

# Federal Financial Institutions Examination Council

Please refer to page i,

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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, 2008

(20081231)

(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 Mellon

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

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The estimated average burden associated with this information collection is 40.5 hours per respondent and is estimated to vary from 16 to 635 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503, and to one of the following:		Schedule RC-M - Memoranda _____	RC-21, 22
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Washington, D.C. 20429			

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**

Thomas P. Gibbons  
 \_\_\_\_\_  
 Name (TEXT C490)  
 Chief Financial Officer  
 \_\_\_\_\_  
 Title (TEXT C491)  
 thomas.gibbons@bnymellon.com  
 \_\_\_\_\_  
 E-mail Address (TEXT C492)  
 (212) 635-1901  
 \_\_\_\_\_  
 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**

John A. Park  
 \_\_\_\_\_  
 Name (TEXT C366)  
 Managing Director & Controller  
 \_\_\_\_\_  
 Title (TEXT C367)  
 john.park@bnymellon.com  
 \_\_\_\_\_  
 E-mail Address (TEXT C368)  
 (212) 635-7080  
 \_\_\_\_\_  
 Telephone: Area code/phone number/extension (TEXT C369)  
 (212) 635-8523  
 \_\_\_\_\_  
 FAX: Area code/phone number (TEXT C370)

**Secondary Contact**

Robert L. De Paola  
 \_\_\_\_\_  
 Name (TEXT C371)  
 Managing Director  
 \_\_\_\_\_  
 Title (TEXT C372)  
 robert.de.paola@bnymellon.com  
 \_\_\_\_\_  
 E-mail Address (TEXT C373)  
 (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**

Matthew Biben  
Name (TEXT C437)  
Executive Vice President  
Title (TEXT C438)  
matthew.biben@bnymellon.com  
E-mail Address (TEXT C439)  
(212) 635-1125  
Telephone: Area code/phone number/extension (TEXT C440)  
(212) 635-1098  
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**Secondary Contact**

Kevin Suttlehan  
Name (TEXT C442)  
Managing Director  
Title (TEXT C443)  
kevin.suttlehan@bnymellon.com  
E-mail Address (TEXT C444)  
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(212) 635-1098  
FAX: Area code/phone number (TEXT C446)

**Third Contact**

Name (TEXT C870)  
Title (TEXT C871)  
E-mail Address (TEXT C872)  
Telephone: Area code/phone number/extension (TEXT C873)  
FAX: Area code/phone number (TEXT C874)

**Fourth Contact**

Name (TEXT C875)  
Title (TEXT C876)  
E-mail Address (TEXT C877)  
Telephone: Area code/phone number/extension (TEXT C878)  
FAX: Area code/phone number (TEXT C879)

New York

City

NY 10286

State

Zip Code

FDIC Certificate Number: 00639

Submitted to CDR on 2/19/2009 at 12:00 PM

## Consolidated Report of Income for the period January 1, 2008 – December 31, 2008

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:			
<b>(1) Loans secured by 1-4 family residential properties</b>	4435	179,000	1.a.1.a.1
<b>(2) All other loans secured by real estate</b>	4436	32,000	1.a.1.a.2
(b) Loans to finance agricultural production and other loans to farmers	4024	0	1.a.1.b
(c) Commercial and industrial loans	4012	92,000	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	21,000	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	231,000	1.a.1.f
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	556,000	1.a.2
(3) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(2))	4010	1,111,000	1.a.3
b. Income from lease financing receivables	4065	(341,000)	1.b
c. Interest income on balances due from depository institutions (1)	4115	1,754,000	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	48,000	1.d.1
(2) Mortgage-backed securities	B489	1,839,000	1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	172,000	1.d.3
e. Interest income from trading assets	4069	31,000	1.e
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	125,000	1.f
g. Other interest income	4518	6,000	1.g
h. Total interest income (sum of items 1.a.(3) through 1.g)	4107	4,745,000	1.h
2. Interest expense:			
a. Interest on deposits:			
(1) Interest on deposits in domestic offices:			
(a) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	21,000	2.a.1.a
(b) Nontransaction accounts:			
(1) Savings deposits (includes MMDAs)	0093	124,000	2.a.1.b.1
(2) Time deposits of \$100,000 or more	A517	104,000	2.a.1.b.2
(3) Time deposits of less than \$100,000	A518	11,000	2.a.1.b.3
(2) Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	1,456,000	2.a.2
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	51,000	2.b
c. Interest on trading liabilities and other borrowed money	4185	267,000	2.c

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

### Schedule RI—Continued

	Year-to-date		
Dollar Amounts in Thousands			
2. Interest expense (continued):			
d. Interest on subordinated notes and debentures	4200	207,000	2.d
e. Total interest expense (sum of items 2.a through 2.d)	4073	<b>2,241,000</b>	2.e
3. Net interest income (item 1.h minus 2.e)		4074	<b>2,504,000</b> 3
4. Provision for loan and lease losses		4230	149,000 4
5. Noninterest income:			
a. Income from fiduciary activities (1)	4070	4,387,000	5.a
b. Service charges on deposit accounts in domestic offices	4080	382,000	5.b
c. Trading revenue (2)	A220	1,234,000	5.c
d. (1) Fees and commissions from securities brokerage	C886	193,000	5.d.1
(2) Investment banking, advisory, and underwriting fees and commissions	C888	0	5.d.2
(3) Fees and commissions from annuity sales	C887	0	5.d.3
(4) Underwriting income from insurance and reinsurance activities	C386	1,000	5.d.4
(5) Income from other insurance activities	C387	0	5.d.5
e. Venture capital revenue	B491	26,000	5.e
f. Net servicing fees	B492	3,000	5.f
g. Net securitization income	B493	0	5.g
h. Not applicable			
i. Net gains (losses) on sales of loans and leases	5416	(31,000)	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	1,066,000	5.l
m. Total noninterest income (sum of items 5.a through 5.l)		4079	<b>7,261,000</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	(1,379,000) 6.b
7. Noninterest expense:			
a. Salaries and employee benefits	4135	3,347,000	7.a
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	609,000	7.b
c. (1) Goodwill impairment losses	C216	0	7.c.1
(2) Amortization expense and impairment losses for other intangible assets	C232	167,000	7.c.2
d. Other noninterest expense*	4092	2,299,000	7.d
e. Total noninterest expense (sum of items 7.a through 7.d)		4093	<b>6,422,000</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>1,815,000</b> 8
9. Applicable income taxes (on item 8)		4302	559,000 9
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)		4300	<b>1,256,000</b> 10
11. Extraordinary items and other adjustments, net of income taxes*		4320	(21,000) 11
12. Net income (loss) (sum of items 10 and 11)		4340	<b>1,235,000</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.

**Schedule RI—Continued**

Memoranda

Dollar Amounts in Thousands

	Year-to-date		
	RIAD	Bil   Mil   Thou	
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes _____	4513	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	1,000	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	44,000	M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number) _____	4150	28,905	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
CCYY/MM/DD			
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) <b>(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.):</b>			
a. Interest rate exposures _____	8757	54,000	M.8.a
b. Foreign exchange exposures _____	8758	1,181,000	M.8.b
c. Equity security and index exposures _____	8759	37,000	M.8.c
d. Commodity and other exposures _____	8760	0	M.8.d
e. Credit exposures _____	F186	(38,000)	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	66,000	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
<i>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.</i>			
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)(1)) _____	F228	N/A	M.12
<b>Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.</b>			
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets _____	F551	137,000	M.13.a
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk _____	F552	68,000	M.13.a.1
b. Net gains (losses) on liabilities _____	F553	(49,000)	M.13.b
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk _____	F554	(2,000)	M.13.b.1

(1) For example, a bank acquired on March 1, 2008, would report 2008/03/01

## 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, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217	8,972,000	1
2. Restatements due to corrections of material accounting errors and changes in accounting principles*	B507	(36,000)	2
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	8,936,000	3
4. Net income (loss) (must equal Schedule RI, item 12)	4340	1,235,000	4
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	B509	6,000	5
6. Treasury stock transactions, net	B510	0	6
7. Changes incident to business combinations, net	4356	4,808,000	7
8. LESS: Cash dividends declared on preferred stock	4470	0	8
9. LESS: Cash dividends declared on common stock	4460	336,000	9
10. Other comprehensive income (1)	B511	(4,400,000)	10
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above)	4415	1,124,000	11
12. Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28)	3210	11,373,000	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 pension and other postretirement plan-related changes other than net periodic benefit cost.

## 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		
Dollar Amounts in Thousands										
1. Loans secured by real estate:										
a. Construction, land development, and other land loans in domestic offices:										
<b>(1) 1-4 family residential construction loans</b>	C891		0		C892		0			1.a.1
<b>(2) Other construction loans and all land development and other land loans</b>	C893		6,000		C894		0			1.a.2
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		20,000		C217		0			1.c.2.a
(b) Secured by junior liens	C235		0		C218		0			1.c.2.b
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588		0		3589		0			1.d
e. Secured by nonfarm nonresidential properties in domestic offices:										
<b>(1) Loans secured by owner-occupied nonfarm nonresidential properties</b>	C895		0		C896		0			1.e.1
<b>(2) Loans secured by other nonfarm nonresidential properties</b>	C897		0		C898		0			1.e.2
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

**Schedule RI-B—Continued**

**Part I. Continued**

	( Column A ) Charge-offs (1)				( Column B ) Recoveries				
	Calendar year-to-date								
	Dollar Amounts in Thousands								
	RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou	
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile) _____	4645			19,000	4617			0	4.a
b. To non-U.S. addressees (domicile) _____	4646			16,000	4618			0	4.b
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			2,000	B517			0	5.b
6. Loans to foreign governments and official institutions _____	4643			0	4627			0	6
7. All other loans _____	4644			4,000	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			0	F188			4,000	8.b
9. Total (sum of items 1 through 8) _____	4635			<b>67,000</b>	4605			<b>4,000</b>	9

**Memoranda**

	( Column A ) Charge-offs (1)				( Column B ) Recoveries				
	Calendar year-to-date								
	Dollar Amounts in Thousands								
	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			4,000	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			

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

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### Schedule RI-B—Continued

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

	Dollar Amounts in Thousands		
	RIAD	Bil   Mil   Thou	
1. Balance most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	B522	262,000	1
2. Recoveries (must equal part I, item 9, column B, above)	4605	4,000	2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)	C079	67,000	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	149,000	5
6. Adjustments* (see instructions for this schedule)	C233	9,000	6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)	3123	357,000	7

\* Describe on Schedule RI-E—Explanations.

Memoranda

	Dollar Amounts in Thousands		
	RIAD	Bil   Mil   Thou	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above <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 <b>Memorandum item 4 is to be completed by all banks.</b>	C390	N/A	M.3
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.**

	Year-to-date		
	RIAD	Bil   Mil   Thou	
1. Total interest income in foreign offices	C899	3,014,000	1
2. Total interest expense in foreign offices	C900	1,745,000	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	2,366,000	4.d
5. Realized gains (losses) on held-to-maturity and available-for-sale securities in foreign offices	C906	(90,000)	5
6. Total noninterest expense in foreign offices	C907	1,789,000	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	39,000	7
8. Applicable income taxes (on items 1 through 7)	C909	749,000	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	1,046,000	10
11. Internal allocations of income and expense applicable to foreign offices	C912	61,000	11
12. Eliminations arising from the consolidation of foreign offices with domestic offices	C913	(417,000)	12
13. Consolidated net income attributable to foreign offices (sum of items 10 through 12)	C914	690,000	13

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## 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)						
<b>Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 5.l:</b>						
<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.	Net change in the fair values of financial instruments accounted for under a fair value option	F229		70,000		1.f
g.	<b>Bank card and credit card interchange fees</b>	F555		0		1.g
h.	4461 Funds Transfer fee	4461		80,000		1.h
i.	4462 Standby Letter of Credit	4462		53,000		1.i
j.	4463	4463		0		1.j
2. Other noninterest expense (from Schedule RI, item 7.d)						
<b>Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 7.d:</b>						
<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		114,000		2.f
g.	FDIC deposit insurance assessments	4146		0		2.g
h.	<b>Accounting and auditing expenses</b>	F556		0		2.h
i.	<b>Consulting and advisory expenses</b>	F557		250,000		2.i
j.	<b>Automated teller machine (ATM) and interchange expenses</b>	F558		0		2.j
k.	<b>Telecommunications expenses</b>	F559		95,000		2.k
l.	4464 Computer Software	4464		266,000		2.l
m.	4467 Travel & Entertainment	4467		112,000		2.m
n.	4468 Sub Custodian charge	4468		230,000		2.n
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		13,000		3.a.1
	(2) Applicable income tax effect	4486	8,000			3.a.2
b.(1)	4487 Loss on Consolidation of Commercial Paper Conduits	4487		(45,000)		3.b.1
	(2) Applicable income tax effect	4488	(19,000)			3.b.2
c.(1)	4489	4489		0		3.c.1
	(2) Applicable income tax effect	4491	0			3.c.2



## Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for December 31, 2008

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   Mil   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	4,440,000	1.a
b.	Interest-bearing balances (2)			0071	87,807,000	1.b
2.	Securities:					
a.	Held-to-maturity securities (from Schedule RC-B, column A)			1754	7,327,000	2.a
b.	Available-for-sale securities (from Schedule RC-B, column D)			1773	32,572,000	2.b
3.	Federal funds sold and securities purchased under agreements to resell:			RCON		
a.	Federal funds sold in domestic offices			B987	373,000	3.a
				RCFD		
b.	Securities purchased under agreements to resell (3)			B989	0	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	32,827,000			4.b
c.	LESS: Allowance for loan and lease losses	3123	357,000			4.c
d.	Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)	B529	<b>32,470,000</b>			4.d
5.	Trading assets (from Schedule RC-D)			3545	10,665,000	5
6.	Premises and fixed assets (including capitalized leases)			2145	1,098,000	6
7.	Other real estate owned (from Schedule RC-M)			2150	8,000	7
8.	Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)			2130	795,000	8
9.	Not applicable					
10.	Intangible assets:					
a.	Goodwill			3163	4,908,000	10.a
b.	Other intangible assets (from Schedule RC-M)			0426	1,606,000	10.b
11.	Other assets (from Schedule RC-F)			2160	11,095,000	11
12.	Total assets (sum of items 1 through 11)			2170	<b>195,164,000</b>	12

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

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

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

**Schedule RC—Continued**

		Dollar Amounts in Thousands		Tril   Bil   Mil   Thou	
<b>LIABILITIES</b>					
13. Deposits:					
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)				RCON	
				2200	85,286,000
(1) Noninterest-bearing (1)		6631	54,008,000		13.a.1
(2) Interest-bearing		6636	31,278,000		13.a.2
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)				RCFN	
				2200	72,497,000
(1) Noninterest-bearing		6631	1,558,000		13.b.1
(2) Interest-bearing		6636	70,939,000		13.b.2
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices (2)				RCON	
				B993	454,000
				RCFD	
b. Securities sold under agreements to repurchase (3)				B995	75,000
15. Trading liabilities (from Schedule RC-D)				3548	8,365,000
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)				3190	6,256,000
17. and 18. Not applicable					
19. Subordinated notes and debentures (4)				3200	3,490,000
20. Other liabilities (from Schedule RC-G)				2930	7,018,000
21. Total liabilities (sum of items 13 through 20)				2948	<b>183,441,000</b>
22. Minority interest in consolidated subsidiaries				3000	350,000
<b>EQUITY CAPITAL</b>					
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	8,276,000
26. a. Retained earnings				3632	6,810,000
b. Accumulated other comprehensive income (5)				B530	(4,848,000)
27. Other equity capital components (6)				A130	0
28. Total equity capital (sum of items 23 through 27)				3210	<b>11,373,000</b>
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)				3300	<b>195,164,000</b>

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 2007		RCFD	Number	
		6724	N/A	M.1
1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank	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)			
2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)	5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)			
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	6 = Review of the bank's financial statements by external auditors			
	7 = Compilation of the bank's financial statements by external auditors			
	8 = Other audit procedures (excluding tax preparation work)			
	9 = No external audit work			

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

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

Exclude assets held for trading.

Dollar Amounts in Thousands	(Column A) Consolidated Bank			(Column B) Domestic Offices			
	RCFD	Bil   Mil   Thou	Bil   Mil   Thou	RCON	Bil   Mil   Thou	Bil   Mil   Thou	
1. Cash items in process of collection, unposted debits, and currency and coin _____	0022	1,543,000					1
a. Cash items in process of collection and unposted debits _____				0020	1,367,000		1.a
b. Currency and coin _____				0080	168,000		1.b
2. Balances due from depository institutions in the U.S. _____				0082	6,917,000		2
a. U.S. branches and agencies of foreign banks (including their IBFs) _____	0083	311,000					2.a
b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs) _____	0085	6,949,000					2.b
3. Balances due from banks in foreign countries and foreign central banks _____				0070	477,000		3
a. Foreign branches of other U.S. banks _____	0073	2,576,000					3.a
b. Other banks in foreign countries and foreign central banks _____	0074	27,631,000					3.b
4. Balances due from Federal Reserve Banks _____	0090	53,237,000		0090	53,237,000		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	92,247,000		0010	62,166,000		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	320,000	1287	351,000	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	1,259,000	1298	1,299,000	2.b
3. Securities issued by states and political subdivisions in the U.S. _____	8496	193,000	8497	194,000	8498	701,000	8499	693,000	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.

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**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	213,000	1699	216,000	1701	604,000	1702	635,000	4.a.1
(2) Issued by FNMA and FHLMC	1703	444,000	1705	462,000	1706	3,943,000	1707	4,033,000	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	33,000	1716	4,366,000	1717	4,312,000	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	6,445,000	1734	5,393,000	1735	18,362,000	1736	13,173,000	4.b.3
5. Asset-backed securities (ABS)	C026	0	C988	0	C989	6,550,000	C027	6,016,000	5
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	1,373,000	1741	1,286,000	6.a
b. Foreign debt securities	1742	0	1743	0	1744	32,000	1746	32,000	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values (1)					A510	744,000	A511	742,000	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>7,327,000</b>	1771	<b>6,298,000</b>	1772	<b>38,254,000</b>	1773	<b>32,572,000</b>	8

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

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### Schedule RC-B—Continued

Memoranda

Dollar Amounts in Thousands

	RCFD	Bil   Mil   Thou	
1. Pledged securities (1)	0416	26,202,000	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	6,089,000	M.2.a.1
(2) Over three months through 12 months	A550	56,000	M.2.a.2
(3) Over one year through three years	A551	1,912,000	M.2.a.3
(4) Over three years through five years	A552	656,000	M.2.a.4
(5) Over five years through 15 years	A553	1,054,000	M.2.a.5
(6) Over 15 years	A554	549,000	M.2.a.6
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3, 5)			
(1) Three months or less	A555	6,000	M.2.b.1
(2) Over three months through 12 months	A556	33,000	M.2.b.2
(3) Over one year through three years	A557	593,000	M.2.b.3
(4) Over three years through five years	A558	1,117,000	M.2.b.4
(5) Over five years through 15 years	A559	895,000	M.2.b.5
(6) Over 15 years	A560	2,235,000	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	11,817,000	M.2.c.1
(2) Over three years	A562	12,145,000	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	1,543,000	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	747,000	B841	524,000	M.5.a
b. Home equity lines _____	B842	0	B843	0	B844	558,000	B845	334,000	M.5.b
c. Automobile loans _____	B846	0	B847	0	B848	10,000	B849	6,000	M.5.c
d. Other consumer loans _____	B850	0	B851	0	B852	40,000	B853	37,000	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	5,195,000	B861	5,115,000	M.5.f

Legal Title of Bank

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## 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.

	(Column A) Consolidated Bank			(Column B) Domestic Offices		
	RCFD	Bil   Mil   Thou		RCON	Bil   Mil   Thou	
Dollar Amounts in Thousands						
1. Loans secured by real estate _____	1410	5,355,000				1
a. Construction, land development, and other land loans:						
<b>(1) 1-4 family residential construction loans</b> _____			F158	1,000		1.a.1
<b>(2) Other construction loans and all land development and other land loans</b> _____			F159	128,000		1.a.2
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	63,000		1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:						
(a) Secured by first liens _____			5367	3,845,000		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	387,000		1.d
e. Secured by nonfarm nonresidential properties:						
<b>(1) Loans secured by owner-occupied nonfarm nonresidential properties</b> _____			F160	0		1.e.1
<b>(2) Loans secured by other nonfarm nonresidential properties</b> _____			F161	324,000		1.e.2
2. Loans to depository institutions and acceptances of other banks:						
a. To commercial banks in the U.S. _____			B531	25,000		2.a
(1) To U.S. branches and agencies of foreign banks _____	B532	94,000				2.a.1
(2) To other commercial banks in the U.S. _____	B533	5,000				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	465,000		2.c
(1) To foreign branches of other U.S. banks _____	B536	205,000				2.c.1
(2) To other banks in foreign countries _____	B537	3,551,000				2.c.2
3. Loans to finance agricultural production and other loans to farmers _____	1590	10,000	1590	0		3
4. Commercial and industrial loans:						
a. To U.S. addressees (domicile) _____	1763	5,780,000	1763	986,000		4.a
b. To non-U.S. addressees (domicile) _____	1764	748,000	1764	10,000		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	27,000	B539	27,000		6.b
c. Other consumer loans (includes single payment, installment, and all student loans) _____	2011	290,000	2011	134,000		6.c
7. Loans to foreign government and official institutions (including foreign central banks) _____	2081	1,119,000	2081	2,000		7
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S. _____	2107	3,000	2107	3,000		8
9. Other loans _____	1563	11,658,000				9
a. Loans for purchasing or carrying securities (secured and unsecured) _____			1545	1,886,000		9.a
b. All other loans (exclude consumer loans) _____			1564	5,770,000		9.b

Legal Title of Bank

FDIC Certificate Number: 00639

Submitted to CDR on 2/19/2009 at 12:00 PM

### Schedule RC-C—Continued

#### Part I. Continued

	(Column A) Consolidated Bank				(Column B) Domestic Offices									
	Dollar Amounts in Thousands				RCFD	Bil	Mil	Thou		RCON	Bil	Mil	Thou	
10. Lease financing receivables (net of unearned income) _____									2165				4,004,000	10
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) _____	F162												0	10.a
b. All other leases _____	F163												4,056,000	10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above _____	2123								2123				16,000	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								2122				32,827,000	12
													18,061,000	

#### Memoranda

	Dollar Amounts in Thousands					
	RCON	Bil	Mil	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):						
<b>a. Loans secured by 1-4 family residential properties in domestic offices</b> _____	F576				0	M.1.a
<b>b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)</b> _____	RCFD					
	1616				0	M.1.b
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				1,053,000	M.2.a.1
(2) Over three months through 12 months _____	A565				179,000	M.2.a.2
(3) Over one year through three years _____	A566				937,000	M.2.a.3
(4) Over three years through five years _____	A567				100,000	M.2.a.4
(5) Over five years through 15 years _____	A568				360,000	M.2.a.5
(6) Over 15 years _____	A569				1,125,000	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				24,387,000	M.2.b.1
(2) Over three months through 12 months _____	A571				314,000	M.2.b.2
(3) Over one year through three years _____	A572				119,000	M.2.b.3
(4) Over three years through five years _____	A573				165,000	M.2.b.4
(5) Over five years through 15 years _____	A574				2,268,000	M.2.b.5
(6) Over 15 years _____	A575				1,732,000	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				16,174,000	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				567,000	M.3

- (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—Continued

		Dollar Amounts in Thousands		
		RCON	Bil   Mil   Thou	
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) _____	5370	2,078,000	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
8.	Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:			
a.	Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and (b)) _____	RCON F230	0	M.8.a
<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 (as reported in Schedule RC-C, part I, Memorandum item 8.a) as of December 31, 2007, 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.	Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties _____	F231	N/A	M.8.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 _____	F232	N/A	M.8.c
9.	Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)) _____	F577	38,000	M.9

**Memorandum items 10 and 11 are to be completed by banks that have elected to measure loans included in Schedule RC-C, part I, items 1 through 9, at fair value under a fair value option.**

		(Column A) Consolidated Bank		(Column B) Domestic Offices		
		RCFD	Bil   Mil   Thou	RCON	Bil   Mil   Thou	
		Dollar Amounts in Thousands				
10.	Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):					
a.	Loans secured by real estate _____	F608	0			M.10.a
(1)	Construction, land development, and other land loans _____			F578	0	M.10.a.1
(2)	Secured by farmland (including farm residential and other improvements) _____			F579	0	M.10.a.2
(3)	Secured by 1-4 family residential properties:					
(a)	Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit _____			F580	0	M.10.a.3.a
(b)	Closed-end loans secured by 1-4 family residential properties:					
(1)	Secured by first liens _____			F581	0	M.10.a.3.b.1
(2)	Secured by junior liens _____			F582	0	M.10.a.3.b.2

## Schedule RC-C—Continued

### Part I. Continued

	(Column A) Consolidated Bank				(Column B) Domestic Offices				
	RCFD	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
Dollar Amounts in Thousands									
<b>10. a. (4) Secured by multifamily (5 or more) residential properties</b>					F583			0	M.10.a.4
<b>(5) Secured by nonfarm nonresidential properties</b>					F584			0	M.10.a.5
<b>b. Commercial and industrial loans</b>	F585			0	F585			0	M.10.b
<b>10. c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>									
<b>(1) Credit cards</b>	F586			0	F586			0	M.10.c.1
<b>(2) Other revolving credit plans</b>	F587			0	F587			0	M.10.c.2
<b>(3) Other consumer loans (includes single payment, installment, and all student loans)</b>	F588			0	F588			0	M.10.c.3
<b>d. Other loans</b>	F589			0	F589			0	M.10.d
<b>11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum item 10):</b>									
<b>a. Loans secured by real estate</b>	F609			0					M.11.a
<b>(1) Construction, land development, and other land loans</b>					F590			0	M.11.a.1
<b>(2) Secured by farmland (including farm residential and other improvements)</b>					F591			0	M.11.a.2
<b>(3) Secured by 1-4 family residential properties:</b>									
<b>(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit</b>					F592			0	M.11.a.3.a
<b>(b) Closed-end loans secured by 1-4 family residential properties:</b>									
<b>(1) Secured by first liens</b>					F593			0	M.11.a.3.b.1
<b>(2) Secured by junior liens</b>					F594			0	M.11.a.3.b.2
<b>(4) Secured by multifamily (5 or more) residential properties</b>					F595			0	M.11.a.4
<b>(5) Secured by nonfarm nonresidential properties</b>					F596			0	M.11.a.5
<b>b. Commercial and industrial loans</b>	F597			0	F597			0	M.11.b
<b>c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>									
<b>(1) Credit cards</b>	F598			0	F598			0	M.11.c.1
<b>(2) Other revolving credit plans</b>	F599			0	F599			0	M.11.c.2
<b>(3) Other consumer loans (includes single payment, installment, and all student loans)</b>	F600			0	F600			0	M.11.c.3
<b>d. Other loans</b>	F601			0	F601			0	M.11.d

### 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 in any of the four preceding calendar quarters.

	Dollar Amounts in Thousands				
	(Column A) Consolidated Bank			(Column B) Domestic Offices	
	RCFD	Bil   Mil   Thou	RCFD	Bil   Mil   Thou	
<b>ASSETS</b>					
1. U.S. Treasury securities	3531	309,000	3531	307,000	1
2. U.S. Government agency obligations (exclude mortgage-backed securities)	3532	0	3532	0	2
3. Securities issued by states and political subdivisions in the U.S.	3533	0	3533	0	3
4. Mortgage-backed securities (MBS):					
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	3534	0	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	3535	0	4.b
c. All other mortgage-backed securities	3536	0	3536	0	4.c
5. Other debt securities	3537	11,000	3537	11,000	5
<b>6. Loans:</b>					
<b>a. Loans secured by real estate</b>	F610	0			6.a
<b>(1) Construction, land development, and other land loans</b>			F604	0	6.a.1
<b>(2) Secured by farmland (including farm residential and other improvements)</b>			F605	0	6.a.2
<b>(3) Secured by 1-4 family residential properties:</b>					
<b>(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit</b>			F606	0	6.a.3.a
<b>(b) Closed-end loans secured by 1-4 family residential properties:</b>					
<b>(1) Secured by first liens</b>			F607	0	6.a.3.b.1
<b>(2) Secured by junior liens</b>			F611	0	6.a.3.b.2
<b>(4) Secured by multifamily (5 or more) residential properties</b>			F612	0	6.a.4
<b>(5) Secured by nonfarm nonresidential properties</b>			F613	0	6.a.5
<b>b. Commercial and industrial loans</b>	F614	78,000	F614	78,000	6.b
<b>c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>					
<b>(1) Credit cards</b>	F615	0	F615	0	6.c.1
<b>(2) Other revolving credit plans</b>	F616	0	F616	0	6.c.2
<b>(3) Other consumer loans (includes single payment, installment, and all student loans)</b>	F617	0	F617	0	6.c.3
<b>d. Other loans</b>	F618	0	F618	0	6.d
7. - 8. Not applicable					
9. Other trading assets	3541	454,000	3541	426,000	9
10. Not applicable					
11. Derivatives with a positive fair value	3543	9,813,000	3543	7,277,000	11
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule RC, item 5)	3545	<b>10,665,000</b>	3545	<b>8,099,000</b>	12
<b>LIABILITIES</b>					
13. a. Liability for short positions	3546	185,000	3546	185,000	13.a
<b>b. Other trading liabilities</b>	F624	0	F624	0	13.b
14. Derivatives with a negative fair value	3547	8,180,000	3547	5,727,000	14
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule RC, item 15)	3548	<b>8,365,000</b>	3548	<b>5,912,000</b>	15

**Schedule RC-D - Continued**

Memoranda

Dollar Amounts in Thousands

	(Column A) Consolidated Bank			(Column B) Domestic Offices			
	RCFD	Bil   Mil   Thou		RCON	Bil   Mil   Thou		
<b>1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a through 6.d):</b>							
<b>a. Loans secured by real estate</b>	F790		0				M.1.a
<b>(1) Construction, land development, and other land loans</b>				F625		0	M.1.a.1
<b>(2) Secured by farmland (including farm residential and other improvements)</b>				F626		0	M.1.a.2
<b>(3) Secured by 1-4 family residential properties:</b>							
<b>(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit</b>				F627		0	M.1.a.3.a
<b>(b) Closed-end loans secured by 1-4 family residential properties:</b>							
<b>(1) Secured by first liens</b>				F628		0	M.1.a.3.b.1
<b>(2) Secured by junior liens</b>				F629		0	M.1.a.3.b.2
<b>(4) Secured by multifamily (5 or more) residential properties</b>				F630		0	M.1.a.4
<b>(5) Secured by nonfarm nonresidential properties</b>				F631		0	M.1.a.5
<b>b. Commercial and industrial loans</b>	F632		96,000	F632		96,000	M.1.b
<b>c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>							
<b>(1) Credit cards</b>	F633		0	F633		0	M.1.c.1
<b>(2) Other revolving credit plans</b>	F634		0	F634		0	M.1.c.2
<b>(3) Other consumer loans (includes single payment, installment, and all student loans)</b>	F635		0	F635		0	M.1.c.3
<b>d. Other loans</b>	F636		0	F636		0	M.1.d
2. Not applicable							
<b>3. Loans measured at fair value that are past due 90 days or more: (1)</b>							
<b>a. Fair value</b>	F639		0	F639		0	M.3.a
<b>b. Unpaid principal balance</b>	F640		0	F640		0	M.3.b

Memorandum items 4 through 10 are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$1 billion or more in any of the four preceding calendar quarters.

Dollar Amounts in Thousands

	RCFD	Bil   Mil   Thou	
<b>4. Asset-backed securities:</b>			
<b>a. Residential mortgage-backed securities</b>	F641		0 M.4.a
<b>b. Commercial mortgage-backed securities</b>	F642		0 M.4.b
<b>c. Credit card receivables</b>	F643		0 M.4.c
<b>d. Home equity lines</b>	F644		0 M.4.d
<b>e. Automobile loans</b>	F645		0 M.4.e
<b>f. Other consumer loans</b>	F646		0 M.4.f
<b>g. Commercial and industrial loans</b>	F647		0 M.4.g
<b>h. Other</b>	F648		0 M.4.h
<b>5. Collateralized debt obligations:</b>			
<b>a. Synthetic</b>	F649		0 M.5.a
<b>b. Other</b>	F650		0 M.5.b
<b>6. Retained beneficial interests in securitizations (first-loss or equity tranches)</b>	F651		0 M.6

### Schedule RC-D - Continued

Memoranda - Continued

Dollar Amounts in Thousands

		RCFD	Bil   Mil   Thou	
<b>7. Equity securities:</b>				
<b>a. Readily determinable fair values</b>		F652	103,000	M.7.a
<b>b. Other</b>		F653	0	M.7.b
<b>8. Loans pending securitization</b>		F654	0	M.8
<b>9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$25,000 and exceed 25% of the item):</b>				
<b>TEXT</b>				
a.	F655 Trading margin deposits	F655	323,000	M.9.a
b.	F656	F656	0	M.9.b
c.	F657	F657	0	M.9.c
<b>10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than \$25,000 and exceed 25% of the item):</b>				
<b>TEXT</b>				
a.	F658	F658	0	M.10.a
b.	F659	F659	0	M.10.b
c.	F660	F660	0	M.10.c

## 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	40,371,000							B550	41,419,000			1
2. U.S. Government	2202	40,000							2520	0			2
3. States and political subdivisions in the U.S.	2203	1,034,000							2530	9,000			3
4. Commercial banks and other depository institutions in the U.S.	B551	821,000							B552	38,000			4
5. Banks in foreign countries	2213	1,348,000							2236	162,000			5
6. Foreign governments and official institutions (including foreign central banks)	2216	16,000							2377	28,000			6
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	<b>43,630,000</b>		2210	43,013,000			2385	<b>41,656,000</b>			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)					
<b>(1) Brokered deposits issued in denominations of less than \$100,000</b>	2343	0			M.1.c.1
<b>(2) Brokered deposits issued in denominations of \$100,000 and certain brokered retirement deposit accounts</b>	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	0			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	16,272,000			M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352	238,000			M.2.a.2
b. Total time deposits of less than \$100,000	6648	6,000			M.2.b
c. Total time deposits of \$100,000 or more	2604	25,140,000			M.2.c
<b>(1) Individual Retirement Accounts (IRAs) and Keogh Plan accounts included in Memorandum item 2.c, "Total time deposits of \$100,000 or more," above</b>	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 (see instructions). 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 \$250,000 and participated out by the broker in shares of exactly \$100,000 through exactly \$250,000.

**Schedule RC-E—Continued**

**Part I. Continued**

Memoranda—Continued

Dollar Amounts in Thousands		RCON	Bil   Mil   Thou	
3. Maturity and repricing data for time deposits of less than \$100,000:				
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of: (1, 2)				
(1) Three months or less _____		A579	3,000	M.3.a.1
(2) Over three months through 12 months _____		A580	3,000	M.3.a.2
(3) Over one year through three years _____		A581	0	M.3.a.3
(4) Over three years _____		A582	0	M.3.a.4
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above) (3) _____				
		A241	5,000	M.3.b
4. Maturity and repricing data for time deposits of \$100,000 or more:				
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of: (1, 4)				
(1) Three months or less _____		A584	24,397,000	M.4.a.1
(2) Over three months through 12 months _____		A585	666,000	M.4.a.2
(3) Over one year through three years _____		A586	17,000	M.4.a.3
(4) Over three years _____		A587	60,000	M.4.a.4
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above) (3) _____				
		A242	24,394,999	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)**

Dollar Amounts in Thousands		RCFN	Bil   Mil   Thou	
Deposits of:				
1. Individuals, partnerships, and corporations (include all certified and official checks) _____		B553	53,926,000	1
2. U.S. banks (including IBFs and foreign branches of U.S. banks) and other U.S. depository institutions _____		B554	790,000	2
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs) _____		2625	15,332,000	3
4. Foreign governments and official institutions (including foreign central banks) _____		2650	2,449,000	4
5. U.S. Government and states and political subdivisions in the U.S. _____		B555	0	5
6. Total (sum of items 1 through 5) (must equal Schedule RC, item 13.b) _____		2200	72,497,000	6

Memorandum

Dollar Amounts in Thousands		RCFN	Bil   Mil   Thou	
1. Time deposits with a remaining maturity of one year or less (included in Part II, item 6 above) _____		A245	31,611,000	M.1

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### Schedule RC-F—Other Assets

				Dollar Amounts in Thousands		RCFD	Bil   Mil   Thou	
1.	Accrued interest receivable (1) _____					B556	512,000	1
2.	Net deferred tax assets (2) _____					2148	716,000	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	302,000	4
5.	Life insurance assets _____					C009	2,700,000	5
6.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item) _____					2168	6,865,000	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	2,900,000				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	11,095,000	7

### Schedule RC-G—Other Liabilities

				Dollar Amounts in Thousands		RCON	Bil   Mil   Thou	
1.	a.	Interest accrued and unpaid on deposits in domestic offices (5) _____				3645	13,000	1.a
	b.	Other expenses accrued and unpaid (includes accrued income taxes payable) _____				RCFD		
						3646	2,477,000	1.b
2.	Net deferred tax liabilities (2) _____					3049	0	2
3.	Allowance for credit losses on off-balance sheet credit exposures _____					B557	104,000	3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item) _____					2938	4,424,000	4
		<b>TEXT</b>						
	a.	Accounts Payable	3066	1,401,000				4.a
	b.	Deferred compensation liabilities	C011	0				4.b
	c.	Dividends declared but not yet payable	2932	0				4.c
	d.	Derivatives with a negative fair value held for purposes other than trading	C012	0				4.d
e.	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	7,018,000	5

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

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

	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		75,000			4
5. Other borrowed money _____ <i>EITHER</i>	3190		5,446,000			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		24,852,000			7
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs) _____	2192		137,676,000			8
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs) _____	3129		101,101,000			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		320,000		10
11. U.S. Government agency obligations (exclude mortgage-backed securities) _____	1041		1,259,000		11
12. Securities issued by states and political subdivisions in the U.S. _____	1042		894,000		12
13. Mortgage-backed securities (MBS):					
a. Pass-through securities:					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA _____	1043		5,203,000		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		4,397,000		13.b.1
(2) All other mortgage-backed securities _____	1280		17,976,000		13.b.2
14. Other domestic debt securities (include domestic asset-backed securities) _____	1281		7,303,000		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		719,000		16
17. Total amortized (historical) cost of both held-to-maturity and available-for-sale securities (sum of items 10 through 16) _____	1374		<b>38,074,000</b>		17
18. Equity securities that do not have readily determinable fair values _____	1752		302,000		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		4,780,000	1
2. Total IBF liabilities (component of Schedule RC, item 21) _____	2898		11,936,000	2

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

Dollar Amounts in Thousands		RCFD	Tril   Bil   Mil   Thou	
<b>ASSETS</b>				
1. Interest-bearing balances due from depository institutions _____	3381	81,571,000		1
2. U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities) _____	B558	1,389,000		2
3. Mortgage-backed securities (2) _____	B559	34,518,000		3
4. All other securities (2, 3) (includes securities issued by states and political subdivisions in the U.S.) _____	B560	11,634,000		4
5. Federal funds sold and securities purchased under agreements to resell _____	3365	2,101,000		5
6. Loans:				
a. Loans in domestic offices:	RCON			
(1) Total loans _____	3360	19,049,000		6.a.1
(2) Loans secured by real estate:				
<b>(a) Loans secured by 1-4 family residential properties</b> _____	3465	3,553,000		6.a.2.a
<b>(b) All other loans secured by real estate</b> _____	3466	877,000		6.a.2.b
(3) Loans to finance agricultural production and other loans to farmers _____	3386	0		6.a.3
(4) Commercial and industrial loans _____	3387	1,420,000		6.a.4
(5) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards _____	B561	0		6.a.5.a
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) _____	B562	164,000		6.a.5.b
b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs _____	3360	15,049,000		6.b
7. Trading assets _____	3401	14,512,000		7
8. Lease financing receivables (net of unearned income) _____	3484	4,083,000		8
9. Total assets (4) _____	3368	201,739,000		9
<b>LIABILITIES</b>				
10. Interest-bearing transaction accounts in domestic offices (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits) _____	RCON			
	3485	486,000		10
11. Nontransaction accounts in domestic offices:				
a. Savings deposits (includes MMDAs) _____	B563	23,737,000		11.a
b. Time deposits of \$100,000 or more _____	A514	32,309,000		11.b
c. Time deposits of less than \$100,000 _____	A529	7,000		11.c
12. Interest-bearing deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs _____	3404	72,450,000		12
13. Federal funds purchased and securities sold under agreements to repurchase _____	3353	4,722,000		13
14. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) _____	3355	1,576,000		14

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

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

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

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

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### 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	93,000	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:						
(a) 1-4 family residential construction loan commitments _____						
				F164	0	1.c.1.a
(b) Commercial real estate, other construction loan, and land development loan commitments _____						
				F165	428,000	1.c.1.b
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate _____						
				6550	564,000	1.c.2
d. Securities underwriting _____						
				3817	0	1.d
e. Other unused commitments _____						
				3818	36,882,000	1.e
2. Financial standby letters of credit and foreign office guarantees _____						
		3820	2,621,000			2
a. Amount of financial standby letters of credit conveyed to others _____						
				3821	1,212,000	2.a
3. Performance standby letters of credit and foreign office guarantees _____						
				3822	38,000	3.
a. Amount of performance standby letters of credit conveyed to others _____						
				3411	755,000	3.a
4. Commercial and similar letters of credit _____						
						4
5. Not applicable						
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank) _____						
				3433	339,155,000	6
7. Credit derivatives:						
a. Notional amounts:						
(1) Credit default swaps _____						
		C968	2,000	C969	1,175,000	7.a.1
(2) Total return swaps _____						
		C970	0	C971	151,000	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	78,000	7.b.1
(2) Gross negative fair value _____						
		C220	0	C222	0	7.b.2
8. Spot foreign exchange contracts _____						
				8765	23,036,000	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	3,721,000	9
<b>TEXT</b>						
a. <u>Securities borrowed</u> _____						
				3432	0	9.a
b. <u>Commitments to purchase when-issued securities</u> _____						
				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 Financial gty insurance on bond issues ABN AMRO _____						
				3555	3,721,000	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. <u>Commitments to sell when-issued securities</u> _____						
				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				11.a				
b. Sales for which the reporting bank is the agent bank with risk _____						C224	0				11.b				
Dollar Amounts in Thousands		(Column A) Interest Rate Contracts		(Column B) Foreign Exchange Contracts		(Column C) Equity Derivative Contracts		(Column D) Commodity and Other Contracts							
Derivatives Position Indicators		Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou		
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):		RCFD 8693		RCFD 8694		RCFD 8695		RCFD 8696							
a. Futures contracts _____		30,758,000		0		322,000		0						12.a	
		RCFD 8697		RCFD 8698		RCFD 8699		RCFD 8700							
b. Forward contracts _____		111,882,000		210,171,000		0		0						12.b	
c. Exchange-traded option contracts:		RCFD 8701		RCFD 8702		RCFD 8703		RCFD 8704							
(1) Written options _____		11,008,000		0		834,000		0						12.c.1	
		RCFD 8705		RCFD 8706		RCFD 8707		RCFD 8708							
(2) Purchased options _____		14,394,000		0		1,400,000		0						12.c.2	
d. Over-the-counter option contracts:		RCFD 8709		RCFD 8710		RCFD 8711		RCFD 8712							
(1) Written options _____		162,628,000		2,111,000		6,555,000		0						12.d.1	
		RCFD 8713		RCFD 8714		RCFD 8715		RCFD 8716							
(2) Purchased options _____		146,943,000		2,057,000		5,125,000		0						12.d.2	
		RCFD 3450		RCFD 3826		RCFD 8719		RCFD 8720							
e. Swaps _____		411,812,000		6,401,000		160,000		0						12.e	
13. Total gross notional amount of derivative contracts held for trading _____		RCFD A126		RCFD A127		RCFD 8723		RCFD 8724							
		867,754,000		216,230,000		14,326,000		0						13	
14. Total gross notional amount of derivative contracts held for purposes other than trading _____		RCFD 8725		RCFD 8726		RCFD 8727		RCFD 8728							
		21,671,000		4,510,000		70,000		0						14	
a. Interest rate swaps where the bank has agreed to pay a fixed rate _____		RCFD A589												14.a	
		10,336,000													
15. Gross fair values of derivative contracts:		RCFD 8733		RCFD 8734		RCFD 8735		RCFD 8736							
a. Contracts held for trading:		RCFD 8737		RCFD 8738		RCFD 8739		RCFD 8740							
(1) Gross positive fair value _____		17,455,000		6,654,000		985,000		0						15.a.1	
		RCFD 8733		RCFD 8734		RCFD 8735		RCFD 8736							
(2) Gross negative fair value _____		16,964,000		6,359,000		550,000		0						15.a.2	
b. Contracts held for purposes other than trading:		RCFD 8741		RCFD 8742		RCFD 8743		RCFD 8744							
(1) Gross positive fair value _____		881,000		475,000		2,000		0						15.b.1	
		RCFD 8745		RCFD 8746		RCFD 8747		RCFD 8748							
(2) Gross negative fair value _____		898,000		313,000		2,000		0						15.b.2	

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### 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			4,000	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					2	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			1,606,000	2.c
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b) _____								
				0426			<b>1,606,000</b>	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:								
(1) Construction, land development, and other land in domestic offices _____								
				RCON				
				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			8,000	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
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7) _____								
				RCFD				
				2150			<b>8,000</b>	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			795,000	4.b
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8) _____								
				2130			<b>795,000</b>	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			5,662,000	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			563,000	5.b.1.c
(d) Over five years _____								
				F063			31,000	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			256,000	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			<b>6,256,000</b>	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			
6. Does the reporting bank sell private label or third party mutual funds and annuities? _____	RCFD	YES / NO	6
	B569	NO	
7. Assets under the reporting bank's management in proprietary mutual funds and annuities _____	RCFD	Bil   Mil   Thou	7
	B570	0	
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
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site? _____	RCFD	<b>YES / NO</b>	9
	4088	YES	
10. Secured liabilities:			
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule RC, item 14.a) _____	RCON	Bil   Mil   Thou	10.a
	F064	0	
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d)) _____	RCFD		10.b
	F065	55,000	

Legal Title of Bank

FDIC Certificate Number: 00639

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### 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:							
<b>(1) 1-4 family residential construction loans</b>	F172	0	F174	0	F176	1,000	1.a.1
<b>(2) Other construction loans and all land development and other land loans</b>	F173	20,000	F175	0	F177	38,000	1.a.2
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	89,000	C237	26,000	C229	91,000	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	2,000	3500	0	3501	0	1.d
e. Secured by nonfarm nonresidential properties in domestic offices:							
<b>(1) Loans secured by owner-occupied nonfarm nonresidential properties</b>	F178	0	F180	0	F182	0	1.e.1
<b>(2) Loans secured by other nonfarm nonresidential properties</b>	F179	2,000	F181	0	F183	0	1.e.2
RCFN	RCFN		RCFN		RCFN		
f. In foreign offices	B572	55,000	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	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	19,000	1252	0	1253	14,000	4.a
b. To non-U.S. addressees (domicile)	1254	12,000	1255	0	1256	0	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	2,000	B579	0	B580	0	5.b
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6
7. All other loans	5459	65,000	5460	315,000	5461	18,000	7

### 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		
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	0		9
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		10
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			
	RCON	Bil   Mil   Thou		RCON	Bil   Mil   Thou		RCON	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):										
<b>a. Loans secured by 1-4 family residential         properties in domestic offices</b> _____	F661	0		F662	0		F663	0		M.1.a
<b>b. Other loans and all leases (exclude loans to         individuals for household, family, and other         personal expenditures)</b> _____	RCFD			RCFD			RCFD			
	1658	0		1659	0		1661	0		M.1.b
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	4,000		6559	0		6560	12,000		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										

**Schedule RC-N—Continued**

Memoranda-Continued	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCFD	Bil   Mil   Thou	RCFD	Bil   Mil   Thou	RCFD	Bil   Mil   Thou	
Dollar Amounts in Thousands							
5. Loans and leases held for sale and loans measured at fair value (included in Schedule RC-N, items 1 through 8 above):							
a. Loans and leases held for sale	C240	0	C241	0	C226	0	M.5.a
<b>b. Loans measured at fair value:</b>							
<b>(1) Fair value</b>	F664	0	F665	0	F666	0	M.5.b.1
<b>(2) Unpaid principal balance</b>	F667	0	F668	0	F669	0	M.5.b.2
Dollar Amounts in Thousands							
6. Interest rate, foreign exchange rate, and other commodity and equity contracts:							
Fair value of amounts carried as assets	3529	0	3530	0			M.6
Dollar Amounts in Thousands							
7. Additions to nonaccrual assets during the quarter	RCFD	Bil   Mil   Thou					
	C410	30,000					M.7
8. Nonaccrual assets sold during the quarter	C411	0					M.8

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

All banks must complete items 1 through 3, Memorandum item 1, and, if applicable, Memorandum items 2 and 3 each quarter. Each bank that reported \$1 billion or more in total assets in its March 31, 2007, Report of Condition must complete items 4 through 6 each quarter. In addition, each bank that reported \$1 billion or more in total assets in two consecutive Reports of Condition beginning with its June 30, 2007, report must begin to complete items 4 through 6 each quarter starting six months after the second consecutive quarter in which it reports total assets of \$1 billion or more. Each bank that becomes insured by the FDIC on or after April 1, 2007, must complete items 4 through 6 each quarter. Any other bank may choose to complete items 4 through 6, but the bank must then continue to complete items 4 through 6 each quarter thereafter.

	Dollar Amounts in Thousands		
	RCFD	Bil   Mil   Thou	
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	F236	158,249,000	1
2. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions (including foreign deposits)	F237	72,602,000	2
3. Total foreign deposits, including interest accrued and unpaid thereon (included in item 2 above)	RCFN		
	F234	72,497,000	3
4. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	RCFD		
	F238	137,846,000	4
5. Total daily average of allowable exclusions, including interest accrued and unpaid on allowable exclusions (including foreign deposits)	F239	60,303,000	5
6. Total daily average of foreign deposits, including interest accrued and unpaid thereon (included in item 5 above)	RCFN		
	F235	60,181,000	6

Legal Title of Bank

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### Schedule RC-O—Continued

Memorandum

		Dollar Amounts in Thousands		RCON	Bil   Mil   Thou	
<b>1. Total assessable deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions, including related interest accrued and unpaid (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):</b>						
a. Deposit accounts (excluding retirement accounts) of \$100,000 or less: (1)						
(1) Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less				F049	638,000	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	<b>Number</b>			
		F050	N/A			
b. Deposit accounts (excluding retirement accounts) of more than \$100,000: (1)						
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$100,000				F051	85,006,000	M.1.b.1
(2) Number of deposit accounts (excluding retirement accounts) of more than \$100,000		RCON	<b>Number</b>			
		F052	12,019			
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	<b>Number</b>			
		F046	N/A			
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	<b>Number</b>			
		F048	2			
<b>Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (2)</b>						
<b>2. Estimated amount of uninsured assessable deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions, including related interest accrued and unpaid (see instructions) (3)</b>						
				5597	84,168,000	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

		RCON		Bil   Mil   Thou		
<b>Memorandum items 4.a and 4.b are to be completed by all banks participating in the FDIC Transaction Account Guarantee Program.</b>						
4. Noninterest-bearing transaction accounts (as defined in Part 370 of the FDIC's regulations) of more than \$250,000 (see instructions):						
a. Amount of noninterest-bearing transaction accounts of more than \$250,000 (including balances swept from noninterest-bearing transaction accounts to noninterest-bearing savings accounts).				G167	50,443,000	M.4.a
b. Number of noninterest-bearing transaction accounts of more than \$250,000		RCON	<b>Number</b>			
		G168	6,194			

- (1) The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date without taking into account the temporary increase in deposit insurance in effect through December 31, 2009.
- (2) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.
- (3) Uninsured assessable deposits should be estimated based on the deposit insurance limits set forth in Memorandum items 1.a through 1.d without taking into account the temporary increase in deposit insurance in effect through December 31, 2009, or a bank's participation in the FDIC's Transaction Account Guarantee Program.

## Schedule RC-P—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 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 (2):			
a. Closed-end First liens	F066	0	1.a
b. Closed-end Junior liens	F067	0	1.b
<b>c. Open-end loans extended under lines of credit:</b>			
<b>(1) Total commitment under the lines of credit</b>	F670	0	1.c.1
<b>(2) Principal amount funded under the lines of credit</b>	F671	0	1.c.2
2. Wholesale originations and purchases during the quarter of closed-end 1-4 family residential mortgage loans for sale (2):			
a. Closed-end First liens	F068	0	2.a
b. Closed-end Junior liens	F069	0	2.b
<b>c. Open-end loans extended under lines of credit:</b>			
<b>(1) Total commitment under the lines of credit</b>	F672	0	2.c.1
<b>(2) Principal amount funded under the lines of credit</b>	F673	0	2.c.2
3. 1-4 family residential mortgage loans sold during the quarter:			
a. Closed-end First liens	F070	0	3.a
b. Closed-end Junior liens	F071	0	3.b
<b>c. Open-end loans extended under lines of credit:</b>			
<b>(1) Total commitment under the lines of credit</b>	F674	0	3.c.1
<b>(2) Principal amount funded under the lines of credit</b>	F675	0	3.c.2
4. 1-4 family residential mortgage loans held for sale at quarter-end (included in Schedule RC, item 4.a):			
a. Closed-end First liens	F072	0	4.a
b. Closed-end Junior liens	F073	0	4.b
<b>c. Open-end loans extended under lines of credit:</b>			
<b>(1) Total commitment under the lines of credit</b>	F676	0	4.c.1
<b>(2) Principal amount funded under the lines of credit</b>	F677	0	4.c.2
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.f, 5.g, and 5.i):			
<b>a. Closed-end 1-4 family residential mortgage loans</b>	RIAD		
<b>b. Open-end 1-4 family residential mortgage loans extended under lines of credit</b>	F184	0	5.a
<b>b. Open-end 1-4 family residential mortgage loans extended under lines of credit</b>	F560	0	5.b
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:			
<b>a. Closed-end first liens</b>	RCON		
<b>b. Closed-end junior liens</b>	F678	0	6.a
<b>b. Closed-end junior liens</b>	F679	0	6.b
<b>c. Open-end loans extended under line of credit:</b>			
<b>(1) Total commitment under the lines of credit</b>	F680	0	6.c.1
<b>(2) Principal amount funded under the lines of credit</b>	F681	0	6.c.2

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

(2) Exclude originations and purchases of 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) <b>LESS: Amounts Netted in the Determination of Total Fair Value</b>		(Column C) <b>Level 1 Fair Value Measurements</b>		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements			
Dollar Amounts in Thousands											
	RCFD	Bil   Mil   Thou	RCFD	Bil   Mil   Thou	RCFD	Bil   Mil   Thou	RCFD	Bil   Mil   Thou	RCFD	Bil   Mil   Thou	
<b>ASSETS</b>											
1. Loans and leases _____	F243	0	F682	0	F690	0	F244	0	F245	0	1
2. Trading assets _____	F246	10,665,000	F683	17,911,000	F691	8,372,000	F247	20,117,000	F248	87,000	2
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 2, above) _____	F240	0	F684	0	F692	0	F241	0	F242	0	2.a
3. All other financial assets and servicing assets _____	F249	4,556,000	F685	0	F693	0	F250	4,556,000	F251	0	3
<b>LIABILITIES</b>											
4. Deposits _____	F252	0	F686	0	F694	0	F253	0	F254	0	4
5. Trading liabilities _____	F255	8,365,000	F687	18,871,000	F695	8,102,000	F256	18,985,000	F257	149,000	5
6. All other financial liabilities and and servicing liabilities _____	F258	4,519,000	F688	0	F696	0	F259	4,519,000	F260	0	6
7. Loan commitments (not accounted for as derivatives) _____	F261	0	F689	0	F697	0	F262	0	F263	0	7

Legal Title of Bank

FDIC Certificate Number: 00639

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### 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	11,373,000	1	
2.	LESS: Net unrealized gains (losses) on available-for-sale securities (1) (if a gain, report as a positive value; if a loss, report as a negative value)	8434	(3,808,000)	2	
3.	LESS: Net unrealized loss on available-for-sale EQUITY securities (1) (report loss as a positive value)	A221	1,000	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	(974,000)	4	
5.	LESS: Nonqualifying perpetual preferred stock	B588	0	5	
6.	Qualifying minority interests in consolidated subsidiaries	B589	850,000	6	
7. a.	LESS: Disallowed goodwill and other disallowed intangible assets	B590	5,856,000	7.a	
	b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	F264	0	7.b	
8.	Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, 7a, and 7b)	C227	11,148,000	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	0	10	
11.	Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	11,148,000	11	
<b>Tier 2 capital</b>					
12.	Qualifying subordinated debt and redeemable preferred stock	5306	2,990,000	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	461,000	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	3,451,000	17	
18.	Allowable Tier 2 capital (lesser of item 11 or 17)	8275	3,451,000	18	
19.	Tier 3 capital allocated for market risk	1395	0	19	
20.	LESS: Deductions for total risk-based capital	B595	0	20	
21.	Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792	14,599,000	21	
<b>Total assets for leverage ratio</b>					
		RCFD	Tril   Bil   Mil   Thou		
22.	Average total assets (from Schedule RC-K, item 9)	3368	201,739,000	22	
23.	LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	5,856,000	23	
24.	LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	0	24	
25.	LESS: Disallowed deferred tax assets (from item 9.b above)	5610	0	25	
26.	LESS: Other deductions from assets for leverage capital purposes	B596	5,668,000	26	
27.	Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	190,215,000	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	0.00%	7204	5.86%
32.	Tier 1 risk-based capital ratio (3)	7274	0.00%	7206	11.26%
33.	Total risk-based capital ratio (4)	7275	0.00%	7205	14.75%

(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	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>92,247,000</b>	RCFD C869 0	RCFD B600 53,488,000	RCFD B601 38,759,000		RCFD B602 0	34
35. Held-to-maturity securities	RCFD 1754 <b>7,327,000</b>	RCFD B603 0	RCFD B604 213,000	RCFD B605 6,691,000	RCFD B606 36,000	RCFD B607 387,000	35
36. Available-for-sale securities	RCFD 1773 <b>32,572,000</b>	RCFD B608 (5,680,000)	RCFD B609 4,250,000	RCFD B610 26,274,000	RCFD B611 2,021,000	RCFD B612 5,707,000	36
37. Federal funds sold and securities purchased under agreements to resell	RCFD C225 <b>373,000</b>		RCFD C063 0	RCFD C064 373,000		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>32,827,000</b>	RCFD B622 0	RCFD B623 2,057,000	RCFD B624 5,691,000	RCFD B625 4,241,000	RCFD B626 20,838,000	39
40. LESS: Allowance for loan and lease losses	RCFD 3123 <b>357,000</b>	RCFD 3123 <b>357,000</b>					40
41. Trading assets	RCFD 3545 <b>10,665,000</b>	RCFD B627 10,665,000	RCFD B628 0	RCFD B629 0	RCFD B630 0	RCFD B631 0	41
42. All other assets (1)	RCFD B639 <b>19,510,000</b>	RCFD B640 3,995,000	RCFD B641 402,000	RCFD B642 112,000	RCFD B643 11,000	RCFD 5339 14,990,000	42
43. Total assets (sum of items 34 through 42)	RCFD 2170 <b>195,164,000</b>	RCFD B644 <b>8,623,000</b>	RCFD 5320 <b>60,410,000</b>	RCFD 5327 <b>77,900,000</b>	RCFD 5334 <b>6,309,000</b>	RCFD 5340 <b>41,922,000</b>	43

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

Schedule RC-R—Continued

	(Column A)	Credit Conversion Factor	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	
	Face Value or Notional Amount			Credit Equivalent Amount (1)	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 _____	14,319,000	1.00	14,319,000	737,000	2,985,000	0	10,597,000	
45. Performance standby letters of credit _____	RCFD 3821		RCFD B650	RCFD B651	RCFD B652	RCFD B653	RCFD B654	
of credit _____	1,212,000	.50	606,000	26,000	38,000	0	542,000	
46. Commercial and similar letters of credit _____	RCFD 3411		RCFD B655	RCFD B656	RCFD B657	RCFD B658	RCFD B659	
of credit _____	755,000	.20	151,000	2,000	9,000	0	140,000	
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	
	RCFD 3433		RCFD B664	RCFD B665	RCFD B666	RCFD B667	RCFD B668	
48. Securities lent _____	339,155,000	1.00	339,155,000	336,579,000	2,576,000	0	0	
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	
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	
51. All other financial assets sold with recourse _____	RCFD B675		RCFD B676	RCFD B677	RCFD B678	RCFD B679	RCFD B680	
	43,000	1.00	43,000	0	0	0	43,000	
52. All other off-balance sheet liabilities _____	RCFD B681		RCFD B682	RCFD B683	RCFD B684	RCFD B685	RCFD B686	
	4,638,000	1.00	4,638,000	0	3,877,000	44,000	717,000	
53. Unused commitments with an original maturity exceeding one year _____	RCFD 3833		RCFD B687	RCFD B688	RCFD B689	RCFD B690	RCFD B691	
	24,840,000	.50	12,420,000	0	745,000	0	11,675,000	
			RCFD A167	RCFD B693	RCFD B694	RCFD B695		
54. Derivative contracts _____			32,571,000	286,000	18,825,000	13,460,000		

(1) Column A multiplied by credit conversion factor.

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

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

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

Schedule RC-R—Continued

	(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	
<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>398,040,000</b>	<b>106,955,000</b>	<b>19,813,000</b>	<b>65,636,000</b>	55
56. Risk weight factor	* 0%	* 20%	* 50%	* 100%	56
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>21,391,000</b>	<b>9,906,500</b>	<b>65,636,000</b>	57
58. Market risk equivalent assets				RCFD 1651	
				2,075,000	58
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				RCFD B704	
				<b>99,008,500</b>	59
60. LESS: Excess allowance for loan and lease losses				RCFD A222	
				0	60
61. LESS: Allocated transfer risk reserve				RCFD 3128	
				0	61
62. Total risk-weighted assets (item 59 minus items 60 and 61)				RCFD A223	
				<b>99,008,500</b>	62

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	26,196,000

	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	197,781,000	8766	255,356,000	8767	155,478,000	M.2.a
b. Foreign exchange contracts	3812	203,913,000	8769	4,852,000	8770	2,540,000	M.2.b
c. Gold contracts	8771	0	8772	0	8773	0	M.2.c
d. Other precious metals contracts	8774	0	8775	0	8776	0	M.2.d
e. Other commodity contracts	8777	0	8778	0	8779	0	M.2.e
f. Equity derivative contracts	A000	5,456,000	A001	483,000	A002	60,000	M.2.f
g. Credit derivative contracts:							
(1) Investment grade	C980	202,000	C981	516,000	C982	1,000	M.2.g.1
(2) Subinvestment grade	C983	230,000	C984	378,000	C985	0	M.2.g.2

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



**Schedule RC-S—Continued**

Dollar Amounts in Thousands

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets		
	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 0	RCFD B782 0	9
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures _____		RCFD B783 0	RCFD B784 0	RCFD B785 0	RCFD B786 0	RCFD B787 0	RCFD B788 0	RCFD B789 951,000	10

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
	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou
Dollar Amounts in Thousands							
<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

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
b. Amount of retained recourse on these obligations as of the report date	A250	0
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
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	0
c. Other financial assets (includes home equity lines) (1)	A591	0
<b>d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)</b>		
	F699	0
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
(2) Conduits sponsored by other unrelated institutions	B807	0
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	121,000
(2) Conduits sponsored by other unrelated institutions	B809	666,000
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C (2)	C407	N/A

(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.

	RCFD	YES / NO	
1. Does the institution have fiduciary powers? (If "NO", do not complete Schedule RC-T.) _____	A345	YES	1
	RCFD	YES / NO	
2. Does the institution exercise the fiduciary powers it has been granted? _____	A346	YES	2
	RCFD	YES / NO	
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.) _____	B867	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	
	Tri  Bil  Mil  Thou	Tri  Bil  Mil  Thou			
Dollar Amounts in Thousands					
<b>FIDUCIARY AND RELATED ASSETS</b>	RCFD B868	RCFD B869	RCFD B870	RCFD B871	
4. Personal trust and agency accounts _____	6,457,000	14,577,000	5,667	310	4
5. Retirement related trust and agency accounts:	RCFD B872	RCFD B873	RCFD B874	RCFD B875	
a. Employee benefit-defined contribution _____	374,000	97,279,000	14	116	5.a
b. Employee benefit-defined benefit _____	3,000	1,091,474,000	3	638	5.b
c. Other retirement accounts _____	377,000	522,000	607	595	5.c
6. Corporate trust and agency accounts _____	14,148,000	565,166,000	169	75,869	6
7. Investment management agency accounts _____	10,037,000		4,134		7
8. Other fiduciary accounts _____	11,052,000	449,267,000	295	630	8

Legal Title of Bank

RC-37

FDIC Certificate Number: 00639

Submitted to CDR on 2/19/2009 at 12:00 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	
	Tri Bil Mil Thou	Tri Bil Mil Thou			
Dollar Amounts in Thousands					
<b>FIDUCIARY AND RELATED ASSETS—Continued</b>					
9. Total fiduciary accounts (sum of items 4 through 8)	RCFD B894 <b>42,448,000</b>	RCFD B895 <b>2,218,285,000</b>	RCFD B896 <b>10,889</b>	RCFD B897 <b>78,158</b>	9
10. Custody and safekeeping accounts		RCFD B898 19,086,087,000		RCFD B899 372,363	10
11. Fiduciary accounts held in foreign offices (included in items 9 and 10)	RCFN B900 11,533,000	RCFN B901 7,498,381,000	RCFN B902 347	RCFN B903 157,791	11

	Dollar Amounts in Thousands		
	RIAD	Bil   Mil   Thou	
<b>FIDUCIARY AND RELATED SERVICES INCOME</b>			
12. Personal trust and agency accounts	B904	97,000	12
13. Retirement related trust and agency accounts:			
a. Employee benefit—defined contribution	B905	33,000	13.a
b. Employee benefit—defined benefit	B906	276,000	13.b
c. Other retirement accounts	B907	1,000	13.c
14. Corporate trust and agency accounts	A479	675,000	14
15. Investment management agency accounts	B908	133,000	15
16. Other fiduciary accounts	A480	381,000	16
17. Custody and safekeeping accounts	B909	1,995,000	17
18. Other fiduciary and related services income	B910	796,000	18
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)	4070	<b>4,387,000</b>	19
a. Fiduciary and related services income-foreign offices (included in item 19)	B912	1,834,000	19.a
20. Less: Expenses	C058	3,505,000	20
21. Less: Net losses from fiduciary and related services	A488	126,000	21
22. Plus: Intracompany income credits for fiduciary and related services	B911	1,334,000	22
23. Net fiduciary and related services income	A491	<b>2,090,000</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	1,000	M.1.b
c. U.S. Treasury and U.S. Government agency obligations	B915	283,000	M.1.c
d. State, county and municipal obligations	B916	488,000	M.1.d
e. Money market mutual funds	B917	792,000	M.1.e
f. Other short-term obligations	B918	9,000	M.1.f
g. Other notes and bonds	B919	142,000	M.1.g
h. Common and preferred stocks	B920	4,545,000	M.1.h
i. Real estate mortgages	B921	4,000	M.1.i
j. Real estate	B922	173,000	M.1.j
k. Miscellaneous assets	B923	20,000	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>6,457,000</b>	M.1.l

Legal Title of Bank

RC-38

FDIC Certificate Number: 00639

Submitted to CDR on 2/19/2009 at 12:00 PM

**Schedule RC-T—Continued**

Memoranda—Continued

	(Column A) Number of Issues		(Column B) Principal Amount Outstanding		
			Tril Bil Mil Thou		
	RCFD		RCFD B928		
Dollar Amounts in Thousands					
2. Corporate trust and agency accounts:					
a. Corporate and municipal trusteeships _____	B927	20,635		3,538,895,000	M.2.a
b. Transfer agent, registrar, paying agent, and other corporate agency _____	B929	17,221			M.2.b

	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
			RCFD	Bil   Mil   Thou	
	RCFD		RCFD		
Dollar Amounts in Thousands					
3. Collective investment funds and common trust funds:					
a. Domestic equity _____	B931	60	B932	48,903,000	M.3.a
b. International/Global equity _____	B933	29	B934	8,621,000	M.3.b
c. Stock/Bond blend _____	B935	31	B936	10,743,000	M.3.c
d. Taxable bond _____	B937	46	B938	27,828,000	M.3.d
e. Municipal bond _____	B939	0	B940	0	M.3.e
f. Short term investments/Money market _____	B941	30	B942	67,910,000	M.3.f
g. Specialty/Other _____	B943	10	B944	946,000	M.3.g
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g) _____	B945	206	B946	164,951,000	M.3.h

	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries		
	RIAD	Mil   Thou	RIAD	Mil   Thou	RIAD	Mil   Thou	
	Dollar Amounts in Thousands						
4. Fiduciary settlements, surcharges, and other losses:							
a. Personal trust and agency accounts _____	B947	0	B948	0	B949	0	M.4.a
b. Retirement related trust and agency accounts _____	B950	2,000	B951	16,000	B952	0	M.4.b
c. Investment management agency accounts _____	B953	0	B954	97,000	B955	0	M.4.c
d. Other fiduciary accounts and related services _____	B956	10,000	B957	1,000	B958	0	M.4.d
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 21) _____	B959	12,000	B960	114,000	B961	0	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 Ext. 1396  
Telephone: Area code/phone number/extension (TEXT B963)

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

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

The management of the reporting bank may, if it wishes, submit a brief narrative statement on the amounts reported in the Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Reports of Condition and Income, in response to any request for individual bank report data. However, the information reported in Schedule RC-T, items 12 through 18, items 19.a through 23 and Memorandum item 4, is regarded as confidential and will not be released to the public. BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IN SCHEDULE RC-T, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS. Banks choosing not to make a statement may check the "No comment" box below and should make no entries of any kind in the space provided for the narrative statement; i.e., DO NOT enter in this space such phrases as "No statement," "Not applicable," "N/A," "No comment," and "None."

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

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

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

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

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

Comments? \_\_\_\_\_

RCON	<b>YES / NO</b>
6979	YES

*BANK MANAGEMENT STATEMENT (please type or print clearly):*

**TEXT**

6980	The final Call Report for the Bank of New York was filed as of June 30, 2008.
	This is the second Call Report for the Bank of New York Mellon, which retained the charter of The Bank of New York. On July 1, 2008 The Bank of New York Mellon Corporation merged certain of its businesses into The Bank of New York Mellon, a state chartered bank, which houses institutional businesses and BNY Mellon, National Association, which houses the wealth management business.

# REPORT OF CONDITION

Consolidating domestic and foreign subsidiaries of the

**The Bank of New York Mellon**

**in the state of NY at close of business on December 31, 2008**

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 _____	4,440,000
Interest-bearing balances _____	87,807,000
Securities:	
Held-to-maturity securities _____	7,327,000
Available-for-sale securities _____	32,572,000
Federal funds sold in domestic offices _____	373,000
Securities purchased under agreements to resell _____	0
Loans and lease financing receivables:	
Loans and leases held for sale _____	0
Loans and leases, net of unearned income _____	32,827,000
LESS: Allowance for loan and lease losses _____	357,000
Loans and leases, net of unearned income and allowance _____	32,470,000
Trading Assets _____	10,665,000
Premises and fixed assets (including capitalized leases) _____	1,098,000
Other real estate owned _____	8,000
Investments in unconsolidated subsidiaries and associated companies _____	795,000
Intangible assets:	
Goodwill _____	4,908,000
Other intangible assets _____	1,606,000
Other assets _____	11,095,000
Total assets _____	195,164,000

# REPORT OF CONDITION (Continued)

## LIABILITIES

Dollar Amounts in Thousands

### Deposits:

In domestic offices		85,286,000
Noninterest-bearing	54,008,000	
Interest-bearing	31,278,000	
In foreign offices, Edge and Agreement subsidiaries, and IBFs		72,497,000
Noninterest-bearing	1,558,000	
Interest-bearing	70,939,000	
Federal funds purchased in domestic offices		454,000
Securities sold under agreements to repurchase		75,000
Trading liabilities		8,365,000
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		6,256,000
Subordinated notes and debentures		3,490,000
Other liabilities		7,018,000
Total liabilities		183,441,000
Minority interest in consolidated subsidiaries		350,000

### EQUITY CAPITAL

Perpetual preferred stock and related surplus		0
Common stock		1,135,000
Surplus		8,276,000
Retained earnings		6,810,000
Accumulated other comprehensive income		(4,848,000)
Other equity capital components		0
Total equity capital		11,373,000
Total liabilities, minority interest, and equity capital		195,164,000

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.

Director #1

Director #2

Director #3

**I, Thomas P. Gibbons, 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.

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