

Federal Financial Institutions Examination Council

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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 June 30, 2007

(20070630)

(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.

The Bank of New York

Legal Title of Bank (RSSD 9017)

New York

City (RSSD 9130)

NY

State Abbrev. (RSSD 9200)

10286

Zip Code (RSSD 9220)

FDIC Certificate Number

00639

(RSSD 9050)

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

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The estimated average burden associated with this information collection is 39.2 hours per respondent and is estimated to vary from 16 to 630 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503, and to one of the following:

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

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

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

For information or assistance, National and State nonmember banks should contact the FDIC's 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)

tgibbons@bankofny.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)

Vice President

Title (TEXT C496)

rdepaola@bankofny.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

Thomas J. Mastro

Name (TEXT C366)

Executive Vice President & Comptroller

Title (TEXT C367)

tmastro@bankofny.com

E-mail Address (TEXT C368)

(212) 635-1852

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

(212) 635-1070

FAX: Area code/phone number (TEXT C370)

Secondary Contact

Robert L. De Paola

Name (TEXT C371)

Vice President

Title (TEXT C372)

rdepaola@bankofny.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

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Name (TEXT C437)

Managing Counsel

Title (TEXT C438)

mbiben@bankofny.com

E-mail Address (TEXT C439)

(212) 635-1125

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Managing Counsel

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ksuttlehan@bankofny.com

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

(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 10/1/2007 at 2:44 PM

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Consolidated Report of Income for the period January 1, 2007 – June 30, 2007

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

Schedule RI—Income Statement

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
1. Interest Income:			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by real estate _____	4011	117,000	1.a.1.a
(b) Loans to finance agricultural production and other loans to farmers _____	4024	0	1.a.1.b
(c) Commercial and industrial loans _____	4012	39,000	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	2,000	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	176,000	1.a.1.f
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs _____	4059	342,000	1.a.2
(3) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(2)) _____	4010	676,000	1.a.3
b. Income from lease financing receivables _____	4065	84,000	1.b
c. Interest income on balances due from depository institutions: (1) _____	4115	343,000	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	16,000	1.d.1
(2) Mortgage-backed securities _____	B489	527,000	1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.) _____	4060	35,000	1.d.3
e. Interest income from trading assets _____	4069	35,000	1.e
f. Interest income on federal funds sold and securities purchased under agreements to resell _____	4020	103,000	1.f
g. Other interest income _____	4518	3,000	1.g
h. Total interest income (sum of items 1.a.(3) through 1.g) _____	4107	1,822,000	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	1,000	2.a.1.a
(b) Nontransaction accounts:			
(1) Savings deposits (includes MMDAs) _____	0093	97,000	2.a.1.b.1
(2) Time deposits of \$100,000 or more _____	A517	99,000	2.a.1.b.2
(3) Time deposits of less than \$100,000 _____	A518	0	2.a.1.b.3
(2) Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs _____	4172	697,000	2.a.2
b. Expense of federal funds purchased and securities sold under agreements to repurchase _____	4180	38,000	2.b
c. Interest on trading liabilities and other borrowed money _____	4185	112,000	2.c

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

Schedule RI—Continued

	Year-to-date				
	RIAD	Bil	Mil		Thou
Dollar Amounts in Thousands					
2. Interest expense (continued):					
d. Interest on subordinated notes and debentures _____	4200		70,000	2.d	
e. Total interest expense (sum of items 2.a through 2.d) _____	4073		1,114,000	2.e	
3. Net interest income (item 1.h minus 2.e) _____			4074	708,000	3
4. Provision for loan and lease losses _____			4230	(18,000)	4
5. Noninterest income:					
a. Income from fiduciary activities (1) _____	4070		1,400,000	5.a	
b. Service charges on deposit accounts in domestic offices _____	4080		57,000	5.b	
c. Trading revenue (2) _____	A220		198,000	5.c	
d. (1) Fees and commissions from securities brokerage _____	C886		95,000	5.d.1	
(2) Investment banking, advisory, and underwriting fees and commissions _____	C888		8,000	5.d.2	
(3) Fees and commissions from annuity sales _____	C887		0	5.d.3	
(4) Underwriting income from insurance and reinsurance activities _____	C386		0	5.d.4	
(5) Income from other insurance activities _____	C387		0	5.d.5	
e. Venture capital revenue _____	B491		0	5.e	
f. Net servicing fees _____	B492		0	5.f	
g. Net securitization income _____	B493		0	5.g	
h. Not applicable					
i. Net gains (losses) on sales of loans and leases _____	5416		0	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		410,000	5.l	
m. Total noninterest income (sum of items 5.a through 5.l) _____			4079	2,168,000	5.m
6. a. Realized gains (losses) on held-to-maturity securities _____			3521	5,000	6.a
b. Realized gains (losses) on available-for-sale securities _____			3196	(1,000)	6.b
7. Noninterest expense:					
a. Salaries and employee benefits _____	4135		1,067,000	7.a	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest) _____	4217		208,000	7.b	
c. (1) Goodwill impairment losses _____	C216		0	7.c.1	
(2) Amortization expense and impairment losses for other intangible assets _____	C232		30,000	7.c.2	
d. Other noninterest expense* _____	4092		649,000	7.d	
e. Total noninterest expense (sum of items 7.a through 7.d) _____			4093	1,954,000	7.e
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e) _____			4301	944,000	8
9. Applicable income taxes (on item 8) _____			4302	343,000	9
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9) _____			4300	601,000	10
11. Extraordinary items and other adjustments, net of income taxes* _____			4320	(6,000)	11
12. Net income (loss) (sum of items 10 and 11) _____			4340	595,000	12

* Describe on Schedule RI-E - Explanations.

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

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

Legal Title of Bank

FDIC Certificate Number: 00639

Submitted to CDR on 10/1/2007 at 2:44 PM

Schedule RI—Continued

Memoranda

	Dollar Amounts in Thousands	Year-to-date			
		RIAD	Bil	Mil	
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes _____	4513			0	M.1
2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8) _____	8431		76,000		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		2,000		M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number) _____	4150		18,482		M.5
6. Not applicable					
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition (1) _____	9106		0		M.7

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

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

	RIAD	Bil	Mil	Thou	
a. Interest rate exposures _____	8757		20,000		M.8.a
b. Foreign exchange exposures _____	8758		170,000		M.8.b
c. Equity security and index exposures _____	8759		4,000		M.8.c
d. Commodity and other exposures _____	8760		0		M.8.d
e. Credit exposures _____	F186		4,000		M.8.e
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading _____	C889		0		M.9.a
b. Net gains (losses) on credit derivatives held for purposes other than trading _____	C890		0		M.9.b
10. Credit losses on derivatives (see instructions) _____	A251		0		M.10

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

RIAD	YES / NO
A530	NO

M.11

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

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

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

M.12

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

Schedule RI-A—Changes in Equity Capital

Indicate decreases and losses in parentheses.

		Dollar Amounts in Thousands				
		RIAD	Bil	Mil	Thou	
1.	Total equity capital most recently reported for the December 31, 2006, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income) _____	3217		8,724,000		1
2.	Restatements due to corrections of material accounting errors and changes in accounting principles* _____	B507		0		2
3.	Balance end of previous calendar year as restated (sum of items 1 and 2) _____	B508		8,724,000		3
4.	Net income (loss) (must equal Schedule RI, item 12) _____	4340		595,000		4
5.	Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions) _____	B509		14,000		5
6.	Treasury stock transactions, net _____	B510		0		6
7.	Changes incident to business combinations, net _____	4356		0		7
8.	LESS: Cash dividends declared on preferred stock _____	4470		0		8
9.	LESS: Cash dividends declared on common stock _____	4460		300,000		9
10.	Other comprehensive income (1) _____	B511		(94,000)		10
11.	Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above) _____	4415		(388,000)		11
12.	Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28) _____	3210		8,551,000		12

* Describe on Schedule RI-E - Explanations.

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

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

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

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

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

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

Schedule RI-B—Continued

Part I. Continued

Dollar Amounts in Thousands

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

Memoranda

Dollar Amounts in Thousands

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

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

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

Dollar Amounts in Thousands

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

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

Legal Title of Bank

Page RI-6

FDIC Certificate Number: 00639

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Submitted to CDR on 10/1/2007 at 2:44 PM

Schedule RI-B—Continued

Part II. Changes in Allowance for Loan and Lease Losses

	Dollar Amounts in Thousands			
	RIAD	Bil	Mil	
1. Balance most recently reported for the December 31, 2006, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income) _____	B522		286,000	1
2. Recoveries (must equal part I, item 9, column B, above) _____	4605		13,000	2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4) _____	C079		0	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		(18,000)	5
6. Adjustments* (see instructions for this schedule) _____	C233		0	6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c) _____	3123		281,000	7

* Describe on Schedule RI-E—Explanations.

Memoranda	Dollar Amounts in Thousands			
	RIAD	Bil	Mil	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above _____ <i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>	C435		0	M.1
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges _____	C389		N/A	M.2
3. Amount of allowance for loan and leases losses attributable to retail credit card fees and finance charges _____	C390		N/A	M.3
Memorandum item 4 is to be completed by all banks.				
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above) _____	C781		0	M.4

Schedule RI-D—Income from Foreign Offices

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

	Dollar Amounts in Thousands			
	RIAD	Bil	Mil	
1. Total interest income in foreign offices _____	C899		1,188,000	1
2. Total interest expense in foreign offices _____	C900		895,000	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		727,000	4.d
5. Realized gains (losses) on held-to-maturity and available-for-sale securities in foreign offices _____	C906		(1,000)	5
6. Total noninterest expense in foreign offices _____	C907		603,000	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		21,000	7
8. Applicable income taxes (on items 1 through 7) _____	C909		182,000	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		255,000	10
11. Internal allocations of income and expense applicable to foreign offices _____	C912		(35,000)	11
12. Eliminations arising from the consolidation of foreign offices with domestic offices _____	C913		(150,000)	12
13. Consolidated net income attributable to foreign offices (sum of items 10 through 12) _____	C914		70,000	13

Schedule RI-E—Explanations

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

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

		Dollar Amounts in Thousands		Year-to-Date			
		RIAD	Bil	Mil	Thou		
1. Other noninterest income (from Schedule RI, item 5.l)							
Itemize and describe amounts that exceed 1% of the sum of Schedule RI, items 1.h and 5.m:							
TEXT							
a.	Income and fees from the printing and sale of checks	C013			0		1.a
b.	Earnings on/increase in value of cash surrender value of life insurance	C014			0		1.b
c.	Income and fees from automated teller machines (ATMs)	C016			0		1.c
d.	Rent and other income from other real estate owned	4042			0		1.d
e.	Safe deposit box rent	C015			0		1.e
f.	4461	4461			0		1.f
g.	4462	4462			0		1.g
h.	4463	4463			0		1.h
i.	Net change in the fair values of financial instruments accounted for under a fair value option	F229			0		1.i
2. Other noninterest expense (from Schedule RI, item 7.d):							
Itemize and describe amounts that exceed 1% of the sum of of Schedule RI, items 1.h and 5.m:							
TEXT							
a.	Data processing expenses	C017			0		2.a
b.	Advertising and marketing expenses	0497			0		2.b
c.	Directors' fees	4136			0		2.c
d.	Printing, stationery, and supplies	C018			0		2.d
e.	Postage	8403			0		2.e
f.	Legal fees and expenses	4141			0		2.f
g.	FDIC deposit insurance assessments	4146			0		2.g
h.	4464 Computer software	4464			94,000		2.h
i.	4467 Sub custodian charge	4467			76,000		2.i
j.	4468 Discount brokerage clearing fee	4468			44,000		2.j
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and other adjustments):							
TEXT							
a.(1)	4469 Discontinued Operations	4469			(9,000)		3.a.1
	(2) Applicable income tax effect	4486		(3,000)			3.a.2
b.(1)	4487	4487			0		3.b.1
	(2) Applicable income tax effect	4488		0			3.b.2
c.(1)	4489	4489			0		3.c.1
	(2) Applicable income tax effect	4491		0			3.c.2

New York

City

NY **10286**

State Zip Code

FDIC Certificate Number: 00639

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Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for June 30, 2007

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

Schedule RC—Balance Sheet

		Dollar Amounts in Thousands		RCFD	Tril	Bil	Mill	Thou	
ASSETS									
1. Cash and balances due from depository institutions (from Schedule RC-A):									
a. Noninterest-bearing balances and currency and coin (1)				0081	2,729,000				1.a
b. Interest-bearing balances (2)				0071	21,061,000				1.b
2. Securities:									
a. Held-to-maturity securities (from Schedule RC-B, column A)				1754	1,416,000				2.a
b. Available-for-sale securities (from Schedule RC-B, column D)				1773	24,732,000				2.b
3. Federal funds sold and securities purchased under agreements to resell:									
a. Federal funds sold in domestic offices				RCON					
				B987	10,454,000				3.a
				RCFD					
b. Securities purchased under agreements to resell (3)				B989	157,000				3.b
4. Loans and lease financing receivables (from Schedule RC-C):									
a. Loans and leases held for sale				5369	0				4.a
b. Loans and leases, net of unearned income		B528	31,915,000						4.b
c. LESS: Allowance for loan and lease losses		3123	281,000						4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)				B529	31,634,000				4.d
5. Trading assets (from Schedule RC-D)									
				3545	2,764,000				5
6. Premises and fixed assets (including capitalized leases)									
				2145	884,000				6
7. Other real estate owned (from Schedule RC-M)									
				2150	2,000				7
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)									
				2130	284,000				8
9. Not applicable									
10. Intangible assets:									
a. Goodwill				3163	2,713,000				10.a
b. Other intangible assets (from Schedule RC-M)				0426	950,000				10.b
11. Other assets (from Schedule RC-F)									
				2160	8,377,000				11
12. Total assets (sum of items 1 through 11)									
				2170	108,157,000				12

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

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

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

Schedule RC—Continued

Dollar Amounts in Thousands

				Tril Bil Mil Thou		
LIABILITIES						
13. Deposits:						
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I) _____		RCON				
		2200		29,641,000		13. a
(1) Noninterest-bearing (1) _____		6631	18,755,000			13. a.1
(2) Interest-bearing _____		6636	10,886,000			13. a.2
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II) _____		RCFN				
		2200		53,217,000		13. b
(1) Noninterest-bearing _____		6631	1,965,000			13. b.1
(2) Interest-bearing _____		6636	51,252,000			13. b.2
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased in domestic offices (2) _____		RCON				
		B993		1,454,000		14. a
		RCFD				
b. Securities sold under agreements to repurchase (3) _____		B995		101,000		14. b
15. Trading liabilities (from Schedule RC-D) _____		3548		2,565,000		15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M) _____		3190		3,855,000		16
17. and 18. Not applicable						
19. Subordinated notes and debentures(4) _____		3200		2,261,000		19
20. Other liabilities (from Schedule RC-G) _____		2930		6,357,000		20
21. Total liabilities (sum of items 13 through 20) _____		2948		99,451,000		21
22. Minority interest in consolidated subsidiaries _____		3000		155,000		22
EQUITY CAPITAL						
23. Perpetual preferred stock and related surplus _____		3838		0		23
24. Common stock _____		3230		1,135,000		24
25. Surplus (exclude all surplus related to preferred stock) _____		3839		2,148,000		25
26. a. Retained earnings _____		3632		5,676,000		26. a
b. Accumulated other comprehensive income (5) _____		B530		(408,000)		26. b
27. Other equity capital components (6) _____		A130		0		27
28. Total equity capital (sum of items 23 through 27) _____		3210		8,551,000		28
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28) _____		3300		108,157,000		29

Memorandum

To be reported with the March Report of Condition.

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

RCFD	Number
6724	N/A

M.1

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

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

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

Exclude assets held for trading.

Dollar Amounts in Thousands	(Column A) Consolidated Bank				(Column B) Domestic Offices				
	RCFD	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
1. Cash items in process of collection, unposted debits, and currency and coin _____	0022			805,000					1
a. Cash items in process of collection and unposted debits _____					0020			735,000	1.a
b. Currency and coin _____					0080			68,000	1.b
2. Balances due from depository institutions in the U.S. _____					0082			159,000	2
a. U.S. branches and agencies of foreign banks (including their IBFs) _____	0083			410,000					2.a
b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs) _____	0085			46,000					2.b
3. Balances due from banks in foreign countries and foreign central banks _____					0070			201,000	3
a. Foreign branches of other U.S. banks _____	0073			815,000					3.a
b. Other banks in foreign countries and foreign central banks _____	0074			21,502,000					3.b
4. Balances due from Federal Reserve Banks _____	0090			212,000	0090			212,000	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			23,790,000	0010			1,375,000	5

Schedule RC-B—Securities

Exclude assets held for trading.

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale									
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value							
	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou						
1. U.S. Treasury securities _____	0211		0	0213		0	1286		21,000	1287		21,000	1	
2. U.S. Government agency obligations (exclude mortgage-backed securities):														
a. Issued by U.S. Government agencies (1) _____	1289		0	1290		0	1291		0	1293		0	2.a	
b. Issued by U.S. Government-sponsored agencies (2) _____	1294		0	1295		0	1297		663,000	1298		663,000	2.b	
3. Securities issued by states and political subdivisions in the U.S. _____	8496		0	8497		0	8498		69,000	8499		71,000	3	

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

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

Schedule RC-B—Continued

Dollar Amounts in Thousands	Held-to-maturity								Available-for-sale							
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
4. Mortgage-backed securities (MBS):																
a. Pass-through securities:																
(1) Guaranteed by GNMA _____	1698		244,000		1699		236,000		1701		190,000		1702		187,000	4.a.1
(2) Issued by FNMA and FHLMC _____	1703		302,000		1705		293,000		1706		1,087,000		1707		1,064,000	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		31,000		1715		30,000		1716		291,000		1717		287,000	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		839,000		1734		828,000		1735		21,330,000		1736		21,276,000	4.b.3
5. Asset-backed securities (ABS) _____	C026		0		C988		0		C989		380,000		C027		304,000	5
6. Other debt securities:																
a. Other domestic debt securities _____	1737		0		1738		0		1739		277,000		1741		276,000	6.a
b. Foreign debt securities _____	1742		0		1743		0		1744		383,000		1746		383,000	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values (1) _____									A510		198,000		A511		200,000	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		1,416,000		1771		1,387,000		1772		24,889,000		1773		24,732,000	8

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

Schedule RC-B—Continued

Memoranda	Dollar Amounts in Thousands	RCFD			
		Bil	Mil	Thou	
1. Pledged securities (1)		0416	13,840,000		M.1
2. Maturity and repricing data for debt securities (1, 2) (excluding those in nonaccrual status):					
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3,4)					
(1) Three months or less		A549	1,287,000		M.2.a.1
(2) Over three months through 12 months		A550	92,000		M.2.a.2
(3) Over one year through three years		A551	199,000		M.2.a.3
(4) Over three years through five years		A552	19,000		M.2.a.4
(5) Over five years through 15 years		A553	27,000		M.2.a.5
(6) Over 15 years		A554	95,000		M.2.a.6
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3,5)					
(1) Three months or less		A555	65,000		M.2.b.1
(2) Over three months through 12 months		A556	36,000		M.2.b.2
(3) Over one year through three years		A557	5,000		M.2.b.3
(4) Over three years through five years		A558	186,000		M.2.b.4
(5) Over five years through 15 years		A559	41,000		M.2.b.5
(6) Over 15 years		A560	1,463,000		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	10,769,000		M.2.c.1
(2) Over three years		A562	11,664,000		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	1,201,000		M.2.d
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)		1778	0		M.3
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):					
a. Amortized cost		8782	0		M.4.a
b. Fair value		8783	0		M.4.b

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

Schedule RC-B—Continued

Memoranda (continued)

Dollar Amounts in Thousands	Held-to-maturity								Available-for-sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
5. Asset-backed securities (ABS) (for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5):																	
a. Credit card receivables _____	B838		0		B839		0		B840		0		B841		0		M.5.a
b. Home equity lines _____	B842		0		B843		0		B844		0		B845		0		M.5.b
c. Automobile loans _____	B846		0		B847		0		B848		0		B849		0		M.5.c
d. Other consumer loans _____	B850		0		B851		0		B852		0		B853		0		M.5.d
e. Commercial and industrial loans _____	B854		0		B855		0		B856		0		B857		0		M.5.e
f. Other _____	B858		0		B859		0		B860		380,000		B861		304,000		M.5.f

Schedule RC-C—Loans and Lease Financing Receivables

Part I. Loans and Leases

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

Dollar Amounts in Thousands	(Column A) Consolidated Bank			(Column B) Domestic Offices					
	RCFD	Bil	Mil	Thou	RCON	Bil		Mil	Thou
1. Loans secured by real estate _____	1410	4,332,000							1
a. Construction, land development, and other land loans _____					1415	130,000			1.a
b. Secured by farmland (including farm residential and other improvements) _____					1420	0			1.b
c. Secured by 1-4 family residential properties:									
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit _____					1797	71,000			1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens _____					5367	3,220,000			1.c.2.a
(b) Secured by junior liens _____					5368	12,000			1.c.2.b
d. Secured by multifamily (5 or more) residential properties _____					1460	269,000			1.d
e. Secured by nonfarm nonresidential properties _____					1480	278,000			1.e
2. Loans to depository institutions and acceptances of other banks:									
a. To commercial banks in the U.S. _____					B531	17,000			2.a
(1) To U.S. branches and agencies of foreign banks _____	B532	16,000							2.a.1
(2) To other commercial banks in the U.S. _____	B533	60,000							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	1,051,000			2.c
(1) To foreign branches of other U.S. banks _____	B536	289,000							2.c.1
(2) To other banks in foreign countries _____	B537	3,737,000							2.c.2
3. Loans to finance agricultural production and other loans to farmers _____	1590	9,000			1590	1,000			3
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile) _____	1763	4,363,000			1763	568,000			4.a
b. To non-U.S. addressees (domicile) _____	1764	737,000			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	53,000			B539	42,000			6.b
c. Other consumer loans (includes single payment, installment, and all student loans) _____	2011	307,000			2011	67,000			6.c
7. Loans to foreign government and official institutions (including foreign central banks) _____	2081	276,000			2081	9,000			7
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S. _____	2107	0			2107	0			8
9. Other loans _____	1563	12,823,000							9
a. Loans for purchasing or carrying securities (secured and unsecured) _____					1545	5,703,000			9.a
b. All other loans (exclude consumer loans) _____					1564	2,844,000			9.b
10. Lease financing receivables (net of unearned income) _____					2165	4,935,000			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	4,935,000							10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above _____	2123	22,000			2123	13,000			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	31,915,000			2122	19,214,000			12

Schedule RC-C—Continued

Part I. Continued

Memoranda	Dollar Amounts in Thousands		RCFD	Bil	Mil	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures) _____	1616	0					M.1
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):							
a. Closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of: (1, 2)	RCON						
(1) Three months or less _____	A564	80,000					M.2.a.1
(2) Over three months through 12 months _____	A565	102,000					M.2.a.2
(3) Over one year through three years _____	A566	256,000					M.2.a.3
(4) Over three years through five years _____	A567	1,213,000					M.2.a.4
(5) Over five years through 15 years _____	A568	430,000					M.2.a.5
(6) Over 15 years _____	A569	1,135,000					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	21,474,000					M.2.b.1
(2) Over three months through 12 months _____	A571	1,978,000					M.2.b.2
(3) Over one year through three years _____	A572	138,000					M.2.b.3
(4) Over three years through five years _____	A573	262,000					M.2.b.4
(5) Over five years through 15 years _____	A574	1,842,000					M.2.b.5
(6) Over 15 years _____	A575	3,010,000					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	16,504,000					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	550,000					M.3
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (included in Schedule RC-C, part I, item 1.c.(2)(a), column B) _____	RCON						
	5370	1,807,000					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	1,000					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
Memorandum item 7 is to be completed by all banks.							
7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):							
a. Outstanding balance _____	C779	0					M.7.a
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9 _____	C780	0					M.7.b

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

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

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

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

Schedule RC-C—Continued

Part I. Continued

Memoranda	Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	
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)) _____						
		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 (included in Schedule RC-C, part I, items 1.c.(2)(a) and (b)) as of December 31, 2006, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule RC-C, part I, item 12, column B).</i>						
b. 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. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 9.a and 9.b must equal Schedule RC-C, part I, item 1.a):						
a. 1–4 family residential construction loans _____						
		F158			1,000	M.9.a
b. Other construction loans and all land development and other land loans _____						
		F159			129,000	M.9.b
10. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 10.a and 10.b must equal Schedule RC-C, part I, item 1.e):						
a. Loans secured by owner-occupied nonfarm nonresidential properties _____						
		F160			1,000	M.10.a
b. Loans secured by other nonfarm nonresidential properties _____						
		F161			277,000	M.10.b

Schedule RC-C—Continued

Part II. Loans to Small Businesses and Small Farms

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

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

Loans to Small Businesses

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

RCON	YES / NO / X
6999	NO

1

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

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

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

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

		Number of Loans		
a. "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part I, item 1.e, column B (Note: Item 1.e, column B, divided by the number of loans should NOT exceed \$100,000.) _____	RCON	5562	0	2.a
b. "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B (Note: Item 4.a, column B, divided by the number of loans should NOT exceed \$100,000.) _____	RCON	5563	0	2.b

Dollar Amounts in Thousands	(Column A) Number of Loans		(Column B) Amount Currently Outstanding				
	RCON		RCON	Bil	Mil	Thou	
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part I, item 1.e, column B (sum of items 3.a through 3.c must be less than or equal to Schedule RC-C, part I, item 1.e, column B):							
a. With original amounts of \$100,000 or less _____	5564	0	5565	0			3.a
b. With original amounts of more than \$100,000 through \$250,000 _____	5566	2	5567	0			3.b
c. With original amounts of more than \$250,000 through \$1,000,000 _____	5568	17	5569	7,000			3.c
4. Number and amount currently outstanding of "Commercial and industrial loans to U.S addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B (sum of items 4.a through 4.c must be less than or equal to Schedule RC-C, part I, item 4.a, column B):							
a. With original amounts of \$ 100,000 or less _____	5570	22	5571	1,000			4.a
b. With original amounts of more than \$100,000 through \$250,000 _____	5572	15	5573	1,000			4.b
c. With original amounts of more than \$250,000 through \$1,000,000 _____	5574	20	5575	4,000			4.c

Schedule RC-C—Continued

Part II. Continued

Agricultural Loans to Small Farms

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

RCON	YES / NO / X
6860	NO

5

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

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

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

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

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

Number of Loans	
RCON	
5576	0

6.a

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

RCON	
5577	0

6.b

Dollar Amounts in Thousands

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

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

(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
RCON		RCON	Bil Mil Thou	
5578	0	5579		0
5580	0	5581		0
5582	0	5583		0

7.a

7.b

7.c

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

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

RCON		RCON	
5584	1	5585	0
5586	1	5587	0
5588	1	5589	0

8.a

8.b

8.c

Legal Title of Bank _____

FDIC Certificate Number: 00639

Submitted to CDR on 10/1/2007 at 2:44 PM

Schedule RC-D—Trading Assets and Liabilities

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

Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
ASSETS						
1. U.S. Treasury securities in domestic offices _____		3531		50,000		1
2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities) _____		3532		0		2
3. Securities issued by states and political subdivisions in the U.S. in domestic offices _____		3533		0		3
4. Mortgage-backed securities (MBS) in domestic offices:						
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA _____		3534		0		4.a
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS) _____		3535		0		4.b
c. All other mortgage-backed securities _____		3536		0		4.c
5. Other debt securities in domestic offices _____		3537		0		5
6. - 8. Not applicable						
9. Other trading assets in domestic offices _____		3541		493,000		9
		RCFN				
10. Trading assets in foreign offices _____		3542		69,000		10
11. Derivatives with a positive fair value:		RCON				
a. In domestic offices _____		3543		1,832,000		11.a
		RCFN				
b. In foreign offices _____		3543		320,000		11.b
		RCFD				
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5) _____		3545		2,764,000		12
LIABILITIES						
13. Liability for short positions _____		3546		104,000		13
14. Derivatives with a negative fair value _____		3547		2,461,000		14
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule RC, item 15) _____		3548		2,565,000		15

Schedule RC-E—Deposit Liabilities

Part I. Deposits in Domestic Offices

Dollar Amounts in Thousands	Transaction Accounts								Nontransaction Accounts				
	(Column A) Total transaction accounts (including total demand deposits)				(Column B) Memo: Total demand deposits (included in column A)				(Column C) Total nontransaction accounts (including MMDAs)				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
Deposits of:													
1. Individuals, partnerships and corporations (include all certified and official checks)	B549	5,063,000							B550	22,958,000			1
2. U.S. Government	2202	15,000							2520	0			2
3. States and political subdivisions in the U.S.	2203	33,000							2530	4,000			3
4. Commercial banks and other depository institutions in the U.S.	B551	109,000							B552	13,000			4
5. Banks in foreign countries	2213	1,206,000							2236	221,000			5
6. Foreign governments and official institutions (including foreign central banks)	2216	18,000							2377	1,000			6
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	6,444,000			2210	6,372,000			2385	23,197,000			7

Memoranda	Dollar Amounts in Thousands				RCON	Bil	Mil	Thou	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):									
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835	3,000							M.1.a
b. Total brokered deposits	2365	0							M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above): (1)									
(1) Issued in denominations of less than \$100,000	2343	0							M.1.c.1
(2) Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less	2344	0							M.1.c.2
d. Maturity data for brokered deposits:									
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)	A243	0							M.1.d.1
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	A244	0							M.1.d.2
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only)	5590	N/A							M.1.e
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 7, column C above):									
a. Savings deposits:									
(1) Money market deposit accounts (MMDAs)	6810	3,358,000							M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352	230,000							M.2.a.2
b. Total time deposits of less than \$100,000	6648	5,000							M.2.b
c. Total time deposits of \$100,000 or more	2604	19,604,000							M.2.c
(1) Individual Retirement Accounts (IRAs) and Keogh Plan accounts included in Memorandum item 2.c, "Total time deposits of \$100,000 or more," above	F233	1,000							M.2.c.1

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

Schedule RC-E—Continued

Part I. Continued

Memoranda (continued)	Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	
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		1,000		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		1,000		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		4,000		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		18,981,000		M.4.a.1
(2) Over three months through 12 months _____		A585		16,000		M.4.a.2
(3) Over one year through three years _____		A586		532,000		M.4.a.3
(4) Over three years _____		A587		75,000		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		18,297,000		M.4.b

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

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

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

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

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

Deposits of:	Dollar Amounts in Thousands	RCFN	Bil	Mil	Thou	
1. Individuals, partnerships, and corporations (include all certified and official checks) _____						
		B553		43,378,000		1
2. U.S. banks (including IBFs and foreign branches of U.S. banks) and other U.S. depository institutions _____						
		B554		226,000		2
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs) _____						
		2625		8,905,000		3
4. Foreign governments and official institutions (including foreign central banks) _____						
		2650		708,000		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		53,217,000		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		15,960,000		M.1

Schedule RC-F—Other Assets

				Dollar Amounts in Thousands			RCFD	Bil	Mil	Thou	
1.	Accrued interest receivable (1) _____						B556		357,000		1
2.	Net deferred tax assets (2) _____						2148		2,000		2
3.	Interest-only strips receivable (not in the form of a security) (3) on:										
	a.	Mortgage loans _____					A519		0		3.a
	b.	Other financial assets _____					A520		0		3.b
4.	Equity securities that DO NOT have readily determinable fair values (4) _____						1752		191,000		4
5.	Life insurance assets _____						C009		1,755,000		5
6.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item) _____						2168		6,072,000		6
	TEXT										
	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		3,797,000					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		8,377,000		7

Schedule RC-G—Other Liabilities

				Dollar Amounts in Thousands			RCFD	Bil	Mil	Thou	
1.	a.	Interest accrued and unpaid on deposits in domestic offices(5) _____					3645		26,000		1.a
	b.	Other expenses accrued and unpaid (includes accrued income taxes payable) _____					RCFD				
							3646		1,124,000		1.b
2.	Net deferred tax liabilities (2) _____						3049		2,822,000		2
3.	Allowance for credit losses on off-balance sheet credit exposures _____						B557		133,000		3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item) _____						2938		2,252,000		4
	TEXT										
	a.	Accounts Payable		3066		1,284,000					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		6,357,000		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, includes "dividends" accrued and unpaid on deposits.

Legal Title of Bank

FDIC Certificate Number: 00639

Submitted to CDR on 10/1/2007 at 2:44 PM

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

	Dollar Amounts in Thousands			Domestic Offices		
	RCON	Bil	Mil	Thou		
1. and 2. Not applicable						
3. Securities purchased under agreements to resell _____	B989		0			3
4. Securities sold under agreements to repurchase _____	B995		101,000			4
5. Other borrowed money _____ <i>EITHER</i>	3190		959,000			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		10,105,000			7
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs) _____	2192		60,868,000			8
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs) _____	3129		42,057,000			9

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

	RCON	Bil	Mil	Thou	
10. U.S. Treasury securities _____	1039		21,000		10
11. U.S. Government agency obligations (exclude mortgage-backed securities) _____	1041		663,000		11
12. Securities issued by states and political subdivisions in the U.S. _____	1042		69,000		12
13. Mortgage-backed securities (MBS):					
a. Pass-through securities:					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA _____	1043		1,821,000		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		322,000		13.b.1
(2) All other mortgage-backed securities _____	1280		13,571,000		13.b.2
14. Other domestic debt securities (include domestic asset-backed securities) _____	1281		457,000		14
15. Foreign debt securities (include foreign asset-backed securities) _____	1282		4,000		15
16. Investments in mutual funds and other equity securities with readily determinable fair values _____	A510		180,000		16
17. Total amortized (historical) cost of both held-to-maturity and available-for-sale securities (sum of items 10 through 16) _____	1374		17,108,000		17
18. Equity securities that do not have readily determinable fair values _____	1752		190,000		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		3,065,000	1
2. Total IBF liabilities (component of Schedule RC, item 21) _____	2898		4,939,000	2

Schedule RC-K—Quarterly Averages (1)

Dollar Amounts in Thousands

	RCFD	Tril Bil Mil Thou	
ASSETS			
1. Interest-bearing balances due from depository institutions _____	3381	18,850,000	1
2. U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities) _____	B558	615,000	2
3. Mortgage-backed securities (2) _____	B559	22,262,000	3
4. All other securities (2, 3) (includes securities issued by states and political subdivisions in the U.S.) _____	B560	1,216,000	4
5. Federal funds sold and securities purchased under agreements to resell _____	3365	4,560,000	5
6. Loans:			
a. Loans in domestic offices:	RCON		
(1) Total loans _____	3360	12,650,000	6.a.1
(2) Loans secured by real estate _____	3385	3,946,000	6.a.2
(3) Loans to finance agricultural production and other loans to farmers _____	3386	1,000	6.a.3
(4) Commercial and industrial loans _____	3387	584,000	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	111,000	6.a.5.b
b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs _____	RCFN		
	3360	12,591,000	6.b
	RCFD		
7. Trading assets _____	3401	3,051,000	7
8. Lease financing receivables (net of unearned income) _____	3484	4,925,000	8
9. Total assets(4) _____	3368	95,641,000	9
LIABILITIES			
10. Interest-bearing transaction accounts in domestic offices (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits) _____	RCON		
	3485	192,000	10
11. Nontransaction accounts in domestic offices:			
a. Savings deposits (includes MMDAs) _____	B563	4,518,000	11.a
b. Time deposits of \$100,000 or more _____	A514	19,166,000	11.b
c. Time deposits of less than \$100,000 _____	A529	6,000	11.c
	RCFN		
12. Interest-bearing deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs _____	3404	43,541,000	12
	RCFD		
13. Federal funds purchased and securities sold under agreements to repurchase _____	3353	1,495,000	13
14. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) _____	3355	2,818,000	14

- (1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).
- (2) Quarterly averages for all debt securities should be based on amortized cost.
- (3) Quarterly averages for all equity securities should be based on historical cost.
- (4) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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

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		122,000		1.a	
b. Credit card lines _____										
					3815		0		1.b	
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)) _____										
					3816		244,000		1.c.1	
(a) 1-4 family residential construction loan commitments _____ F164 0										
(b) Commercial real estate, other construction loan, and land development loan commitments _____ F165 244,000										
									1.c.1.a	
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate _____										
					6550		514,000		1.c.2	
d. Securities underwriting _____										
					3817		0		1.d	
e. Other unused commitments _____										
					3818		36,581,000		1.e	
2. Financial standby letters of credit and foreign office guarantees _____										
					3819		12,173,000		2	
a. Amount of financial standby letters of credit conveyed to others _____ 3820 2,380,000										
									2.a	
3. Performance standby letters of credit and foreign office guarantees _____										
					3821		916,000		3.	
a. Amount of performance standby letters of credit conveyed to others _____ 3822 93,000										
									3.a	
4. Commercial and similar letters of credit _____										
					3411		1,225,000		4	
5. Not applicable										
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank) _____										
					3433		396,949,000		6	
7. Credit derivatives:										
a. Notional amounts:										
(1) Credit default swaps _____										
		(Column A)		(Column B)						
		Guarantor		Beneficiary						
		RCFD	Bil Mil Thou	RCFD	Bil Mil Thou					
		C968	2,000	C969	1,794,000				7.a.1	
		C970	0	C971	178,000				7.a.2	
		C972	0	C973	0				7.a.3	
		C974	0	C975	0				7.a.4	
b. Gross fair values:										
(1) Gross positive fair value _____										
		C219	0	C221	5,000				7.b.1	
(2) Gross negative fair value _____										
		C220	0	C222	5,000				7.b.2	
8. Spot foreign exchange contracts _____										
					8765		22,976,000		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		0		9	
TEXT										
a. Securities borrowed _____ 3432 0										
					3434		0		9.a	
b. Commitments to purchase when-issued securities _____										
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf _____										
					C978		0		9.c	
d.	3555				3555		0		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	
TEXT										
a. Commitments to sell when-issued securities _____ 3435 0										
					5592		0		10.a	
b.	5592				5592		0		10.b	
c.	5593				5593		0		10.c	
d.	5594				5594		0		10.d	
e.	5595				5595		0		10.e	

Schedule RC-L—Continued

Dollar Amounts in Thousands

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

11.a

11.b

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
Derivatives Position Indicators																	
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):																	
a. Futures contracts _____	RCFD 8693 56,635,000				RCFD 8694 475,000				RCFD 8695 971,000				RCFD 8696 0				12.a
b. Forward contracts _____	RCFD 8697 0				RCFD 8698 108,300,000				RCFD 8699 2,000				RCFD 8700 0				12.b
c. Exchange-traded option contracts:																	
(1) Written options _____	RCFD 8701 10,008,000				RCFD 8702 3,106,000				RCFD 8703 4,563,000				RCFD 8704 0				12.c.1
(2) Purchased options _____	RCFD 8705 21,047,000				RCFD 8706 1,843,000				RCFD 8707 2,685,000				RCFD 8708 0				12.c.2
d. Over-the-counter option contracts:																	
(1) Written options _____	RCFD 8709 202,927,000				RCFD 8710 6,543,000				RCFD 8711 4,369,000				RCFD 8712 0				12.d.1
(2) Purchased options _____	RCFD 8713 160,994,000				RCFD 8714 8,036,000				RCFD 8715 3,573,000				RCFD 8716 0				12.d.2
e. Swaps _____	RCFD 3450 357,674,000				RCFD 3826 2,335,000				RCFD 8719 151,000				RCFD 8720 0				12.e
13. Total gross notional amount of derivative contracts held for trading _____	RCFD A126 795,424,000				RCFD A127 128,591,000				RCFD 8723 16,314,000				RCFD 8724 0				13
14. Total gross notional amount of derivative contracts held for purposes other than trading _____	RCFD 8725 13,861,000				RCFD 8726 2,047,000				RCFD 8727 0				RCFD 8728 0				14
a. Interest rate swaps where the bank has agreed to pay a fixed rate _____	RCFD A589 6,361,000																14.a
15. Gross fair values of derivative contracts:																	
a. Contracts held for trading:																	
(1) Gross positive fair value _____	RCFD 8733 3,686,000				RCFD 8734 911,000				RCFD 8735 337,000				RCFD 8736 0				15.a.1
(2) Gross negative fair value _____	RCFD 8737 3,980,000				RCFD 8738 753,000				RCFD 8739 492,000				RCFD 8740 0				15.a.2
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value _____	RCFD 8741 237,000				RCFD 8742 3,000				RCFD 8743 0				RCFD 8744 0				15.b.1
(2) Gross negative fair value _____	RCFD 8745 284,000				RCFD 8746 27,000				RCFD 8747 0				RCFD 8748 0				15.b.2

Schedule RC-M—Memoranda

Dollar Amounts in Thousands		RCFD	Bil	Mil	Thou	
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:						
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests _____		6164		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	1		1.b
2. Intangible assets other than goodwill:						
a. Mortgage servicing assets _____		3164		0		2.a
(1) Estimated fair value of mortgage servicing assets _____		A590		0		2.a.1
b. Purchased credit card relationships and nonmortgage servicing assets _____		B026		0		2.b
c. All other identifiable intangible assets _____		5507		950,000		2.c
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b) _____		0426		950,000		2.d
3. Other real estate owned:						
a. Direct and indirect investments in real estate ventures _____		5372		0		3.a
b. All other real estate owned:		RCFN				
(1) Construction, land development, and other land in domestic offices _____		5508		0		3.b.1
(2) Farmland in domestic offices _____		5509		0		3.b.2
(3) 1-4 family residential properties in domestic offices _____		5510		2,000		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 _____		5513		0		3.b.7
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7) _____		RCFD				
		2150		2,000		3.c
4. Investments in unconsolidated subsidiaries and associated companies:						
a. Direct and indirect investments in real estate ventures _____		5374		0		4.a
b. All other investments in unconsolidated subsidiaries and associated companies _____		5375		284,000		4.b
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8) _____		2130		284,000		4.c
5. Other borrowed money:						
a. Federal Home Loan Bank advances:						
(1) Advances with a remaining maturity or next repricing date of: (1)						
(a) One year or less _____		F055		0		5.a.1.a
(b) Over one year through three years _____		F056		0		5.a.1.b
(c) Over three years through five years _____		F057		0		5.a.1.c
(d) Over five years _____		F058		0		5.a.1.d
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above) (2) _____		2651		0		5.a.2
(3) Structured advances (included in items 5.a.(1)(a) - (d) above) _____		F059		0		5.a.3
b. Other borrowings:						
(1) Other borrowings with a remaining maturity or next repricing date of: (3)						
(a) One year or less _____		F060		3,255,000		5.b.1.a
(b) Over one year through three years _____		F061		0		5.b.1.b
(c) Over three years through five years _____		F062		0		5.b.1.c
(d) Over five years _____		F063		600,000		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		464,000		5.b.2
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16) _____		3190		3,855,000		5.c

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

Schedule RC-M—Continued

Dollar Amounts in Thousands

6. Does the reporting bank sell private label or third party mutual funds and annuities? _____

RCFD	YES / NO
B569	YES

6

7. Assets under the reporting bank's management in proprietary mutual funds and annuities _____

RCFD	Bil Mil Thou
B570	19,050,000

7

8. Primary Internet Web site address of the bank (home page), if any
(example: www.examplebank.com)
(TEXT 4087) http://www.bankofny.com _____

8

9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site? _____

RCFD	YES / NO
4088	YES

9

10. Secured liabilities:

a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule RC, item 14.a) _____

RCON	Bil Mil Thou
F064	0

10.a

b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d)) _____

RCFD	
F065	81,000

10.b

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
	1. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic offices	2759		17,000		2769		0		3492		9,000		1.a
b. Secured by farmland in domestic offices	3493		0		3494		0		3495		0		1.b
c. Secured by 1-4 family residential properties in domestic offices:													
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398		0		5399		0		5400		0		1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens	C236		37,000		C237		7,000		C229		4,000		1.c.2.a
(b) Secured by junior liens	C238		0		C239		0		C230		0		1.c.2.b
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		0		3500		0		3501		0		1.d
e. Secured by nonfarm nonresidential properties in domestic offices													
	3502		4,000		3503		0		3504		0		1.e
	RCFN				RCFN				RCFN				
f. In foreign offices	B572		4,000		B573		0		B574		0		1.f
2. Loans to depository institutions and acceptances of other banks:													
a. To U.S. banks and other U.S. depository institutions	RCFD				RCFD				RCFD				
	5377		0		5378		0		5379		0		2.a
b. To foreign banks	5380		1,000		5381		0		5382		1,000		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		2,000		1252		0		1253		0		4.a
b. To non-U.S. addressees (domicile)	1254		0		1255		0		1256		3,000		4.b
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575		0		B576		0		B577		0		5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)													
	B578		5,000		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		280,000		5460		0		5461		0		7
8. Lease financing receivables:													
a. Leases to individuals for household, family, and other personal expenditures													
	F166		0		F167		0		F168		0		8.a
b. All other leases													
	F169		0		F170		0		F171		0		8.b
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)													
	3505		0		3506		0		3507		0		9

Schedule RC-N—Continued

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

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

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

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

7. Additions to nonaccrual assets during the quarter _____	C410	2,000				M.7
8. Nonaccrual assets sold during the quarter _____	C411	0				M.8

Schedule RC-N—Continued

Memoranda

Dollar Amounts in Thousands

	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual		
	RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou	
9. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 9.a and 9.b must equal Schedule RC-N, item 1.a):									
a. 1–4 family residential construction loans	F172	1,000		F174	0		F176	0	M.9.a
b. Other construction loans and all land development and other land loans	F173	16,000		F175	0		F177	9,000	M.9.b
10. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 10.a and 10.b must equal Schedule RC-N, item 1.e):									
a. Loans secured by owner-occupied nonfarm nonresidential properties	F178	0		F180	0		F182	0	M.10.a
b. Loans secured by other nonfarm nonresidential properties	F179	4,000		F181	0		F183	0	M.10.b

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

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

Dollar Amounts in Thousands		RCFD	Bil	Mill	Thou	
A. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations _____						
		F236			N/A	A
B. Total allowable exclusions (including foreign deposits) _____						
		F237			N/A	B
		RCFN				
C. Total foreign deposits (included in item B above) _____						
		F234			N/A	C
		RCFD				
D. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations _____						
		F238			N/A	D
E. Total daily average of allowable exclusions (including foreign deposits) _____						
		F239			N/A	E
		RCFN				
F. Total daily average of foreign deposits (included in item E above) _____						
		F235			N/A	F
Dollar Amounts in Thousands		RCON	Bil	Mill	Thou	
1. Unposted debits (see instructions):						
a. Actual amount of all unposted debits _____		0030			0	1.a
<i>OR</i>						
b. Separate amount of unposted debits:						
(1) Actual amount of unposted debits to demand deposits _____		0031			18,000	1.b.1
(2) Actual amount of unposted debits to time and savings deposits (1) _____		0032			0	1.b.2
2. Unposted credits (see instructions):						
a. Actual amount of all unposted credits _____		3510			0	2.a
<i>OR</i>						
b. Separate amount of unposted credits:						
(1) Actual amount of unposted credits to demand deposits _____		3512			364,000	2.b.1
(2) Actual amount of unposted credits to time and savings deposits (1) _____		3514			3,000	2.b.2
3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits in domestic offices) _____						
		3520			0	3
4. Deposits of consolidated subsidiaries in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions (not included in total deposits) :						
a. Demand deposits of consolidated subsidiaries _____		2211			2,911,000	4.a
b. Time and savings deposits (1) of consolidated subsidiaries _____		2351			0	4.b
c. Interest accrued and unpaid on deposits of consolidated subsidiaries _____		5514			0	4.c
5. Deposits in insured branches in Puerto Rico and U.S. territories and possessions:						
a. Demand deposits in insured branches (included in Schedule RC-E, Part II) _____		2229			0	5.a
b. Time and saving deposits (1) in insured branches (included in Schedule RC-E, Part II) _____		2383			0	5.b
c. Interest accrued and unpaid on deposits in insured branches (included in Schedule RC-G, item 1.b) _____		5515			0	5.c
6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:						
a. Amount reflected in demand deposits (included in Schedule RC-E, Part I, Item 7, column B) _____		2314			8,000	6.a
b. Amount reflected in time and savings deposits (1) (included in Schedule RC-E, Part I, Item 7, column A or C, but not column B) _____		2315			0	6.b
7. Unamortized premiums and discounts on time and savings deposits: (1,2)						
a. Unamortized premiums _____		5516			0	7.a
b. Unamortized discounts _____		5517			3,000	7.b
8. Not applicable						
9. Deposits in lifeline accounts _____		5596				9
10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits in domestic offices) _____						
		8432			0	10

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

(2) Exclude core deposit intangibles.

Schedule RC-O—Continued

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

Memoranda

		Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	
1.	Total deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal the sum of Schedule RC, item 13.a, and Schedule RC-O, items 5.a and 5.b):						
a.	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		571,000		M.1.a.1
	(2) Number of deposit accounts (excluding retirement accounts) of \$100,000 or less (to be completed for the June report only) _____	RCON	Number				
		F050	310,079				M.1.a.2
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		29,067,000		M.1.b.1
	(2) Number of deposit accounts (excluding retirement accounts) of more than \$100,000 _____	RCON	Number				
		F052	9,852				M.1.b.2
c.	Retirement deposit accounts of \$250,000 or less: (1)						
	(1) Amount of retirement deposit accounts of \$250,000 or less _____		F045		2,000		M.1.c.1
	(2) Number of retirement deposit accounts of \$250,000 or less (to be completed for the June report only) _____	RCON	Number				
		F046	214				M.1.c.2
d.	Retirement deposit accounts of more than \$250,000: (1)						
	(1) Amount of retirement deposit accounts of more than \$250,000 _____		F047		1,000		M.1.d.1
	(2) Number of retirement deposit accounts of more than \$250,000 _____	RCON	Number				
		F048	3				M.1.d.2
Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (2)							
2.	Estimated amount of uninsured deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions (see instructions) _____		5597		28,821,000		M.2
3.	Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report or Thrift Financial Report ?						
	If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:						
	Text _____	RCON	FDIC Cert No.				
	A545 _____	A545	0				M.3

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

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

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

Schedule RC-P is to be completed by (1) all banks with \$1 billion or more in total assets¹ and (2) banks with less than \$1 billion in total assets at which either closed-end (first and junior lien) 1-4 family residential mortgage loan originations and purchases for resale² 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. First liens _____	F066			0	1.a
b. Junior liens _____	F067			0	1.b
2. Wholesale originations and purchases during the quarter of closed-end 1-4 family residential mortgage loans for sale ² :					
a. First liens _____	F068			0	2.a
b. Junior liens _____	F069			0	2.b
3. Closed-end 1-4 family residential mortgage loans sold during the quarter:					
a. First liens _____	F070			0	3.a
b. Junior liens _____	F071			0	3.b
4. Closed-end 1-4 family residential mortgage loans held for sale at quarter-end (included in Schedule RC, item 4.a):					
a. First liens _____	F072			0	4.a
b. Junior liens _____	F073			0	4.b
5. Noninterest income for the quarter from the sale, securitization, and servicing of closed-end 1-4 family residential mortgage loans (included in Schedule RI, items 5.f, 5.g, and 5.i) _____	RIAD				
	F184			0	5

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

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

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

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

		Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule RC)									
		(Column A) Total Fair Value Reported on Schedule RC			(Column B) Level 2 Fair Value Measurements			(Column C) Level 3 Fair Value Measurements			
		RCFD	Bil Mil Thou		RCFD	Bil Mil Thou		RCFD		Bil Mil Thou	
Dollar Amounts in Thousands											
ASSETS											
1. Loans and leases _____		F243	N/A		F244	N/A		F245	N/A		1
2. Trading assets _____		F246	N/A		F247	N/A		F248	N/A		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	N/A		F241	N/A		F242	N/A		2.a
3. All other financial assets and servicing assets _____		F249	N/A		F250	N/A		F251	N/A		3
LIABILITIES											
4. Deposits _____		F252	N/A		F253	N/A		F254	N/A		4
5. Trading liabilities _____		F255	N/A		F256	N/A		F257	N/A		5
6. All other financial liabilities and servicing liabilities _____		F258	N/A		F259	N/A		F260	N/A		6
7. Loan commitments (not accounted for as derivatives) _____		F261	N/A		F262	N/A		F263	N/A		7

Schedule RC-R—Regulatory Capital

Dollar Amounts in Thousands

	RCFD	Bil Mil Thou		
Tier 1 capital				
1. Total equity capital (from Schedule RC, item 28) _____	3210	8,551,000	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	(97,000)	2	
3. LESS: Net unrealized loss on available-for-sale EQUITY securities (1) (report loss as a positive value) _____	A221	0	3	
4. LESS: Accumulated net gains (losses) on cash flow hedges (1) (if a gain, report as a positive value; if a loss, report as a negative value) _____	4336	(252,000)	4	
5. LESS: Nonqualifying perpetual preferred stock _____	B588	0	5	
6. Qualifying minority interests in consolidated subsidiaries _____	B589	500,000	6	
7. a. LESS: Disallowed goodwill and other disallowed intangible assets _____	B590	3,511,000	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	5,889,000	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	(39,000)	10	
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) _____	8274	5,850,000	11	
Tier 2 capital				
12. Qualifying subordinated debt and redeemable preferred stock _____	5306	1,740,000	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	414,000	14	
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital _____	2221	1,000	15	
16. Other Tier 2 capital components _____	B594	0	16	
17. Tier 2 capital (sum of items 12 through 16) _____	5311	2,155,000	17	
18. Allowable Tier 2 capital (lesser of item 11 or 17) _____	8275	2,155,000	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	8,005,000	21	
Total assets for leverage ratio				
	RCFD	Tril Bil Mil Thou		
22. Average total assets (from Schedule RC-K, item 9) _____	3368	95,641,000	22	
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) _____	B590	3,511,000	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	(257,000)	26	
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) _____	A224	92,387,000	27	
Adjustments for financial subsidiaries				
	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	
Capital ratios				
(Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries.)				
	(Column A)		(Column B)	
	RCFD	Percentage	RCFD	Percentage
31. Tier 1 leverage ratio (2) _____	7273	0.00%	7204	6.33%
32. Tier 1 risk-based capital ratio (3) _____	7274	0.00%	7206	7.95%
33. Total risk-based capital ratio (4) _____	7275	0.00%	7205	10.87%

(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	
Balance Sheet Asset Categories							
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC, items 1.a and 1.b)	RCFD 0010 23,790,000	RCFD C869 0	RCFD B600 326,000	RCFD B601 23,359,000		RCFD B602 105,000	34
35. Held-to-maturity securities	RCFD 1754 1,416,000	RCFD B603 0	RCFD B604 275,000	RCFD B605 1,105,000	RCFD B606 0	RCFD B607 36,000	35
36. Available-for-sale securities	RCFD 1773 24,732,000	RCFD B608 (158,000)	RCFD B609 215,000	RCFD B610 23,156,000	RCFD B611 463,000	RCFD B612 1,056,000	36
37. Federal funds sold and securities purchased under agreements to resell	RCFD C225 10,611,000		RCFD C063 157,000	RCFD C064 10,454,000		RCFD B520 0	37
38. Loans and leases held for sale	RCFD 5369 0	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 31,915,000	RCFD B622 0	RCFD B623 1,622,000	RCFD B624 4,646,000	RCFD B625 3,513,000	RCFD B626 22,134,000	39
40. LESS: Allowance for loan and lease losses	RCFD 3123 281,000	RCFD 3123 281,000					40
41. Trading assets	RCFD 3545 2,764,000	RCFD B627 2,764,000	RCFD B628 0	RCFD B629 0	RCFD B630 0	RCFD B631 0	41
42. All other assets (1)	RCFD B639 13,210,000	RCFD B640 3,500,000	RCFD B641 0	RCFD B642 107,000	RCFD B643 10,000	RCFD 5339 9,593,000	42
43. Total assets (sum of items 34 through 42)	RCFD 2170 108,157,000	RCFD B644 5,825,000	RCFD 5320 2,595,000	RCFD 5327 62,827,000	RCFD 5334 3,986,000	RCFD 5340 32,924,000	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) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)	(Column C)	(Column D)	(Column E)	(Column F)	
				Allocation by Risk Weight Category				
				0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil Mil Thou		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Derivatives and Off-Balance Sheet Items	RCFD B546	See footnote 2	RCFD B547	RCFD B548	RCFD B581	RCFD B582	RCFD B583	
44. Financial standby letters of credit	12,173,000	1.00	12,173,000	199,000	2,497,000	0	9,477,000	44
45. Performance standby letters of credit	RCFD 3821		RCFD B650	RCFD B651	RCFD B652	RCFD B653	RCFD B654	
	916,000	.50	458,000	10,000	49,000	0	399,000	45
46. Commercial and similar letters of credit	RCFD 3411		RCFD B655	RCFD B656	RCFD B657	RCFD B658	RCFD B659	
	1,225,000	.20	245,000	3,000	9,000	0	233,000	46
47. Risk participations in bankers acceptances acquired by the reporting institution	RCFD 3429		RCFD B660	RCFD B661	RCFD B662		RCFD B663	
	7,000	1.00	7,000	0	5,000		2,000	47
48. Securities lent	RCFD 3433		RCFD B664	RCFD B665	RCFD B666	RCFD B667	RCFD B668	
	396,949,000	1.00	396,949,000	394,997,000	1,952,000	0	0	48
49. Retained recourse on small business obligations sold with recourse	RCFD A250		RCFD B669	RCFD B670	RCFD B671	RCFD B672	RCFD B673	
	0	1.00	0	0	0	0	0	49
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	RCFD B541	* Below	RCFD B542				RCFD B543	
	0	12.500	0				0	50
51. All other financial assets sold with recourse	RCFD B675		RCFD B676	RCFD B677	RCFD B678	RCFD B679	RCFD B680	
	0	1.00	0	0	0	0	0	51
52. All other off-balance sheet liabilities	RCFD B681		RCFD B682	RCFD B683	RCFD B684	RCFD B685	RCFD B686	
	594,000	1.00	594,000	0	123,000	60,000	411,000	52
53. Unused commitments with an original maturity exceeding one year	RCFD 3833		RCFD B687	RCFD B688	RCFD B689	RCFD B690	RCFD B691	
	24,822,000	.50	12,411,000	0	1,012,000	0	11,399,000	53
54. Derivative contracts			RCFD A167	RCFD B693	RCFD B694	RCFD B695		
			7,007,000	60,000	3,692,000	3,255,000		54

(1) Column A multiplied by credit conversion factor.

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

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

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

Schedule RC-R—Continued

	Dollar Amounts in Thousands											
	(Column C)			(Column D)			(Column E)			(Column F)		
	Allocation by Risk Weight Category											
	0%			20%			50%			100%		
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
Totals												
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	RCFD B696			RCFD B697			RCFD B698			RCFD B699		
	397,864,000			72,166,000			7,301,000			54,845,000		
56. Risk weight factor	* 0%			* 20%			* 50%			* 100%		
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCFD B700			RCFD B701			RCFD B702			RCFD B703		
	0			14,433,200			3,650,500			54,845,000		
58. Market risk equivalent assets							RCFD 1651			688,000		
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)							RCFD B704			73,616,700		
60. LESS: Excess allowance for loan and lease losses							RCFD A222			0		
61. LESS: Allocated transfer risk reserve							RCFD 3128			0		
62. Total risk-weighted assets (item 59 minus items 60 and 61)							RCFD A223			73,616,700		

Memoranda

Dollar Amounts in Thousands

RCFD	Bil Mil Thou
8764	2,493,000

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards M.1

	With a remaining maturity of					
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years	
	RCFD	Tril Bil Mil Thou	RCFD	Tril Bil Mil Thou	RCFD	Tril Bil Mil Thou
2. Notional principal amounts of derivative contracts: (1)						
a. Interest rate contracts	3809	116,882,000	8766	249,080,000	8767	115,292,000
b. Foreign exchange contracts	3812	110,149,000	8769	1,821,000	8770	1,389,000
c. Gold contracts	8771	0	8772	0	8773	0
d. Other precious metals contracts	8774	0	8775	0	8776	0
e. Other commodity contracts	8777	0	8778	0	8779	0
f. Equity derivative contracts	A000	3,302,000	A001	555,000	A002	50,000
g. Credit derivative contracts:						
(1) Investment grade	C980	297,000	C981	985,000	C982	1,000
(2) Subinvestment grade	C983	79,000	C984	612,000	C985	0

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

Legal Title of Bank

FDIC Certificate Number: 00639

Submitted to CDR on 10/1/2007 at 2:44 PM

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

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Bank Securitization Activities								
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements _____	RCFD B705 0	RCFD B706 0	RCFD B707 0	RCFD B708 0	RCFD B709 0	RCFD B710 0	RCFD B711 141,000	1
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:								
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5) _____	RCFD B712 0	RCFD B713 0	RCFD B714 0	RCFD B715 0	RCFD B716 0	RCFD B717 0	RCFD B718 0	2.a
b. Subordinated securities and other residual interests _____	RCFD C393 0	RCFD C394 0	RCFD C395 0	RCFD C396 0	RCFD C397 0	RCFD C398 0	RCFD C399 0	2.b
c. Standby letters of credit and other enhancements _____	RCFD C400 0	RCFD C401 0	RCFD C402 0	RCFD C403 0	RCFD C404 0	RCFD C405 0	RCFD C406 45,000	2.c
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1 _____	RCFD B726 0	RCFD B727 0	RCFD B728 0	RCFD B729 0	RCFD B730 0	RCFD B731 0	RCFD B732 146,000	3
4. Past due loan amounts included in item 1:	RCFD B733	RCFD B734	RCFD B735	RCFD B736	RCFD B737	RCFD B738	RCFD B739	
a. 30-89 days past due _____	0	0	0	0	0	0	0	4.a
b. 90 days or more past due _____	0	0	0	0	0	0	0	4.b
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):								
a. Charge-offs _____	RIAD B747 0	RIAD B748 0	RIAD B749 0	RIAD B750 0	RIAD B751 0	RIAD B752 0	RIAD B753 0	5.a
b. Recoveries _____	RIAD B754 0	RIAD B755 0	RIAD B756 0	RIAD B757 0	RIAD B758 0	RIAD B759 0	RIAD B760 0	5.b

Schedule RC-S—Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets			
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou			
6. Amount of ownership (or seller's) interest carried as:										
a. Securities (included in Schedule RC-B or or in Schedule RC, item 5)		RCFD B761 0	RCFD B762 0			RCFD B763 0	6.a			
b. Loans (included in Schedule RC-C)		RCFD B500 0	RCFD B501 0			RCFD B502 0	6.b			
7. Past due loan amounts included in interests reported in item 6.a:										
a. 30-89 days past due		RCFD B764 0	RCFD B765 0			RCFD B766 0	7.a			
b. 90 days or more past due		RCFD B767 0	RCFD B768 0			RCFD B769 0	7.b			
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):										
a. Charge-offs		RIAD B770 0	RIAD B771 0			RIAD B772 0	8.a			
b. Recoveries		RIAD B773 0	RIAD B774 0			RIAD B775 0	8.b			
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions										
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements		RCFD B776 0	RCFD B777 0		RCFD B778 0	RCFD B779 0	RCFD B780 0	RCFD B781 0	RCFD B782 0	9
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures		RCFD B783 0	RCFD B784 0		RCFD B785 0	RCFD B786 0	RCFD B787 0	RCFD B788 50,000	RCFD B789 3,745,000	10

Schedule RC-S—Continued

	(Column A)		(Column B)		(Column C)		(Column D)	(Column E)	(Column F)	(Column G)
	1-4 Family Residential Loans		Home Equity Lines		Credit Card Receivables		Auto Loans	Other Consumer Loans	Commercial and Industrial Loans	All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Bil Mil Thou		Bil Mil Thou		Bil Mil Thou		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Bank Asset Sales										
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank _____	RCFD B790		RCFD B791		RCFD B792		RCFD B793	RCFD B794	RCFD B795	RCFD B796
	0		0		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	M.1.a
b. Amount of retained recourse on these obligations as of the report date _____		A250	0	M.1.b
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):				
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements _____		B804	0	M.2.a
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements _____		B805	0	M.2.b
c. Other financial assets (includes home equity lines)(1) _____		A591	0	M.2.c
3. Asset-backed commercial paper conduits:				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company _____		B806	0	M.3.a.1
(2) Conduits sponsored by other unrelated institutions _____		B807	0	M.3.a.2
b. Unused commitments to provide liquidity to conduit structures:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company _____		B808	0	M.3.b.1
(2) Conduits sponsored by other unrelated institutions _____		B809	358,000	M.3.b.2
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C (2) _____		C407	N/A	M.4

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

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

Schedule RC-T—Fiduciary and Related Services

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

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

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

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

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

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

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

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

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

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
	Tril Bil Mil Thou	Tril Bil Mil Thou			
Dollar Amounts in Thousands					
FIDUCIARY AND RELATED ASSETS	RCFD B868	RCFD B869	RCFD B870	RCFD B871	
4. Personal trust and agency accounts _____	9,473,000	0	7,231	0	4
5. Retirement related trust and agency accounts:	RCFD B872	RCFD B873	RCFD B874	RCFD B875	
a. Employee benefit-defined contribution _____	5,236,000	275,000	85	76	5.a
	RCFD B876	RCFD B877	RCFD B878	RCFD B879	
b. Employee benefit-defined benefit _____	14,405,000	1,326,000	193	82	5.b
	RCFD B880	RCFD B881	RCFD B882	RCFD B883	
c. Other retirement accounts _____	451,000	1,061,000	584	1,027	5.c
	RCFD B884	RCFD B885	RCFD C001	RCFD C002	
6. Corporate trust and agency accounts _____	15,289,000	500,062,000	134	44,159	6
	RCFD B886		RCFD B888		
7. Investment management agency accounts _____	69,956,000		4,061		7
	RCFD B890	RCFD B891	RCFD B892	RCFD B893	
8. Other fiduciary accounts _____	0	0	0	0	8

Legal Title of Bank

RC-29

FDIC Certificate Number: 00639

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Schedule RC-T—Continued

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
	Tril Bil Mil Thou	Tril Bil Mil Thou			
Dollar Amounts in Thousands					
FIDUCIARY AND RELATED ASSETS—Continued					
9. Total fiduciary accounts (sum of items 4 through 8)	114,810,000	502,724,000	12,288	45,344	9
10. Custody and safekeeping accounts		13,081,990,000		304,640	10
11. Fiduciary accounts held in foreign offices (included in items 9 and 10)	1,424,000	4,499,070,000	179	78,274	11

Dollar Amounts in Thousands			RIAD	Bil Mil Thou	
FIDUCIARY AND RELATED SERVICES INCOME					
12. Personal trust and agency accounts			B904	43,000	12
13. Retirement related trust and agency accounts:					
a. Employee benefit—defined contribution			B905	10,000	13.a
b. Employee benefit—defined benefit			B906	6,000	13.b
c. Other retirement accounts			B907	0	13.c
14. Corporate trust and agency accounts			A479	351,000	14
15. Investment management agency accounts			B908	61,000	15
16. Other fiduciary accounts			A480	0	16
17. Custody and safekeeping accounts			B909	815,000	17
18. Other fiduciary and related services income			B910	114,000	18
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)			4070	1,400,000	19
a. Fiduciary and related services income-foreign offices (included in item 19)		476,000	B912		19.a
20. Less: Expenses			C058	N/A	20
21. Less: Net losses from fiduciary and related services			A488	N/A	21
22. Plus: Intracompany income credits for fiduciary and related services			B911	N/A	22
23. Net fiduciary and related services income			A491	N/A	23

Memoranda

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

Legal Title of Bank

RC-30

FDIC Certificate Number: 00639

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Schedule RC-T—Continued

Memoranda—Continued

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

M.2.a

M.2.b

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

M.3.a

M.3.b

M.3.c

M.3.d

M.3.e

M.3.f

M.3.g

M.3.h

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

M.4.a

M.4.b

M.4.c

M.4.d

M.4.e

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

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

robcall@bankofny.com
E-mail Address (TEXT B926)

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

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

REPORT OF CONDITION

Consolidating domestic and foreign subsidiaries of the
The Bank of New York
in the state of NY at close of business on June 30, 2007
 published in response to call made by (Enter additional information below)

Statement of Resources and Liabilities

Dollar Amounts in Thousands

ASSETS		
Cash and balances due from depository institutions:		
Noninterest-bearing balances and currency and coin _____		2,729,000
Interest-bearing balances _____		21,061,000
Securities:		
Held-to-maturity securities _____		1,416,000
Available-for-sale securities _____		24,732,000
Federal funds sold in domestic offices _____		10,454,000
Securities purchased under agreements to resell _____		157,000
Loans and lease financing receivables:		
Loans and leases held for sale _____		0
Loans and leases, net of unearned income _____	31,915,000	
LESS: Allowance for loan and lease losses _____	281,000	
Loans and leases, net of unearned income and allowance _____		31,634,000
Trading Assets _____		2,764,000
Premises and fixed assets (including capitalized leases) _____		884,000
Other real estate owned _____		2,000
Investments in unconsolidated subsidiaries and associated companies _____		284,000
Intangible assets:		
Goodwill _____		2,713,000
Other intangible assets _____		950,000
Other assets _____		8,377,000
Total assets _____		108,157,000

REPORT OF CONDITION (Continued)

LIABILITIES

Dollar Amounts in Thousands

Deposits:		
In domestic offices _____		29,641,000
Noninterest-bearing _____	18,755,000	
Interest-bearing _____	10,886,000	
In foreign offices, Edge and Agreement subsidiaries, and IBFs _____		53,217,000
Noninterest-bearing _____	1,965,000	
Interest-bearing _____	51,252,000	
Federal funds purchased in domestic offices _____		1,454,000
Securities sold under agreements to repurchase _____		101,000
Trading liabilities _____		2,565,000
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) _____		3,855,000
Subordinated notes and debentures _____		2,261,000
Other liabilities _____		6,357,000
Total liabilities _____		99,451,000
Minority interest in consolidated subsidiaries _____		155,000

EQUITY CAPITAL

Perpetual preferred stock and related surplus _____	0
Common stock _____	1,135,000
Surplus _____	2,148,000
Retained earnings _____	5,676,000
Accumulated other comprehensive income _____	(408,000)
Other equity capital components _____	0
Total equity capital _____	8,551,000
Total liabilities, minority interest, and equity capital _____	108,157,000

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.

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.

Director #1

Director #2

Director #3
