c. Exchange-traded option contracts:					
(1) Written options	RCFD 8701 218,777,000	RCFD 8702 860,000	RCFD 8703 1,228,000	RCFD 8704 122,000	12.c.(1)
(2) Purchased options	RCFD 8705 240,787,000	RCFD 8706 783,000	RCFD 8707 1,175,000	RCFD 8708 169,000	12.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	RCFD 8709 1,156,846,000	RCFD 8710 224,220,000	RCFD 8711 40,432,000	RCFD 8712 7,484,000	12.d.(1)
(2) Purchased options	RCFD 8713 1,056,441,000	RCFD 8714 218,374,000	RCFD 8715 23,996,000	RCFD 8716 9,554,000	12.d.(2)
e. Swaps	RCFD 3450 8,067,936,000	RCFD 3826 440,709,000	RCFD 8719 30,616,000	RCFD 8720 6,124,000	12.e.
13. Total gross notional amount of derivative contracts held for trading	RCFD A126 0	RCFD A127 2,392,670,000	RCFD 8723 100,919,000	RCFD 8724 30,484,000	13.
14. Total gross notional amount of derivative contract held for purposes other than trading	RCFD 8725 127,507,000	RCFD 8726 22,671,000	RCFD 8727 0	RCFD 8728 0	14.
a. Interest rate swaps where the bank has agreed to pay a fixed rate	RCFD A589 48,144,000				14.a.
15. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	RCFD 8733 120,188,000	RCFD 8734 37,135,000	RCFD 8735 6,438,000	RCFD 8736 2,941,000	15.a.(1)
(2) Gross negative fair value	RCFD 8737 115,276,000	RCFD 8738 37,495,000	RCFD 8739 4,755,000	RCFD 8740 3,673,000	15.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	RCFD 8741 1,932,000	RCFD 8742 95,000	RCFD 8743 0	RCFD 8744 0	15.b.(1)
(2) Gross negative fair value	RCFD 8745 963,000	RCFD 8746 185,000	RCFD 8747 0	RCFD 8748 0	15.b.(2)

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		9,000		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		2,469,000		2.a.
(1) Estimated fair value of mortgage servicing assets	A590	2,479,000					2.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets			B026		4,265,000		2.b.
c. All other identifiable intangible assets			5507		2,948,000		2.c.
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)			0426		**9,682,000**		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		3,000		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		1,000		3.b.(5)
(6) In foreign offices	RCFN		5513		65,000		3.b.(6)
			RCFD				
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7)			2150		**69,000**		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		415,000		4.b.
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8)			2130		**415,000**		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		39,947,000		5.b.(1)
(2) With a remaining maturity of more than one year through three years			B567		8,498,000		5.b.(2)
(3) With a remaining maturity of more than three years			B568		8,097,000		5.b.(3)
c. Total (sum of items 5.a.(1) through 5.b.(3)) (must equal Schedule RC, item 16)			3190		**56,542,000**		5.c.

	RCFD	(Y / N)	
6. Does the reporting bank sell private label or third party mutual funds and annuities? Enter "Y" for YES or "N" for NO	B569	Y	6.

	RCFD	Bil	Mil	Thou	
7. Assets under the reporting bank's management in proprietary mutual funds and annuities	B570		6,525,000		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.

	RCFD	(Y / N)	
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?	4088	Y	9.

(1) Includes overnight Federal Home Loan Bank advances.

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

28

Dollar Amounts in Thousands	(Column A) Past Due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	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		14	000	2769		0		3492		50	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		9	000	5399		0		5400		4	000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties													
(a) Secured by first liens	C236		205	000	C237		217	000	C229		21	000	1.c.(2)(a)
(b) Secured by junior liens	C238		0		C239		0		C230		3	000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		1	000	3500		0		3501		20	000	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3502		1	000	3503		0		3504		96	000	1.e.
	RCFN				RCFN				RCFN				
f. In foreign offices	B572		285	000	B573		18	000	B574		475	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 5377		0		RCFD 5378		0		RCFD 5379		0		2.a.
b. To foreign banks	5380		0		5381		0		5382		41	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		222	000	1252		22	000	1253		1	001	000	4.a.
b. To non-U.S. addressees (domicile)	1254		303	000	1255		5	000	1256		1	598	000	4.b.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575		1	327	000	B576		1	061	000	B577		104	000	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		1	297	000	B579		993	000	B580		1	699	000	5.b.
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		177	000	6.
7. All other loans	5459		34	000	5460		4	000	5461		74	000	7.
8. Lease financing receivables:													
a. Of U.S. addressees (domicile)	1257		138	000	1258		0		1259		154	000	8.a.
b. Of non-U.S. addressees (domicile)	1271		30	000	1272		2	000	1791		103	000	8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		0		3506		0		3507		31	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.

Dollar Amounts in Thousands	(Column A) Past Due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612		691	000	5613		942	000	5614		0		10.
a. Guaranteed portion of loans and leases included in item 10 above	5615		679	000	5616		907	000	5617		0		10.a.

Memoranda Dollar Amounts in Thousands	(Column A) Past Due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
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		6	000	1659		0		1661		64	000	M.1.
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		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	1248		275	000	1249		17	000	1250		448	000	M.3.
4. Not applicable													
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above)	C240		101	000	C241		94	000	C226		0		M.5.

	(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		M.6.

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	0	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	1,678,000	4.a.
b. Time and savings deposits(1) of consolidated subsidiaries	2351	2,294,000	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	1,871,000	5.a.
b. Time and savings deposits(1) in insured branches (included in Schedule RC-E, Part II)	2383	1,111,000	5.b.
c. Interest accrued and unpaid on deposits in insured branches (included in Schedule RC-G, item 1.b.)	5515	6,000	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	1,000	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		56,608,000		M.1.a.(1)
(2) Number of deposit accounts of $100,000 or less (to be completed for the June report only)	3779	Number 8,620,088					M.1.a.(2)
b. Deposit accounts of more than $100,000:(1)							
(1) Amount of deposit accounts of more than $100,000			2710		65,879,000		M.1.b.(1)
(2) Number of deposit accounts of more than $100,000	2722	Number 100,894					M.1.b.(2)
Memorandum item 2 is to be completed by all banks.							
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)			RCON 5597	Bil	Mil 60,484,000	Thou	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	50,281,000	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	(256,000)	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	529,000	4.
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5.
6. Qualifying minority interests in consolidated subsidiaries	B589	486,000	6.
7. LESS: Disallowed goodwill and other disallowed intangible assets	B590	11,736,000	7.
8. Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, and 7)	C227	**38,758,000**	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	238,000	9.a.
b. LESS: Disallowed deferred tax assets	5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital	B592	(49,000)	10.
11. Tier 1 capital (sum of items 8 and 10 less items 9.a and 9.b)	8274	**38,471,000**	11.
Tier 2 Capital			
12. Qualifying subordinated debt and redeemable preferred stock	5306	13,325,000	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	5,836,000	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	42,000	15.
16. Other Tier 2 capital components	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311	**19,203,000**	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	**19,203,000**	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	**57,674,000**	21.
Total assets for leverage ratio			
22. Average total assets (from Schedule RC-K, item 9)	3368	623,133,000	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above)	B590	11,736,000	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a. above)	B591	238,000	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	608,000	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	**610,551,000**	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	
31. Tier 1 leverage ratio (2)	7273	**N/A**	7204	**6.30**	31.
32. Tier 1 risk-based capital ratio (3)	7274	**N/A**	7206	**8.42**	32.
33. Total risk-based capital ratio (4)	7275	**N/A**	7205	**12.62**	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

33

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).

Dollar Amounts in Thousands	(Column A) Totals (from Schedule RC)	(Column B) Items Not Subject to Risk-Weighting	(Column C) Allocation by Risk Weight Category 0%	(Column D) 20%	(Column E) 50%	(Column F) 100%	
	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 39,476,000		RCFD B600 14,794,000	RCFD B601 20,737,000		RCFD B602 3,945,000	34.
35. Held-to-maturity securities	RCFD 1754 47,000	RCFD B603 0	RCFD B604 0	RCFD B605 0	RCFD B606 0	RCFD B607 47,000	35.
36. Available-for-sale securities	RCFD 1773 103,279,000	RCFD B608 328,000	RCFD B609 59,467,000	RCFD B610 28,021,000	RCFD B611 5,871,000	RCFD B612 9,592,000	36.
37. Federal funds sold and securities purchased under agreements to resell	RCFD C225 12,623,000		RCFD C063 9,379,000	RCFD C064 1,822,000		RCFD B520 1,422,000	37.
38. Loans and leases held for sale	RCFD 5369 6,397,000	RCFD B617 0	RCFD B618 0	RCFD B619 3,497,000	RCFD B620 0	RCFD B621 2,900,000	38.
39. Loans and leases, net of unearned income	RCFD B528 359,136,000	RCFD B622 (765,000)	RCFD B623 10,344,000	RCFD B624 82,213,000	RCFD B625 34,189,000	RCFD B626 233,155,000	39.
40. LESS: Allowance for loan and lease losses	RCFD 3123 8,966,000	RCFD 3123 8,966,000					40.
41. Trading Assets	RCFD 3545 79,265,000	RCFD B627 79,265,000	RCFD B628 0	RCFD B629 0	RCFD B630 0	RCFD B631 0	41.
42. All other assets(1)	RCFD B639 56,986,000	RCFD B640 12,956,000	RCFD B641 3,748,000	RCFD B642 3,411,000	RCFD B643 291,000	RCFD 5339 36,580,000	42.
43. Total assets (sum of items 34 through 42)	RCFD 2170 648,243,000	RCFD B644 82,818,000	RCFD 5320 97,732,000	RCFD 5327 139,701,000	RCFD 5334 40,351,000	RCFD 5340 287,641,000	43.

(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

34

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount(1)	(Column C) Allocation by Risk Weight Category 0%	(Column D) 20%	(Column E) 50%	(Column F) 100%	
	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	37,531,000	1.00 (2)	37,531,000	11,453,000	3,112,000	24,000	22,942,000	44.
45. Performance standby letters of	RCFD 3821		RCFD B650	RCFD B651	RCFD B652	RCFD B653	RCFD B654	
credit	8,178,000	0.50	4,089,000	270,000	282,000	584,000	2,953,000	45.
46. Commercial and similar letters of	RCFD 3411		RCFD B655	RCFD B656	RCFD B657	RCFD B658	RCFD B659	
credit	6,411,000	0.20	1,282,200	48,200	384,000	0	850,000	46.
47. Risk participations in bankers								
acceptances acquired by the	RCFD 3429		RCFD B660	RCFD B661	RCFD B662		RCFD B663	
reporting institution	0	1.00	0	0	0		0	47.
	RCFD 3433		RCFD B664	RCFD B665	RCFD B666	RCFD B667	RCFD B668	
48. Securities lent	54,371,000	1.00	54,371,000	54,326,000	31,000	0	14,000	48.
49. Retained recourse on small business	RCFD A250		RCFD B669	RCFD B670	RCFD B671	RCFD B672	RCFD B673	
obligations sold with recourse.....	0	1.00	0	0	0	0	0	49.
50. Recourse and direct credit substi- tutes (other than financial standby letters of credit) subject to the low- level exposure rule and residual								
interests subject to a dollar- for-	RCFD B541		RCFD B542				RCFD B543	
dollar capital requirement	1,340,530	7.92 (3)	10,617,000				10,617,000	50.
51. All other financial assets sold with	RCFD B675		RCFD B676	RCFD B677	RCFD B678	RCFD B679	RCFD B680	
recourse	0	1.00	0	0	0	0	0	51.
52. All other off-balance sheet	RCFD B681		RCFD B682	RCFD B683	RCFD B684	RCFD B685	RCFD B686	
liabilities	810,000	1.00	810,000	10,000	0	11,000	789,000	52.
53. Unused commitments with an orig-	RCFD 3833		RCFD B687	RCFD B688	RCFD B689	RCFD B690	RCFD B691	
inal maturity exceeding one year	88,559,000	0.50	44,279,500	965,500	1,999,000	1,195,000	40,120,000	53.
			RCFD A167	RCFD B693	RCFD B694	RCFD B695		
54. Derivative contracts			110,057,000	6,408,000	65,132,000	38,517,000		54.

(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

35

Dollar Amounts in Thousands	(Column C) 0% Bil Mil Thou	(Column D) 20% Bil Mil Thou	(Column E) 50% Bil Mil Thou	(Column F) 100% Bil Mil Thou	
	Allocation by Risk Weight Category				
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 171,212,700	RCFD B697 210,641,000	RCFD B698 80,682,000	RCFD B699 365,926,000	55.
56. Risk weight factor	x 0%	x 20%	x 50%	x 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCFD B700 0	RCFD B701 42,128,200	RCFD B702 40,341,000	RCFD B703 365,926,000	57.
58. Market risk equivalent assets				RCFD 1651 12,304,000	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				RCFD B704 460,699,200	59.
60. LESS: Excess allowance for loan and lease losses				RCFD A222 3,608,000	60.
61. LESS: Allocated transfer risk reserve				RCFD 3128 122,000	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)				RCFD A223 456,969,200	62.

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			41,530,000		M.1.

2. Notional principal amounts of derivative contracts:(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	
a. Interest rate contracts	3809		3,465	649	000	8766		3,606	862	000	8767		2,189	505	000	M.2.a.
b. Foreign exchange contracts	3812		1,641	295	000	8769		301	471	000	8770		141	290	000	M.2.b.
c. Gold contracts	8771			5,669	000	8772			6,830	000	8773			545	000	M.2.c.
d. Other precious metals contracts	8774			230	000	8775			29	000	8776			5	000	M.2.d.
e. Other commodity contracts	8777			5,481	000	8778			15,590	000	8779			2,283	000	M.2.e.
f. Equity derivative contracts	A000			30,805	000	A001			123,098	000	A002			28,803	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.

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 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	
	1,214,000	932,000	51,105,000	77,000	406,000	680,000	1,786,000	1.
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	
	7,000	5,000	506,000	4,000	34,000	0	0	2.a.
b. Subordinated securities and other residual interests	RCFD C393	RCFD C394	RCFD C395	RCFD C396	RCFD C397	RCFD C398	RCFD C399	
	2,000	26,000	1,725,000	3,000	0	15,000	194,000	2.b.
c. Standby letters of credit and other enhancements	RCFD C400	RCFD C401	RCFD C402	RCFD C403	RCFD C404	RCFD C405	RCFD C406	
	4,000	0	0	0	0	24,000	0	2.c.
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	
	4,000	1,000	0	0	0	0	0	3.
4. Past due loan amounts included in item 1:								
a. 30-89 days past due	RCFD B733	RCFD B734	RCFD B735	RCFD B736	RCFD B737	RCFD B738	RCFD B739	
	14,000	6,000	1,118,000	3,000	9,000	56,000	0	4.a.
b. 90 days or more past due	RCFD B740	RCFD B741	RCFD B742	RCFD B743	RCFD B744	RCFD B745	RCFD B746	
	6,000	1,000	872,000	1,000	8,000	11,000	0	4.b.
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):								
a. Charge-offs	RIAD B747	RIAD B748	RIAD B749	RIAD B750	RIAD B751	RIAD B752	RIAD B753	
	0	0	1,987,000	0	0	0	0	5.a.
b. Recoveries	RIAD B754	RIAD B755	RIAD B756	RIAD B757	RIAD B758	RIAD B759	RIAD B760	
	1,000	0	115,000	0	0	0	0	5.b.

Schedule RC-S - Continued

37

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	
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 0	RCFD B762 0			RCFD B763 0		6.a.
b. Loans (included in Schedule RC-C)		RCFD B500 174,000	RCFD B501 5,540,000			RCFD B502 0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30 - 89 days past due		RCFD B764 0	RCFD B765 0			RCFD B766 0		7.a.
b. 90 days or more past due		RCFD B767 0	RCFD B768 0			RCFD B769 0		7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		RIAD B770 0	RIAD B771 0			RIAD B772 0		8.a.
b. Recoveries		RIAD B773 0	RIAD B774 0			RIAD B775 0		8.b.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	RCFD B776 0	RCFD B777 0	RCFD B778 0	RCFD B779 0	RCFD B780 0	RCFD B781 0	RCFD B782 0	9.
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures	RCFD B783 0	RCFD B784 0	RCFD B785 0	RCFD B786 0	RCFD B787 0	RCFD B788 0	RCFD B789 0	10.

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	272,000	0	0	0	0	11.
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	2,000	0	0	0	0	12.

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	331,000	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	1,103,000	M.2.b.
c. Other financial assets(1)	A591	55,301,000	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	1,050,000	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807	7,000	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	33,119,000	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	473,000	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)	
1. Does the institution have fiduciary powers? (enter "Y" for YES or "N" for NO) ..... (If "NO," do not complete Schedule RC-T.)	A345	Y	1.
2. Does the institution exercise the fiduciary powers it has been granted? (enter "Y" for YES or "N" for NO)	A346	Y	2.
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.) ...	B867	Y	3.

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.

Dollar Amounts in Thousands	(Column A) Managed Assets (Tril Bil Mil Thou)	(Column B) Non-Managed Assets (Tril Bil Mil Thou)	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
FIDUCIARY AND RELATED ASSETS	RCFD B868	RCFD B869	RCFD B870	RCFD B871	
4. Personal trust and agency accounts	13,409,000	37,392,000	4,010	40,511	4.
5. Retirement related trust and agency accounts:					
a. Employee benefit - defined contribution	RCFD B872 439,000	RCFD B873 0	RCFD B874 7	RCFD B875 0	5.a.
b. Employee benefit - defined benefit	RCFD B876 10,446,000	RCFD B877 170,547,000	RCFD B878 69	RCFD B879 1,678	5.b.
c. Other retirement accounts	RCFD B880 48,000	RCFD B881 363,000	RCFD B882 2	RCFD B883 8	5.c.
6. Corporate trust and agency accounts	RCFD B884 118,000	RCFD B885 137,963,000	RCFD C001 69	RCFD C002 1,749	6.
7. Investment management agency accounts	RCFD B886 113,970,000		RCFD B888 2,591,000		7.
8. Other fiduciary accounts	RCFD B890 10,023,000	RCFD B891 121,786,000	RCFD B892 244	RCFD B893 4,109	8.

Schedule RC-T - Continued

Dollar Amounts in Thousands	(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			
FIDUCIARY AND RELATED ASSETS - Continued											
9. Total fiduciary accounts (sum of items 4 through 8)	RCFD B894				RCFD B895				RCFD B896	RCFD B897	
		148,453,000				**468,051,000**			**2,595,401**	**48,055**	9.
10. Custody and safekeeping accounts					RCFD B898					RCFD B899	
						2,595,339,000				380,799	10.
11. Fiduciary accounts held in foreign offices (included in items 9 and 10)	RCFN B900				RCFN B901				RCFN B902	RCFN B903	
		123,180,000				1,788,872,000			2,493,821	413,452	11.

Dollar Amounts in Thousands	RIAD	Bil	Mil	Thou	
FIDUCIARY AND RELATED SERVICES INCOME					
12. Personal trust and agency accounts	B904	78,000			12.
13. Retirement related trust and agency accounts:					
a. Employee benefit - defined contribution	B905	1,000			13.a.
b. Employee benefit - defined benefit	B906	16,000			13.b.
c. Other retirement accounts	B907	0			13.c.
14. Corporate trust and agency accounts	A479	56,000			14.
15. Investment management agency accounts	B908	59,000			15.
16. Other fiduciary accounts	A480	74,000			16.
17. Custody and safekeeping accounts	B909	292,000			17.
18. Other fiduciary and related services income	B910	101,000			18.
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)	4070	**677,000**			19.
a. Fiduciary and related services income - foreign offices (included in item 19) B912 527,000					19.a.
20. Less: Expenses	C058	N/A			20.
21. Less: Net losses from fiduciary and related services	A488	N/A			21.
22. Plus: Intracompany income credits for fiduciary and related services	B911	N/A			22.
23. Net fiduciary and related services income	A491	**N/A**			23.

Memoranda Dollar Amounts in Thousands	Managed Assets RCFD	Tril	Bil	Mil	Thou	
1. Managed assets held in personal trust and agency accounts:						
a. Noninterest-bearing deposits	B913			N/A		M.1.a.
b. Interest-bearing deposits	B914			N/A		M.1.b.
c. U.S. Treasury and U.S. Government agency obligations	B915			N/A		M.1.c.
d. State, county, and municipal obligations	B916			N/A		M.1.d.
e. Money market mutual funds	B917			N/A		M.1.e.
f. Other short-term obligations	B918			N/A		M.1.f.
g. Other notes and bonds	B919			N/A		M.1.g.
h. Common and preferred stocks	B920			N/A		M.1.h.
i. Real estate mortgages	B921			N/A		M.1.i.
j. Real estate	B922			N/A		M.1.j.
k. Miscellaneous assets	B923			N/A		M.1.k.
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			**N/A**		M.1.l.

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:			RCFD B928				
a. Corporate and municipal trusteeships	B927	N/A	N/A				M.2.a.
b. Transfer agent, registrar, paying agent, and other corporate agency	B929	N/A					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	N/A	B932				N/A	M.3.a.
b. International/Global equity	B933	N/A	B934				N/A	M.3.b.
c. Stock/Bond blend	B935	N/A	B936				N/A	M.3.c.
d. Taxable bond	B937	N/A	B938				N/A	M.3.d.
e. Municipal bond	B939	N/A	B940				N/A	M.3.e.
f. Short term investments/Money market	B941	N/A	B942				N/A	M.3.f.
g. Specialty/Other	B943	N/A	B944				N/A	M.3.g.
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	B945	**N/A**	B946				**N/A**	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		N/A	B948		N/A	B949		N/A	M.4.a.
b. Retirement related trust and agency accounts	B950		N/A	B951		N/A	B952		N/A	M.4.b.
c. Investment management agency accounts	B953		N/A	B954		N/A	B955		N/A	M.4.c.
d. Other fiduciary accounts and related services	B956		N/A	B957		N/A	B958		N/A	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		**N/A**	B960		**N/A**	B961		**N/A**	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

E-mail Address (TEXT B926)

(212) 559-6007

Telephone: Area code/phone number/extension (TEXT B963)

(212) 793-6652

FAX: Area code/phone number (TEXT B964)

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

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)

THIS PAGE IS TO BE COMPLETED BY ALL BANKS

NAME AND ADDRESS OF BANK	
Citibank, N.A.	OMB No. For OCC: 1557-0081 OMB No. For FDIC: 3064-0052 OMB No. for Federal Reserve: 7100-0036
399 Park Avenue	Expiration Date: 3/31/2007
New York, NY 10043	SPECIAL REPORT (Dollar Amounts in Thousands)

CLOSE OF BUSINESS DATE	FDIC Certificate Number
June 30, 2004	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 ¾% = 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)