

# Federal Financial Institutions Examination Council

Please refer to page i,

1

Table of Contents, for  
the required disclosure  
of estimated burden.

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

Report at the close of Business December 31, 2007

(20071231)

(RCON 9999)

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

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

NOTE: Each bank's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with the Federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for State nonmember banks and three directors for State member and National banks.

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

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

\_\_\_\_\_  
Director (Trustee)

\_\_\_\_\_  
Director (Trustee)

\_\_\_\_\_  
Director (Trustee)

\_\_\_\_\_  
Signature of Chief Financial Officer (or Equivalent)

\_\_\_\_\_  
Date of Signature

### Submission of Reports

Each bank must file its Reports of Condition and Income (Call Report) data by either:

- Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for data collection (<https://cdr.ffiec.gov/cdr/>), or
- Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data into the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (301) 495-7864, or by e-mail at [CDR.Help@ffiec.gov](mailto:CDR.Help@ffiec.gov).

### The Bank of New York

\_\_\_\_\_  
Legal Title of Bank (RSSD 9017)

**New York**

\_\_\_\_\_  
City (RSSD 9130)

**NY**

\_\_\_\_\_  
State Abbrev. (RSSD 9200)

**10286**

\_\_\_\_\_  
Zip Code (RSSD 9220)

FDIC Certificate Number

**00639**

(RSSD 9050)

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

## Table of Contents

<b>Signature Page</b>	Cover	Schedule RC-B - Securities _____	RC-3, 4, 5, 5a
<b>Contact Information</b> _____	ii, iii	Schedule RC-C - Loans and Lease Financing Receivables:	
		Part I. Loans and Leases _____	RC-6, 7, 7a
<b>Report of Income</b>		Part II. Loans to Small Businesses and Small Farms (to be completed for the June report only) _____	RC-7b, 7c
Schedule RI - Income Statement _____	RI-1, 2, 3		
Schedule RI-A - Changes in Equity Capital _____	RI-4	Schedule RC-D - Trading Assets and Liabilities (to be completed only by selected banks) _____	RC-8
Schedule RI-B - Charge-offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses _____	RI-4, 5, 6	Schedule RC-E - Deposit Liabilities _____	RC-9, 10
Schedule RI-D - Income from Foreign Offices _____	RI-6	Schedule RC-F - Other Assets _____	RC-11
Schedule RI-E - Explanations _____	RI-7, 8	Schedule RC-G - Other Liabilities _____	RC-11
<b>Report of Condition</b>		Schedule RC-H - Selected Balance Sheet Items for Domestic Offices _____	RC-12
Schedule RC - Balance Sheet _____	RC-1, 2	Schedule RC-I - Assets and Liabilities of IBFs _____	RC-12
Schedule RC-A - Cash and Balances Due From Depository Institutions _____	RC-3	Schedule RC-K - Quarterly Averages _____	RC-13
<b>Disclosure of Estimated Burden</b>		Schedule RC-L - Derivatives and Off-Balance Sheet Items _____	RC-14, 15
		Schedule RC-M - Memoranda _____	RC-16, 16a
		Schedule RC-N - Past Due and Nonaccrual Loans, Leases, and Other Assets _____	RC-17, 18, 18a
		Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments _____	RC-19, 20
		Schedule RC-P—Closed-End 1-4 Family Residential Mortgage Banking Activities in Domestic Offices (to be completed only by selected banks) _____	RC-20a
		<b>Schedule RC-Q—Financial Assets and Liabilities Measured at Fair Value (to be completed only by selected banks)</b> _____	RC-20b
		Schedule RC-R - Regulatory Capital _____	RC-21, 22 23, 24
		Schedule RC-S - Servicing, Securitization, and Asset Sale Activities _____	RC-25, 26, 27
		Schedule RC-T - Fiduciary and Related Services _____	RC-28, 29, 30
		Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income _____	RC-31

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

**Contact Information for the Reports of Condition and Income**

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

**Chief Financial Officer (or Equivalent) Signing the Reports**

Bruce W. Van Saun

Name (TEXT C490)

Chief Financial Officer

Title (TEXT C491)

bruce.vansaun@bnymellon.com

E-mail Address (TEXT C492)

(212) 635-1020

Telephone: Area code/phone number/extension (TEXT C493)

(212) 635-1070

FAX: Area code/phone number (TEXT C494)

**Other Person to Whom Questions about the Reports Should be Directed**

Robert L. De Paola

Name (TEXT C495)

Managing Director

Title (TEXT C496)

robert.de.paola@bnymellon.com

E-mail Address (TEXT 4086)

(212) 635-1413

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

(212) 635-8750

FAX: Area code/phone number (TEXT 9116)

**Emergency Contact Information**

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

**Primary Contact**

Bruce W. Van Saun

Name (TEXT C366)

Vice Chairman &amp; Chief Financial Officer

Title (TEXT C367)

bruce.vansaun@bnymellon.com

E-mail Address (TEXT C368)

(212) 635-1020

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

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FAX: Area code/phone number (TEXT C370)

**Secondary Contact**

Robert L. De Paola

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Managing Director

Title (TEXT C372)

robert.de.paola@bnymellon.com

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(212) 635-1413

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

(212) 635-8750

FAX: Area code/phone number (TEXT C375)

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

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

**Primary Contact**

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Matthew Biben

Name (TEXT C437)

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Managing Counsel

Title (TEXT C438)

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matthew.biben@bnymellon.com

E-mail Address (TEXT C439)

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(212) 635-1125

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

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(212) 635-1098

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**Secondary Contact**

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Kevin Suttlehan

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Managing Counsel

Title (TEXT C443)

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kevin.suttlehan@bnymellon.com

E-mail Address (TEXT C444)

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(212) 635-1183

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

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(212) 635-1098

FAX: Area code/phone number (TEXT C446)

**Third Contact**

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Name (TEXT C870)

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Title (TEXT C871)

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E-mail Address (TEXT C872)

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Telephone: Area code/phone number/extension (TEXT C873)

---

FAX: Area code/phone number (TEXT C874)**Fourth Contact**

---

Name (TEXT C875)

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Title (TEXT C876)

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E-mail Address (TEXT C877)

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Telephone: Area code/phone number/extension (TEXT C878)

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FAX: Area code/phone number (TEXT C879)

**New York**

City

**NY****10286**

State

Zip Code

FDIC Certificate Number: 00639

Submitted to CDR on 2/4/2008 at 2:00 PM

## Consolidated Report of Income

### for the period January 1, 2007 – December 31, 2007

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

### Schedule RI—Income Statement

	Dollar Amounts in Thousands		
	RIAD	Bil   Mil   Thou	
1. Interest Income:			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by real estate _____	4011	232,000	1.a.1.a
(b) Loans to finance agricultural production and other loans to farmers _____	4024	0	1.a.1.b
(c) Commercial and industrial loans _____	4012	74,000	1.a.1.c
(d) Loans to individuals for household, family, and other personal expenditures:			
(1) Credit cards _____	B485	0	1.a.1.d.1
(2) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) _____	B486	3,000	1.a.1.d.2
(e) Loans to foreign governments and official institutions _____	4056	0	1.a.1.e
(f) All other loans in domestic offices _____	B487	383,000	1.a.1.f
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs _____	4059	693,000	1.a.2
(3) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(2)) _____	4010	<b>1,385,000</b>	1.a.3
b. Income from lease financing receivables _____	4065	140,000	1.b
c. Interest income on balances due from depository institutions: (1) _____	4115	1,025,000	1.c
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities) _____	B488	37,000	1.d.1
(2) Mortgage-backed securities _____	B489	1,231,000	1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.) _____	4060	81,000	1.d.3
e. Interest income from trading assets _____	4069	62,000	1.e
f. Interest income on federal funds sold and securities purchased under agreements to resell _____	4020	258,000	1.f
g. Other interest income _____	4518	9,000	1.g
h. Total interest income (sum of items 1.a.(3) through 1.g) _____	4107	<b>4,228,000</b>	1.h
2. Interest expense:			
a. Interest on deposits:			
(1) Interest on deposits in domestic offices:			
(a) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) _____	4508	1,000	2.a.1.a
(b) Nontransaction accounts:			
(1) Savings deposits (includes MMDAs) _____	0093	225,000	2.a.1.b.1
(2) Time deposits of \$100,000 or more _____	A517	170,000	2.a.1.b.2
(3) Time deposits of less than \$100,000 _____	A518	1,000	2.a.1.b.3
(2) Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs _____	4172	1,682,000	2.a.2
b. Expense of federal funds purchased and securities sold under agreements to repurchase _____	4180	112,000	2.b
c. Interest on trading liabilities and other borrowed money _____	4185	229,000	2.c

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

## Schedule RI—Continued

	Year-to-date				
	RIAD	Bil	Mil		Thou
Dollar Amounts in Thousands					
2. Interest expense (continued):					
d. Interest on subordinated notes and debentures _____	4200		168,000	2.d	
e. Total interest expense (sum of items 2.a through 2.d) _____	4073		<b>2,588,000</b>	2.e	
3. Net interest income (item 1.h minus 2.e) _____			4074	<b>1,640,000</b>	3
4. Provision for loan and lease losses _____			4230	21,000	4
5. Noninterest income:					
a. Income from fiduciary activities (1) _____	4070		3,024,000	5.a	
b. Service charges on deposit accounts in domestic offices _____	4080		112,000	5.b	
c. Trading revenue (2) _____	A220		505,000	5.c	
d. (1) Fees and commissions from securities brokerage _____	C886		206,000	5.d.1	
(2) Investment banking, advisory, and underwriting fees and commissions _____	C888		8,000	5.d.2	
(3) Fees and commissions from annuity sales _____	C887		0	5.d.3	
(4) Underwriting income from insurance and reinsurance activities _____	C386		0	5.d.4	
(5) Income from other insurance activities _____	C387		0	5.d.5	
e. Venture capital revenue _____	B491		7,000	5.e	
f. Net servicing fees _____	B492		0	5.f	
g. Net securitization income _____	B493		0	5.g	
h. Not applicable					
i. Net gains (losses) on sales of loans and leases _____	5416		(3,000)	5.i	
j. Net gains (losses) on sales of other real estate owned _____	5415		0	5.j	
k. Net gains (losses) on sales of other assets (excluding securities) _____	B496		0	5.k	
l. Other noninterest income* _____	B497		812,000	5.l	
m. Total noninterest income (sum of items 5.a through 5.l) _____			4079	<b>4,671,000</b>	5.m
6. a. Realized gains (losses) on held-to-maturity securities _____			3521	0	6.a
b. Realized gains (losses) on available-for-sale securities _____			3196	(180,000)	6.b
7. Noninterest expense:					
a. Salaries and employee benefits _____	4135		2,281,000	7.a	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest) _____	4217		451,000	7.b	
c. (1) Goodwill impairment losses _____	C216		0	7.c.1	
(2) Amortization expense and impairment losses for other intangible assets _____	C232		63,000	7.c.2	
d. Other noninterest expense* _____	4092		1,388,000	7.d	
e. Total noninterest expense (sum of items 7.a through 7.d) _____			4093	<b>4,183,000</b>	7.e
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e) _____			4301	<b>1,927,000</b>	8
9. Applicable income taxes (on item 8) _____			4302	609,000	9
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9) _____			4300	<b>1,318,000</b>	10
11. Extraordinary items and other adjustments, net of income taxes* _____			4320	(6,000)	11
12. Net income (loss) (sum of items 10 and 11) _____			4340	<b>1,312,000</b>	12

\* Describe on Schedule RI-E - Explanations.

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

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

Legal Title of Bank

FDIC Certificate Number: 00639

Submitted to CDR on 2/4/2008 at 2:00 PM

## Schedule RI—Continued

### Memoranda

	Dollar Amounts in Thousands	Year-to-date			
		RIAD	Bil	Mil	
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes _____	4513			0	M.1
2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8) _____	8431		153,000		M.2
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b) _____	4313			0	M.3
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3)) _____	4507			4,000	M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number) _____	4150			19,000	M.5
6. Not applicable					
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition (1) _____	9106			0	M.7

8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c)

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

	RIAD	Bil	Mil	Thou	
a. Interest rate exposures _____	8757			38,000	M.8.a
b. Foreign exchange exposures _____	8758			411,000	M.8.b
c. Equity security and index exposures _____	8759			(3,000)	M.8.c
d. Commodity and other exposures _____	8760			0	M.8.d
e. Credit exposures _____	F186			59,000	M.8.e
9. 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 _____	C889			0	M.9.a
b. Net gains (losses) on credit derivatives held for purposes other than trading _____	C890			0	M.9.b
10. Credit losses on derivatives (see instructions) _____	A251			0	M.10

11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year? \_\_\_\_\_

RIAD	YES / NO
A530	NO

M.11

**Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, part I, Memorandum items 8.b and 8.c.**

12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a)) \_\_\_\_\_

Year-to-date			
RIAD	Bil	Mil	Thou
F228			N/A

M.12

(1) For example, a bank acquired on March 1, 2005, would report 2005/03/01

## Schedule RI-A—Changes in Equity Capital

Indicate decreases and losses in parentheses.

		Dollar Amounts in Thousands				
		RIAD	Bil	Mil	Thou	
1.	Total equity capital most recently reported for the December 31, 2006, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income) _____	3217		8,724,000		1
2.	Restatements due to corrections of material accounting errors and changes in accounting principles* _____	B507		0		2
3.	Balance end of previous calendar year as restated (sum of items 1 and 2) _____	B508		8,724,000		3
4.	Net income (loss) (must equal Schedule RI, item 12) _____	4340		1,312,000		4
5.	Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions) _____	B509		234,000		5
6.	Treasury stock transactions, net _____	B510		0		6
7.	Changes incident to business combinations, net _____	4356		0		7
8.	LESS: Cash dividends declared on preferred stock _____	4470		0		8
9.	LESS: Cash dividends declared on common stock _____	4460		611,000		9
10.	Other comprehensive income (1) _____	B511		(135,000)		10
11.	Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above) _____	4415		(552,000)		11
12.	Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28) _____	3210		8,972,000		12

\* Describe on Schedule RI-E - Explanations.

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

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

### Part I. Charge-offs and Recoveries on Loans and Leases

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

		( Column A ) Charge-offs (1)				( Column B ) Recoveries				
		Calendar year-to-date								
		RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou	
1.	Loans secured by real estate:									
a.	Construction, land development, and other land loans in domestic offices _____	3582			0	3583			0	1.a
b.	Secured by farmland in domestic offices _____	3584			0	3585			0	1.b
c.	Secured by 1-4 family residential properties in domestic offices:									
(1)	Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit _____	5411			0	5412			0	1.c.1
(2)	Closed-end loans secured by 1-4 family residential properties:									
(a)	Secured by first liens _____	C234			0	C217			0	1.c.2.a
(b)	Secured by junior liens _____	C235		1,000		C218			0	1.c.2.b
d.	Secured by multifamily (5 or more) residential properties in domestic offices _____	3588			0	3589			0	1.d
e.	Secured by nonfarm nonresidential properties in domestic offices _____	3590			0	3591			0	1.e
f.	In foreign offices _____	B512			0	B513			0	1.f
2.	Loans to depository institutions and acceptances of other banks:									
a.	To U.S. banks and other U.S. depository institutions _____	4653			0	4663			0	2.a
b.	To foreign banks _____	4654			0	4664			0	2.b
3.	Loans to finance agricultural production and other loans to farmers _____	4655			0	4665			0	3
4.	Commercial and industrial loans:									
a.	To U.S. addressees (domicile) _____	4645		3,000		4617			0	4.a
b.	To non-U.S. addressees (domicile) _____	4646		19,000		4618		1,000		4.b

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

## Schedule RI-B—Continued

### Part I. Continued

Dollar Amounts in Thousands

	( Column A ) Charge-offs (1)				( Column B ) Recoveries				
	Calendar year-to-date								
	RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou	
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards _____	B514			0	B515			0	5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) _____	B516			1,000	B517			1,000	5.b
6. Loans to foreign governments and official institutions _____	4643			0	4627			0	6
7. All other loans _____	4644			0	4628			0	7
8. Lease financing receivables:									
a. Leases to individuals for household, family, and other personal expenditures _____	F185			0	F187			0	8.a
b. All other leases _____	C880			36,000	F188			13,000	8.b
9. Total (sum of items 1 through 8) _____	4635			60,000	4605			15,000	9

### Memoranda

Dollar Amounts in Thousands

	( Column A ) Charge-offs (1)				( Column B ) Recoveries				
	Calendar year-to-date								
	RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above _____	5409			0	5410			0	M.1
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above): _____	4652			0	4662			0	M.2
3. Not applicable									

*Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.*

	Calendar year-to-date				
	RIAD	Bil	Mil	Thou	
	4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses) _____	C388			

Dollar Amounts in Thousands

	(Column A) Charge-offs (1)				(Column B) Recoveries				
	Calendar year-to-date								
	RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou	
5. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 5.a and 5.b must equal Schedule RI-B, part I, item 1.a):									
a. 1-4 family residential construction loans _____	C891			0	C892			0	M.5.a
b. Other construction loans and all land development and other land loans _____	C893			0	C894			0	M.5.b
6. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 6.a and 6.b must equal Schedule RI-B, part I, item 1.e):									
a. Loans secured by owner-occupied nonfarm nonresidential properties _____	C895			0	C896			0	M.6.a
b. Loans secured by other nonfarm nonresidential properties _____	C897			0	C898			0	M.6.b

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

## Schedule RI-B—Continued

### Part II. Changes in Allowance for Loan and Lease Losses

	Dollar Amounts in Thousands			
	RIAD	Bil	Mil	
1. Balance most recently reported for the December 31, 2006, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income) _____	B522		286,000	1
2. Recoveries (must equal part I, item 9, column B, above) _____	4605		15,000	2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4) _____	C079		60,000	3
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account _____	5523		0	4
5. Provision for loan and lease losses (must equal Schedule RI, item 4) _____	4230		21,000	5
6. Adjustments* (see instructions for this schedule) _____	C233		0	6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c) _____	3123		262,000	7

\* Describe on Schedule RI-E—Explanations.

Memoranda	Dollar Amounts in Thousands			
	RIAD	Bil	Mil	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above _____ <i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>	C435		0	M.1
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges _____	C389		N/A	M.2
3. Amount of allowance for loan and leases losses attributable to retail credit card fees and finance charges _____	C390		N/A	M.3
<b>Memorandum item 4 is to be completed by all banks.</b>				
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 RI-B, part II, item 7, above) _____	C781		0	M.4

## Schedule RI-D—Income from Foreign Offices

For all banks with foreign offices (including Edge or Agreement subsidiaries and IBFs) where foreign office revenues, assets, or net income exceed 10 percent of consolidated total revenues, total assets, or net income.

	Dollar Amounts in Thousands			
	Year-to-date			
	RIAD	Bil	Mil	Thou
1. Total interest income in foreign offices _____	C899		3,174,000	1
2. Total interest expense in foreign offices _____	C900		2,404,000	2
3. Provision for loan and lease losses in foreign offices _____	C901		0	3
4. Noninterest income in foreign offices:				
a. Trading revenue _____	C902		0	4.a
b. Investment banking, advisory, brokerage, and underwriting fees and commissions _____	C903		0	4.b
c. Net securitization income _____	C904		0	4.c
d. Other noninterest income _____	C905		1,449,000	4.d
5. Realized gains (losses) on held-to-maturity and available-for-sale securities in foreign offices _____	C906		(84,000)	5
6. Total noninterest expense in foreign offices _____	C907		1,263,000	6
7. Adjustments to pretax income in foreign offices for internal allocations to foreign offices to reflect the effects of equity capital on overall bank funding costs _____	C908		84,000	7
8. Applicable income taxes (on items 1 through 7) _____	C909		399,000	8
9. Extraordinary items and other adjustments, net of income taxes, in foreign offices _____	C910		0	9
10. Net income attributable to foreign offices before internal allocations of income and expense (item 1 plus or minus items 2 through 9) _____	C911		557,000	10
11. Internal allocations of income and expense applicable to foreign offices _____	C912		(70,000)	11
12. Eliminations arising from the consolidation of foreign offices with domestic offices _____	C913		(339,000)	12
13. Consolidated net income attributable to foreign offices (sum of items 10 through 12) _____	C914		148,000	13

## Schedule RI-E—Explanations

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

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

		Dollar Amounts in Thousands		Year-to-Date			
		RIAD	Bil	Mil	Thou		
1. Other noninterest income (from Schedule RI, item 5.l) Itemize and describe amounts that exceed 1% of the sum of Schedule RI, items 1.h and 5.m:							
<b>TEXT</b>							
a.	Income and fees from the printing and sale of checks	C013			0	1.a	
b.	Earnings on/increase in value of cash surrender value of life insurance	C014			0	1.b	
c.	Income and fees from automated teller machines (ATMs)	C016			0	1.c	
d.	Rent and other income from other real estate owned	4042			0	1.d	
e.	Safe deposit box rent	C015			0	1.e	
f.	4461	4461			0	1.f	
g.	4462	4462			0	1.g	
h.	4463	4463			0	1.h	
i.	<b>Net change in the fair values of financial instruments accounted for under a fair value option</b>	F229			0	1.i	
2. Other noninterest expense (from Schedule RI, item 7.d): Itemize and describe amounts that exceed 1% of the sum of of Schedule RI, items 1.h and 5.m:							
<b>TEXT</b>							
a.	Data processing expenses	C017			0	2.a	
b.	Advertising and marketing expenses	0497			0	2.b	
c.	Directors' fees	4136			0	2.c	
d.	Printing, stationery, and supplies	C018			0	2.d	
e.	Postage	8403			0	2.e	
f.	Legal fees and expenses	4141			0	2.f	
g.	FDIC deposit insurance assessments	4146			0	2.g	
h.	4464 Computer Software	4464			217,000	2.h	
i.	4467 Sub Custodian Charge	4467			164,000	2.i	
j.	4468 Discount Brokerage Clearing Fee	4468			95,000	2.j	
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and other adjustments):							
<b>TEXT</b>							
a.(1)	4469 Discontinued Operations	4469			(12,000)	3.a.1	
	(2) Applicable income tax effect	4486		(6,000)		3.a.2	
b.(1)	4487	4487			0	3.b.1	
	(2) Applicable income tax effect	4488		0		3.b.2	
c.(1)	4489	4489			0	3.c.1	
	(2) Applicable income tax effect	4491		0		3.c.2	



**New York**

City

**NY** **10286**

State Zip Code

FDIC Certificate Number: 00639

Submitted to CDR on 2/4/2008 at 2:00 PM

**13**

## Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for December 31, 2007

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

### Schedule RC—Balance Sheet

		Dollar Amounts in Thousands		RCFD	Tril	Bil	Mill	Thou	
<b>ASSETS</b>									
1. Cash and balances due from depository institutions (from Schedule RC-A):									
a. Noninterest-bearing balances and currency and coin (1) _____				0081				3,211,000	1.a
b. Interest-bearing balances (2) _____				0071				24,114,000	1.b
2. Securities:									
a. Held-to-maturity securities (from Schedule RC-B, column A) _____				1754				1,776,000	2.a
b. Available-for-sale securities (from Schedule RC-B, column D) _____				1773				25,801,000	2.b
3. Federal funds sold and securities purchased under agreements to resell:									
a. Federal funds sold in domestic offices _____				RCON					
				B987				7,888,000	3.a
				RCFD					
b. Securities purchased under agreements to resell (3) _____				B989				168,000	3.b
4. Loans and lease financing receivables (from Schedule RC-C):									
a. Loans and leases held for sale _____				5369				0	4.a
b. Loans and leases, net of unearned income _____		B528	34,419,000						4.b
c. LESS: Allowance for loan and lease losses _____		3123	262,000						4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c) _____				B529				34,157,000	4.d
5. Trading assets (from Schedule RC-D) _____									
				3545				4,576,000	5
6. Premises and fixed assets (including capitalized leases) _____									
				2145				946,000	6
7. Other real estate owned (from Schedule RC-M) _____									
				2150				3,000	7
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M) _____									
				2130				719,000	8
9. Not applicable									
10. Intangible assets:									
a. Goodwill _____				3163				2,492,000	10.a
b. Other intangible assets (from Schedule RC-M) _____				0426				1,002,000	10.b
11. Other assets (from Schedule RC-F) _____									
				2160				8,819,000	11
12. Total assets (sum of items 1 through 11) _____									
				2170				115,672,000	12

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

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

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

**Schedule RC—Continued**

Dollar Amounts in Thousands

Tril | Bil | Mil | Thou

LIABILITIES					
13. Deposits:					
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I) _____			RCON		
			2200		31,109,000
(1) Noninterest-bearing (1) _____	6631	18,814,000			
(2) Interest-bearing _____	6636	12,295,000			
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II) _____			RCFN		
			2200		54,411,000
(1) Noninterest-bearing _____	6631	3,890,000			
(2) Interest-bearing _____	6636	50,521,000			
14. Federal funds purchased and securities sold under agreements to repurchase:			RCON		
a. Federal funds purchased in domestic offices (2) _____			B993		893,000
			RCFD		
b. Securities sold under agreements to repurchase (3) _____			B995		110,000
15. Trading liabilities (from Schedule RC-D) _____			3548		3,743,000
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M) _____			3190		3,571,000
17. and 18. Not applicable					
19. Subordinated notes and debentures(4) _____			3200		2,955,000
20. Other liabilities (from Schedule RC-G) _____			2930		9,751,000
21. Total liabilities (sum of items 13 through 20) _____			2948		106,543,000
22. Minority interest in consolidated subsidiaries _____			3000		157,000
EQUITY CAPITAL					
23. Perpetual preferred stock and related surplus _____			3838		0
24. Common stock _____			3230		1,135,000
25. Surplus (exclude all surplus related to preferred stock) _____			3839		2,368,000
26. a. Retained earnings _____			3632		5,918,000
b. Accumulated other comprehensive income (5) _____			B530		(449,000)
27. Other equity capital components (6) _____			A130		0
28. Total equity capital (sum of items 23 through 27) _____			3210		8,972,000
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28) _____			3300		115,672,000

Memorandum

To be reported with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2006 \_\_\_\_\_

RCFD	Number
6724	N/A

M.1

- |  |   |
|--|---|
| <p>1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank</p> <p>2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)</p> <p>3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm</p> | <p>4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)</p> <p>5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)</p> <p>6 = Review of the bank's financial statements by external auditors</p> <p>7 = Compilation of the bank's financial statements by external auditors</p> <p>8 = Other audit procedures (excluding tax preparation work)</p> <p>9 = No external audit work</p> |
|--|---|

- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
- (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
- (3) Includes all securities repurchase agreements in domestic and foreign offices, regardless of maturity.
- (4) Includes limited-life preferred stock and related surplus.
- (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
- (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

### Schedule RC-A—Cash and Balances Due From Depository Institutions

Exclude assets held for trading.

Dollar Amounts in Thousands	(Column A) Consolidated Bank				(Column B) Domestic Offices				
	RCFD	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
1. Cash items in process of collection, unposted debits, and currency and coin _____	0022			950,000					1
a. Cash items in process of collection and unposted debits _____					0020			818,000	1.a
b. Currency and coin _____					0080			131,000	1.b
2. Balances due from depository institutions in the U.S. _____					0082			49,000	2
a. U.S. branches and agencies of foreign banks (including their IBFs) _____	0083			354,000					2.a
b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs) _____	0085			43,000					2.b
3. Balances due from banks in foreign countries and foreign central banks _____					0070			157,000	3
a. Foreign branches of other U.S. banks _____	0073			836,000					3.a
b. Other banks in foreign countries and foreign central banks _____	0074			25,127,000					3.b
4. Balances due from Federal Reserve Banks _____	0090			15,000	0090			15,000	4
5. Total (sum of items 1 through 4) (total of column A must equal Schedule RC, sum of items 1.a and 1.b) _____	0010			27,325,000	0010			1,170,000	5

### Schedule RC-B—Securities

Exclude assets held for trading.

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale									
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value							
	RCFD	Bil   Mil   Thou	RCFD	Bil   Mil   Thou	RCFD	Bil   Mil   Thou	RCFD	Bil   Mil   Thou						
1. U.S. Treasury securities _____	0211		0	0213		0	1286		21,000	1287		21,000	1	
2. U.S. Government agency obligations (exclude mortgage-backed securities):														
a. Issued by U.S. Government agencies (1) _____	1289		0	1290		0	1291		0	1293		0	2.a	
b. Issued by U.S. Government-sponsored agencies (2) _____	1294		0	1295		0	1297		727,000	1298		728,000	2.b	
3. Securities issued by states and political subdivisions in the U.S. _____	8496		0	8497		0	8498		57,000	8499		59,000	3	

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

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

**Schedule RC-B—Continued**

Dollar Amounts in Thousands	Held-to-maturity								Available-for-sale							
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
4. Mortgage-backed securities (MBS):																
a. Pass-through securities:																
(1) Guaranteed by GNMA _____	1698		220,000		1699		221,000		1701		170,000		1702		172,000	4.a.1
(2) Issued by FNMA and FHLMC _____	1703		455,000		1705		458,000		1706		1,866,000		1707		1,877,000	4.a.2
(3) Other pass-through securities _____	1709		0		1710		0		1711		0		1713		0	4.a.3
b. Other mortgage-backed securities (include CMOs, REMICs and stripped MBS):																
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA _____	1714		32,000		1715		31,000		1716		261,000		1717		261,000	4.b.1
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA _____	1718		0		1719		0		1731		0		1732		0	4.b.2
(3) All other mortgage-backed securities _____	1733		1,069,000		1734		1,050,000		1735		21,977,000		1736		21,645,000	4.b.3
5. Asset-backed securities (ABS) _____	C026		0		C988		0		C989		327,000		C027		246,000	5
6. Other debt securities:																
a. Other domestic debt securities _____	1737		0		1738		0		1739		267,000		1741		235,000	6.a
b. Foreign debt securities _____	1742		0		1743		0		1744		408,000		1746		402,000	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values (1) _____									A510		156,000		A511		155,000	7
8. Total (sum of items 1 through 7) (total of Column A must equal Schedule RC item 2.a) (total of column D must equal Schedule RC, item 2.b) _____	1754		<b>1,776,000</b>		1771		<b>1,760,000</b>		1772		<b>26,237,000</b>		1773		<b>25,801,000</b>	8

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

**Schedule RC-B—Continued**

Memoranda	Dollar Amounts in Thousands	RCFD	Bil	Mil	Thou	
1. Pledged securities (1) _____		0416		15,485,000		M.1
2. Maturity and repricing data for debt securities (1, 2) (excluding those in nonaccrual status):						
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3,4)						
(1) Three months or less _____		A549		1,308,000		M.2.a.1
(2) Over three months through 12 months _____		A550		16,000		M.2.a.2
(3) Over one year through three years _____		A551		236,000		M.2.a.3
(4) Over three years through five years _____		A552		19,000		M.2.a.4
(5) Over five years through 15 years _____		A553		18,000		M.2.a.5
(6) Over 15 years _____		A554		95,000		M.2.a.6
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3,5)						
(1) Three months or less _____		A555		4,000		M.2.b.1
(2) Over three months through 12 months _____		A556		63,000		M.2.b.2
(3) Over one year through three years _____		A557		23,000		M.2.b.3
(4) Over three years through five years _____		A558		1,092,000		M.2.b.4
(5) Over five years through 15 years _____		A559		179,000		M.2.b.5
(6) Over 15 years _____		A560		1,363,000		M.2.b.6
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of: (6)						
(1) Three years or less _____		A561		8,036,000		M.2.c.1
(2) Over three years _____		A562		14,911,000		M.2.c.2
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above) _____		A248		1,338,000		M.2.d
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer) _____		1778		0		M.3
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):						
a. Amortized cost _____		8782		0		M.4.a
b. Fair value _____		8783		0		M.4.b

- (1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
- (2) Exclude investments in mutual funds and other equity securities with readily determinable fair values.
- (3) Report fixed rate debt securities by remaining maturity and floating rate debt securities by next repricing date.
- (4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 5, and 6, columns A and D, plus mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.b, sum of columns A and D.

**Schedule RC-B—Continued**

Memoranda (continued)

Dollar Amounts in Thousands	Held-to-maturity								Available-for-sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
5. Asset-backed securities (ABS) (for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5):																	
a. Credit card receivables _____	B838		0		B839		0		B840		0		B841		0		M.5.a
b. Home equity lines _____	B842		0		B843		0		B844		0		B845		0		M.5.b
c. Automobile loans _____	B846		0		B847		0		B848		0		B849		0		M.5.c
d. Other consumer loans _____	B850		0		B851		0		B852		0		B853		0		M.5.d
e. Commercial and industrial loans _____	B854		0		B855		0		B856		0		B857		0		M.5.e
f. Other _____	B858		0		B859		0		B860		327,000		B861		246,000		M.5.f

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

### Part I. Loans and Leases

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or 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 Bank			(Column B) Domestic Offices					
	RCFD	Bil	Mil	Thou	RCON	Bil		Mil	Thou
1. Loans secured by real estate _____	1410	4,425,000							1
a. Construction, land development, and other land loans _____					1415	134,000			1.a
b. Secured by farmland (including farm residential and other improvements) _____					1420	0			1.b
c. Secured by 1-4 family residential properties:									
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit _____					1797	70,000			1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens _____					5367	3,129,000			1.c.2.a
(b) Secured by junior liens _____					5368	17,000			1.c.2.b
d. Secured by multifamily (5 or more) residential properties _____					1460	270,000			1.d
e. Secured by nonfarm nonresidential properties _____					1480	340,000			1.e
2. Loans to depository institutions and acceptances of other banks:									
a. To commercial banks in the U.S. _____					B531	7,000			2.a
(1) To U.S. branches and agencies of foreign banks _____	B532	7,000							2.a.1
(2) To other commercial banks in the U.S. _____	B533	19,000							2.a.2
b. To other depository institutions in the U.S. _____	B534	0			B534	0			2.b
c. To banks in foreign countries _____					B535	570,000			2.c
(1) To foreign branches of other U.S. banks _____	B536	529,000							2.c.1
(2) To other banks in foreign countries _____	B537	4,244,000							2.c.2
3. Loans to finance agricultural production and other loans to farmers _____	1590	9,000			1590	1,000			3
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile) _____	1763	4,370,000			1763	770,000			4.a
b. To non-U.S. addressees (domicile) _____	1764	762,000			1764	9,000			4.b
5. Not applicable.									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
a. Credit cards _____	B538	0			B538	0			6.a
b. Other revolving credit plans _____	B539	38,000			B539	38,000			6.b
c. Other consumer loans (includes single payment, installment, and all student loans) _____	2011	278,000			2011	87,000			6.c
7. Loans to foreign government and official institutions (including foreign central banks) _____	2081	674,000			2081	0			7
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S. _____	2107	0			2107	0			8
9. Other loans _____	1563	14,200,000							9
a. Loans for purchasing or carrying securities (secured and unsecured) _____					1545	4,581,000			9.a
b. All other loans (exclude consumer loans) _____					1564	4,418,000			9.b
10. Lease financing receivables (net of unearned income) _____					2165	4,885,000			10
<b>a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) _____</b>	F162	0							10.a
<b>b. All other leases _____</b>	F163	4,885,000							10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above _____	2123	21,000			2123	12,000			11
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule RC, sum of items 4.a and 4.b) _____	2122	34,419,000			2122	19,314,000			12

**Schedule RC-C—Continued**

**Part I. Continued**

Memoranda	Dollar Amounts in Thousands		RCFD	Bil	Mill	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures) _____			1616			0	M.1
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):							
a. Closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of: (1, 2)			RCON				
(1) Three months or less _____	A564					131,000	M.2.a.1
(2) Over three months through 12 months _____	A565					431,000	M.2.a.2
(3) Over one year through three years _____	A566					510,000	M.2.a.3
(4) Over three years through five years _____	A567					340,000	M.2.a.4
(5) Over five years through 15 years _____	A568					552,000	M.2.a.5
(6) Over 15 years _____	A569					1,146,000	M.2.a.6
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of: (1,3)			RCFD				
(1) Three months or less _____	A570					23,849,000	M.2.b.1
(2) Over three months through 12 months _____	A571					2,333,000	M.2.b.2
(3) Over one year through three years _____	A572					144,000	M.2.b.3
(4) Over three years through five years _____	A573					122,000	M.2.b.4
(5) Over five years through 15 years _____	A574					1,961,000	M.2.b.5
(6) Over 15 years _____	A575					2,788,000	M.2.b.6
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status) _____	A247					19,292,000	M.2.c
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column A (4) _____			2746			975,000	M.3
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (included in Schedule RC-C, part I, item 1.c.(2)(a), column B) _____			RCON				
	5370					1,726,000	M.4
5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, item 1, column A) _____			RCFD				
	B837					4,000	M.5
<i>Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>							
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a., column A _____	C391					N/A	M.6
<b>Memorandum item 7 is to be completed by all banks.</b>							
7. 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 _____	C779					0	M.7.a
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9 _____	C780					0	M.7.b

- (1) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.
- (2) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties in domestic offices included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.
- (3) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties in domestic offices included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, Part I, sum of items 1 through 10, column A, minus total closed-end loans secured by first liens on 1-4 family residential properties in domestic offices from Schedule RC-C, part I, item 1.c.(2)(a), column B.
- (4) Exclude loans secured by real estate that are included in Schedule RC-C, part I, item 1, column A.

## Schedule RC-C—Continued

### Part I. Continued

Memoranda	Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	
<b>8. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:</b>						
<b>a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and (b)) _____</b>						
		F230			0	M.8.a
<b><i>Memorandum items 8.b and 8.c are to be completed by banks that had closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and (b)) as of December 31, 2006, 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 RC-C, part I, item 12, column B).</i></b>						
<b>b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties _____</b>						
		F231			N/A	M.8.b
<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 8.a above _____</b>						
		F232			N/A	M.8.c
<b>9. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 9.a and 9.b must equal Schedule RC-C, part I, item 1.a):</b>						
<b>a. 1–4 family residential construction loans _____</b>						
		F158			1,000	M.9.a
<b>b. Other construction loans and all land development and other land loans _____</b>						
		F159			133,000	M.9.b
<b>10. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 10.a and 10.b must equal Schedule RC-C, part I, item 1.e):</b>						
<b>a. Loans secured by owner-occupied nonfarm nonresidential properties _____</b>						
		F160			1,000	M.10.a
<b>b. Loans secured by other nonfarm nonresidential properties _____</b>						
		F161			339,000	M.10.b

Legal Title of Bank

FDIC Certificate Number: 00639

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## Schedule RC-D—Trading Assets and Liabilities

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

Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
<b>ASSETS</b>						
1. U.S. Treasury securities in domestic offices _____		3531		101,000		1
2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities) _____		3532		0		2
3. Securities issued by states and political subdivisions in the U.S. in domestic offices _____		3533		0		3
4. Mortgage-backed securities (MBS) in domestic offices:						
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA _____		3534		0		4.a
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS) _____		3535		0		4.b
c. All other mortgage-backed securities _____		3536		0		4.c
5. Other debt securities in domestic offices _____		3537		0		5
6. - 8. Not applicable						
9. Other trading assets in domestic offices _____		3541		468,000		9
		RCFN				
10. Trading assets in foreign offices _____		3542		574,000		10
11. Derivatives with a positive fair value:		RCON				
a. In domestic offices _____		3543		2,822,000		11.a
		RCFN				
b. In foreign offices _____		3543		611,000		11.b
		RCFD				
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5) _____		3545		<b>4,576,000</b>		12
<b>LIABILITIES</b>						
13. Liability for short positions _____		3546		120,000		13
14. Derivatives with a negative fair value _____		3547		3,623,000		14
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule RC, item 15) _____		3548		<b>3,743,000</b>		15

## Schedule RC-E—Deposit Liabilities

### Part I. Deposits in Domestic Offices

Dollar Amounts in Thousands	Transaction Accounts								Nontransaction Accounts				
	(Column A) Total transaction accounts (including total demand deposits)				(Column B) Memo: Total demand deposits (included in column A)				(Column C) Total nontransaction accounts (including MMDAs)				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
Deposits of:													
1. Individuals, partnerships and corporations (include all certified and official checks)	B549	4,032,000							B550	25,916,000			1
2. U.S. Government	2202	28,000							2520	0			2
3. States and political subdivisions in the U.S.	2203	21,000							2530	7,000			3
4. Commercial banks and other depository institutions in the U.S.	B551	89,000							B552	10,000			4
5. Banks in foreign countries	2213	765,000							2236	193,000			5
6. Foreign governments and official institutions (including foreign central banks)	2216	23,000							2377	25,000			6
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	4,958,000			2210	4,902,000			2385	26,151,000			7

Memoranda	Dollar Amounts in Thousands				RCON	Bil	Mil	Thou	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):									
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835	3,000							M.1.a
b. Total brokered deposits	2365	0							M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above): (1)									
(1) Issued in denominations of less than \$100,000	2343	0							M.1.c.1
(2) Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less	2344	0							M.1.c.2
d. Maturity data for brokered deposits:									
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)	A243	0							M.1.d.1
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	A244	0							M.1.d.2
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) <b>(to be completed for the December report only)</b>	5590	25,000							M.1.e
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 7, column C above):									
a. Savings deposits:									
(1) Money market deposit accounts (MMDAs)	6810	5,601,000							M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352	227,000							M.2.a.2
b. Total time deposits of less than \$100,000	6648	5,000							M.2.b
c. Total time deposits of \$100,000 or more	2604	20,318,000							M.2.c
(1) Individual Retirement Accounts (IRAs) and Keogh Plan accounts included in Memorandum item 2.c, "Total time deposits of \$100,000 or more," above	F233	1,000							M.2.c.1

(1) Report brokered retirement deposit accounts eligible for \$250,000 in deposit insurance coverage in Memorandum item 1.c.(1) only if they have been issued in denominations of less than \$100,000. Report brokered retirement deposit accounts in Memorandum item 1.c.(2) if they have been issued either in denominations of exactly \$100,000 through exactly \$250,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$250,000 or less.

## Schedule RC-E—Continued

### Part I. Continued

Memoranda (continued)	Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	
<b>3. Maturity and repricing data for time deposits of less than \$100,000:</b>						
<b>a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of: (1,2)</b>						
(1) Three months or less _____		A579		2,000		M.3.a.1
(2) Over three months through 12 months _____		A580		2,000		M.3.a.2
(3) Over one year through three years _____		A581		1,000		M.3.a.3
(4) Over three years _____		A582		0		M.3.a.4
<b>b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above)(3) _____</b>						
		A241		4,000		M.3.b
<b>4. Maturity and repricing data for time deposits of \$100,000 or more:</b>						
<b>a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of: (1,4)</b>						
(1) Three months or less _____		A584		19,422,000		M.4.a.1
(2) Over three months through 12 months _____		A585		312,000		M.4.a.2
(3) Over one year through three years _____		A586		500,000		M.4.a.3
(4) Over three years _____		A587		84,000		M.4.a.4
<b>b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above)(3) _____</b>						
		A242		19,034,000		M.4.b

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

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

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

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

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

Deposits of:	Dollar Amounts in Thousands	RCFN	Bil	Mil	Thou	
<b>1. Individuals, partnerships, and corporations (include all certified and official checks) _____</b>						
		B553		44,846,000		1
<b>2. U.S. banks (including IBFs and foreign branches of U.S. banks) and other U.S. depository institutions _____</b>						
		B554		209,000		2
<b>3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs) _____</b>						
		2625		8,815,000		3
<b>4. Foreign governments and official institutions (including foreign central banks) _____</b>						
		2650		541,000		4
<b>5. U.S. Government and states and political subdivisions in the U.S. _____</b>						
		B555		0		5
<b>6. Total (sum of items 1 through 5) (must equal Schedule RC, item 13.b) _____</b>						
		2200		<b>54,411,000</b>		6

Memorandum	Dollar Amounts in Thousands	RCFN	Bil	Mil	Thou	
<b>1. Time deposits with a remaining maturity of one year or less (included in Part II, item 6 above) _____</b>						
		A245		16,788,000		M.1

### Schedule RC-F—Other Assets

				Dollar Amounts in Thousands				
				RCFD	Bil	Mil	Thou	
1.	Accrued interest receivable (1) _____			B556		481,000		1
2.	Net deferred tax assets (2) _____			2148		2,000		2
3.	Interest-only strips receivable (not in the form of a security) (3) on:							
	a.	Mortgage loans _____		A519		0		3.a
	b.	Other financial assets _____		A520		0		3.b
4.	Equity securities that DO NOT have readily determinable fair values (4) _____			1752		185,000		4
5.	Life insurance assets _____			C009		1,785,000		5
6.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item) _____			2168		6,366,000		6
	<b>TEXT</b>							
	a.	Prepaid Expenses	2166	0				6.a
	b.	Repossessed personal property (including vehicles)	1578	0				6.b
	c.	Derivatives with a positive fair value held for purposes other than trading	C010	0				6.c
	d.	Retained interests in accrued interest receivable related to securitized credit cards	C436	0				6.d
e.	3549	Accounts Receivable	3549	2,691,000				6.e
f.	3550		3550	0				6.f
g.	3551		3551	0				6.g
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11) _____			2160		<b>8,819,000</b>		7

### Schedule RC-G—Other Liabilities

				Dollar Amounts in Thousands				
				RCFD	Bil	Mil	Thou	
1.	a.	Interest accrued and unpaid on deposits in domestic offices(5) _____		3645		19,000		1.a
	b.	Other expenses accrued and unpaid (includes accrued income taxes payable) _____		RCFD				
				3646		1,316,000		1.b
2.	Net deferred tax liabilities (2) _____			3049		2,710,000		2
3.	Allowance for credit losses on off-balance sheet credit exposures _____			B557		113,000		3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item) _____			2938		5,593,000		4
	<b>TEXT</b>							
	a.	Accounts Payable	3066	0				4.a
	b.	Deferred compensation liabilities	C011	0				4.b
	c.	Dividends declared but not yet payable	2932	0				4.c
	d.	Derivatives with a negative fair value held for purposes other than trading	C012	0				4.d
e.	3552		3552	0				4.e
f.	3553		3553	0				4.f
g.	3554		3554	0				4.g
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20) _____			2930		<b>9,751,000</b>		5

- (1) Include accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets.
- (2) See discussion of deferred income taxes in Glossary entry on "income taxes."
- (3) Report interest-only strips receivable in the form of a security as available-for sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.
- (4) Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock
- (5) For savings banks, includes "dividends" accrued and unpaid on deposits.

Legal Title of Bank

FDIC Certificate Number: 00639

Submitted to CDR on 2/4/2008 at 2:00 PM

### Schedule RC-H—Selected Balance Sheet Items for Domestic Offices

	Dollar Amounts in Thousands				
	Domestic Offices				
	RCON	Bil	Mil	Thou	
1. and 2. Not applicable					
3. Securities purchased under agreements to resell _____	B989		0		3
4. Securities sold under agreements to repurchase _____	B995		110,000		4
5. Other borrowed money _____ <i>EITHER</i>	3190		973,000		5
6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs _____ <i>OR</i>	2163		0		6
7. Net due to own foreign offices, Edge and Agreement subsidiaries, and IBFs _____	2941		6,266,000		7
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs) _____	2192		60,422,000		8
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs) _____	3129		45,027,000		9

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

	RCON	Bil	Mil	Thou	
10. U.S. Treasury securities _____	1039		21,000		10
11. U.S. Government agency obligations (exclude mortgage-backed securities) _____	1041		727,000		11
12. Securities issued by states and political subdivisions in the U.S. _____	1042		57,000		12
13. Mortgage-backed securities (MBS):					
a. Pass-through securities:					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA _____	1043		2,711,000		13.a.1
(2) Other pass-through securities _____	1044		0		13.a.2
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA _____	1209		293,000		13.b.1
(2) All other mortgage-backed securities _____	1280		14,333,000		13.b.2
14. Other domestic debt securities (include domestic asset-backed securities) _____	1281		477,000		14
15. Foreign debt securities (include foreign asset-backed securities) _____	1282		3,000		15
16. Investments in mutual funds and other equity securities with readily determinable fair values _____	A510		133,000		16
17. Total amortized (historical) cost of both held-to-maturity and available-for-sale securities (sum of items 10 through 16) _____	1374		18,755,000		17
18. Equity securities that do not have readily determinable fair values _____	1752		185,000		18

### Schedule RC-I—Assets and Liabilities of IBFs

To be completed only by banks with IBFs and other "foreign" offices.

	Dollar Amounts in Thousands				
	RCFN	Bil	Mil	Thou	
1. Total IBF assets of the consolidated bank (component of Schedule RC, item 12) _____	2133		4,813,000		1
2. Total IBF liabilities (component of Schedule RC, item 21) _____	2898		5,094,000		2

## Schedule RC-K—Quarterly Averages (1)

Dollar Amounts in Thousands

RCFD	Tril   Bil   Mil   Thou
3381	28,612,000
B558	972,000
B559	26,011,000
B560	1,320,000
3365	6,547,000
RCON	
3360	14,461,000
3385	3,904,000
3386	1,000
3387	646,000
B561	0
B562	108,000
RCFN	
3360	13,065,000
RCFD	
3401	4,923,000
3484	4,869,000
3368	117,780,000
RCON	
3485	17,000
B563	5,458,000
A514	20,132,000
A529	6,000
RCFN	
3404	57,232,000
RCFD	
3353	3,391,000
3355	2,413,000

### ASSETS

1. Interest-bearing balances due from depository institutions _____		1
2. U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities) _____		2
3. Mortgage-backed securities (2) _____		3
4. All other securities (2, 3) (includes securities issued by states and political subdivisions in the U.S.) _____		4
5. Federal funds sold and securities purchased under agreements to resell _____		5
6. Loans:		
a. Loans in domestic offices:		
(1) Total loans _____		6.a.1
(2) Loans secured by real estate _____		6.a.2
(3) Loans to finance agricultural production and other loans to farmers _____		6.a.3
(4) Commercial and industrial loans _____		6.a.4
(5) Loans to individuals for household, family, and other personal expenditures:		
(a) Credit cards _____		6.a.5.a
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) _____		6.a.5.b
b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs _____		6.b
7. Trading assets _____		7
8. Lease financing receivables (net of unearned income) _____		8
9. Total assets(4) _____		9

### LIABILITIES

10. Interest-bearing transaction accounts in domestic offices (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits) _____		10
11. Nontransaction accounts in domestic offices:		
a. Savings deposits (includes MMDAs) _____		11.a
b. Time deposits of \$100,000 or more _____		11.b
c. Time deposits of less than \$100,000 _____		11.c
12. Interest-bearing deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs _____		12
13. Federal funds purchased and securities sold under agreements to repurchase _____		13
14. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) _____		14

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

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

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

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

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

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

		Dollar Amounts in Thousands				RCFD	Bil	Mil	Thou	
1. Unused commitments:										
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines _____						3814		112,000		1.a
b. Credit card lines _____						3815		0		1.b
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)) _____										
(a) 1-4 family residential construction loan commitments _____		F164			0	3816		301,000		1.c.1 1.c.1.a
(b) Commercial real estate, other construction loan, and land development loan commitments _____		F165			301,000					1.c.1.b
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate _____						6550		526,000		1.c.2
d. Securities underwriting _____						3817		0		1.d
e. Other unused commitments _____						3818		38,373,000		1.e
2. Financial standby letters of credit and foreign office guarantees _____						3819		14,017,000		2
a. Amount of financial standby letters of credit conveyed to others _____			3820		2,378,000					2.a
3. Performance standby letters of credit and foreign office guarantees _____						3821		982,000		3.
a. Amount of performance standby letters of credit conveyed to others _____			3822		111,000					3.a
4. Commercial and similar letters of credit _____						3411		1,165,000		4
5. Not applicable										
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank) _____						3433		382,625,000		6
		(Column A) Guarantor			(Column B) Beneficiary					
		RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
7. Credit derivatives:										
a. Notional amounts:										
(1) Credit default swaps _____		C968			2,000	C969			2,089,000	7.a.1
(2) Total return swaps _____		C970			0	C971			170,000	7.a.2
(3) Credit options _____		C972			0	C973			0	7.a.3
(4) Other credit derivatives _____		C974			0	C975			0	7.a.4
b. Gross fair values:										
(1) Gross positive fair value _____		C219			0	C221			38,000	7.b.1
(2) Gross negative fair value _____		C220			0	C222			3,000	7.b.2
8. Spot foreign exchange contracts _____						8765		16,219,000		8
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital") _____						3430		3,280,000		9
<b>TEXT</b>										
a. Securities borrowed _____			3432		0					9.a
b. Commitments to purchase when-issued securities _____			3434		0					9.b
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf _____			C978		0					9.c
d.	3555 Guarantee provided to BNY Mellon Asset Servicing B.V.		3555		3,280,000					9.d
e.	3556 _____		3556		0					9.e
f.	3557 _____		3557		0					9.f
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC item 28., "Total equity capital") _____						5591		0		10
<b>TEXT</b>										
a. Commitments to sell when-issued securities _____			3435		0					10.a
b.	5592 _____		5592		0					10.b
c.	5593 _____		5593		0					10.c
d.	5594 _____		5594		0					10.d
e.	5595 _____		5595		0					10.e

**Schedule RC-L—Continued**

Dollar Amounts in Thousands

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

11.a

11.b

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts			
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou
<b>Derivatives Position Indicators</b>																
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):																
a. Futures contracts _____	RCFD 8693 62,010,000				RCFD 8694 0				RCFD 8695 889,000				RCFD 8696 0			
b. Forward contracts _____	RCFD 8697 11,954,000				RCFD 8698 140,527,000				RCFD 8699 5,000				RCFD 8700 0			
c. Exchange-traded option contracts:																
(1) Written options _____	RCFD 8701 6,991,000				RCFD 8702 1,284,000				RCFD 8703 1,126,000				RCFD 8704 0			
(2) Purchased options _____	RCFD 8705 7,288,000				RCFD 8706 524,000				RCFD 8707 1,115,000				RCFD 8708 0			
d. Over-the-counter option contracts:																
(1) Written options _____	RCFD 8709 179,680,000				RCFD 8710 5,893,000				RCFD 8711 3,877,000				RCFD 8712 0			
(2) Purchased options _____	RCFD 8713 152,571,000				RCFD 8714 6,450,000				RCFD 8715 2,553,000				RCFD 8716 0			
e. Swaps _____	RCFD 3450 344,715,000				RCFD 3826 3,479,000				RCFD 8719 51,000				RCFD 8720 0			
13. Total gross notional amount of derivative contracts held for trading _____	RCFD A126 751,174,000				RCFD A127 153,920,000				RCFD 8723 9,616,000				RCFD 8724 0			
14. Total gross notional amount of derivative contracts held for purposes other than trading _____	RCFD 8725 14,035,000				RCFD 8726 4,237,000				RCFD 8727 0				RCFD 8728 0			
a. Interest rate swaps where the bank has agreed to pay a fixed rate _____	RCFD A589 6,576,000															
15. Gross fair values of derivative contracts:																
a. Contracts held for trading:																
(1) Gross positive fair value _____	RCFD 8733 5,648,000				RCFD 8734 1,408,000				RCFD 8735 248,000				RCFD 8736 0			
(2) Gross negative fair value _____	RCFD 8737 5,673,000				RCFD 8738 1,345,000				RCFD 8739 377,000				RCFD 8740 0			
b. Contracts held for purposes other than trading:																
(1) Gross positive fair value _____	RCFD 8741 254,000				RCFD 8742 64,000				RCFD 8743 0				RCFD 8744 0			
(2) Gross negative fair value _____	RCFD 8745 301,000				RCFD 8746 55,000				RCFD 8747 0				RCFD 8748 0			

12.a

12.b

12.c.1

12.c.2

12.d.1

12.d.2

12.e

13

14

14.a

15.a.1

15.a.2

15.b.1

15.b.2

## Schedule RC-M—Memoranda

Dollar Amounts in Thousands		RCFD	Bil	Mil	Thou	
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:						
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests _____		6164		2,000		1.a
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations _____		6165	Number	1		1.b
2. Intangible assets other than goodwill:						
a. Mortgage servicing assets _____		3164		0		2.a
(1) Estimated fair value of mortgage servicing assets _____		A590		0		2.a.1
b. Purchased credit card relationships and nonmortgage servicing assets _____		B026		0		2.b
c. All other identifiable intangible assets _____		5507		1,002,000		2.c
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b) _____		0426		1,002,000		2.d
3. Other real estate owned:						
a. Direct and indirect investments in real estate ventures _____		5372		0		3.a
b. All other real estate owned:		RCON				
(1) Construction, land development, and other land in domestic offices _____		5508		0		3.b.1
(2) Farmland in domestic offices _____		5509		0		3.b.2
(3) 1-4 family residential properties in domestic offices _____		5510		3,000		3.b.3
(4) Multifamily (5 or more) residential properties in domestic offices _____		5511		0		3.b.4
(5) Nonfarm nonresidential properties in domestic offices _____		5512		0		3.b.5
(6) Foreclosed properties from "GNMA loans" _____		C979		0		3.b.6
(7) In foreign offices _____		RCFN				
		5513		0		3.b.7
		RCFD				
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7) _____		2150		3,000		3.c
4. Investments in unconsolidated subsidiaries and associated companies:						
a. Direct and indirect investments in real estate ventures _____		5374		0		4.a
b. All other investments in unconsolidated subsidiaries and associated companies _____		5375		719,000		4.b
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8) _____		2130		719,000		4.c
5. Other borrowed money:						
a. Federal Home Loan Bank advances:						
(1) Advances with a remaining maturity or next repricing date of: (1)						
(a) One year or less _____		F055		0		5.a.1.a
(b) Over one year through three years _____		F056		0		5.a.1.b
(c) Over three years through five years _____		F057		0		5.a.1.c
(d) Over five years _____		F058		0		5.a.1.d
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above) (2) _____		2651		0		5.a.2
(3) Structured advances (included in items 5.a.(1)(a) - (d) above) _____		F059		0		5.a.3
b. Other borrowings:						
(1) Other borrowings with a remaining maturity or next repricing date of: (3)						
(a) One year or less _____		F060		2,934,000		5.b.1.a
(b) Over one year through three years _____		F061		0		5.b.1.b
(c) Over three years through five years _____		F062		0		5.b.1.c
(d) Over five years _____		F063		637,000		5.b.1.d
(2) Other borrowings with a REMAINING MATURITY of one year or less (included in item 5.b.(1)(a) above) (4) _____		B571		400,000		5.b.2
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16) _____		3190		3,571,000		5.c

- (1) Report fixed rate advances by remaining maturity and floating rate advances by next repricing date.
- (2) Report both fixed and floating rate advances by remaining maturity. Exclude floating rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.
- (3) Report fixed rate other borrowings by remaining maturity and floating rate other borrowings by next repricing date.
- (4) Report both fixed and floating rate other borrowings by remaining maturity. Exclude floating rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

**Schedule RC-M—Continued**

Dollar Amounts in Thousands

	RCFD	YES / NO	
6. Does the reporting bank sell private label or third party mutual funds and annuities? _____	B569	YES	6

	RCFD	Bil   Mil   Thou	
7. Assets under the reporting bank's management in proprietary mutual funds and annuities _____	B570	23,001,000	7

8. Primary Internet Web site address of the bank (home page), if any (example: www.examplebank.com) (TEXT 4087) <u>http://www.bnymellon.com</u>			8
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	RCFD	YES / NO	
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site? _____	4088	YES	9

10. Secured liabilities:			
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule RC, item 14.a) _____	RCON F064	Bil   Mil   Thou 0	10.a
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d)) _____	RCFD F065	76,000	10.b

### Schedule RC-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				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
	1. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic offices	2759		32,000		2769		0		3492		22,000		1.a
b. Secured by farmland in domestic offices	3493		0		3494		0		3495		0		1.b
c. Secured by 1-4 family residential properties in domestic offices:													
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398		0		5399		0		5400		0		1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens	C236		50,000		C237		10,000		C229		19,000		1.c.2.a
(b) Secured by junior liens	C238		0		C239		0		C230		0		1.c.2.b
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		0		3500		0		3501		0		1.d
e. Secured by nonfarm nonresidential properties in domestic offices													
	3502		3,000		3503		0		3504		0		1.e
	RCFN				RCFN				RCFN				
f. In foreign offices	B572		47,000		B573		0		B574		0		1.f
2. Loans to depository institutions and acceptances of other banks:													
a. To U.S. banks and other U.S. depository institutions	RCFD				RCFD				RCFD				
	5377		0		5378		0		5379		0		2.a
b. To foreign banks	5380		0		5381		0		5382		0		2.b
3. Loans to finance agricultural production and other loans to farmers													
	1594		0		1597		0		1583		0		3
4. Commercial and industrial loans:													
a. To U.S. addressees (domicile)	1251		7,000		1252		0		1253		8,000		4.a
b. To non-U.S. addressees (domicile)	1254		0		1255		0		1256		3,000		4.b
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575		0		B576		0		B577		0		5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)													
	B578		4,000		B579		0		B580		0		5.b
6. Loans to foreign governments and official institutions													
	5389		1,000		5390		0		5391		0		6
7. All other loans													
	5459		171,000		5460		343,000		5461		81,000		7
8. Lease financing receivables:													
a. Leases to individuals for household, family, and other personal expenditures													
	F166		0		F167		0		F168		0		8.a
b. All other leases													
	F169		0		F170		0		F171		0		8.b
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)													
	3505		0		3506		0		3507		59,000		9

**Schedule RC-N—Continued**

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual		
	RCFD	Bil   Mil   Thou		RCFD	Bil   Mil   Thou		RCFD	Bil   Mil   Thou	
	10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government _____	5612	0	5613	0	5614	0		
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans") _____	5615	0	5616	0	5617	0			10.a
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above _____	C866	0	C867	0	C868	0			10.b

Memoranda Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual		
	RCFD	Bil   Mil   Thou		RCFD	Bil   Mil   Thou		RCFD	Bil   Mil   Thou	
	1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1) _____	1658	0	1659	0	1661	11,000		
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above _____	6558	5,000	6559	19,000	6560	0			M.2
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above) _____	1248	0	1249	0	1250	0			M.3
4. Not applicable									
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above) _____	C240	0	C241	0	C226	0			M.5

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

7. Additions to nonaccrual assets during the quarter _____	C410	132,000				M.7
8. Nonaccrual assets sold during the quarter _____	C411	0				M.8

**Schedule RC-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		
	RCON	Bil   Mil   Thou		RCON	Bil   Mil   Thou		RCON	Bil   Mil   Thou	
<b>9. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 9.a and 9.b must equal Schedule RC-N, item 1.a):</b>									
<b>a. 1–4 family residential construction loans</b>	F172	1,000		F174	0		F176	0	M.9.a
<b>b. Other construction loans and all land development and other land loans</b>	F173	31,000		F175	0		F177	22,000	M.9.b
<b>10. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 10.a and 10.b must equal Schedule RC-N, item 1.e):</b>									
<b>a. Loans secured by owner-occupied nonfarm nonresidential properties</b>	F178	0		F180	0		F182	0	M.10.a
<b>b. Loans secured by other nonfarm nonresidential properties</b>	F179	3,000		F181	0		F183	0	M.10.b

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

Each bank must complete either (1) items A through C and Memorandum items 1 through 3 or (2) items 1 through 12 and Memorandum items 1 through 3. A bank that chooses to complete items A through C must continue to complete these items each quarter thereafter. A bank that completes items A through C may also choose to complete items D through F, but must continue to complete items D through F each quarter thereafter.

Dollar Amounts in Thousands		RCFD	Bil	Mil	Thou	
<b>A. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations</b> _____						A
		F236			N/A	
<b>B. Total allowable exclusions (including foreign deposits)</b> _____						B
		F237			N/A	
		RCFN				
<b>C. Total foreign deposits (included in item B above)</b> _____						C
		F234			N/A	
		RCFD				
<b>D. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations</b> _____						D
		F238			N/A	
<b>E. Total daily average of allowable exclusions (including foreign deposits)</b> _____						E
		F239			N/A	
		RCFN				
<b>F. Total daily average of foreign deposits (included in item E above)</b> _____						F
		F235			N/A	
Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
1. Unposted debits (see instructions):						
a. Actual amount of all unposted debits _____		0030			0	1.a
<i>OR</i>						
b. Separate amount of unposted debits:						
(1) Actual amount of unposted debits to demand deposits _____		0031		12,000		1.b.1
(2) Actual amount of unposted debits to time and savings deposits (1) _____		0032			0	1.b.2
2. Unposted credits (see instructions):						
a. Actual amount of all unposted credits _____		3510			0	2.a
<i>OR</i>						
b. Separate amount of unposted credits:						
(1) Actual amount of unposted credits to demand deposits _____		3512		480,000		2.b.1
(2) Actual amount of unposted credits to time and savings deposits (1) _____		3514			0	2.b.2
3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits in domestic offices) _____						3
		3520			0	
4. Deposits of consolidated subsidiaries in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions (not included in total deposits) :						
a. Demand deposits of consolidated subsidiaries _____		2211		2,900,000		4.a
b. Time and savings deposits (1) of consolidated subsidiaries _____		2351			0	4.b
c. Interest accrued and unpaid on deposits of consolidated subsidiaries _____		5514			0	4.c
5. Deposits in insured branches in Puerto Rico and U.S. territories and possessions:						
a. Demand deposits in insured branches (included in Schedule RC-E, Part II) _____		2229			0	5.a
b. Time and saving deposits (1) in insured branches (included in Schedule RC-E, Part II) _____		2383			0	5.b
c. Interest accrued and unpaid on deposits in insured branches (included in Schedule RC-G, item 1.b) _____		5515			0	5.c
6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:						
a. Amount reflected in demand deposits (included in Schedule RC-E, Part I, Item 7, column B) _____		2314		2,000		6.a
b. Amount reflected in time and savings deposits (1) (included in Schedule RC-E, Part I, Item 7, column A or C, but not column B) _____		2315			0	6.b
7. Unamortized premiums and discounts on time and savings deposits: (1,2)						
a. Unamortized premiums _____		5516		8,000		7.a
b. Unamortized discounts _____		5517			0	7.b
8. Not applicable						
9. Deposits in lifeline accounts _____		5596				9
10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits in domestic offices) _____						10
		8432			0	

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

(2) Exclude core deposit intangibles.

**Schedule RC-O—Continued**

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

**Memoranda**

		Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	
1.	Total deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal the sum of Schedule RC, item 13.a, and Schedule RC-O, items 5.a and 5.b):						
a.	<b>Deposit accounts (excluding retirement accounts) of \$100,000 or less: (1)</b>						
	(1) Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less _____		F049		429,000		M.1.a.1
	(2) Number of deposit accounts (excluding retirement accounts) of \$100,000 or less (to be completed for the June report only) _____	RCON	Number				
		F050	319,212				M.1.a.2
b.	<b>Deposit accounts (excluding retirement accounts) of more than \$100,000: (1)</b>						
	(1) Amount of deposit accounts (excluding retirement accounts) of more than \$100,000 _____		F051		30,677,000		M.1.b.1
	(2) Number of deposit accounts (excluding retirement accounts) of more than \$100,000 _____	RCON	Number				
		F052	12,053				M.1.b.2
c.	Retirement deposit accounts of \$250,000 or less: (1)						
	(1) Amount of retirement deposit accounts of \$250,000 or less _____		F045		2,000		M.1.c.1
	(2) Number of retirement deposit accounts of \$250,000 or less (to be completed for the June report only) _____	RCON	Number				
		F046	209				M.1.c.2
d.	Retirement deposit accounts of more than \$250,000: (1)						
	(1) Amount of retirement deposit accounts of more than \$250,000 _____		F047		1,000		M.1.d.1
	(2) Number of retirement deposit accounts of more than \$250,000 _____	RCON	Number				
		F048	3				M.1.d.2

**Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (2)**

2.	Estimated amount of uninsured deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions (see instructions) _____		5597		29,722,000		M.2
3.	Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report or Thrift Financial Report ? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:						
	Text	RCON	FDIC Cert No.				
	A545	A545			0		M.3

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

(2) The \$1 billion asset size test is generally based on the total assets reported in the June 30, 2006, Report of Condition.

Legal Title of Bank

FDIC Certificate Number: 00639

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## Schedule RC-P—Closed-End 1-4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule RC-P is to be completed by (1) all banks with \$1 billion or more in total assets<sup>1</sup> and (2) banks 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<sup>2</sup> 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	RCON	Bil	Mil	Thou	
1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale <sup>2</sup> :					
a. First liens _____	F066			0	1.a
b. Junior liens _____	F067			0	1.b
2. Wholesale originations and purchases during the quarter of closed-end 1-4 family residential mortgage loans for sale <sup>2</sup> :					
a. First liens _____	F068			0	2.a
b. Junior liens _____	F069			0	2.b
3. Closed-end 1-4 family residential mortgage loans sold during the quarter:					
a. First liens _____	F070			0	3.a
b. Junior liens _____	F071			0	3.b
4. Closed-end 1-4 family residential mortgage loans held for sale at quarter-end (included in Schedule RC, item 4.a):					
a. First liens _____	F072			0	4.a
b. Junior liens _____	F073			0	4.b
5. Noninterest income for the quarter from the sale, securitization, and servicing of closed-end 1-4 family residential mortgage loans (included in Schedule RI, items 5.f, 5.g, and 5.i) _____	RIAD				
	F184			0	5

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2006, Report of Condition.

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

### Schedule RC-Q—Financial Assets and Liabilities Measured at Fair Value

Schedule RC-Q is to be completed by banks that have adopted FASB Statement No. 157, "Fair Value Measurements," and (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule RC-D—Trading Assets and Liabilities.

		Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule RC)							
		(Column A) Total Fair Value Reported on Schedule RC			(Column B) Level 2 Fair Value Measurements			(Column C) Level 3 Fair Value Measurements	
		RCFD	Bil   Mil   Thou		RCFD	Bil   Mil   Thou		RCFD	Bil   Mil   Thou
Dollar Amounts in Thousands									
<b>ASSETS</b>									
<b>1. Loans and leases</b>		F243	N/A		F244	N/A	F245	N/A	1
<b>2. Trading assets</b>		F246	N/A		F247	N/A	F248	N/A	2
<b>a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 2, above)</b>		F240	N/A		F241	N/A	F242	N/A	2.a
<b>3. All other financial assets and servicing assets</b>		F249	N/A		F250	N/A	F251	N/A	3
<b>LIABILITIES</b>									
<b>4. Deposits</b>		F252	N/A		F253	N/A	F254	N/A	4
<b>5. Trading liabilities</b>		F255	N/A		F256	N/A	F257	N/A	5
<b>6. All other financial liabilities and servicing liabilities</b>		F258	N/A		F259	N/A	F260	N/A	6
<b>7. Loan commitments (not accounted for as derivatives)</b>		F261	N/A		F262	N/A	F263	N/A	7

## Schedule RC-R—Regulatory Capital

Dollar Amounts in Thousands

	RCFD	Bil   Mil   Thou		
<b>Tier 1 capital</b>				
1. Total equity capital (from Schedule RC, item 28) _____	3210	<b>8,972,000</b>	1	
2. LESS: Net unrealized gains (losses) on available-for-sale securities (1) (if a gain, report as a positive value; if a loss, report as a negative value) _____	8434	(236,000)	2	
3. LESS: Net unrealized loss on available-for-sale EQUITY securities (1) (report loss as a positive value) _____	A221	0	3	
4. LESS: Accumulated net gains (losses) on cash flow hedges (1) (if a gain, report as a positive value; if a loss, report as a negative value) _____	4336	(143,000)	4	
5. LESS: Nonqualifying perpetual preferred stock _____	B588	0	5	
6. Qualifying minority interests in consolidated subsidiaries _____	B589	500,000	6	
7. a. LESS: Disallowed goodwill and other disallowed intangible assets _____	B590	3,348,000	7.a	
<b>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's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value) _____</b>	F264	0	7.b	
8. Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, 7a, and 7b) _____	C227	<b>6,503,000</b>	8	
9.a. LESS: Disallowed servicing assets and purchased credit card relationships _____	B591	0	9.a	
b. LESS: Disallowed deferred tax assets _____	5610	0	9.b	
10. Other additions to (deductions from) Tier 1 capital _____	B592	(39,000)	10	
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) _____	8274	<b>6,464,000</b>	11	
<b>Tier 2 capital</b>				
12. Qualifying subordinated debt and redeemable preferred stock _____	5306	2,440,000	12	
13. Cumulative perpetual preferred stock includible in Tier 2 capital _____	B593	0	13	
14. Allowance for loan and lease losses includible in Tier 2 capital _____	5310	375,000	14	
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital _____	2221	0	15	
16. Other Tier 2 capital components _____	B594	0	16	
17. Tier 2 capital (sum of items 12 through 16) _____	5311	<b>2,815,000</b>	17	
18. Allowable Tier 2 capital (lesser of item 11 or 17) _____	8275	<b>2,815,000</b>	18	
19. Tier 3 capital allocated for market risk _____	1395	0	19	
20. LESS: Deductions for total risk-based capital _____	B595	0	20	
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20) _____	3792	<b>9,279,000</b>	21	
<b>Total assets for leverage ratio</b>				
	RCFD	Tril   Bil   Mil   Thou		
22. Average total assets (from Schedule RC-K, item 9) _____	3368	<b>117,780,000</b>	22	
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) _____	B590	<b>3,348,000</b>	23	
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) _____	B591	<b>0</b>	24	
25. LESS: Disallowed deferred tax assets (from item 9.b above) _____	5610	<b>0</b>	25	
26. LESS: Other deductions from assets for leverage capital purposes _____	B596	(143,000)	26	
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) _____	A224	<b>114,575,000</b>	27	
<b>Adjustments for financial subsidiaries</b>				
	RCFD	Bil   Mil   Thou		
28.a Adjustment to Tier 1 capital reported in item 11 _____	C228	0	28.a	
b. Adjustment to total risk-based capital reported in item 21 _____	B503	0	28.b	
29. Adjustment to risk-weighted assets reported in item 62 _____	B504	0	29	
30. Adjustment to average total assets reported in item 27 _____	B505	0	30	
<b>Capital ratios</b>				
(Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries.)				
	(Column A)		(Column B)	
	RCFD	Percentage	RCFD	Percentage
31. Tier 1 leverage ratio (2) _____	7273	<b>0.00%</b>	7204	<b>5.64%</b>
32. Tier 1 risk-based capital ratio (3) _____	7274	<b>0.00%</b>	7206	<b>8.24%</b>
33. Total risk-based capital ratio (4) _____	7275	<b>0.00%</b>	7205	<b>11.82%</b>

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

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

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

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

### Schedule RC-R—Continued

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

	(Column A) Totals (from Schedule RC)	(Column B) Items Not Subject to Risk-Weighting	(Column C)	(Column D)	(Column E)	(Column F)	
			Allocation by Risk Weight Category				
			0%	20%	50%	100%	
Dollar Amounts in Thousands							
	Tril   Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	
<b>Balance Sheet Asset Categories</b>							
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC, items 1.a and 1.b)	RCFD 0010 <b>27,325,000</b>	RCFD C869 0	RCFD B600 257,000	RCFD B601 27,068,000		RCFD B602 0	34
35. Held-to-maturity securities	RCFD 1754 <b>1,776,000</b>	RCFD B603 0	RCFD B604 221,000	RCFD B605 1,370,000	RCFD B606 0	RCFD B607 185,000	35
36. Available-for-sale securities	RCFD 1773 <b>25,801,000</b>	RCFD B608 (435,000)	RCFD B609 130,000	RCFD B610 24,660,000	RCFD B611 350,000	RCFD B612 1,096,000	36
37. Federal funds sold and securities purchased under agreements to resell	RCFD C225 <b>8,056,000</b>		RCFD C063 168,000	RCFD C064 7,888,000		RCFD B520 0	37
38. Loans and leases held for sale	RCFD 5369 <b>0</b>	RCFD B617 0	RCFD B618 0	RCFD B619 0	RCFD B620 0	RCFD B621 0	38
39. Loans and leases, net of unearned income	RCFD B528 <b>34,419,000</b>	RCFD B622 0	RCFD B623 2,161,000	RCFD B624 6,382,000	RCFD B625 3,516,000	RCFD B626 22,360,000	39
40. LESS: Allowance for loan and lease losses	RCFD 3123 <b>262,000</b>	RCFD 3123 <b>262,000</b>					40
41. Trading assets	RCFD 3545 <b>4,576,000</b>	RCFD B627 4,576,000	RCFD B628 0	RCFD B629 0	RCFD B630 0	RCFD B631 0	41
42. All other assets (1)	RCFD B639 <b>13,981,000</b>	RCFD B640 3,304,000	RCFD B641 0	RCFD B642 215,000	RCFD B643 10,000	RCFD 5339 10,452,000	42
43. Total assets (sum of items 34 through 42)	RCFD 2170 <b>115,672,000</b>	RCFD B644 <b>7,183,000</b>	RCFD 5320 <b>2,937,000</b>	RCFD 5327 <b>67,583,000</b>	RCFD 5334 <b>3,876,000</b>	RCFD 5340 <b>34,093,000</b>	43

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

Legal Title of Bank

FDIC Certificate Number: 00639

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**Schedule RC-R—Continued**

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)	(Column C)	(Column D)	(Column E)	(Column F)	
				Allocation by Risk Weight Category				
				0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil   Mil   Thou		Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	
<b>Derivatives and Off-Balance Sheet Items</b>	RCFD B546	See footnote 2	RCFD B547	RCFD B548	RCFD B581	RCFD B582	RCFD B583	
44. Financial standby letters of credit	14,017,000	1.00	14,017,000	202,000	3,835,000	0	9,980,000	44
45. Performance standby letters of credit	RCFD 3821		RCFD B650	RCFD B651	RCFD B652	RCFD B653	RCFD B654	
	982,000	.50	491,000	14,000	43,000	0	434,000	45
46. Commercial and similar letters of credit	RCFD 3411		RCFD B655	RCFD B656	RCFD B657	RCFD B658	RCFD B659	
	1,165,000	.20	233,000	0	4,000	0	229,000	46
47. Risk participations in bankers acceptances acquired by the reporting institution	RCFD 3429		RCFD B660	RCFD B661	RCFD B662		RCFD B663	
	0	1.00	0	0	0		0	47
48. Securities lent	RCFD 3433		RCFD B664	RCFD B665	RCFD B666	RCFD B667	RCFD B668	
	382,625,000	1.00	382,625,000	379,845,000	2,779,000	0	1,000	48
49. Retained recourse on small business obligations sold with recourse	RCFD A250		RCFD B669	RCFD B670	RCFD B671	RCFD B672	RCFD B673	
	0	1.00	0	0	0	0	0	49
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	RCFD B541	* Below	RCFD B542				RCFD B543	
	0	12.500	0				0	50
51. All other financial assets sold with recourse	RCFD B675		RCFD B676	RCFD B677	RCFD B678	RCFD B679	RCFD B680	
	0	1.00	0	0	0	0	0	51
52. All other off-balance sheet liabilities	RCFD B681		RCFD B682	RCFD B683	RCFD B684	RCFD B685	RCFD B686	
	3,895,000	1.00	3,895,000	0	3,430,000	103,000	362,000	52
53. Unused commitments with an original maturity exceeding one year	RCFD 3833		RCFD B687	RCFD B688	RCFD B689	RCFD B690	RCFD B691	
	24,762,000	.50	12,381,000	0	931,000	0	11,450,000	53
54. Derivative contracts			RCFD A167	RCFD B693	RCFD B694	RCFD B695		
			9,079,000	16,000	4,094,000	4,969,000		54

(1) Column A multiplied by credit conversion factor.

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

For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

(3) Or institution specific factor. (Entering an 'M' allows for data entry in Column B.)

**Schedule RC-R—Continued**

	Dollar Amounts in Thousands											
	(Column C)			(Column D)			(Column E)			(Column F)		
	Allocation by Risk Weight Category											
	0%			20%			50%			100%		
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
<b>Totals</b>												
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	RCFD B696			RCFD B697			RCFD B698			RCFD B699		
	<b>383,014,000</b>			<b>82,699,000</b>			<b>8,948,000</b>			<b>56,549,000</b>		
56. Risk weight factor	* 0%			* 20%			* 50%			* 100%		
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCFD B700			RCFD B701			RCFD B702			RCFD B703		
	<b>0</b>			<b>16,539,800</b>			<b>4,474,000</b>			<b>56,549,000</b>		
58. Market risk equivalent assets							RCFD 1651			908,000		
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)							RCFD B704			<b>78,470,800</b>		
60. LESS: Excess allowance for loan and lease losses							RCFD A222			0		
61. LESS: Allocated transfer risk reserve							RCFD 3128			0		
62. Total risk-weighted assets (item 59 minus items 60 and 61)							RCFD A223			<b>78,470,800</b>		

Memoranda

	Dollar Amounts in Thousands	
	RCFD	Bil   Mil   Thou
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards	8764	4,240,000

	With a remaining maturity of					
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years	
	RCFD	Tril Bil Mil Thou	RCFD	Tril Bil Mil Thou	RCFD	Tril Bil Mil Thou
2. Notional principal amounts of derivative contracts: (1)						
a. Interest rate contracts	3809	119,077,000	8766	223,851,000	8767	116,451,000
b. Foreign exchange contracts	3812	139,217,000	8769	6,472,000	8770	1,516,000
c. Gold contracts	8771	0	8772	0	8773	0
d. Other precious metals contracts	8774	0	8775	0	8776	0
e. Other commodity contracts	8777	0	8778	0	8779	0
f. Equity derivative contracts	A000	2,316,000	A001	458,000	A002	62,000
g. Credit derivative contracts:						
(1) Investment grade	C980	373,000	C981	802,000	C982	1,000
(2) Subinvestment grade	C983	113,000	C984	972,000	C985	0

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



**Schedule RC-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	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou		
6. Amount of ownership (or seller's) interest carried as:									
a. Securities (included in Schedule RC-B or or in Schedule RC, item 5)		RCFD B761 0	RCFD B762 0			RCFD B763 0	6.a		
b. Loans (included in Schedule RC-C)		RCFD B500 0	RCFD B501 0			RCFD B502 0	6.b		
7. Past due loan amounts included in interests reported in item 6.a:									
a. 30-89 days past due		RCFD B764 0	RCFD B765 0			RCFD B766 0	7.a		
b. 90 days or more past due		RCFD B767 0	RCFD B768 0			RCFD B769 0	7.b		
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):									
a. Charge-offs		RIAD B770 0	RIAD B771 0			RIAD B772 0	8.a		
b. Recoveries		RIAD B773 0	RIAD B774 0			RIAD B775 0	8.b		
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>									
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements		RCFD B776 0	RCFD B777 0	RCFD B778 0	RCFD B779 0	RCFD B780 0	RCFD B781 172,000	RCFD B782 0	9
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures		RCFD B783 0	RCFD B784 0	RCFD B785 0	RCFD B786 0	RCFD B787 0	RCFD B788 0	RCFD B789 6,792,000	10

**Schedule RC-S—Continued**

	(Column A)		(Column B)		(Column C)		(Column D)	(Column E)	(Column F)	(Column G)
	1-4 Family Residential Loans		Home Equity Lines		Credit Card Receivables		Auto Loans	Other Consumer Loans	Commercial and Industrial Loans	All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Bil   Mil   Thou		Bil   Mil   Thou		Bil   Mil   Thou		Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou
<b>Bank Asset Sales</b>										
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank _____	RCFD B790		RCFD B791		RCFD B792		RCFD B793	RCFD B794	RCFD B795	RCFD B796
	0		0		0		0	0	0	0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11 _____	RCFD B797		RCFD B798		RCFD B799		RCFD B800	RCFD B801	RCFD B802	RCFD B803
	0		0		0		0	0	0	0

11

12

Memoranda

	Dollar Amounts in Thousands	RCFD	Bil   Mil   Thou	
1. Small Business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
a. Outstanding principal balance _____		A249	0	M.1.a
b. Amount of retained recourse on these obligations as of the report date _____		A250	0	M.1.b
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):				
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements _____		B804	0	M.2.a
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements _____		B805	0	M.2.b
c. Other financial assets (includes home equity lines)(1) _____		A591	0	M.2.c
3. Asset-backed commercial paper conduits:				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company _____		B806	0	M.3.a.1
(2) Conduits sponsored by other unrelated institutions _____		B807	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's holding company _____		B808	133,000	M.3.b.1
(2) Conduits sponsored by other unrelated institutions _____		B809	308,000	M.3.b.2
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C (2) _____		C407	N/A	M.4

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

(2) Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

## Schedule RC-T—Fiduciary and Related Services

Items 12 through 18, items 19.a through 23, and Memorandum item 4 will not be made available to the public on an individual institution basis.

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

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

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

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

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

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

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

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

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
Dollar Amounts in Thousands	Tril Bil Mil Thou	Tril Bil Mil Thou			
<b>FIDUCIARY AND RELATED ASSETS</b>	RCFD B868	RCFD B869	RCFD B870	RCFD B871	
4. Personal trust and agency accounts _____	10,973,000	0	8,032	0	4
5. Retirement related trust and agency accounts:	RCFD B872	RCFD B873	RCFD B874	RCFD B875	
a. Employee benefit-defined contribution _____	258,000	993,000	26	80	5.a
	RCFD B876	RCFD B877	RCFD B878	RCFD B879	
b. Employee benefit-defined benefit _____	1,916,000	2,249,000	82	100	5.b
	RCFD B880	RCFD B881	RCFD B882	RCFD B883	
c. Other retirement accounts _____	449,000	1,256,000	590	1,066	5.c
	RCFD B884	RCFD B885	RCFD C001	RCFD C002	
6. Corporate trust and agency accounts _____	14,224,000	767,449,000	75	53,799	6
	RCFD B886		RCFD B888		
7. Investment management agency accounts _____	11,422,000		4,569		7
	RCFD B890	RCFD B891	RCFD B892	RCFD B893	
8. Other fiduciary accounts _____	0	0	0	0	8

Legal Title of Bank

RC-29

FDIC Certificate Number: 00639

Submitted to CDR on 2/4/2008 at 2:00 PM

### Schedule RC-T—Continued

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
	Tril Bil Mil Thou	Tril Bil Mil Thou			
Dollar Amounts in Thousands					
<b>FIDUCIARY AND RELATED ASSETS—Continued</b>					
9. Total fiduciary accounts (sum of items 4 through 8)	<b>39,242,000</b>	<b>771,947,000</b>	<b>13,374</b>	<b>55,045</b>	9
10. Custody and safekeeping accounts		15,891,500,000		310,950	10
11. Fiduciary accounts held in foreign offices (included in items 9 and 10)	3,150,000	5,919,242,000	197	82,241	11

	Dollar Amounts in Thousands		
	RIAD	Bil   Mil   Thou	
<b>FIDUCIARY AND RELATED SERVICES INCOME</b>			
12. Personal trust and agency accounts	B904	83,000	12
13. Retirement related trust and agency accounts:			
a. Employee benefit—defined contribution	B905	21,000	13.a
b. Employee benefit—defined benefit	B906	13,000	13.b
c. Other retirement accounts	B907	0	13.c
14. Corporate trust and agency accounts	A479	719,000	14
15. Investment management agency accounts	B908	127,000	15
16. Other fiduciary accounts	A480	0	16
17. Custody and safekeeping accounts	B909	1,770,000	17
18. Other fiduciary and related services income	B910	291,000	18
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)	4070	<b>3,024,000</b>	19
a. Fiduciary and related services income-foreign offices (included in item 19)	B912	926,000	19.a
20. Less: Expenses	C058	3,497,000	20
21. Less: Net losses from fiduciary and related services	A488	68,056	21
22. Plus: Intracompany income credits for fiduciary and related services	B911	1,152,000	22
23. Net fiduciary and related services income	A491	<b>610,944</b>	23

#### Memoranda

	Dollar Amounts in Thousands		
	RCFD	Bil   Mil   Thou	
<b>1. Managed assets held in personal trust and agency accounts:</b>			
a. Noninterest-bearing deposits	B913	0	M.1.a
b. Interest-bearing deposits	B914	348,457	M.1.b
c. U.S. Treasury and U.S. Government agency obligations	B915	361,750	M.1.c
d. State, county and municipal obligations	B916	666,499	M.1.d
e. Money market mutual funds	B917	487,075	M.1.e
f. Other short-term obligations	B918	18,227	M.1.f
g. Other notes and bonds	B919	249,087	M.1.g
h. Common and preferred stocks	B920	8,596,505	M.1.h
i. Real estate mortgages	B921	8,782	M.1.i
j. Real estate	B922	147,300	M.1.j
k. Miscellaneous assets	B923	89,318	M.1.k
l. Total managed assets held in personal trust and agency accounts (sum of Memorandum items 1.a through 1.k) (must equal Schedule RC-T, item 4, column A)	B868	<b>10,973,000</b>	M.1.l

Legal Title of Bank

RC-30

FDIC Certificate Number: 00639

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## Schedule RC-T—Continued

Memoranda—Continued

	(Column A) Number of Issues		(Column B) Principal Amount Outstanding	
	Dollar Amounts in Thousands		Tri Bil Mil Thou	
2. Corporate trust and agency accounts:	RCFD		RCFD B928	
a. Corporate and municipal trusteeships _____	B927	24,287	3,722,106,000	
b. Transfer agent, registrar, paying agent, and other corporate agency _____	B929	19,900		

M.2.a

M.2.b

	(Column A) Number of Funds		(Column B) Market Value of Fund Assets	
	Dollar Amounts in Thousands		RCFD   Bil   Mil   Thou	
3. Collective investment funds and common trust funds:	RCFD		RCFD	
a. Domestic equity _____	B931	116	B932	5,497,600
b. International/Global equity _____	B933	14	B934	539,000
c. Stock/Bond blend _____	B935	0	B936	0
d. Taxable bond _____	B937	0	B938	0
e. Municipal bond _____	B939	0	B940	0
f. Short term investments/Money market _____	B941	0	B942	0
g. Specialty/Other _____	B943	0	B944	0
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g) _____	B945	130	B946	6,036,600

M.3.a

M.3.b

M.3.c

M.3.d

M.3.e

M.3.f

M.3.g

M.3.h

	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries	
	Dollar Amounts in Thousands		RIAD   Mil   Thou		RIAD   Mil   Thou	
4. Fiduciary settlements, surcharges, and other losses:	RIAD		RIAD		RIAD	
a. Personal trust and agency accounts _____	B947	171	B948	0	B949	0
b. Retirement related trust and agency accounts _____	B950	29	B951	0	B952	0
c. Investment management agency accounts _____	B953	0	B954	55,928	B955	0
d. Other fiduciary accounts and related services _____	B956	11,928	B957	0	B958	0
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 21) _____	B959	12,128	B960	55,928	B961	0

M.4.a

M.4.b

M.4.c

M.4.d

M.4.e

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

Robert Call, Vice President  
Name and Title (TEXT B962)

robert.call@bnymellon.com  
E-mail Address (TEXT B926)

(212) 635-1396  
Telephone: Area code/phone number/extension (TEXT B963)

(212) 635-8750  
FAX: Area code/phone number (TEXT B964)



**REPORT OF CONDITION**

Consolidating domestic and foreign subsidiaries of the  
**The Bank of New York**  
**in the state of NY at close of business on December 31, 2007**  
published in response to call made by (Enter additional information below)


**Statement of Resources and Liabilities**

Dollar Amounts in Thousands

<b>ASSETS</b>		
Cash and balances due from depository institutions:		
Noninterest-bearing balances and currency and coin _____		<b>3,211,000</b>
Interest-bearing balances _____		<b>24,114,000</b>
Securities:		
Held-to-maturity securities _____		<b>1,776,000</b>
Available-for-sale securities _____		<b>25,801,000</b>
Federal funds sold in domestic offices _____		<b>7,888,000</b>
Securities purchased under agreements to resell _____		<b>168,000</b>
Loans and lease financing receivables:		
Loans and leases held for sale _____		<b>0</b>
Loans and leases, net of unearned income _____	<b>34,419,000</b>	
LESS: Allowance for loan and lease losses _____	<b>262,000</b>	
Loans and leases, net of unearned income and allowance _____		<b>34,157,000</b>
Trading Assets _____		<b>4,576,000</b>
Premises and fixed assets (including capitalized leases) _____		<b>946,000</b>
Other real estate owned _____		<b>3,000</b>
Investments in unconsolidated subsidiaries and associated companies _____		<b>719,000</b>
Intangible assets:		
Goodwill _____		<b>2,492,000</b>
Other intangible assets _____		<b>1,002,000</b>
Other assets _____		<b>8,819,000</b>
<b>Total assets</b> _____		<b>115,672,000</b>

**REPORT OF CONDITION (Continued)**

**LIABILITIES**

Dollar Amounts in Thousands

<b>Deposits:</b>		
In domestic offices _____		<b>31,109,000</b>
Noninterest-bearing _____	<b>18,814,000</b>	
Interest-bearing _____	<b>12,295,000</b>	
In foreign offices, Edge and Agreement subsidiaries, and IBFs _____		<b>54,411,000</b>
Noninterest-bearing _____	<b>3,890,000</b>	
Interest-bearing _____	<b>50,521,000</b>	
Federal funds purchased in domestic offices _____		<b>893,000</b>
Securities sold under agreements to repurchase _____		<b>110,000</b>
Trading liabilities _____		<b>3,743,000</b>
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) _____		<b>3,571,000</b>
Subordinated notes and debentures _____		<b>2,955,000</b>
Other liabilities _____		<b>9,751,000</b>
Total liabilities _____		<b>106,543,000</b>
Minority interest in consolidated subsidiaries _____		<b>157,000</b>

**EQUITY CAPITAL**

Perpetual preferred stock and related surplus _____	<b>0</b>
Common stock _____	<b>1,135,000</b>
Surplus _____	<b>2,368,000</b>
Retained earnings _____	<b>5,918,000</b>
Accumulated other comprehensive income _____	<b>(449,000)</b>
Other equity capital components _____	<b>0</b>
Total equity capital _____	<b>8,972,000</b>
Total liabilities, minority interest, and equity capital _____	<b>115,672,000</b>

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

**I, Bruce W. Van Saun, Chief Financial Officer**  
**( Name, Title )**

of the above named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Director #1

\_\_\_\_\_

Director #2

\_\_\_\_\_

Director #3

\_\_\_\_\_