

Board of Governors of the Federal Reserve System



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

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

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

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

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

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

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

Date of Report:

March 31, 2011

Month / Date / Year (BHCK 9999)

John C. Gerspach

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

Signature of Chief Financial Officer (or Equivalent)

05/10/2011

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

Citigroup, Inc

Legal Title of Bank Holding Company (TEXT 9010)

399 Park Avenue

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

New York

City (TEXT 9130)

NY

State (TEXT 9200)

10043-

Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

RSSD ID

C.I.

S.F.

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

Schedule HI

1

Report of Income for Bank Holding Companies

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

Schedule HI—Consolidated Income StatementFor Federal Reserve Bank Use Only
C.I. _____

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Interest income						
a. Interest and fee income on loans:						
(1) In domestic offices:						
(a) Loans secured by 1-4 family residential properties	BHCK4435	2,049,000				1.a.(1)(a)
(b) All other loans secured by real estate	BHCK4436	127,000				1.a.(1)(b)
(c) All other loans	BHCKF821	5,337,000				1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	BHCK4059	4,877,000				1.a.(2)
b. Income from lease financing receivables	BHCK4065	40,000				1.b.
c. Interest income on balances due from depository institutions (1)	BHCK4115	459,000				1.c.
d. Interest and dividend income on securities:						
(1) U.S. Treasury securities and U.S. government agency obligations (excluding MBS)	BHCKB488	274,000				1.d.(1)
(2) Mortgage-backed securities	BHCKB489	589,000				1.d.(2)
(3) All other securities	BHCK4060	1,480,000				1.d.(3)
e. Interest income from trading assets	BHCK4069	2,010,000				1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	BHCK4020	838,000				1.f.
g. Other interest income	BHCK4518	134,000				1.g.
h. Total interest income (sum of items 1.a through 1.g)	BHCK4107	18,214,000				1.h.
2. Interest expense						
a. Interest on deposits:						
(1) In domestic offices:						
(a) Time deposits of \$100,000 or more	BHCKA517	58,000				2.a.(1)(a)
(b) Time deposits of less than \$100,000	BHCKA518	57,000				2.a.(1)(b)
(c) Other deposits	BHCK6761	180,000				2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	BHCK4172	1,512,000				2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	BHCK4180	737,000				2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes & debentures) ...	BHCK4185	2,624,000				2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	BHCK4397	318,000				2.d.
e. Other interest expense	BHCK4398	356,000				2.e.
f. Total interest expense (sum of items 2.a through 2.e)	BHCK4073	5,842,000				2.f.
3. Net interest income (item 1.h minus item 2.f)	BHCK4074	12,372,000				3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	BHCK4230	2,899,000				4.
5. Noninterest income:						
a. Income from fiduciary activities	BHCK4070	425,000				5.a.
b. Service charges on deposit accounts in domestic offices	BHCK4483	147,000				5.b.
c. Trading revenue (2)	BHCKA220	3,167,000				5.c.
d.						
(1) Fees and commissions from securities brokerage	BHCKC886	463,000				5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	BHCKC888	911,000				5.d.(2)
(3) Fees and commissions from annuity sales	BHCKC887	4,000				5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	BHCKC386	120,000				5.d.(4)
(5) Income from other insurance activities	BHCKC387	552,000				5.d.(5)
e. Venture capital revenue	BHCKB491	(24,000)				5.e.
f. Net servicing fees	BHCKB492	349,000				5.f.
g. Net securitization income	BHCKB493	(1,000)				5.g.

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

(2) For BHCs required to complete HI, memoranda item 9, trading revenue reported in HI.5.c. must equal the sum of memoranda items 9.a through 9.e.

Schedule HI

2

Schedule HI—Continued

Dollar Amounts in Thousands			Bil	Mil	Thou	
h. Not applicable						
i. Net gains (losses) on sales of loans and leases	BHCK8560	85,000				5.i.
j. Net gains (losses) on sales of other real estate owned	BHCK8561	(40,000)				5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	BHCKB496	378,000				5.k.
l. Other noninterest income (3)	BHCKB497	2,208,000				5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	BHCK4079	8,744,000				5.m.
6.						
a. Realized gains (losses) on held-to-maturity securities	BHCK3521	(1,148,000)				6.a.
b. Realized gains (losses) on available-for-sale securities	BHCK3196	21,000				6.b.
7. Noninterest expense:						
a. Salaries and employee benefits	BHCK4135	6,409,000				7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	BHCK4217	825,000				7.b.
c.						
(1) Goodwill impairment losses	BHCKC216	0				7.c.(1)
(2) Amortization expense and impairment for other intangible assets	BHCKC232	241,000				7.c.(2)
d. Other noninterest expense (4)	BHCK4092	5,399,000				7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	BHCK4093	12,874,000				7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	BHCK4301	4,216,000				8.
9. Applicable income taxes (foreign and domestic)	BHCK4302	1,185,000				9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	BHCK4300	3,031,000				10.
11. Extraordinary items and other adjustments, net of income taxes (5)	BHCK4320	40,000				11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	BHCKG104	3,071,000				12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	BHCKG103	72,000				13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	BHCK4340	2,999,000				14.

MEMORANDA

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Net interest income (item 3 above) on a fully taxable equivalent basis	BHCK4519	12,549,000				M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	BHCK4592	4,339,000				M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	BHCK4313	0				M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d(3), above)	BHCK4507	213,000				M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK4150	289419				M.5.
6. Other noninterest income (from schedule HI, 5.l above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):						
a. Income and fees from the printing and sale of checks	BHCKC013	0				M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	BHCKC014	0				M.6.b.
c. Income and fees from automated teller machines (ATMs)	BHCKC016	0				M.6.c.
d. Rent and other income from other real estate owned	BHCK4042	0				M.6.d.
e. Safe deposit box rent	BHCKC015	0				M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	BHCKF229	654,000				M.6.f.

(3) See Schedule HI, memoranda item 6

(4) See Schedule HI, memoranda item 7.

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

Schedule HI—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands		Bil	Mil	Thou	
g. Bank card and credit card interchange fees	BHCKF555	650,000			M.6.g.
h. Gains on bargain purchases	BHCKJ447	0			M.6.h.
i. TEXT8562 Translation on Foreign Debt / FAS 133	BHCK8562	(1,968,000)			M.6.i.
j. TEXT8563 Marked-to-market on Hedging Transactions	BHCK8563	1,622,000			M.6.j.
k. TEXT8564 Other Banking Related Fees	BHCK8564	1,213,000			M.6.k.
7. Other noninterest expense (from schedule HI, 7.d above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 7.d):					
a. Data processing expenses	BHCKC017	805,000			M.7.a.
b. Advertising and marketing expenses	BHCK0497	397,000			M.7.b.
c. Directors' fees	BHCK4136	0			M.7.c.
d. Printing, stationery, and supplies	BHCKC018	0			M.7.d.
e. Postage	BHCK8403	166,000			M.7.e.
f. Legal fees and expenses	BHCK4141	0			M.7.f.
g. FDIC deposit insurance assessments	BHCK4146				M.7.g.
h. Accounting and auditing expenses	BHCKF556	0			M.7.h.
i. Consulting and advisory expenses	BHCKF557	175,000			M.7.i.
j. Automated teller machine (ATM) and interchange expenses	BHCKF558	0			M.7.j.
k. Telecommunications expenses	BHCKF559	182,000			M.7.k.
l. TEXT8565 Policyholder benefits & claims	BHCK8565	260,000			M.7.l.
m. TEXT8566 Litigation Expense	BHCK8566	475,000			M.7.m.
n. TEXT8567	BHCK8567				M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):					
a.					
(1) TEXT3571 Discontinued Operations	BHCK3571	64,000			M.8.a.(1)
(2) Applicable income tax effect	BHCK3572	24,000			M.8.a.(2)
b.					
(1) TEXT3573	BHCK3573				M.8.b.(1)
(2) Applicable income tax effect	BHCK3574	0			M.8.b.(2)
c.					
(1) TEXT3575	BHCK3575				M.8.c.(1)
(2) Applicable income tax effect	BHCK3576	0			M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)					
<i>Memorandum items 9.a through 9.e are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:</i>					
a. Interest rate exposures	BHCK8757	1,624,000			M.9.a.
b. Foreign exchange exposures	BHCK8758	787,000			M.9.b.
c. Equity security and index exposures	BHCK8759	428,000			M.9.c.
d. Commodity and other exposures	BHCK8760	(25,000)			M.9.d.
e. Credit exposures	BHCKF186	353,000			M.9.e.
Memoranda items 9.f and 9.g are to be completed by bank holding companies with total assets of \$100 billion or more. (1)					
f. Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank holding company's derivative assets (included in Memorandum items 9.a through 9.e above)	BHCKK090	734,000			M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the bank holding company on the bank holding company's derivative liabilities (included in items 9.a through 9.e above)	BHCKK094	(227,000)			M.9.g.

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

Schedule HI—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands		Bil	Mil	Thou	
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading	BHCKC889		0		M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	BHCKC890		(185,000)		M.10.b.
11. Credit losses on derivatives (see instructions)	BHCKA251		1,539,000		M.11.
Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets. (1)					
12.					
a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	BHCK8431		24,000		M.12.a.
b.					
(1) Premiums on insurance related to the extension of credit	BHCKC242		29,000		M.12.b.(1)
(2) All other insurance premiums	BHCKC243		91,000		M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities	BHCKB983		358,000		M.12.c.
		Yes/No			
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no)					
		BHCKA530	NO	M.13.	
Dollar Amounts in Thousands		Bil	Mil	Thou	
Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets	BHCKF551		266,000		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	BHCKF552		(81,000)		M.14.a.(1)
b. Net gains (losses) on liabilities	BHCKF553		(187,000)		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	BHCKF554		(113,000)		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	BHCKC409		28,000		M.15.
		Year-to-Date			
Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.					
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a))					
		BHCKF228			M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses	BHCKJ319		1,733,000		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	BHCKJ320		26,000		M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b)	BHCKJ321		1,707,000		M.17.c.

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

Schedule HI-A

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

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Total bank holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	BHCK3217	163,468,000				1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	BHCKB507	0				2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	BHCKB508	163,468,000				3.
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14)	BHCT4340	2,999,000				4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):						
a. Sale of perpetual preferred stock, gross	BHCK3577	0				5.a.
b. Conversion or retirement of perpetual preferred stock	BHCK3578	0				5.b.
6. Sale of common stock:						
a. Sale of common stock, gross	BHCK3579	1,875,000				6.a.
b. Conversion or retirement of common stock	BHCK3580	0				6.b.
7. Sale of treasury stock	BHCK4782	564,000				7.
8. LESS: Purchase of treasury stock	BHCK4783	0				8.
9. Changes incident to business combinations, net	BHCK4356	0				9.
10. LESS: Cash dividends declared on preferred stock	BHCK4598	4,000				10.
11. LESS: Cash dividends declared on common stock	BHCK4460	0				11.
12. Other comprehensive income ⁽¹⁾	BHCKB511	2,293,000				12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	BHCK4591	0				13.
14. Other adjustments to equity capital (not included above)	BHCK3581	(158,000)				14.
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items, 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT3210	171,037,000				15.

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

Schedule HI-B

6

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

Dollar Amounts in Thousands

	(Column A) Charge-offs: Calendar YTD		(Column B) Recoveries: Calendar YTD		
I. Charge-offs ⁽¹⁾ and Recoveries on Loans and Leases (Fully Consolidated)					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1-4 family residential construction loans	BHCKC891	0	BHCKC892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	BHCKC893	7,000	BHCKC894	3,000	1.a.(2)
b. Secured by farmland in domestic offices	BHCK3584	1,000	BHCK3585	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	BHCK5411	251,000	BHCK5412	9,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens	BHCKC234	977,000	BHCKC217	8,000	1.c.(2)(a)
(b) Secured by junior liens	BHCKC235	507,000	BHCKC218	17,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	BHCK3588	106,000	BHCK3589	2,000	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	BHCKC895	3,000	BHCKC896	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	BHCKC897	152,000	BHCKC898	7,000	1.e.(2)
f. In foreign offices	BHCKB512	67,000	BHCKB513	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	BHCK4653	0	BHCK4663	0	2.a.
b. To foreign banks	BHCK4654	19,000	BHCK4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers ..	BHCK4655	10,000	BHCK4665	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	BHCK4645	246,000	BHCK4617	53,000	4.a.
b. To non-U.S. addressees (domicile)	BHCK4646	452,000	BHCK4618	50,000	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	BHCKB514	3,346,000	BHCKB515	434,000	5.a.
b. Automobile loans	BHCKK129	119,000	BHCKK133	25,000	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	BHCKK205	1,370,000	BHCKK206	157,000	5.c.
6. Loans to foreign governments and official institutions	BHCK4643	0	BHCK4627	0	6.
7. All other loans	BHCK4644	318,000	BHCK4628	76,000	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	BHCKF185	21,000	BHCKF187	5,000	8.a.
b. All other leases	BHCKC880	2,000	BHCKF188	2,000	8.b.
9. Total (sum of items 1 through 8)	BHCK4635	7,974,000	BHCK4605	862,000	9.

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

Schedule HI-B

7

Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Charge-offs: Calendar YTD		(Column B) Recoveries: Calendar YTD		
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	BHCK5409	5,000	BHCK5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)	BHCK4652	67,000	BHCK4662	14,000	M.2.

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

		Calendar YTD	
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e. not included in charge-offs against the allowance for loan and lease losses)	BHCKC388	543,000	M.3.

Dollar Amounts in Thousands			Bil	Mil	Thou	
II. Changes in allowance for loan and lease losses						
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)	BHCKB522	40,655,000				1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	BHCT4605	862,000				2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	BHCKC079	6,797,000				3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	BHCK5523	1,177,000				4.
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	BHCT4230	2,899,000				5.
6. Adjustments (see instructions for this schedule)	BHCKC233	126,000				6.
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	BHCT3123	36,568,000				7.

Schedule **HI-B**—Continued

MEMORANDA

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7		BHCKC435		0		M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>						
2. Separate valuation allowance for uncollectable retail credit card fees and finance charges		BHCKC389				M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)		BHCKC390		561,000		M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>						
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)		BHCKC781		92,000		M.4.

Notes to the Income Statement—Predecessor Financial Items

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

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

Notes to the Income Statement—Other

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

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

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

Example

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

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

Notes to the Income Statement—Other

		Dollar Amounts in Thousands				Bil	Mil	Thou	
1.	TEXT5351	Other Non-interest Income greater than \$25,000 that exceeds 3 percent of Schedule HI Line 5.L.: Letters-of-credit Commitment Fees							
					BHCK5351		193,000		1.
2.	TEXT5352	Other Non-interest Income greater than \$25,000 that exceeds 3 percent of Schedule HI Line 5.L.: Earnings of Minority Ow ned Affiliates							
					BHCK5352		195,000		2.
3.	TEXT5353	Other Non-interest Expense greater than \$25,000 that exceeds 3 percent of Schedule HI Line 7.D.: Operational Risk Losses							
					BHCK5353		187,000		3.
4.	TEXT5354								
					BHCK5354				4.
5.	TEXT5355								
					BHCK5355				5.
6.	TEXTB042								
					BHCKB042				6.
7.	TEXTB043								
					BHCKB043				7.
8.	TEXTB044								
					BHCKB044				8.
9.	TEXTB045								
					BHCKB045				9.
10.	TEXTB046								
					BHCKB046				10.

Notes to the Income Statement—Other, Continued

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

Schedule HC

12

Citigroup, Inc

Name of Bank Holding Company

For Federal Reserve Bank Use Only
C.I. _____**Consolidated Financial Statements for Bank Holding Companies**Report at the close of business **March 31, 2011****Schedule HC—Consolidated Balance Sheet**

Dollar Amounts in Thousands

		Bil	Mil	Thou	
ASSETS					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin (1)	BHCK0081	27,842,000			1.a.
b. Interest-bearing balances: (2)					
(1) In U.S. offices	BHCK0395	78,980,000			1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	BHCK0397	84,295,000			1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)	BHCK1754	15,484,000			2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)	BHCK1773	294,638,000			2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices	BHDMB987	119,000			3.a.
b. Securities purchased under agreements to resell (3)	BHCKB989	261,001,000			3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale	BHCK5369	11,300,000			4.a.
b. Loans and leases, net of unearned income	BHCKB528	654,507,000			4.b.
c. LESS: Allow ance for loan and lease losses	BHCK3123	36,568,000			4.c.
d. Loans and leases, net of unearned income and allow ance for loan and lease losses (item 4.b minus 4.c)	BHCKB529	617,939,000			4.d.
5. Trading assets (from Schedule HC-D)	BHCK3545	329,368,000			5.
6. Premises and fixed assets (including capitalized leases)	BHCK2145	7,536,000			6.
7. Other real estate ow ned (from Schedule HC-M)	BHCK2150	1,702,000			7.
8. Investments in unconsolidated subsidiaries and associated companies	BHCK2130	23,104,000			8.
9. Direct and indirect investments in real estate ventures	BHCK3656	501,000			9.
10. Intangible assets:					
a. Goodw ill	BHCK3163	26,486,000			10.a.
b. Other intangible assets (from Schedule HC-M)	BHCK0426	11,988,000			10.b.
11. Other assets (from Schedule HC-F)	BHCK2160	155,532,000			11.
12. Total assets (sum of items 1 through 11)	BHCK2170	1,947,815,000			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 HC—Continued

Dollar Amounts in Thousands		Bil	Mil	Thou
LIABILITIES				
13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing ⁽¹⁾	BHDM6631	81,839,000		13.a.(1)
(2) Interest-bearing	BHDM6636	222,501,000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:				
(1) Noninterest-bearing	BHFN6631	61,864,000		13.b.(1)
(2) Interest-bearing	BHFN6636	499,672,000		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased in domestic offices ⁽²⁾	BHDMB993	1,063,000		14.a.
b. Securities sold under agreements to repurchase ⁽³⁾	BHCKB995	186,762,000		14.b.
15. Trading liabilities (from Schedule HC-D)	BHCK3548	152,335,000		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	BHCK3190	410,275,000		16.
17. Not applicable				
18. Not applicable				
19.				
a. Subordinated notes and debentures ⁽⁴⁾	BHCK4062	26,948,000		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	BHCKC699	17,940,000		19.b.
20. Other liabilities (from Schedule HC-G)	BHCK2750	113,223,000		20.
21. Total liabilities (sum of items 13 through 20)	BHCK2948	1,774,422,000		21.
22. Not applicable				
EQUITY CAPITAL				
Bank Holding Company Equity Capital				
23. Perpetual preferred stock and related surplus	BHCK3283	312,000		23.
24. Common stock (par value)	BHCK3230	293,000		24.
25. Surplus (exclude all surplus related to preferred stock)	BHCK3240	102,740,000		25.
26.				
a. Retained earnings	BHCK3247	82,554,000		26.a.
b. Accumulated other comprehensive income ⁽⁵⁾	BHCKB530	(13,984,000)		26.b.
c. Other equity capital components ⁽⁶⁾	BHCKA130	(878,000)		26.c.
27.				
a. Total bank holding company equity capital (sum of items 23 through 26.c)	BHCK3210	171,037,000		27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	BHCK3000	2,356,000		27.b.
28. Total equity capital (sum of items 27.a and 27.b)	BHCKG105	173,393,000		28.
29. Total liabilities and equity capital (sum of items 21 and 28)	BHCK3300	1,947,815,000		29.

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

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

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

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

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

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

Schedule HC—Continued

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

		Yes/No	
1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0", for no)			
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. (7)		BHCKC884	N/A
a. N/A			
(1) Name of External Auditing Firm (TEXT C703)			
N/A			
(2) City (TEXT C708)			
N/A N/A			
(3) State Abbrev. (TEXT C714) (4) Zip Code (TEXT C715)			
b. N/A			
(1) Name of Engagement Partner (TEXT C704)			
N/A			
(2) E-mail Address (TEXT C705)			

M.1.

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

Schedule HC-B—Securities

	(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value	
Dollar Amounts in Thousands					
1. U.S. Treasury securities	BHCK0211	BHCK0213	BHCK1286	BHCK1287	1.
	0	0	56,052,000	56,182,000	
2. U.S. government agency obligations (exclude mortgage-backed securities):					
a. Issued by U.S. government agencies (1)	BHCK1289	BHCK1290	BHCK1291	BHCK1293	2.a.
	0	0	42,000	42,000	
b. Issued by U.S. government-sponsored agencies (2)	BHCK1294	BHCK1295	BHCK1297	BHCK1298	2.b.
	0	0	56,109,000	56,339,000	
3. Securities issued by states and political subdivisions in the U.S.	BHCK8496	BHCK8497	BHCK8498	BHCK8499	3.
	1,469,000	1,411,000	15,409,000	12,876,000	
4. Mortgage-backed securities (MBS)					
a. Residential pass-through securities:					
(1) Guaranteed by GNMA	BHCKG300	BHCKG301	BHCKG302	BHCKG303	4.a.(1)
	0	0	2,119,000	2,147,000	
(2) Issued by FNMA and FHLMC	BHCKG304	BHCKG305	BHCKG306	BHCKG307	4.a.(2)
	0	0	25,114,000	25,114,000	
(3) Other pass-through securities	BHCKG308	BHCKG309	BHCKG310	BHCKG311	4.a.(3)
	112,000	113,000	300,000	301,000	
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	BHCKG312	BHCKG313	BHCKG314	BHCKG315	4.b.(1)
	0	0	4,994,000	4,989,000	
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	BHCKG316	BHCKG317	BHCKG318	BHCKG319	4.b.(2)
	0	0	0	0	
(3) All other residential mortgage-backed securities	BHCKG320	BHCKG321	BHCKG322	BHCKG323	4.b.(3)
	9,383,000	9,804,000	1,609,000	1,610,000	
c. Commercial MBS:					
(1) Commercial pass-through securities:					
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	BHCKK142	BHCKK143	BHCKK144	BHCKK145	4.c.(1)(a)
	0	0	662,000	644,000	
(b) Other pass-through securities	BHCKK146	BHCKK147	BHCKK148	BHCKK149	4.c.(1)(b)
	0	0	0	0	

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

(2) Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Schedule HC-B—Continued

Dollar Amounts in Thousands				(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value	
(2) Other commercial MBS:								
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	BHCKK150	BHCKK151	BHCKK152	BHCKK153				
	0	0	47,000	42,000				4.c.(2)(a)
(b) All other commercial MBS	BHCKK154	BHCKK155	BHCKK156	BHCKK157				
	765,000	689,000	515,000	527,000				4.c.(2)(b)
5. Asset-backed securities and structured financial products:								
a. Asset-backed securities (ABS)	BHCKC026	BHCKC988	BHCKC989	BHCKC027				
	799,000	778,000	4,410,000	4,418,000				5.a.
b. Structured financial products:								
(1) Cash	BHCKG336	BHCKG337	BHCKG338	BHCKG339				
	461,000	465,000	4,925,000	4,923,000				5.b.(1)
(2) Synthetic	BHCKG340	BHCKG341	BHCKG342	BHCKG343				
	0	0	0	0				5.b.(2)
(3) Hybrid	BHCKG344	BHCKG345	BHCKG346	BHCKG347				
	0	0	0	0				5.b.(3)
6. Other debt securities:								
a. Other domestic debt securities	BHCK1737	BHCK1738	BHCK1739	BHCK1741				
	85,000	84,000	4,482,000	4,680,000				6.a.
b. Foreign debt securities	BHCK1742	BHCK1743	BHCK1744	BHCK1746				
	2,410,000	2,273,000	113,247,000	113,348,000				6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values			BHCKA510	BHCKA511				
			4,272,000	6,456,000				7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	BHCT1754	BHCK1771	BHCK1772	BHCT1773				
	15,484,000	15,617,000	294,308,000	294,638,000				8.

Schedule HC-B—Continued

MEMORANDA

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Pledged securities (1)		BHCK0416	159,008,000			M.1.
2. Remaining maturity or next repricing date of debt securities (Schedule HC-B, items 1 through 6.b in columns A and D above): (2) (3)						
a. 1 year and less		BHCK0383	94,645,000			M.2.a.
b. Over 1 year to 5 years		BHCK0384	134,053,000			M.2.b.
c. Over 5 years		BHCK0387	74,967,000			M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date		BHCK1778	12,710,000			M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):						
a. Amortized cost		BHCK8782	139,000			M.4.a.
b. Fair value		BHCK8783	135,000			M.4.b.

Dollar Amounts in Thousands		(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value	
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. (4)						
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):						
a. Credit card receivables		BHCKB838	BHCKB839	BHCKB840	BHCKB841	M.5.a.
		0	0	1,000	1,000	
b. Home equity lines		BHCKB842	BHCKB843	BHCKB844	BHCKB845	M.5.b.
		18,000	25,000	18,000	12,000	
c. Automobile loans		BHCKB846	BHCKB847	BHCKB848	BHCKB849	M.5.c.
		61,000	65,000	172,000	172,000	
d. Other consumer loans		BHCKB850	BHCKB851	BHCKB852	BHCKB853	M.5.d.
		691,000	659,000	3,711,000	3,720,000	
e. Commercial and industrial loans		BHCKB854	BHCKB855	BHCKB856	BHCKB857	M.5.e.
		0	0	9,000	9,000	
f. Other		BHCKB858	BHCKB859	BHCKB860	BHCKB861	M.5.f.
		29,000	29,000	499,000	504,000	

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

Schedule HC-B—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands				(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value	
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):								
a. Trust preferred securities issued by financial institutions	BHCKG348	BHCKG349	BHCKG350	BHCKG351				M.6.a.
	235,000	233,000	0	0				
b. Trust preferred securities issued by real estate investment trusts	BHCKG352	BHCKG353	BHCKG354	BHCKG355				M.6.b.
	0	0	0	0				
c. Corporate and similar loans	BHCKG356	BHCKG357	BHCKG358	BHCKG359				M.6.c.
	176,000	187,000	4,731,000	4,731,000				
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	BHCKG360	BHCKG361	BHCKG362	BHCKG363				M.6.d.
	0	0	0	0				
e. 1-4 family residential MBS not issued or guaranteed by GSEs	BHCKG364	BHCKG365	BHCKG366	BHCKG367				M.6.e.
	0	0	0	0				
f. Diversified (mixed) pools of structured financial products	BHCKG368	BHCKG369	BHCKG370	BHCKG371				M.6.f.
	0	0	0	0				
g. Other collateral or reference assets	BHCKG372	BHCKG373	BHCKG374	BHCKG375				M.6.g.
	50,000	45,000	194,000	192,000				

Schedule HC-C

19

Schedule HC-C—Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
1. Loans secured by real estate	BHCK1410	233,527,000			1.
a. Construction, land development, and other land loans:					
(1) 1-4 family residential construction loans			BHCKF158	116,000	1.a.(1)
(2) Other construction loans and all land development and other land loans			BHCKF159	1,214,000	1.a.(2)
b. Secured by farmland			BHDM1420	3,000	1.b.
c. Secured by 1-4 family residential properties:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			BHDM1797	28,893,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens			BHDM5367	112,902,000	1.c.(2)(a)
(b) Secured by junior liens			BHDM5368	20,299,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties:			BHDM1460	2,579,000	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			BHCKF160	2,006,000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties			BHCKF161	4,015,000	1.e.(2)
2. Loans to depository institutions and acceptances of other banks			BHDM1288	4,855,000	2.
a. To U.S. banks and other U.S. depository institutions	BHCK1292	53,000			2.a.
b. To foreign banks	BHCK1296	18,548,000			2.b.
3. Loans to finance agricultural production and other loans to farmers	BHCK1590	1,180,000	BHDM1590	225,000	3.
4. Commercial and industrial loans			BHDM1766	27,321,000	4.
a. To U.S. addressees (domicile)	BHCK1763	25,586,000			4.a.
b. To non-U.S. addressees (domicile)	BHCK1764	89,057,000			4.b.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			BHDM1975	134,518,000	6.
a. Credit cards	BHCKB538	149,611,000			6.a.
b. Other revolving credit plans	BHCKB539	7,089,000			6.b.
c. Automobile loans	BHCKK137	6,268,000			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	BHCKK207	52,078,000			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	BHCK2081	4,897,000	BHDM2081	17,000	7.
8. Not applicable					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions	BHCKJ454	18,426,000	BHDMJ454	6,739,000	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)	BHCK1545	20,616,000	BHDM1545	14,136,000	9.b.(1)
(2) All other loans (exclude consumer loans)	BHCKJ451	38,214,000	BHDMJ451	31,589,000	9.b.(2)
10. Lease financing receivables (net of unearned income)			BHDM2165	1,397,000	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	BHCKF162	43,000			10.a.
b. All other leases	BHCKF163	2,491,000			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above ..	BHCK2123	1,877,000	BHDM2123	1,642,000	11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	BHCK2122	665,807,000	BHDM2122	391,182,000	12.

Schedule HC-C

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Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands		Bil	Mil	Thou
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):				
a. Construction, land development, and other land loans in domestic offices:				
(1) 1-4 family residential construction loans	BHDMK158		0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans	BHDMK159		0	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices	BHDMF576		13,189,000	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDMK160		0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties	BHDMK161		0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	BHDMK162		293,000	M.1.d.(2)
e. Commercial and industrial loans:				
(1) To U.S. addressees (domicile)	BHCKK163		655,000	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	BHCKK164		35,000	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	BHCKK165		8,644,000	M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f. above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>				
(1) Loans secured by farmland in domestic offices	BHDMK166		0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCKK167		0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers	BHCKK168		0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards	BHCKK098		5,300,000	M.1.f.(4)(a)
(b) Automobile loans	BHCKK203		0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	BHCKK204		0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	BHCKK212		0	M.1.f.(5)
(6) Other loans (1)	BHCKK267		0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9.b.(2), column A, above	BHCK2746		3,073,000	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	BHCKB837		61,008,000	M.3.
<i>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>				
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	BHCKC391		3,041,000	M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>				
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):				
a. Outstanding balance	BHCKC779		3,458,000	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9	BHCKC780		453,000	M.5.b.
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:				
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))	BHCKF230		0	M.6.a.

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

Schedule HC-C—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands

		Bil	Mil	Thou	
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2010, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	BHCKF231		0		M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 6.a above	BHCKF232		0		M.6.c.
7. Not applicable					
8. Not applicable					
9. Loans secured by 1-4 family residential properties in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	BHDMF577		8,254,000		M.9.

Dollar Amounts in Thousands

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
<i>Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>					
10. Loans measured at fair value:					
a. Loans secured by real estate	BHCKF608	5,652,000			M.10.a.
(1) Construction, land development, and other land loans			BHDMF578	0	M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			BHDMF579	0	M.10.a.(2)
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			BHDMF580	0	M.10.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			BHDMF581	5,651,000	M.10.a.(3)b.i
(ii) Secured by junior liens			BHDMF582	1,000	M.10.a.(3)b.ii
(4) Secured by multifamily (5 or more) residential properties					BHDMF583
(5) Secured by nonfarm nonresidential properties			BHDMF584	0	M.10.a.(5)
b. Commercial and industrial loans	BHCKF585	1,447,000	BHDMF585	71,000	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	BHCKF586	0	BHDMF586	0	M.10.c.(1)
(2) Other revolving credit plans	BHCKF587	0	BHDMF587	0	M.10.c.(2)
(3) Automobile loans	BHCKK196	0	BHDMK196	0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, & all student loans)	BHCKK208	0	BHDMK208	0	M.10.c.(4)
d. Other loans	BHCKF589	1,302,000	BHDMF589	1,295,000	M.10.d.

Schedule HC-C

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Schedule HC-C—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands	(Column A) Consolidated	(Column B) In Domestic Offices	
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):			
a. Loans secured by real estate	BHCKF609 6,196,000		M.11.a.
(1) Construction, land development, and other land loans		BHDMF590 0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements)		BHDMF591 0	M.11.a.(2)
(3) Secured by 1-4 family residential properties:			
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		BHDMF592 0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:			
(i) Secured by first liens		BHDMF593 6,193,000	M.11.a.(3)b.i
(ii) Secured by junior liens		BHDMF594 2,000	M.11.a.(3)b.ii
(4) Secured by multifamily (5 or more) residential properties		BHDMF595 0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties		BHDMF596 0	M.11.a.(5)
b. Commercial and industrial loans	BHCKF597 1,465,000	BHDMF597 90,000	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards	BHCKF598 0	BHDMF598 0	M.11.c.(1)
(2) Other revolving credit plans	BHCKF599 0	BHDMF599 0	M.11.c.(2)
(3) Automobile loans	BHCKK195 0	BHDMK195 0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, & all student loans)	BHCKK209 0	BHDMK209 0	M.11.c.(4)
d. Other loans	BHCKF601 1,188,000	BHDMF601 1,181,000	M.11.d.

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

Dollar Amounts in Thousands		Bil	Mil	Thou	
13. Not applicable					
14. Pledged loans and leases	BHCKG378	235,184,000			M.14.

Schedule HC-D

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Schedule HC-D—Trading Assets and Liabilities

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
ASSETS					
1. U.S. Treasury securities	BHCM3531	14,513,000	BHCK3531	11,578,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	BHCM3532	2,363,000	BHCK3532	2,356,000	2.
3. Securities issued by states and political subdivisions in the U.S.	BHCM3533	6,131,000	BHCK3533	6,131,000	3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCKG379	21,607,000	BHDMG379	21,607,000	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS) ..	BHCKG380	7,510,000	BHDMG380	7,455,000	4.b.
c. All other residential mortgage-backed securities	BHCKG381	11,572,000	BHDMG381	9,300,000	4.c.
d. Commercial MBS issued or guaranteed by FNMA, FHLMC, or GNMA	BHCKK197	84,000	BHDMK197	84,000	4.d.
e. All other commercial MBS	BHCKK198	1,745,000	BHDMK198	1,323,000	4.e.
5. Other debt securities					
a. Structured financial products:					
(1) Cash	BHCKG383	2,858,000	BHDMG383	2,412,000	5.a.(1)
(2) Synthetic	BHCKG384	616,000	BHDMG384	0	5.a.(2)
(3) Hybrid	BHCKG385	20,000	BHDMG385	0	5.a.(3)
b. All other debt securities	BHCKG386	148,880,000	BHDMG386	30,254,000	5.b.
6. Loans:					
a. Loans secured by real estate	BHCKF610	670,000			6.a.
(1) Construction, land development, and other land loans			BHDMF604	10,000	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			BHDMF605	0	6.a.(2)
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			BHDMF606	11,000	6.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			BHDMF607	464,000	6.a.(3)(b)(i)
(ii) Secured by junior liens			BHDMF611	12,000	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			BHDMF612	0	6.a.(4)
(5) Secured by nonfarm nonresidential properties			BHDMF613	155,000	6.a.(5)
b. Commercial and industrial loans	BHCKF614	14,781,000	BHDMF614	13,723,000	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	BHCKF615	0	BHDMF615	0	6.c.(1)
(2) Other revolving credit plans	BHCKF616	0	BHDMF616	0	6.c.(2)
(3) Automobile loans	BHCKK199	0	BHDMK199	0	6.c.(3)
(4) Other consumer loans (includes single payment, installment, & all student loans)	BHCKK210	0	BHDMK210	0	6.c.(4)
d. Other loans	BHCKF618	888,000	BHDMF618	850,000	6.d.
7. Not applicable					
8. Not applicable					
9. Other trading assets	BHCM3541	41,727,000	BHCK3541	23,216,000	9.
10. Not applicable					
11. Derivatives with a positive fair value	BHCM3543	53,403,000	BHCK3543	26,111,000	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5)	BHCT3545	329,368,000	BHDM3545	157,052,000	12.

Schedule HC-D

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Schedule HC-D—Continued

Dollar Amounts in Thousands		(Column A) Consolidated	(Column B) Domestic Offices	
LIABILITIES				
13.				
a. Liability for short positions:				
(1) Equity securities		BHCKG209 26,464,000	BHDMG209 10,598,000	13.a.(1)
(2) Debt securities		BHCKG210 59,749,000	BHDMG210 22,844,000	13.a.(2)
(3) All other assets		BHCKG211 52,000	BHDMG211 51,000	13.a.(3)
b. All other trading liabilities		BHCKF624 0	BHDMF624 0	13.b.
14. Derivatives with a negative fair value		BHCK3547 66,070,000	BHDM3547 38,778,000	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15)		BHCT3548 152,335,000	BHDM3548 72,271,000	15.

MEMORANDA

Dollar Amounts in Thousands		(Column A) Consolidated	(Column B) Domestic Offices	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)				
a. Loans secured by real estate		BHCKF790 1,749,000		M.1.a.
(1) Construction, land development, and other land loans			BHDMF625 31,000	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			BHDMF626 0	M.1.a.(2)
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			BHDMF627 125,000	M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:				
(i) Secured by first liens			BHDMF628 761,000	M.1.a.(3)b.i
(ii) Secured by junior liens			BHDMF629 142,000	M.1.a.(3)b.ii
(4) Secured by multifamily (5 or more) residential properties			BHDMF630 0	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties			BHDMF631 664,000	M.1.a.(5)
b. Commercial and industrial loans		BHCKF632 14,679,000	BHDMF632 13,549,000	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards		BHCKF633 0	BHDMF633 0	M.1.c.(1)
(2) Other revolving credit plans		BHCKF634 0	BHDMF634 0	M.1.c.(2)
(3) Automobile loans		BHCKK200 0	BHDMK200 0	M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, & all student loans)		BHCKK211 0	BHDMK211 0	M.1.c.(4)
d. Other loans		BHCKF636 936,000	BHDMF636 897,000	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:				
a. Fair value		BHCKF639 147,000	BHDMF639 147,000	M.2.a.
b. Unpaid principal balance		BHCKF640 572,000	BHDMF640 572,000	M.2.b.
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):				
a. Trust preferred securities issued by financial institutions		BHCKG299 358,000	BHDMG299 0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts		BHCKG332 0	BHDMG332 0	M.3.b.
c. Corporate and similar loans		BHCKG333 137,000	BHDMG333 96,000	M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)		BHCKG334 0	BHDMG334 0	M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs		BHCKG335 10,000	BHDMG335 10,000	M.3.e.
f. Diversified (mixed) pools of structured financial products		BHCKG651 0	BHDMG651 0	M.3.f.
g. Other collateral or reference assets		BHCKG652 2,989,000	BHDMG652 2,306,000	M.3.g.
4. Pledged trading assets:				
a. Pledged securities		BHCKG387 118,676,000	BHDMG387 67,166,000	M.4.a.
b. Pledged loans		BHCKG388 0	BHDMG388 0	M.4.b.

Schedule HC-D

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Schedule HC-D—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands			Bil	Mil	Thou	
<i>Memoranda items 5 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>						
5. Asset-backed securities:						
a. Credit card receivables	BHCKF643	525,000				M.5.a.
b. Home equity lines	BHCKF644	1,089,000				M.5.b.
c. Automobile loans	BHCKF645	356,000				M.5.c.
d. Other consumer loans	BHCKF646	298,000				M.5.d.
e. Commercial and industrial loans	BHCKF647	342,000				M.5.e.
f. Other	BHCKF648	2,598,000				M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	BHCKF651	510,000				M.6.
7. Equity securities:						
a. Readily determinable fair values	BHCKF652	14,451,000				M.7.a.
b. Other	BHCKF653	23,442,000				M.7.b.
8. Loans pending securitization	BHCKF654	0				M.8.
9.						
a.						
(1) Gross fair value of commodity contracts	BHCKG212	14,201,000				M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory	BHCKG213	533,000				M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):						
(1) BHTXF655	BHCKF655	0				M.9.b.(1)
(2) BHTXF656	BHCKF656	0				M.9.b.(2)
(3) BHTXF657	BHCKF657	0				M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceed 25% of the item)						
a. BHTXF658	BHCKF658	0				M.10.a.
b. BHTXF659	BHCKF659	0				M.10.b.
c. BHTXF660	BHCKF660	0				M.10.c.

Schedule HC-E—Deposit Liabilities⁽¹⁾

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:						
a. Demand deposits	BHCB2210	31,014,000				1.a.
b. NOW, ATS, and other transaction accounts	BHCB3187	4,466,000				1.b.
c. Money market deposit accounts and other savings accounts	BHCB2389	232,212,000				1.c.
d. Time deposits of less than \$100,000	BHCB6648	14,293,000				1.d.
e. Time deposits of \$100,000 or more	BHCB2604	15,994,000				1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:						
a. Noninterest-bearing balances	BHOD3189	214,000				2.a.
b. NOW, ATS, and other transaction accounts	BHOD3187	0				2.b.
c. Money market deposit accounts and other savings accounts	BHOD2389	6,147,000				2.c.
d. Time deposits of less than \$100,000	BHOD6648	0				2.d.
e. Time deposits of \$100,000 or more	BHOD2604	0				2.e.

MEMORANDA

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Brokered deposits less than \$100,000 w ith a remaining maturity of one year or less	BHDMA243	23,717,000				M.1.
2. Brokered deposits less than \$100,000 w ith a remaining maturity of more than one year	BHDMA164	1,805,000				M.2.
3. Time deposits of \$100,000 or more w ith a remaining maturity of one year or less	BHDMA242	11,025,000				M.3.
4. Foreign office time deposits w ith a remaining maturity of one year or less	BHFNA245	163,878,000				M.4.

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

Schedule HC-F—Other Assets

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Accrued interest receivable (1)		BHCKB556		8,087,000		1.
2. Net deferred tax assets (2)		BHCK2148		52,196,000		2.
3. Interest-only strips receivable (not in the form of a security) on: (3)						
a. Mortgage loans		BHCKA519		0		3.a.
b. Other financial assets		BHCKA520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values (4)		BHCK1752		16,791,000		4.
5. Life insurance assets:						
a. General account life insurance assets		BHCKK201		245,000		5.a.
b. Separate account life insurance assets		BHCKK202		7,913,000		5.b.
c. Hybrid account life insurance assets		BHCKK270		0		5.c.
6. Other		BHCK2168		70,300,000		6.
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)		BHCT2160		155,532,000		7.

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

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

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

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

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Not applicable						
2. Net deferred tax liabilities (1)	BHCK3049	1,145,000				2.
3. Allow ance for credit losses on off-balance sheet credit exposures	BHCKB557	1,106,000				3.
4. Other	BHCKB984	110,972,000				4.
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	BHCT2750	113,223,000				5.

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

Schedule HC-H—Interest Sensitivity⁽¹⁾

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Earning assets that are repriceable w ithin one year or mature w ithin one year	BHCK3197	790,146,000				1.
2. Interest-bearing deposit liabilities that reprice w ithin one year or mature w ithin one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet	BHCK3296	489,383,000				2.
3. Long-term debt that reprices w ithin one year included in items 16 and 19.a on Schedule HC, Balance Sheet	BHCK3298	157,154,000				3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)	BHCK3408	0				4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature w ithin one year	BHCK3409	0				5.

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

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

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

I. Property and Casualty Underwriting

Dollar Amounts in Thousands			Bil	Mil	Thou	
ASSETS						
1. Reinsurance recoverables	BHCKB988		0			1.
2. Total assets	BHCKC244		0			2.
LIABILITIES						
3. Claims and claims adjustment expense reserves	BHCKB990		182,000			3.
4. Unearned premiums	BHCKB991		0			4.
5. Total equity	BHCKC245		0			5.
6. Net income	BHCKC246		0			6.

II. Life and Health Underwriting

Dollar Amounts in Thousands			Bil	Mil	Thou	
ASSETS						
1. Reinsurance recoverables	BHCKC247		77,000			1.
2. Separate account assets	BHCKB992		2,084,000			2.
3. Total assets	BHCKC248		11,702,000			3.
LIABILITIES						
4. Policy holder benefits and contract holder funds	BHCKB994		4,712,000			4.
5. Separate account liabilities	BHCKB996		2,084,000			5.
6. Total equity	BHCKC249		1,606,000			6.
7. Net income	BHCKC250		70,000			7.

Schedule HC-K

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Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands

		Bil	Mil	Thou	
ASSETS					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	BHCKB558	96,242,000			1.a.
b. Mortgage-backed securities	BHCKB559	50,569,000			1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	BHCKB560	157,473,000			1.c.
2. Federal funds sold and securities purchased under agreements to resell	BHCK3365	255,153,000			2.
3.					
a. Total loans and leases in domestic offices	BHDM3516	397,307,000			3.a.
(1) Loans secured by 1-4 family residential properties	BHDM3465	164,337,000			3.a.(1)
(2) All other loans secured by real estate	BHDM3466	11,699,000			3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	BHDM3386	225,000			3.a.(3)
(4) Commercial and industrial loans	BHDM3387	27,443,000			3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	BHDMB561	110,112,000			3.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	BHDMB562	27,691,000			3.a.(5)(b)
b. Total loans and leases in foreign offices, Edge and Agreement subsidiaries, and IBFs	BHFN3360	270,184,000			3.b.
4.					
a. Trading assets	BHCK3401	328,981,000			4.a.
b. Other earning assets	BHCKB985	217,794,000			4.b.
5. Total consolidated assets	BHCK3368	1,947,029,000			5.
LIABILITIES					
6. Interest-bearing deposits (domestic)	BHCK3517	224,952,000			6.
7. Interest-bearing deposits (foreign)	BHCK3404	490,595,000			7.
8. Federal funds purchased and securities sold under agreements to repurchase	BHCK3353	215,647,000			8.
9. All other borrowed money	BHCK2635	415,203,000			9.
10. Not applicable					
EQUITY CAPITAL					
11. Total equity capital (excludes limited-life preferred stock)	BHCK3519	168,845,000			11.

Schedule HC-L

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(Report only transactions with nonrelated institutions)

For Federal Reserve Bank Use Only
C.I. _____

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

Dollar Amounts in Thousands		Bil	Mil	Thou
1. Unused commitments (report only unused portions that are fee paid or otherwise legally binding):				
a. Revolving, open-end loans secured by 1-4 family residential properties (e.g., home equity lines)	BHCK3814	20,812,000		1.a.
b.				
(1) Unused consumer credit card lines	BHCKJ455	650,142,000		1.b.(1)
(2) Other unused credit card lines	BHCKJ456	46,059,000		1.b.(2)
c.				
(1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	BHCK3816	1,741,000		1.c.(1)
(a) 1-4 family residential construction loan commitments	BHCKF164	15,000		1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	BHCKF165	1,726,000		1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	BHCK6550	308,000		1.c.(2)
d. Securities underwriting	BHCK3817	175,000		1.d.
e. Other unused commitments:				
(1) Commercial and industrial loans	BHCKJ457	121,734,000		1.e.(1)
(2) Loans to financial institutions	BHCKJ458	13,409,000		1.e.(2)
(3) All other unused commitments	BHCKJ459	93,264,000		1.e.(3)
2. Financial standby letters of credit and foreign office guarantees	BHCK6566	94,868,000		2.
<i>Item 2.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>				
a. Amount of financial standby letters of credit conveyed to others	BHCK3820	18,377,000		2.a.
3. Performance standby letters of credit and foreign office guarantees	BHCK6570	13,492,000		3.
<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>				
a. Amount of performance standby letters of credit conveyed to others	BHCK3822	616,000		3.a.
4. Commercial and similar letters of credit	BHCK3411	9,440,000		4.
5. Not applicable				
6. Securities lent	BHCK3433	71,840,000		6.

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

Dollar Amounts in Thousands		(Column A) Sold Protection	(Column B) Purchased Protection
7. Credit derivatives:			
a. Notional amounts:			
(1) Credit default swaps	BHCKC968	1,296,992,000	BHCKC969 1,378,082,000
(2) Total return swaps	BHCKC970	1,466,000	BHCKC971 26,368,000
(3) Credit options	BHCKC972	5,184,000	BHCKC973 6,215,000
(4) Other credit derivatives	BHCKC974	0	BHCKC975 0
b. Gross fair values:			
(1) Gross positive fair value	BHCKC219	24,943,000	BHCKC221 36,339,000
(2) Gross negative fair value	BHCKC220	32,820,000	BHCKC222 25,122,000

Dollar Amounts in Thousands		Bil	Mil	Thou
c. Notional amounts by regulatory capital treatment:				
(1) Positions covered under the Market Risk Rule:				
(a) Sold protection	BHCKG401	1,303,642,000		7.c.(1)(a)
(b) Purchased protection	BHCKG402	1,378,993,000		7.c.(1)(b)
(2) All other positions:				
(a) Sold protection	BHCKG403	0		7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	BHCKG404	31,672,000		7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	BHCKG405	0		7.c.(2)(c)

Schedule HC-L

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(Report only transactions with nonrelated institutions)

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) One year or less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years		
7.d. Notional amounts by remaining maturity:							
(1) Sold credit protection:							
(a) Investment grade	BHCKG406	74,221,000	BHCKG407	398,331,000	BHCKG408	93,432,000	7.d.(1)(a)
(b) Subinvestment grade	BHCKG409	99,362,000	BHCKG410	492,180,000	BHCKG411	146,116,000	7.d.(1)(b)
(2) Purchased credit protection:							
(a) Investment grade	BHCKG412	86,550,000	BHCKG413	438,023,000	BHCKG414	105,514,000	7.d.(2)(a)
(b) Subinvestment grade	BHCKG415	95,002,000	BHCKG416	532,176,000	BHCKG417	153,400,000	7.d.(2)(b)

Dollar Amounts in Thousands			Bil	Mil	Thou	
8. Spot foreign exchange contracts		BHCK8765	773,634,000			8.
9. All other off-balance sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital" (itemize and describe in terms 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)						
a. Securities borrow ed		BHCK3430	49,113,000			9.
b. Commitments to purchase w hen-issued securities		BHCK3432	49,113,000			9.a.
c. Commitments to sell w hen-issued securities		BHCK3434	0			9.b.
		BHCK3435	0			9.c.
d. TEXT6561		BHCK6561	0			9.d.
e. TEXT6562		BHCK6562	0			9.e.
f. TEXT6568		BHCK6568	0			9.f.
g. TEXT6586		BHCK6586	0			9.g.
10. Not applicable						

Schedule HC-L

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Schedule HC-L—Continued

Derivatives Position Indicators

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	
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal the sum of items 12 and 13):								
a. Futures contracts				BHCK8693	BHCK8694	BHCK8695	BHCK8696	11.a.
				479,027,000	10,623,000	16,906,000	93,403,000	
b. Forward contracts				BHCK8697	BHCK8698	BHCK8699	BHCK8700	11.b.
				4,135,696,000	3,195,681,000	3,770,000	43,779,000	
c. Exchange-traded option contracts:								
(1) Written options				BHCK8701	BHCK8702	BHCK8703	BHCK8704	11.c.(1)
				899,750,000	13,066,000	580,156,000	52,033,000	
(2) Purchased options				BHCK8705	BHCK8706	BHCK8707	BHCK8708	11.c.(2)
				1,118,117,000	13,659,000	586,017,000	55,561,000	
d. Over-the-counter option contracts:								
(1) Written options				BHCK8709	BHCK8710	BHCK8711	BHCK8712	11.d.(1)
				3,339,109,000	669,935,000	130,297,000	24,078,000	
(2) Purchased options				BHCK8713	BHCK8714	BHCK8715	BHCK8716	11.d.(2)
				3,086,845,000	643,736,000	118,502,000	21,230,000	
e. Swaps				BHCK3450	BHCK3826	BHCK8719	BHCK8720	11.e.
				29,410,696,000	1,217,762,000	93,902,000	22,959,000	
12. Total gross notional amount of derivative contracts held for trading				BHCKA126	BHCKA127	BHCK8723	BHCK8724	12.
				42,423,076,000	5,707,125,000	1,529,550,000	313,043,000	
13. Total gross notional amount of derivative contracts held for purposes other than trading				BHCK8725	BHCK8726	BHCK8727	BHCK8728	13.
				46,164,000	57,337,000	0	0	
14. Gross fair values of derivative contracts:								
a. Contracts held for trading:								
(1) Gross positive fair value				BHCK8733	BHCK8734	BHCK8735	BHCK8736	14.a.(1)
				462,100,000	83,825,000	18,662,000	14,201,000	
(2) Gross negative fair value				BHCK8737	BHCK8738	BHCK8739	BHCK8740	14.a.(2)
				448,170,000	89,352,000	39,560,000	15,840,000	
b. Contracts held for purposes other than trading:								
(1) Gross positive fair value				BHCK8741	BHCK8742	BHCK8743	BHCK8744	14.b.(1)
				2,373,000	2,525,000	0	0	
(2) Gross negative fair value				BHCK8745	BHCK8746	BHCK8747	BHCK8748	14.b.(2)
				4,215,000	718,000	0	0	

Schedule HC-L—Continued

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

Dollar Amounts in Thousands		(Column A) Banks and Securities Firms	(Column B) Monoline Financial Guarantors	(Column C) Hedge Funds	(Column D) Sovereign Governments	(Column E) Corporations and All Other Counterparties	
15. Over-the counter derivatives:							
a. Net current credit exposure		BHCKG418	BHCKG419	BHCKG420	BHCKG421	BHCKG422	15.a.
		40,453,000	13,000	2,645,000	8,452,000	29,761,000	
b. Fair value of collateral:							
(1) Cash - U.S. dollar		BHCKG423	BHCKG424	BHCKG425	BHCKG426	BHCKG427	15.b.(1)
		16,675,000	0	4,752,000	0	7,007,000	
(2) Cash - Other currencies		BHCKG428	BHCKG429	BHCKG430	BHCKG431	BHCKG432	15.b.(2)
		10,612,000	0	328,000	0	4,788,000	
(3) U.S. Treasury securities		BHCKG433	BHCKG434	BHCKG435	BHCKG436	BHCKG437	15.b.(3)
		624,000	0	493,000	0	883,000	
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities		BHCKG438	BHCKG439	BHCKG440	BHCKG441	BHCKG442	15.b.(4)
		663,000	0	1,000	43,000	683,000	
(5) Corporate bonds		BHCKG443	BHCKG444	BHCKG445	BHCKG446	BHCKG447	15.b.(5)
		0	0	102,000	281,000	49,000	
(6) Equity securities		BHCKG448	BHCKG449	BHCKG450	BHCKG451	BHCKG452	15.b.(6)
		0	0	0	0	25,000	
(7) All other collateral		BHCKG453	BHCKG454	BHCKG455	BHCKG456	BHCKG457	15.b.(7)
		547,000	0	251,000	458,000	3,064,000	
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))		BHCKG458	BHCKG459	BHCKG460	BHCKG461	BHCKG462	15.b.(8)
		29,121,000	0	5,927,000	782,000	16,499,000	

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

Schedule HC-M

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Schedule HC-M—Memoranda

Dollar Amounts in Thousands

			Bil	Mil	Thou	
	NUMBER (UNROUNDED)					
1. Total number of bank holding company common shares outstanding ..	BHCK3459	29206440560				1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	BHCK6555	74,691,000				2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	BHCK6556	77,832,000				3.
4. Other assets acquired in satisfaction of debts previously contracted	BHCK6557	3,443,000				4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC	BHCKA288	55,314,000				5.
6. Assets covered by loss-sharing agreements with the FDIC:						
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):						
(1) Loans secured by real estate in domestic offices:						
(a) Construction, land development, and other land loans:						
(1) 1-4 family residential construction loans	BHDMK169	0				6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans	BHDMK170	0				6.a.(1)(a)(2)
(b) Secured by farmland	BHDMK171	0				6.a.(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	BHDMK172	0				6.a.(1)(c)(1)
(2) Closed-end loans secured by 1-4 family residential properties:						
(a) Secured by first liens	BHDMK173	0				6.a.(1)(c)(2)(a)
(b) Secured by junior liens	BHDMK174	0				6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties	BHDMK175	0				6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties	BHDMK176	0				6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties	BHDMK177	0				6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers	BHCKK178	0				6.a.(2)
(3) Commercial and industrial loans	BHCKK179	0				6.a.(3)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
(a) Credit cards	BHCKK180	0				6.a.(4)(a)
(b) Automobile loans	BHCKK181	0				6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)	BHCKK182	0				6.a.(4)(c)
(5) All other loans and leases	BHCKK183	0				6.a.(5)
Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):						
(a) Loans to depository institutions and acceptances of other banks	BHCKK184	0				6.a.(5)(a)
(b) Loans to foreign governments and official institutions	BHCKK185	0				6.a.(5)(b)
(c) Other loans ⁽¹⁾	BHCKK186	0				6.a.(5)(c)
(d) Lease financing receivables	BHCKK273	0				6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):						
(1) Construction, land development, and other land in domestic offices	BHDMK187	0				6.b.(1)
(2) Farmland in domestic offices	BHDMK188	0				6.b.(2)
(3) 1-4 family residential properties in domestic offices	BHDMK189	0				6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices	BHDMK190	0				6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices	BHDMK191	0				6.b.(5)
(6) In foreign offices	BHFNK260	0				6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements	BHCKK192	0				6.b.(7)

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

Schedule HC-M

37**Schedule HC-M—Continued**

Dollar Amounts in Thousands			Bil	Mil	Thou	
c. Debt securities (included in Schedule HC, items 2.a and 2.b)	BHCKJ461			0		6.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets)	BHCKJ462			0		6.d.
7. Captive insurance and reinsurance subsidiaries:						
a. Total assets of captive insurance subsidiaries ⁽¹⁾	BHCKK193			0		7.a.
b. Total assets of captive reinsurance subsidiaries ⁽¹⁾	BHCKK194			7,562,000		7.b.

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

Peter Bieszard

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

212-559-4118

Area Code and Phone Number (TEXT 9009)

Dollar Amounts in Thousands			Bil	Mil	Thou	
12. Intangible assets other than goodwill:						
a. Mortgage servicing assets	BHCK3164			4,690,000		12.a.
(1) Estimated fair value of mortgage servicing assets	BHCK6438			4,690,000		12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	BHCKB026			2,639,000		12.b.
c. All other identifiable intangible assets	BHCK5507			4,659,000		12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	BHCT0426			11,988,000		12.d.
13. Other real estate owned	BHCT2150			1,702,000		13.
14. Other borrowed money:						
a. Commercial paper	BHCK2309			24,577,000		14.a.
b. Other borrowed money with a remaining maturity of one year or less	BHCK2332			126,428,000		14.b.
c. Other borrowed money with a remaining maturity of more than one year	BHCK2333			259,270,000		14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	BHCT3190			410,275,000		14.d.

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

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

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

Schedule HC-M

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Schedule HC-M—Continued

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

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

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

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

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

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

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

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

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

Dollar Amounts in Thousands		Bil	Mil	Thou	
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:					
a. Net assets	BHCKC252	435,776,000			20.a.
b. Balances due from related institutions:					
(1) Due from the bank holding company (parent company only), gross	BHCK4832	185,000			20.b.(1)
(2) Due from the subsidiary banks of the bank holding company, gross	BHCK4833	20,251,000			20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross	BHCK4834	62,438,000			20.b.(3)
c. Balances due to related institutions:					
(1) Due to bank holding company (parent company only), gross	BHCK5041	20,880,000			20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross	BHCK5043	22,724,000			20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross	BHCK5045	132,360,000			20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors	BHCK5047	22,834,000			20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act	BHCKC253	11,702,000			21.

Schedule HC-M—Continued

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

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

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

22.

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

Dollar Amounts in Thousands			Bil	Mil	Thou	
23. Secured liabilities:						
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)		BHCKF064		0		23.a.
b. Amount of "Other borrow ings" that are secured (included in Schedule HC-M, item 14.d)		BHCKF065		134,522,000		23.b.
24. Issuances associated w ith the U.S. Department of Treasury Capital Purchase Program:						
a. Senior perpetual preferred stock or similar items		BHCKG234		0		24.a.
b. Warrants to purchase common stock or similar items		BHCKG235		0		24.b.

Schedule HC-N

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
1. Loans secured by real estate:				
a. Construction, land development, and other land loans in domestic offices:				
(1) 1-4 family residential construction loans	BHCKF172 8,000	BHCKF174 0	BHCKF176 32,000	1.a.(1)
(2) Other construction loans and all land development and other land loans	BHCKF173 84,000	BHCKF175 4,000	BHCKF177 403,000	1.a.(2)
b. Secured by farmland in domestic offices	BHCK3493 0	BHCK3494 0	BHCK3495 0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:				
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	BHCK5398 472,000	BHCK5399 0	BHCK5400 494,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:				
(a) Secured by first liens	BHCKC236 4,943,000	BHCKC237 5,253,000	BHCKC229 5,395,000	1.c.(2)(a)
(b) Secured by junior liens	BHCKC238 551,000	BHCKC239 1,000	BHCKC230 722,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	BHCK3499 21,000	BHCK3500 4,000	BHCK3501 40,000	1.d.
e. Secured by nonfarm non-residential properties in domestic offices:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties	BHCKF178 2,000	BHCKF180 0	BHCKF182 77,000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	BHCKF179 9,000	BHCKF181 0	BHCKF183 537,000	1.e.(2)
f. In foreign offices	BHCKB572 631,000	BHCKB573 0	BHCKB574 1,951,000	1.f.

Schedule HC-N

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Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
2. Loans to depository institutions and acceptances of other banks:				
a. U.S. banks and other U.S. depository institutions	BHCK5377 0	BHCK5378 0	BHCK5379 0	2.a.
b. Foreign banks	BHCK5380 0	BHCK5381 0	BHCK5382 2,000	2.b.
3. Loans to finance agricultural production and other loans to farmers	BHCK1594 3,000	BHCK1597 1,000	BHCK1583 67,000	3.
4. Commercial and industrial loans	BHCK1606 372,000	BHCK1607 170,000	BHCK1608 2,523,000	4.
5. Loans to individuals for household, family, and other personal expenditures:				
a. Credit cards	BHCKB575 3,694,000	BHCKB576 3,107,000	BHCKB577 534,000	5.a.
b. Automobile loans	BHCKK213 518,000	BHCKK214 0	BHCKK215 121,000	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	BHCKK216 1,020,000	BHCKK217 88,000	BHCKK218 1,096,000	5.c.
6. Loans to foreign governments and official institutions	BHCK5389 0	BHCK5390 0	BHCK5391 0	6.
7. All other loans	BHCK5459 90,000	BHCK5460 45,000	BHCK5461 2,087,000	7.
8. Lease financing receivables:				
a. Leases to individuals for household, family, and other personal expenditures	BHCKF166 0	BHCKF167 0	BHCKF168 0	8.a.
b. All other leases	BHCKF169 10,000	BHCKF170 6,000	BHCKF171 46,000	8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	BHCK3505 1,000	BHCK3506 663,000	BHCK3507 9,000	9.
10. TOTAL (sum of items 1 through 9) ...	BHCK5524 12,429,000	BHCK5525 9,342,000	BHCK5526 16,136,000	10.

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)	BHCKK036 1,649,000	BHCKK037 5,223,000	BHCKK038 9,000	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above ..	BHCKK039 533,000	BHCKK040 272,000	BHCKK041 7,000	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	BHCKK042 1,094,000	BHCKK043 4,936,000	BHCKK044 0	11.b.

Schedule HC-N

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Schedule HC-N—Continued

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

Schedule **HC-N**—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
Itemize the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (f):							
(1) Loans to depository institutions & acceptances of other banks	BHCKK091	0	BHCKK092	0	BHCKK093	0	12.e.(1)
(2) Loans to foreign governments and official institutions	BHCKK095	0	BHCKK096	0	BHCKK097	0	12.e.(2)
(3) Other loans (1)	BHCKK099	0	BHCKK100	0	BHCKK101	0	12.e.(3)
(4) Lease financing receivables ..	BHCKK269	0	BHCKK271	0	BHCKK272	0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements							
	BHCKK102	0	BHCKK103	0	BHCKK104	0	12.f.

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

Schedule HC-N—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1-4 family residential construction loans	BHDMK105	0	BHDMK106	0	BHDMK107	0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	BHDMK108	0	BHDMK109	0	BHDMK110	5,000	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices	BHCKF661	2,446,000	BHCKF662	1,533,000	BHCKF663	1,709,000	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDMK111	0	BHDMK112	0	BHDMK113	4,000	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	BHDMK114	0	BHDMK115	0	BHDMK116	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	BHDMK117	0	BHDMK118	0	BHDMK119	270,000	M.1.d.(2)
e. Commercial and industrial loans:							
(1) To U.S. addresses (domicile)	BHCKK120	0	BHCKK121	0	BHCKK122	163,000	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	BHCKK123	2,000	BHCKK124	0	BHCKK125	79,000	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, & other personal expenditures)	BHCKK126	698,000	BHCKK127	145,000	BHCKK128	460,000	M.1.f.

Schedule HC-N

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Schedule HC-N—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
Itemize loan categories included in Memorandum item 1.f. above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):				
(1) Loans secured by farmland in domestic offices	BHDMK130 0	BHDMK131 0	BHDMK132 0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCKK134 0	BHCKK135 0	BHCKK136 0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers	BHCKK138 0	BHCKK139 0	BHCKK140 0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards	BHCKK274 355,000	BHCKK275 0	BHCKK276 0	M.1.f.(4)(a)
(b) Automobile loans	BHCKK277 0	BHCKK278 0	BHCKK279 0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	BHCKK280 0	BHCKK281 0	BHCKK282 0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	BHCKK283 0	BHCKK284 0	BHCKK285 0	M.1.f.(5)
(6) Other loans ⁽¹⁾	BHCKK286 0	BHCKK287 0	BHCKK288 0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above	BHCK6558 54,000	BHCK6559 0	BHCK6560 71,000	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees above	BHCK3508 2,517,000	BHCK1912 392,000	BHCK1913 6,029,000	M.3.
4. Not applicable				
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)				
a. Loans and leases held for sale	BHCKC240 48,000	BHCKC241 0	BHCKC226 862,000	M.5.a.
b. Loans measured at fair value:				
(1) Fair value	BHCKF664 44,000	BHCKF665 0	BHCKF666 128,000	M.5.b.(1)
(2) Unpaid principal balance	BHCKF667 90,000	BHCKF668 0	BHCKF669 264,000	M.5.b.(2)

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

Schedule HC-N—Continued

MEMORANDA (continued)

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

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

Dollar Amounts in Thousands			Bil	Mil	Thou	
7. Additions to nonaccrual assets during the quarter		BHCKC410		5,521,000		M.7.
8. Nonaccrual assets sold during the quarter		BHCKC411		1,591,000		M.8.

Schedule HC-P

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

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either closed-end (first and junior lien) 1-4 family residential mortgage loan originations and purchases for resale from all sources, loan sales, or quarter-end loans held for sale in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		Bil	Mil	Thou
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: (2)				
a. Closed-end first liens	BHCKF066	4,080,000		1.a.
b. Closed-end junior liens	BHCKF067	0		1.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit	BHDMF670	0		1.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF671	0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:				
a. Closed-end first liens	BHCKF068	6,614,000		2.a.
b. Closed-end junior liens	BHCKF069	0		2.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit	BHDMF672	0		2.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF673	0		2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:				
a. Closed-end first liens	BHCKF070	15,373,000		3.a.
b. Closed-end junior liens	BHCKF071	17,000		3.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit	BHDMF674	0		3.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF675	0		3.c.(2)
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):				
a. Closed-end first liens	BHCKF072	5,164,000		4.a.
b. Closed-end junior liens	BHCKF073	12,000		4.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit	BHDMF676	11,000		4.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF677	125,000		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i)				
a. Closed-end 1-4 family residential mortgage loans	BHCKF184	178,000		5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit	BHDMF560	0		5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:				
a. Closed-end first liens	BHDMF678	382,000		6.a.
b. Closed-end junior liens	BHDMF679	0		6.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit	BHDMF680	0		6.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF681	0		6.c.(2)

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

(2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

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

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

Dollar Amounts in Thousands		(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
ASSETS							
1. Available-for-sale securities	BHCY 1773	BHCKG474	BHCKG475	BHCKG476	BHCKG477		
	294,638,000	0	67,082,000	217,104,000	10,452,000		1.
2. Federal funds sold and securities purchased under agreements to resell	BHCKG478	BHCKG479	BHCKG480	BHCKG481	BHCKG482		
	98,566,000	48,712,000	0	144,012,000	3,266,000		2.
3. Loans and leases held for sale	BHCKG483	BHCKG484	BHCKG485	BHCKG486	BHCKG487		
	4,049,000	0	0	4,049,000	0		3.
4. Loans and leases held for investment	BHCKG488	BHCKG489	BHCKG490	BHCKG491	BHCKG492		
	4,351,000	0	0	1,199,000	3,152,000		4.
5. Trading assets:							
a. Derivative assets	BHCT3543	BHCKG493	BHCKG494	BHCKG495	BHCKG496		
	53,403,000	587,713,000	4,372,000	622,602,000	14,142,000		5.a.
b. Other trading assets	BHCKG497	BHCKG498	BHCKG499	BHCKG500	BHCKG501		
	275,965,000	0	111,680,000	142,138,000	22,147,000		5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	BHCKF240	BHCKF684	BHCKF692	BHCKF241	BHCKF242		
	0	0	0	0	0		5.b.(1)
6. All other assets	BHCKG391	BHCKG392	BHCKG395	BHCKG396	BHCKG804		
	17,205,000	3,654,000	0	4,742,000	16,117,000		6.
7. Total assets measured at fair value on a recurring basis	BHCKG502	BHCKG503	BHCKG504	BHCKG505	BHCKG506		
	748,177,000	640,079,000	183,134,000	1,135,846,000	69,276,000		7.

Schedule HC-Q—Continued

	(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
Dollar Amounts in Thousands						
LIABILITIES						
8. Deposits	BHCKF252	BHCKF686	BHCKF694	BHCKF253	BHCKF254	8.
	1,565,000	0	0	980,000	585,000	
9. Federal funds purchased and securities sold under agreements to repurchase	BHCKG507	BHCKG508	BHCKG509	BHCKG510	BHCKG511	9.
	112,461,000	48,712,000	0	160,005,000	1,168,000	
10. Trading liabilities:						
a. Derivative liabilities	BHCT3547	BHCKG512	BHCKG513	BHCKG514	BHCKG515	10.a.
	66,070,000	584,415,000	4,250,000	628,165,000	18,070,000	
b. Other trading liabilities	BHCKG516	BHCKG517	BHCKG518	BHCKG519	BHCKG520	10.b.
	86,265,000	0	75,787,000	10,369,000	109,000	
11. Other borrow ed money	BHCKG521	BHCKG522	BHCKG523	BHCKG524	BHCKG525	11.
	28,192,000	0	0	19,233,000	8,959,000	
12. Subordinated notes and debentures	BHCKG526	BHCKG527	BHCKG528	BHCKG529	BHCKG530	12.
	0	0	0	0	0	
13. All other liabilities	BHCKG805	BHCKG806	BHCKG807	BHCKG808	BHCKG809	13.
	1,727,000	3,654,000	0	5,372,000	9,000	
14. Total liabilities measured at fair value on a recurring basis	BHCKG531	BHCKG532	BHCKG533	BHCKG534	BHCKG535	14.
	296,280,000	636,781,000	80,037,000	824,124,000	28,900,000	

Schedule HC-Q—Continued

Dollar Amounts in Thousands		(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
Memoranda							
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):							
a. Mortgage servicing assets		BHCKG536	BHCKG537	BHCKG538	BHCKG539	BHCKG540	M.1.a.
		4,690,000	0	0	0	4,690,000	
b. Nontrading derivative assets		BHCKG541	BHCKG542	BHCKG543	BHCKG544	BHCKG545	M.1.b.
		1,001,000	3,654,000	0	4,170,000	485,000	
c. BHTXG546		BHCKG546	BHCKG547	BHCKG548	BHCKG549	BHCKG550	M.1.c.
			0	0	0	0	
d. BHTXG551		BHCKG551	BHCKG552	BHCKG553	BHCKG554	BHCKG555	M.1.d.
			0	0	0	0	
e. BHTXG556		BHCKG556	BHCKG557	BHCKG558	BHCKG559	BHCKG560	M.1.e.
			0	0	0	0	
f. BHTXG561		BHCKG561	BHCKG562	BHCKG563	BHCKG564	BHCKG565	M.1.f.
			0	0	0	0	
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):							
a. Loan commitments (not accounted for as derivatives)		BHCKF261	BHCKF689	BHCKF697	BHCKF262	BHCKF263	M.2.a.
		0	0	0	0	0	
b. Nontrading derivative liabilities		BHCKG566	BHCKG567	BHCKG568	BHCKG569	BHCKG570	M.2.b.
		1,727,000	3,654,000	0	5,372,000	9,000	
c. BHTXG571		BHCKG571	BHCKG572	BHCKG573	BHCKG574	BHCKG575	M.2.c.
			0	0	0	0	
d. BHTXG576		BHCKG576	BHCKG577	BHCKG578	BHCKG579	BHCKG580	M.2.d.
			0	0	0	0	
e. BHTXG581		BHCKG581	BHCKG582	BHCKG583	BHCKG584	BHCKG585	M.2.e.
			0	0	0	0	
f. BHTXG586		BHCKG586	BHCKG587	BHCKG588	BHCKG589	BHCKG590	M.2.f.
			0	0	0	0	

Schedule HC-R

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Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

For Federal Reserve Bank Use Only
C.I. _____

Dollar Amounts in Thousands

		Bil	Mil	Thou	
Tier 1 capital					
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	BHCKX3210	171,037,000			1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value) ⁽¹⁾	BHCK8434	(1,655,000)			2.
3. LESS: Net unrealized loss on available-for-sale equity securities (report loss as a positive value) ⁽¹⁾	BHCKA221	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)	BHCK4336	(6,566,000)			4.
5. LESS: Nonqualifying perpetual preferred stock	BHCKB588	0			5.
6.					
a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	BHCKG214	730,000			6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) ⁽²⁾	BHCKG215	16,134,000			6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	BHCKG216	1,875,000			6.c.
7.					
a. LESS: Disallow ed goodw ill and other disallow ed intangible assets	BHCKB590	31,145,000			7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's ow n creditw orthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	BHCKF264	94,000			7.b.
8. Subtotal (sum of items 1 and 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a and 7.b)	BHCKC227	166,758,000			8.
9.					
a. LESS: Disallow ed servicing assets and purchased credit card relationships	BHCKB591	469,000			9.a.
b. LESS: Disallow ed deferred tax assets	BHCK5610	34,093,000			9.b.
10. Other additions to (deductions from) Tier 1 capital	BHCKB592	(686,000)			10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	BHCK8274	131,510,000			11.
Tier 2 Capital					
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c. ⁽²⁾	BHCKG217	23,155,000			12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	BHCKG218	0			13.
14. Allow ance for loan and lease losses includible in Tier 2 capital	BHCK5310	12,740,000			14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	BHCK2221	983,000			15.
16. Other Tier 2 capital components	BHCKB594	0			16.
17. Tier 2 capital (sum of items 12 through 16)	BHCK5311	36,878,000			17.
18. Allow able Tier 2 capital (lesser of item 11 or 17)	BHCK8275	36,878,000			18.
19. Tier 3 Capital allocated for market risk	BHCK1395	0			19.
20. LESS: Deductions for total risk-based capital	BHCKB595	0			20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	BHCK3792	168,388,000			21.
Total assets for leverage ratio					
22. Average total assets (from Schedule HC-K, item 5)	BHCT3368	1,947,029,000			22.
23. LESS: Disallow ed goodw ill and other disallow ed intangible assets (from item 7.a above)	BHCTB590	31,145,000			23.
24. LESS: Disallow ed servicing assets and purchased credit card relationships (from item 9.a above)	BHCTB591	469,000			24.
25. LESS: Disallow ed deferred tax assets (from item 9.b above)	BHCT5610	34,093,000			25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCKB596	3,938,000			26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	BHCKA224	1,877,384,000			27.
28. - 30. Not applicable					28.-30.

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

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

Schedule HC-R—Continued

		Percentage	
Capital ratios			
31. Tier 1 leverage ratio (item 11 divided by item 27)	BHCK7204	7.00	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	BHCK7206	13.26	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	BHCK7205	16.98	33.

Schedule HC-R—Continued

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

Dollar Amounts in Thousands	(Column A) Totals (from Schedule HC)	(Column B) Items Not Subject to Risk- Weighting	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
Balance Sheet Asset Categories		BHCE	BHC0	BHC2	BHC5	BHC9	
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).	BHCK0010	BHCE0010	BHC00010	BHC20010		BHC90010	34.
	191,117,000	0	137,408,000	49,304,000		4,405,000	
35. Held-to-maturity securities	BHCX1754	BHCE1754	BHC01754	BHC21754	BHC51754	BHC91754	35.
	15,484,000	(3,798,000)	0	6,006,000	1,899,000	11,377,000	
36. Available-for-sale securities	BHCX1773	BHCE1773	BHC01773	BHC21773	BHC51773	BHC91773	36.
	294,638,000	125,000	163,207,000	101,353,000	13,063,000	16,890,000	
37. Federal funds sold and securities purchased under agreements to resell	BHCKC225		BHC0C225	BHC2C225		BHC9C225	37.
	261,120,000		211,775,000	39,178,000		10,167,000	
38. Loans and leases held for sale	BHCT5369	BHCE5369	BHC05369	BHC25369	BHC55369	BHC95369	38.
	11,300,000	0	0	403,000	4,293,000	6,604,000	
39. Loans and leases, net of unearned income	BHCTB528	BHCEB528	BHC0B528	BHC2B528	BHC5B528	BHC9B528	39.
	654,507,000	(1,175,000)	24,759,000	56,029,000	116,607,000	458,287,000	
40. LESS: Allowance for loan and lease losses	BHCX3123	BHCE3123					40.
	36,568,000	36,568,000					
41. Trading assets	BHCX3545	BHCE3545	BHC03545	BHC23545	BHC53545	BHC93545	41.
	329,368,000	329,368,000	0	0	0	0	
42. All other assets ⁽¹⁾	BHCKB639	BHCEB639	BHC0B639	BHC2B639	BHC5B639	BHC9B639	42.
	226,849,000	68,612,200	9,860,000	18,135,500	1,318,500	128,922,800	
43. Total assets (sum of items 34 through 42)	BHCT2170	BHCE2170	BHC02170	BHC22170	BHC52170	BHC92170	43.
	1,947,815,000	356,564,200	547,009,000	270,408,500	137,180,500	636,652,800	

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

Schedule HC-R—Continued

Dollar Amounts in Thousands							
	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
Derivatives and Off-Balance Sheet Items			BHCE	BHC0	BHC2	BHC5	BHC9
44. Financial standby letters of credit	BHCKB546	1.00 or 12.5 (2)	BHCEB546	BHC0B546	BHC2B546	BHC5B546	BHC9B546
	94,868,000	1.000000	94,868,000	19,297,000	25,152,000	3,501,000	46,918,000
45. Performance standby letters of credit	BHCT6570		BHCE6570	BHC06570	BHC26570	BHC56570	BHC96570
	13,492,000	.50	6,746,000	628,000	971,000	37,000	5,110,000
46. Commercial and similar letters of credit	BHCT3411		BHCE3411	BHC03411	BHC23411	BHC53411	BHC93411
	9,440,000	.20	1,888,000	67,000	571,000	0	1,250,000
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK3429		BHCE3429	BHC03429	BHC23429		BHC93429
	0	1.00	0	0	0		0
48. Securities lent	BHCT3433		BHCE3433	BHC03433	BHC23433	BHC53433	BHC93433
	71,840,000	1.00	71,840,000	68,213,000	3,307,000	0	320,000
49. Retained recourse on small business obligations sold with recourse	BHCTA250		BHCEA250	BHC0A250	BHC2A250	BHC5A250	BHC9A250
	0	1.00	0	0	0	0	0
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar- for-dollar capital requirement	BHCKB541	12.5(3)	BHCEB541				BHC9B541
	397,000	14.473551	5,746,000				5,746,000
51. All other financial assets sold with recourse	BHCKB675		BHCEB675	BHC0B675	BHC2B675	BHC5B675	BHC9B675
	5,949,000	1.00	5,949,000	0	0	1,189,000	4,760,000
52. All other off-balance sheet liabilities	BHCKB681		BHCEB681	BHC0B681	BHC2B681	BHC5B681	BHC9B681
	1,979,000	1.00	1,979,000	9,000	669,000	201,000	1,100,000
53. Unused commitments:							
a. With an original maturity exceeding one year	BHCK6572		BHCE6572	BHC06572	BHC26572	BHC56572	BHC96572
	144,826,000	.50	72,413,000	5,502,000	13,281,000	777,000	52,853,000
b. With an original maturity of one year or less to asset- backed commercial paper conduits	BHCKG591		BHCEG591	BHC0G591	BHC2G591	BHC5G591	BHC9G591
	6,905,000	.10	690,500	0	103,000	497,000	90,500
54. Derivative contracts			BHCEA167	BHC0A167	BHC2A167	BHC5A167	
			222,801,000	13,805,000	127,363,500	81,632,500	

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

Schedule HC-R—Continued

Dollar Amounts in Thousands				(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
Totals								
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)				BHCKB696	BHCKB697	BHCKB698	BHCKB699	55.
				654,530,000	441,826,000	225,015,000	754,800,300	
56. Risk weight factor				x 0%	x 20%	x 50%	x 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)				BHCKB700	BHCKB701	BHCKB702	BHCKB703	
				0	88,365,200	112,507,500	754,800,300	57.
58. Market risk equivalent assets							BHCK1651	
							60,868,000	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)							BHCKB704	
							1,016,541,000	59.
60. LESS: Excess allowance for loan and lease losses							BHCKA222	
							24,934,000	60.
61. LESS: Allocated transfer risk reserve							BHCK3128	
							0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)							BHCKA223	
							991,607,000	62.

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands				Bil	Mil	Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards		BHCK8764	63,026,000				M.1.
Dollar Amounts in Thousands		(Column A) With a remaining maturity of one year or less	(Column B) With a remaining maturity of over one year through five years	(Column C) With a remaining maturity of over five years			
2. Notional principal amounts of derivative contracts: (1)							
a. Interest rate contracts	BHCK3809 22,780,456,000	BHCK8766 6,806,018,000	BHCK8767 4,484,354,000				M.2.a.
b. Foreign exchange contracts	BHCK3812 4,214,902,000	BHCK8769 433,337,000	BHCK8770 191,213,000				M.2.b.
c. Gold contracts	BHCK8771 628,000	BHCK8772 0	BHCK8773 0				M.2.c.
d. Other precious metals contracts	BHCK8774 72,000	BHCK8775 6,000	BHCK8776 0				M.2.d.
e. Other commodity contracts	BHCK8777 58,793,000	BHCK8778 24,715,000	BHCK8779 3,567,000				M.2.e.
f. Equity derivative contracts	BHCKA000 139,958,000	BHCKA001 60,423,000	BHCKA002 15,793,000				M.2.f.
g. Credit derivative contracts:							
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:							
(1) Investment grade	BHCKG597 84,287,000	BHCKG598 415,188,000	BHCKG599 105,498,000				M.2.g.(1)
(2) Subinvestment grade	BHCKG600 94,830,000	BHCKG601 526,051,000	BHCKG602 153,138,000				M.2.g.(2)
Dollar Amounts in Thousands				Bil	Mil	Thou	
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:							
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	BHCK5479 312,000						M.3.a.
b. Not applicable							
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities)(included in Schedule HC, item 27.b)	BHCKC498 0						M.3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)	BHCKA507 0						M.3.d.
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)	BHCK2771 0						M.4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):							
a. In the form of perpetual preferred stock	BHCK5483 0						M.5.a.
b. In the form of common stock	BHCK5484 878,000						M.5.b.

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

MEMORANDA (Continued)

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

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

For Federal Reserve Bank Use Only
C.I. _____

Dollar Amounts in Thousands	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Securitization Activities								
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements	BHCKB705 64,214,000	BHCKB706 7,300,000	BHCKB707 330,000	BHCKB708 0	BHCKB709 0	BHCKB710 36,000	BHCKB711 9,574,000	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 HC-B, HC-D, or HC-F)	BHCKB712 0	BHCKB713 0	BHCKB714 0	BHCKB715 0	BHCKB716 0	BHCKB717 0	BHCKB718 4,000	2.a.
b. Subordinated securities and other residual interests	BHCKC393 311,000	BHCKC394 19,000	BHCKC395 0	BHCKC396 0	BHCKC397 0	BHCKC398 0	BHCKC399 45,000	2.b.
c. Standby letters of credit and other enhancements	BHCKC400 1,421,000	BHCKC401 0	BHCKC402 0	BHCKC403 0	BHCKC404 0	BHCKC405 0	BHCKC406 0	2.c.
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCKB726 0	BHCKB727 0	BHCKB728 0	BHCKB729 0	BHCKB730 0	BHCKB731 0	BHCKB732 0	3.
4. Past due loan amounts included in item 1:								
a. 30-89 days past due	BHCKB733 3,982,000	BHCKB734 0	BHCKB735 37,000	BHCKB736 0	BHCKB737 0	BHCKB738 0	BHCKB739 0	4.a.
b. 90 days or more past due	BHCKB740 1,723,000	BHCKB741 0	BHCKB742 30,000	BHCKB743 0	BHCKB744 0	BHCKB745 0	BHCKB746 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	BHCKB747 93,000	BHCKB748 0	BHCKB749 30,000	BHCKB750 0	BHCKB751 0	BHCKB752 0	BHCKB753 0	5.a.
b. Recoveries	BHCKB754 0	BHCKB755 0	BHCKB756 3,000	BHCKB757 0	BHCKB758 0	BHCKB759 0	BHCKB760 0	5.b.

Schedule HC-S—Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCKB761	BHCKB762			BHCKB763		6.a.
		0	0			0		
b. Loans (included in HC-C)		BHCKB500	BHCKB501			BHCKB502		6.b.
		0	0			0		
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due		BHCKB764	BHCKB765			BHCKB766		7.a.
		0	0			0		
b. 90 days or more past due		BHCKB767	BHCKB768			BHCKB769		7.b.
		0	0			0		
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date)								
a. Charge-offs		BHCKB770	BHCKB771			BHCKB772		8.a.
		0	0			0		
b. Recoveries		BHCKB773	BHCKB774			BHCKB775		8.b.
		0	0			0		
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 institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements								
	BHCKB776	BHCKB777	BHCKB778	BHCKB779	BHCKB780	BHCKB781	BHCKB782	9.
	1,006,000	348,000	28,000	57,000	284,000	0	1,486,000	
10. Reporting institution's unused commitments to provide liquidity to other institution's securitization structures								
	BHCKB783	BHCKB784	BHCKB785	BHCKB786	BHCKB787	BHCKB788	BHCKB789	10.
	0	0	0	0	0	0	0	
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized								
	BHCKB790	BHCKB791	BHCKB792	BHCKB793	BHCKB794	BHCKB795	BHCKB796	11.
	58,000	1,000	0	2,729,000	918,000	0	2,918,000	
12. Maximum amount of credit exposure arising from recourse or other seller provided credit enhancements provided to assets reported in item 11								
	BHCKB797	BHCKB798	BHCKB799	BHCKB800	BHCKB801	BHCKB802	BHCKB803	12.
	54,000	0	0	50,000	165,000	0	78,000	

Schedule HC-S—Continued

MEMORANDA

Dollar Amounts in Thousands			Bil	Mil	Thou
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:					
a. Outstanding principal balance	BHCKA249		0		M.1.a.
b. Amount of retained recourse on these obligations as of the report date	BHCKA250		0		M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):					
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	BHCKB804		269,000		M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	BHCKB805		442,033,000		M.2.b.
c. Other financial assets (1)	BHCKA591		10,240,000		M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	BHCKF699		10,229,000		M.2.d.
3. Asset-backed commercial paper conduits:					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	BHCKB806		1,777,000		M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	BHCKB807		0		M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	BHCKB808		10,426,000		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	BHCKB809		6,285,000		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) (2)	BHCKC407		7,000		M.4.

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

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

Schedule HC-V

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Schedule HC-V—Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles		(Column B) ABCP Conduits		(Column C) Other VIEs		
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:							
a. Cash and balances due from depository institutions	BHCKJ981	648,000	BHCKJ982	11,000	BHCKJ983	689,000	1.a.
b. Held-to-maturity securities	BHCKJ984	0	BHCKJ985	0	BHCKJ986	61,000	1.b.
c. Available-for-sale securities	BHCKJ987	212,000	BHCKJ988	426,000	BHCKJ989	7,218,000	1.c.
d. Securities purchased under agreements to resell	BHCKJ990	0	BHCKJ991	0	BHCKJ992	0	1.d.
e. Loans and leases held for sale	BHCKJ993	0	BHCKJ994	0	BHCKJ995	66,000	1.e.
f. Loans and leases, net of unearned income	BHCKJ996	106,467,000	BHCKJ997	19,664,000	BHCKJ998	1,932,000	1.f.
g. Less: Allowance for loan and lease losses	BHCKJ999	9,377,000	BHCKK001	0	BHCKK002	55,000	1.g.
h. Trading assets (other than derivatives)	BHCKK003	680,000	BHCKK004	0	BHCKK005	2,158,000	1.h.
i. Derivative trading assets	BHCKK006	942,000	BHCKK007	0	BHCKK008	24,000	1.i.
j. Other real estate owned	BHCKK009	12,000	BHCKK010	0	BHCKK011	276,000	1.j.
k. Other assets	BHCKK012	289,000	BHCKK013	32,000	BHCKK014	644,000	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank holding company:							
a. Securities sold under agreements to repurchase	BHCKK015	0	BHCKK016	0	BHCKK017	0	2.a.
b. Derivative trading liabilities	BHCKK018	0	BHCKK019	0	BHCKK020	26,000	2.b.
c. Commercial paper	BHCKK021	0	BHCKK022	13,296,000	BHCKK023	0	2.c.
d. Other borrowed money (exclude commercial paper)	BHCKK024	65,788,000	BHCKK025	168,000	BHCKK026	10,794,000	2.d.
e. Other liabilities	BHCKK027	266,000	BHCKK028	5,000	BHCKK029	256,000	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above)	BHCKK030	0	BHCKK031	0	BHCKK032	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above)	BHCKK033	0	BHCKK034	1,800,000	BHCKK035	600,000	4.

Notes to the Balance Sheet—Predecessor Financial Items

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

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

Notes to the Balance Sheet—Other

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

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

Example

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

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

Notes to the Balance Sheet—Other

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

Notes to the Balance Sheet—Other, Continued

Dollar Amounts in Thousands				Bil	Mil	Thou
10.	TEXTB031					
11.	TEXTB032					
12.	TEXTB033					
13.	TEXTB034					
14.	TEXTB035					
15.	TEXTB036					
16.	TEXTB037					
17.	TEXTB038					
18.	TEXTB039					
19.	TEXTB040					
20.	TEXTB041					

Remarks

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

(TEXT4769)