

Board of Governors of the Federal Reserve System

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

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

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

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

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

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

Date of Report:

December 31, 2006

Month / Date / Year (BHCK 9999)

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

I, Thomas P. Gibbons

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

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

The Bank of New York

Legal Title of Bank Holding Company (TEXT 9010)

1 Wall Street

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

New York, NY 10286

City (TEXT 9130)

State (TEXT 9200)

ZIP Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

Robert Call

Name / Title (TEXT 8901)

(212) 635-1396

Area Code / Phone Number (TEXT 8902)

(212) 635-8750

FAX Number (TEXT 9116)

robcall@bankofny.com

E-mail address of Contact (TEXT 4086)

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RSSD ID _____

C.I. _____ S.F. _____

For Federal Reserve Bank Use Only

RSSD Number _____

S.F. _____

Report of Income for Bank Holding Companies

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

Schedule HI - Consolidated Income Statement

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Interest income			
a. Interest and fee income on loans:			
(1) In domestic offices _____	4010	970,000	1.a.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs _____	4059	637,000	1.a.(2)
b. Income from lease financing receivables _____	4065	189,000	1.b.
c. Interest income on balances due from depository institutions[1] _____	4115	530,000	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	33,000	1.d.(1)
(2) Mortgage-backed securities _____	B489	915,000	1.d.(2)
(3) All other securities _____	4060	130,000	1.d.(3)
e. Interest income from trading assets _____	4069	163,000	1.e.
f. Interest income of federal funds sold and securities purchased under agreements to resell _____	4020	100,000	1.f.
g. Other interest income _____	4518	50,000	1.g.
h. Total interest income (sum of items 1.a through 1.g) _____	4107	3,717,000	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$100,000 or more _____	A517	237,000	2.a.(1)(a)
(b) Time deposits of less than \$100,000 _____	A518	0	2.a.(1)(b)
(c) Other deposits _____	6761	151,000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs _____	4172	1,047,000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase _____	4180	104,000	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures) _____	4185	298,000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities _____	4397	207,000	2.d.
e. Other interest expense _____	4398	197,000	2.e.
f. Total interest expense (sum of items 2.a through 2.e) _____	4073	2,241,000	2.f.
3. Net interest income (item 1.h minus item 2.f) _____	4074	1,476,000	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) _____	4230	(23,000)	4.
5. Noninterest income:			
a. Income from fiduciary activities _____	4070	3,712,000	5.a.
b. Service charges on deposit accounts in domestic offices _____	4483	115,000	5.b.
c. Trading revenue [2] _____	A220	424,000	5.c.
d. Investment banking, advisory, brokerage, and underwriting fees and commissions _____	B490	406,000	5.d.
e. Venture capital revenue _____	B491	11,000	5.e.
f. Net servicing fees _____	B492	0	5.f.
g. Net securitization income _____	B493	0	5.g.
h. (1) Underwriting income from insurance and reinsurance activities _____	C386	2,000	5.h.(1)
(2) Income and other Insurance and reinsurance activities _____	C387	0	5.h.(2)
i. Net gains (losses) on sales of loans and leases _____	8560	0	5.i.
j. Net gains (losses) on sales of other real estate owned _____	8561	8,000	5.j.
k. Net gains (losses) on sales of other assets (excluding securities) _____	B496	0	5.k.
l. Other noninterest income [3] _____	B497	579,000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l) _____	4079	5,257,000	5.m.

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

2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.d.

3. See Schedule HI, memoranda item 6.

Schedule HI - Continued

Dollar Amounts in Thousands

	BHCK	Bil Mil Thou	
6. a. Realized gains (losses) on held-to-maturity securities	3521	83,000	6. a.
b. Realized gains (losses) on available-for-sale securities	3196	(74,000)	6. b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	2,649,000	7. a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	469,000	7. b.
c. (1) Goodwill impairment losses	C216	0	7. c. (1)
(2) Amortization expense and impairment losses for other intangible assets	C232	76,000	7. c. (2)
d. Other noninterest expense [4]	4092	1,388,000	7. d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	4,582,000	7. e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301	2,183,000	8.
9. Applicable income taxes (foreign and domestic)	4302	694,000	9.
10. Minority interest	4484	13,000	10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)	4300	1,476,000	11.
12. Extraordinary items, net of applicable taxes and minority interest[5]	4320	1,535,000	12.
13. Net income (loss) (sum of items 11 and 12)	4340	3,011,000	13.

4. See Schedule HI, memoranda item 7.
 5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

	BHCK	Bil Mil Thou					
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519	1,498,000	M.1.				
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592	2,205,000	M.2.				
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313	0	M.3.				
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)	4507	5,000	M.4.				
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK	Number					
	4150	22,919	M.5.				
6. Other noninterest income (from schedule HI, item 5.l, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):	BHCK	Bil Mil Thou					
a. Income and fees from the printing and sale of checks	C013	0	M.6.a.				
b. Earnings on/increase in value of cash surrender value of life insurance	C014	0	M.6.b.				
c. Income and fees from automated teller machines (ATMs)	C016	0	M.6.c.				
d. Rent and other income from other real estate owned	4042	0	M.6.d.				
e. Safe deposit box rent	C015	0	M.6.e.				
f. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td>Service Fees</td></tr><tr><td>8562</td><td></td></tr></table>	TEXT	Service Fees	8562		8562	84,000	M.6.f.
TEXT	Service Fees						
8562							
g. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td></td></tr><tr><td>8563</td><td></td></tr></table>	TEXT		8563		8563	0	M.6.g.
TEXT							
8563							
h. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td></td></tr><tr><td>8564</td><td></td></tr></table>	TEXT		8564		8564	0	M.6.h.
TEXT							
8564							

Schedule HI - Continued

MEMORANDA (continued)

				Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
7. Other noninterest expense (from schedule HI, item 7.d, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):								
a.	Data processing expenses			C017			0	M.7.a.
b.	Advertising and marketing expenses			497			0	M.7.b.
c.	Directors' fees			4136			0	M.7.c.
d.	Printing, stationery, and supplies			C018			0	M.7.d.
e.	Postage			8403			0	M.7.e.
f.	Legal fees and expenses			4141			0	M.7.f.
g.	FDIC deposit insurance assessments			4146			0	M.7.g.
h.	TEXT	Software						
	8565			8565			220,000	M.7.h.
i.	TEXT	Sub Custodian Charges						
	8566			8566			134,000	M.7.i.
j.	TEXT	Discount Brokerage Clearing Fees						
	8567			8567			119,000	M.7.j.
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):								
a. (1)	TEXT	Discontinued Operations						
	3571			3571			2,427,000	M.8.a.(1)
(2)	Applicable income tax effect			BHCK	3572		892,000	M.8.a.(2)
b. (1)	TEXT							
	3573			3573			0	M.8.b.(1)
(2)	Applicable income tax effect			BHCK	3574		0	M.8.b.(2)
c. (1)	TEXT							
	3575			3575			0	M.8.c.(1)
(2)	Applicable income tax effect			BHCK	3576		0	M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.d must equal Schedule HI, item 5.c.)								
(To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):								
a.	Interest rate exposures			8757			123,000	M.9.a.
b.	Foreign exchange exposures			8758			304,000	M.9.b.
c.	Equity security and index exposures			8759			6,000	M.9.c.
d.	Commodity and other exposures			8760			(9,000)	M.9.d.
10. Not applicable								
11. Credit losses on derivatives (see instructions)				A251			0	M.11.
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)				8431			245,000	M.12.a.
b. (1) Premiums on insurance related to the extension of credit				C242			0	M.12.b.(1)
(2) All other insurance premiums				C243			2,000	M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities				B983			0	M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "YES" or "NO")								
				BHCK			YES / NO	
				A530			NO	M.13.
14. Not applicable								
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method								
				C409			27,000	M.15.

Schedule HI-A - Changes in Equity Capital

Dollar Amounts in Thousands

	BHCK	Bil Mil Thou	
1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	9,876,000	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	9,876,000	3.
	bhct		
4. Net income (loss) (must equal Schedule HI, item 13)	4340	3,011,000	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK		
a. Sale of perpetual preferred stock, gross	3577	0	5.a.
b. Conversion or retirement of perpetual preferred stock	3578	0	5.b.
6. Sale of common stock:			
a. Sale of common stock, gross	3579	0	6.a.
b. Conversion or retirement of common stock	3580	385,000	6.b.
7. Sale of treasury stock	4782	48,000	7.
8. LESS: Purchase of treasury stock	4783	888,000	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	0	10.
11. LESS: Cash dividends declared on common stock	4460	656,000	11.
12. Other comprehensive income ¹	B511	(183,000)	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	0	14.
15. Total equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13 and 14, less items 8, 10, and 11) (must equal item 28 on Schedule HC, Balance Sheet)	3210	11,593,000	15.

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

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

Dollar Amounts in Thousands	Charge-offs[1] (Column A)		Recoveries (Column B)		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices	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 in domestic offices:					
(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	39,000	4617	7,000	4.a.
b. To non-U.S. addressees (domicile)	4646	0	4618	1,000	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	0	B515	0	5.a.
b. Other (includes single payment, installment, all student loans and revolving credit plans other than credit cards)	B516	17,000	B517	4,000	5.b.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	3,000	4628	6,000	7.
8. Lease financing receivables:					
a. To U.S. addressees (domicile)	4658	0	4668	4,000	8.a.
b. To non-U.S. addressees (domicile)	4659	0	4669	0	8.b.
9. Total (sum of items 1 through 8)	4635	59,000	4605	22,000	9.

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

Schedule HI-B - Continued

MEMORANDA

Dollar Amounts in Thousands	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409	0	5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)	4652	0	4662	0	M.2.

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

	BHCK	Bil Mil Thou	
3. Uncollectable 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	0	M.3.

II. Changes in allowance for loan and lease losses	BHCK	Bil Mil Thou	
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522	411,000	1.
	bhct		
2. Recoveries (Must equal Schedule HI-B, part I, item 9, column B, above)	4605	22,000	2.
3. LESS: Charge-offs (Must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, Item 4)	BHCK		
	C079	59,000	3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	5523	0	4.
	bhct		
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230	(23,000)	5.
	BHCK		
6. Adjustments (see instructions for this schedule)	C233	(64,000)	6.
	bhct		
7. Balance at end of current period (sum of items 1,2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	3123	287,000	7.

MEMORANDA

	BHCK	Bil Mil Thou	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435	0	M.1.
Memorandum items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	0	M.2.
3. Amount of allowance for loan lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390	0	M.3.
Memorandum item 4 is to be completed by all bank holding companies.			
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781	0	M.4.

Notes to the Income Statement-Predecessor Financial Items

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

	Dollar Amounts in Thousands	BHBC	Bil Mil Thou	
1. Total interest income		4107	N/A	1.
a. Interest income on loans and leases		4094	N/A	1.a.
a. Interest income on investment securities		4218	N/A	1.b.
2. Total interest expense		4073	N/A	2.
a. Interest expense on deposits		4421	N/A	2.a.
3. Net interest income		4074	N/A	3.
4. Provision for loan and lease losses		4230	N/A	4.
5. Total noninterest income		4079	N/A	5.
a. Income from fiduciary activities		4070	N/A	5.a.
b. Trading revenue		A220	N/A	5.b.
c. Investment banking, advisory, brokerage and underwriting fees and commissions		B490	N/A	5.c.
d. Venture capital revenue		B491	N/A	5.d.
e. Net securitization income		B493	N/A	5.e.
f. Insurance commissions and fees		B494	N/A	5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities		4091	N/A	6.
7. Total noninterest expense		4093	N/A	7.
a. Salaries and employee benefits		4135	N/A	7.a.
b. Goodwill impairment losses		C216	N/A	7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments		4301	N/A	8.
9. Applicable income taxes		4302	N/A	9.
10. Minority interest		4484	N/A	10.
11. Extraordinary items, net of applicable income taxes and minority interest		4320	N/A	11.
12. Net income (loss)		4340	N/A	12.
13. Cash dividends declared		4475	N/A	13.
14. Net charge-offs		6061	N/A	14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis		4519	N/A	15.

Notes to the Income Statement-Other

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC).

Exclude any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B. Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

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

TEXT	BHCK	Bil Mil Thou
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country		
	0000	1350

Notes to the Income Statement-Other

TEXT	Dollar Amounts in Thousands	BHCK	Bil Mil Thou
1. 5351			
		5351	0
2. 5352			
		5352	0
3. 5353			
		5353	0
4. 5354			
		5354	0
5. 5355			
		5355	0
6. B042			
		B042	0
7. B043			
		B043	0
8. B044			
		B044	0
9. B045			
		B045	0
10. B046			
		B046	0

Notes to the Income Statement-Other, Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Bl Mil Thou	
11.	B047				
			B047	0	11.
12.	B048				
			B048	0	12.
13.	B049				
			B049	0	13.
14.	B050				
			B050	0	14.
15.	B051				
			B051	0	15.
16.	B052				
			B052	0	16.
17.	B053				
			B053	0	17.
18.	B054				
			B054	0	18.
19.	B055				
			B055	0	19.
20.	B056				
			B056	0	20.

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business December 31, 2006

For Federal Reserve Bank Use Only

C.I. _____

Schedule HC - Consolidated Balance Sheet

Dollar Amounts in Thousands

		BHCK	Bil Mil Thou	
ASSETS				
1. Cash and balances due from depository institutions:				
a. Noninterest-bearing balances and currency and coin [1]		0081	3,660,000	1.a.
b. Interest-bearing balances: [2]				
(1) In U.S. offices		0395	1,467,000	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs		0397	11,624,000	1.b.(2)
2. Securities:				
a. Held-to-maturity securities (from Schedule HC-B, column A)		1754	1,729,000	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)		1773	19,103,000	2.b.
3. Federal funds sold and securities purchased under agreements to resell:				
a. Federal funds sold in domestic offices	BHDM	B987	4,003,000	3.a.
b. Securities purchased under agreements to resell [3]	BHCK	B989	179,000	3.b.
4. Loans and lease financing receivables:				
a. Loans and leases held for sale		5369	0	4.a.
b. Loans and leases, net of unearned income	B528	37,960,000		4.b.
c. LESS: Allowances for loan and lease losses	3123	287,000		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (items 4.b minus 4.c)	B529	37,673,000		4.d.
5. Trading assets (from Schedule HC-D)		3545	5,544,000	5.
6. Premises and fixed assets (including capitalized leases)		2145	1,050,000	6.
7. Other real estate owned (from Schedule HC-M)		2150	1,000	7.
8. Investments in unconsolidated subsidiaries and associated companies		2130	500,000	8.
9. Not applicable				
10. Intangible assets:				
a. Goodwill		3163	5,172,000	10.a.
b. Other intangible assets (from Schedule HC-M)		0426	1,453,000	10.b.
11. Other assets (from Schedule HC-F)		2160	10,297,000	11.
12. Total assets (sum of items 1 through 11)		2170	103,455,000	12.

- Includes cash items in process of collection and unposted debits.
- Includes time certificates of deposit not held for trading.
- Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC - Continued

Dollar Amounts in Thousands

	BHDM	Bil Mil Thou	
LIABILITIES			
13. Deposits:			
a. In domestic offices (from Schedule HC-E):			
(1) Noninterest-bearing [1]	6631	19,082,000	13.a.(1)
(2) Interest-bearing	6636	10,048,000	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:			
(1) Noninterest-bearing	BHFN	472,000	13.b.(1)
(2) Interest-bearing	6636	32,551,000	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:			
a. Federal funds purchased in domestic offices [2]	BHDM	B993	410,000
b. Securities sold under agreements to repurchase [3]	BHCK	B995	380,000
15. Trading liabilities (from Schedule HC-D)	3548	2,507,000	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190	8,227,000	16.
17. Not applicable			
18. Not applicable			
19. a. Subordinated notes and debentures [4]	4062	3,216,000	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	1,150,000	19.b.
20. Other liabilities (from Schedule HC-G)	2750	13,675,000	20.
21. Total liabilities (sum of items 13 through 20)	2948	91,718,000	21.
22. Minority interest in consolidated subsidiaries and similar items	3000	144,000	22.
EQUITY CAPITAL			
23. Perpetual preferred stock and related surplus	3283	0	23.
24. Common stock (par value)	3230	7,903,000	24.
25. Surplus (exclude all surplus related to preferred stock)	3240	2,142,000	25.
26. a. Retained earnings	3247	9,444,000	26.a.
b. Accumulated other comprehensive income [5]	B530	(317,000)	26.b.
27. Other equity capital components [6]	A130	(7,579,000)	27.
28. Total equity capital (sum of items 23 through 27)	3210	11,593,000	28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)	3300	103,455,000	29.

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

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "YES" or "NO")	BHCK	YES / NO	
	C884	YES	M.1
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. [7]			
a. Ernst & Young LLP	b. Robert Schirling		
(1) Name of External Auditing Firm (TEXT C703)	(1) Name of Engagement Partner (TEXT C704)		
New York	robert.schirling@ey.com		
(2) City (TEXT C708)	(2) E-mail Address (TEXT C705)		
NY	10036-0000		
(3) State Abbrev. (TEXT C714)	(4) Zip Code (TEXT C715)		

- Includes total demands deposits and noninterest-bearing time and savings deposits.
- Report overnight Federal Home Loan Bank advances is Schedule HC, item 16, "Other Borrowed Money."
- Includes all securities repurchased agreements in domestic and foreign offices regardless of maturity.
- Includes limited-life preferred stock and related surplus.
- 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.
- Includes treasury stock and unearned Employee Stock Ownership Plan shares.
- The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.

Schedule HC-B - Securities

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		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. U.S. Treasury securities	0211	0	0213	0	1286	86,000	1287	86,000	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	120,000	1295	119,000	1297	554,000	1298	554,000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	85,000	8499	88,000	3.
4. Mortgage-backed securities (MBS):									
a. Pass-through securities:									
(1) Guaranteed by GNMA	1698	269,000	1699	266,000	1701	213,000	1702	213,000	4.a.(1)
(2) Issued by FNMA and FHLMC	1703	326,000	1705	321,000	1706	1,144,000	1707	1,140,000	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	31,000	1716	324,000	1717	320,000	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	866,000	1734	858,000	1735	14,634,000	1736	14,636,000	4.b.(3)
5. Asset-backed securities (ABS)									
	C026	0	C988	0	C989	468,000	C027	465,000	5.
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	519,000	1741	520,000	6.a.
b. Foreign debt securities	1742	117,000	1743	117,000	1744	10,000	1746	10,000	6.b.

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.
2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Schedule HC-B - Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value[1]		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	1,066,000	A511	1,071,000	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct 1754	1,729,000	1771	1,712,000	1772	19,103,000	bhct 1773	19,103,000	8.

MEMORANDA

	BHCK	Bil Mil Thou	
1. Pledged securities[1]	0416	13,268,000	M.1.
2. Remaining maturity or next repricing date of debt securities [2], [3] (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less	0383	885,000	M.2.a.
b. Over 1 year to 5 years	0384	149,000	M.2.b.
c. Over 5 years	0387	18,727,000	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (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 HC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	0	M.4.a.
b. Fair value	8783	0	M.4.b.

Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.

5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):

	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value[1]		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
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	468,000	B861	465,000	M.5.f.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
3. Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.

Schedule HC-C - Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale and (2) other loans and leases, net of unearned income. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	Consolidated (Column A)		In Domestic Offices (Column B)		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
1. Loans secured by real estate	1410	4,504,000			1.
a. Construction, land development, and other land loans			1415	174,000	1.a.
b. Secured by farmland			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	72,000	1.c.(1)
(2) Close-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens			5367	3,263,000	1.c.(2)(a)
(b) Secured by junior liens			5368	139,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	283,000	1.d.
e. Secured by nonfarm nonresidential properties			1480	270,000	1.e.
2. Loans to depository institutions and acceptances of other banks			1288	510,000	2.
a. To U.S. banks and other U.S. depository institutions	1292	38,000			2.a.
b. To foreign banks	1296	3,576,000			2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	8,000	1590	1,000	3.
4. Commercial and industrial loans			1766	736,000	4.
a. To U.S. addressees (domicile)	1763	4,921,000			4.a.
b. To non-U.S. addressees (domicile)	1764	578,000			4.b.
5. Not applicable.					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	144,000	6.
a. Credit cards	B538	0			6.a.
b. Other revolving credit plans	B539	44,000			6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011	242,000			6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	9,000	2081	0	7.
8. Not applicable.					
9. a. Loans for purchasing and carrying securities (secured and unsecured)	1545	12,297,000	1545	12,105,000	9.a.
b. All other loans	1564	6,244,000	1564	3,048,000	9.b.
10. Lease financing receivables (net of unearned income)			2165	5,511,000	10.
a. To U.S. addressees (domicile)	2182	2,203,000			10.a.
b. To non-U.S. addresses (domicile)	2183	3,308,000			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	12,000	2123	3,000	11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122	37,960,000	2122	26,253,000	12.

Schedule HC-C - Continued

MEMORANDA

Dollar Amounts in Thousands

	Consolidated		
	BHCK	Bil Mil Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-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. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above_____	2746	653,000	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)_____	B837	2,000	M.3.
Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)			
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)_____	C391	0	M.4.
Memorandum item 5 is to be completed by all bank holding companies.			
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):			
a. Outstanding balance_____	C779	0	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9_____	C780	0	M.5.b.

Schedule HC-D - Trading Assets and Liabilities

Schedule HC-D is to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year.

Dollar Amounts in Thousands

	BHCK	Bil Mil Thou	
ASSETS			
1. U.S. Treasury securities in domestic offices_____	3531	72,000	1.
2. U.S. government agency obligations in domestic offices (exclude mortgage-backed securities)_____	3532	6,000	2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices_____	3533	107,000	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 MBS 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	11,000	4.c.
5. Other debt securities in domestic offices_____	3537	327,000	5.
6.-8. Not applicable.			
9. Other trading assets in domestic offices_____	3541	376,000	9.
10. Trading assets in foreign offices_____	3542	2,633,000	10.
11. Derivatives with a positive fair value:			
a. In domestic offices_____	3543	1,666,000	11.a.
	BHFN		
b. In foreign offices_____	3543	346,000	11.b.
	bhct		
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)_____	3545	5,544,000	12.
LIABILITIES			
	BHCK		
13. Liability for short positions_____	3546	267,000	13.
14. Derivatives with a negative fair value_____	3547	2,240,000	14.
	bhct		
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule HC, item 15)_____	3548	2,507,000	15.

Schedule HC-E - Deposit Liabilities¹

Dollar Amounts in Thousands		Bil Mil Thou		
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:		BHCB		
a. Demand deposits	2210	4,516,000		1.a.
b. NOW, ATS, and other transaction accounts	3187	56,000		1.b.
c. Money market deposit accounts and other savings accounts	2389	4,704,000		1.c.
d. Time deposits of less than \$100,000	6648	6,000		1.d.
e. Time deposits of \$100,000 or more	2604	19,848,000		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:		BHOD		
a. Noninterest-bearing balances	3189	0		2.a.
b. NOW, ATS, and other transaction accounts	3187	0		2.b.
c. Money market deposit accounts and other savings accounts	2389	0		2.c.
d. Time deposits of less than \$100,000	6648	0		2.d.
e. Time deposits of \$100,000 or more	2604	0		2.e.

MEMORANDA

	BHDM	Bil Mil Thou		
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243	0		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164	0		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242	18,373,000		M.3.
	BHFN			
4. Foreign office time deposits with a remaining maturity of one year or less	A245	12,724,000		M.4.

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

Schedule HC-F - Other Assets

Dollar Amounts in Thousands		BHCK	Bil Mil Thou		
1. Accrued interest receivable [1]	B556	422,000			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	582,000			4.
5. Life insurance assets	C009	1,721,000			5.
6. Other	2168	7,570,000			6.
	bhct				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	10,297,000			7.

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 HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G - Other Liabilities

Dollar Amounts in Thousands		BHCK	Bil Mil Thou		
1. Not applicable					
2. Net deferred tax liabilities ¹	3049	3,474,000			2.
3. Allowance for credit losses on off-balance sheet credit exposures	B557	151,000			3.
4. Other	B984	10,050,000			4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	13,675,000			5.

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

Schedule HC-H - Interest Sensitivity¹

	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
1. Earning assets that are repricable within one year or mature within one year_____		3197	55,989,000	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a(2) and 13.b(2) on Schedule HC, Balance Sheet_____		3296	41,573,000	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet_____		3298	2,031,000	3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)_____		3408	0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year_____		3409	0	5.

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

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

I. Property and Casualty Underwriting

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

	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
ASSETS				
1. Reinsurance recoverables_____		B988	0	1.
2. Total assets_____		C244	94,000	2.
LIABILITIES				
3. Claims and claims adjustment expense reserves_____		B990	0	3.
4. Unearned premiums_____		B991	3,000	4.
5. Total equity_____		C245	87,000	5.
6. Net income_____		C246	3,000	6.

II. Life and Health Underwriting

		BHCK	Bil Mil Thou	
ASSETS				
1. Reinsurance recoverables_____		C247	0	1.
2. Separate account assets_____		B992	0	2.
3. Total assets_____		C248	0	3.
LIABILITIES				
4. Policyholder benefits and contractholder funds_____		B994	0	4.
5. Separate account liabilities_____		B996	0	5.
6. Total equity_____		C249	0	6.
7. Net income_____		C250	0	7.

Schedule HC-K - Quarterly Averages

Dollar Amounts in Thousands

	BHCK	Bil Mil Thou	
ASSETS			
1. Securities	3515	20,519,000	1.
2. Federal funds sold and securities purchased under agreements to resell	3365	4,744,000	2.
3. Loans and leases	3516	35,436,000	3.
4. a. Trading assets	3401	4,957,000	4.a.
b. Other earning assets	B985	15,055,000	4.b.
5. Total consolidated assets	3368	102,125,000	5.
LIABILITIES			
6. Interest-bearing deposits (domestic)	3517	10,639,000	6.
7. Interest-bearing deposits (foreign)	3404	33,705,000	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	1,360,000	8.
9. All other borrowed money	2635	8,692,000	9.
10. Not applicable.			
EQUITY CAPITAL			
11. Equity capital (excludes limited-life preferred stock)	3519	11,327,000	11.

For Federal Reserve Bank Use Only

C.1. _____

(Report only transactions with nonrelated institutions)

Schedule HC-L - Derivatives and Off-Balance-Sheet items

Dollar Amounts in Thousands

	BHCK	Bil Mil Thou	
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):			
a. Revolving, open-end loans secured by 1-4 family residential properties, e.g., home equity lines	3814	38,000	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	3816	381,000	1.c.(1)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550	561,000	1.c.(2)
d. Securities underwriting	3817	0	1.d.
e. Other unused commitments	3818	36,468,000	1.e.
2. Financial standby letters of credit and foreign office guarantees	6566	12,583,000	2.
a. Amount of financial standby letters of credit conveyed to others	3820	2,423,000	2.a.
3. Performance standby letters of credit and foreign office guarantees	6570	892,000	3.
a. Amount of performance standby letters of credit conveyed to others	3822	151,000	3.a.
4. Commercial and similar letters of credit	3411	1,220,000	4.
5. Not applicable			
6. Securities lent	3433	398,805,000	6.

7. Credit derivatives:

a. Notional amounts:

	Guarantor (Column A)		Beneficiary (Column B)		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
(1) Credit default swaps	C968	0	C969	1,655,000	7.a.(1)
(2) Total return swaps	C970	0	C971	33,000	7.a.(2)
(3) Credit options	C972	0	C973	0	7.a.(3)
(4) Other credit derivatives	C974	0	C975	0	7.a.(4)

b. Gross fair values:

(1) Gross positive fair value	C219	0	C221	2,000	7.b.(1)
(2) Gross negative fair value	C220	0	C222	9,000	7.b.(2)

Schedule HC-L - Continued

		Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
8.	Spot foreign exchange contracts			8765	13,155,000	8.
9.	All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of schedule HC, item 28, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 28)					
	a. Securities borrowed			3430	0	9.
	b. Commitments to purchase when issued securities			3432	0	9.a.
	c. Commitments to sell when issued securities			3434	0	9.b.
				3435	0	9.c.
d.	TEXT 6561			6561	0	9.d.
e.	TEXT 6562			6562	0	9.e.
f.	TEXT 6568			6568	0	9.f.
g.	TEXT 6586			6586	0	9.g.

10. Not applicable.

Derivatives Position Indicators	(Column A)	(Column B)	(Column C)	(Column D)	
	Interest Rate Contracts	Foreign Exchange Contracts	Equity Derivative Contracts	Commodity and Other Contracts	
	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal the sum of items 12 and 13):					
a. Future contracts	BHCK 8693 57,257,000	BHCK 8694 431,000	BHCK 8695 316,000	BHCK 8696 0	11.a.
b. Forward contracts	BHCK 8697 3,729,000	BHCK 8698 76,512,000	BHCK 8699 2,000	BHCK 8700 0	11.b.
c. Exchange-traded option contracts:					
(1) Written options	BHCK 8701 6,268,000	BHCK 8702 2,087,000	BHCK 8703 3,687,000	BHCK 8704 0	11.c.(1)
(2) Purchased options	BHCK 8705 14,521,000	BHCK 8706 1,995,000	BHCK 8707 2,540,000	BHCK 8708 0	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	BHCK 8709 193,494,000	BHCK 8710 7,509,000	BHCK 8711 6,335,000	BHCK 8712 0	11.d.(1)
(2) Purchased options	BHCK 8713 169,334,000	BHCK 8714 8,896,000	BHCK 8715 4,216,000	BHCK 8716 0	11.d.(2)
e. Swaps	BHCK 3450 323,341,000	BHCK 3826 2,580,000	BHCK 8719 0	BHCK 8720 0	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126 758,260,000	BHCK A127 98,135,000	BHCK 8723 17,096,000	BHCK 8724 0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725 9,684,000	BHCK 8726 1,875,000	BHCK 8727 0	BHCK 8728 0	13.

Schedule HC-L - Continued

Dollar Amounts in Thousands Derivatives Position Indicators	(Column A)	(Column B)	(Column C)	(Column D)	
	Interest Rate Contracts	Foreign Exchange Contracts	Equity Derivative Contracts	Commodity and Other Contracts	
	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	BHCK 8733 3,749,000	BHCK 8734 820,000	BHCK 8735 270,000	BHCK 8736 0	14.a.(1)
(2) Gross negative fair value	BHCK 8737 3,984,000	BHCK 8738 732,000	BHCK 8739 378,000	BHCK 8740 0	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	BHCK 8741 198,000	BHCK 8742 7,000	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 89,000	BHCK 8746 39,000	BHCK 8747 0	BHCK 8748 0	14.b.(2)

Schedule HC-M - Memoranda

		Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Total number of bank holding company common shares outstanding	NUMBER (UNROUNDED)					
	3459	775,861,004				1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries			6555		0	2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries			6556		2,778,000	3.
4. Other assets acquired in satisfaction of debts previously contracted			6557		0	4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC			A288		0	5.
6. Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments)			3656		0	6.
7. Not applicable						
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "YES" or "NO")			BHCK C251		YES / NO NO	8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "YES" or "NO")			BHCK 6689		YES / NO NO	9.
10. Not applicable						
11. Have all changes in investments and activities have been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FRY-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "YES" even if there are no changes to report; or enter "NO". If the answer to this question is no, complete the FRY-10.			BHCK 6416		YES / NO YES	11.

TEXT		
6428	Andrew Karp, Sr Con	(212) 635-7399

Name of bank holding company official verifying FR Y-10 reporting (Please type or print)

Area Code and Phone Number (TEXT 9009)

		Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
12. Intangible assets other than goodwill:						
a. Mortgage servicing assets			3164		0	12.a.
(1) Estimated fair value of mortgage servicing assets	6438	0				12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets			B026		0	12.b.
c. All other identifiable intangible assets			5507		1,453,000	12.c.
			bhct			
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)			0426		1,453,000	12.d.
13. Other real estate owned:			BHCK			
a. Real estate acquired in satisfaction of debts previously contracted			2744		0	13.a.
b. Other real estate owned			2745		1,000	13.b.
			bhct			
c. Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7)			2150		1,000	13.c.
14. Other borrowed money:			BHCK			
a. Commercial paper			2309		224,000	14.a.
b. Other borrowed money with a remaining maturity of one year or less			2332		4,222,000	14.b.
c. Other borrowed money with a remaining maturity of more than one year			2333		3,781,000	14.c.
			bhct			
d. Total (sum of items 14.a., 14.b. and 14.c) (must equal Schedule HC, item 16)			3190		8,227,000	14.d.

15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "YES" or "NO")			BHCK B569		YES / NO YES	15.
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16. Assets under management in proprietary mutual funds and annuities			BHCK B570		Bil Mil Thou 17,636,000	16.
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Schedule HC-M - Continued

The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12): In most cases, these questions are only applicable to the top-tier BHC. See the line item instructions for further details.

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)4(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "YES" or "NO")

BHCK	YES / NO
C161	YES

17.

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

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date? (Enter "YES" or "NO")

BHCK	YES / NO
C159	YES

18.

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

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

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

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "YES" or "NO")

BHCK	YES / NO
C700	N/A

19. a.

b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "YES" or "NO")

BHCK	YES / NO
C701	N/A

19. b.

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

20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:

BHCK	Bil Mil Thou
C252	512,000
4832	1,000
4833	99,000
4834	0
5041	126,000
5043	0
5045	0
5047	0
C253	85,000

a. Net Assets

20. a.

b. Balances due from related institutions:

1. Due from the bank holding company (parent company only), gross

20. b.(1)

2. Due from subsidiary banks of the bank holding company, gross

20. b.(2)

3. Due from nonbank subsidiaries of the bank holding company, gross

20. b.(3)

c. Balances due to related institutions:

1. Due to bank holding company (parent company only), gross

20. c.(1)

2. Due to subsidiary banks of the bank holding company, gross

20. c.(2)

3. Due to nonbank subsidiaries of the bank holding company, gross

20. c.(3)

d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors

20. d.

21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act

21.

Schedule HC-M - Continued

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

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

TEXT C497	http://bankofny.com
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22.

Memoranda item 23 is to be completed by all bank holding companies.

	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
23. Secured liabilities:				
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)				
		F064	0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)				
		F065	35,000	23.b.

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. Loans secured by real estate:							
a. Construction, land develop- ment, and other land loans in domestic offices	2759	2,000	2769	0	3492	0	1.a.
b. Secured by farmland in domestic offices	3493	0	3494	0	3495	0	1.b.
c. Secured by 1-4 family residen- tial properties in domestic offices:							
(1) Revolving, open-end loans secured by 1-4 family resi- dential properties and exten- ded 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	33,000	C237	9,000	C229	2,000	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 properities in domestic offices	3499	14,000	3500	0	3501	0	1.d.
e. Secured by nonfarm non- residential properties in domestic offices	3502	0	3503	0	3504	0	1.e.
f. In foreign offices	B572	25,000	B573	0	B574	0	1.f.

	(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		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
Dollar Amounts in Thousands							
2. Loans to depository institutions and acceptances of other banks:							
a. U.S. banks and other U.S. depository institutions	5377	0	5378	0	5379	0	2.a.
b. Foreign banks	5380	0	5381	0	5382	6,000	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	1606	32,000	1607	0	1608	29,000	4.
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	7,000	B579	0	B580	1,000	5.b.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	635,000	5460	0	5461	0	7.
8. Lease financing receivables	1226	0	1227	0	1228	0	8.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	8,000	3506	7,000	3507	0	9.
10. TOTAL (sum of items 1 through 9)	5524	756,000	5525	16,000	5526	38,000	10.

Schedule HC-N - Continued

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
11. 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	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	5615	0	5616	0	5617	0	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	C866	0	C867	0	C868	0	11.b.

Schedule HC-N - Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. Restructured loans and leases included in item 1 through 8 above (and not reported in Schedule HC-C, Memoranda item 1)_____	1658	0	1659	0	1661	14,000	M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above_____	6558	18,000	6559	0	6560	0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees_____	3508	0	1912	0	1913	0	M.3.
4. Not applicable							
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above)_____	C240	0	C241	0	C226	0	M.5.

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

	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets_____	3529	N/A	3530	N/A	M.6.

7. Additions to nonaccrual assets during the quarter_____	BHCK	Bil Mil Thou	
	C410	5,000	M.7.
8. Nonaccrual assets sold during the quarter_____	C411	1,000	M.8.

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

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either closed-end (first and junior lien) 1-4 family residential mortgage loan originations and purchases for 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		
	BHCK	Bil Mil Thou	
1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale²:			
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 sale²:			
a. First liens	F068	0	2.a.
b. Junior liens	F069	0	2.b.
3. Closed-end 1-4 family residential mortgages 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 mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):			
a. First liens	F072	0	4.a.
b. Junior liens	F073	0	4.b.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2005.

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

Schedule HC-R - Regulatory Capital

For Federal Reserve Bank Use Only

C.I.

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

	BHGX	Bl Mil Thou	
Tier 1 capital			
1. Total equity capital (from Schedule HC, item 28)	3210	11,593,000	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)	BHCK		
	8434	13,000	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	(265,000)	4.
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5.
6. a. Qualifying minority interests in consolidated subsidiaries and similar items	B589	0	6. a.
b. Qualifying trust preferred securities ²	C502	1,150,000	6. b.
7. LESS: Disallowed goodwill and other disallowed intangible assets	B590	6,622,000	7.
8. Subtotal (sum of items 1, 6.a, and 6.b, less items 2, 3, 4, 5, and 7)	C227	6,373,000	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	(22,000)	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	6,351,000	11.
Tier 2 capital			
12. Qualifying subordinated debt and redeemable preferred stock	5306	2,899,000	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	438,000	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	2,000	15.
16. Other Tier 2 capital components	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311	3,339,000	17.
18. Allowable Tier 2 capital (lesser of item 11 and 17)	8275	3,339,000	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	9,690,000	21.
Total assets for leverage ratio			
	bhct		
22. Average total assets (from Schedule HC-K, item 5)	3368	102,125,000	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above)	B590	6,622,000	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	275,000	26.
27. Average total assets for leverage capital purposes (item 22 less item 23 through 26)	A224	95,228,000	27.
28.-30. Not applicable			
Capital ratios			
	BHCK	Percentage	
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	6.67%	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	8.19%	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	12.49%	33.

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

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

Schedule HC-R - Continued

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

	(Column A) Totals (from Schedule HC)	(Column B) Items not Subject to Risk-Weighting	(Column C)	(Column D)	(Column E)	C000 (Column F)
			Allocated by Risk Weight Category			
			0%	20%	50%	100%
			Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Dollar Amounts in Thousands						
Balance Sheet Assets Categories		BHCE	BHC0	BHC2	BHC5	BHC9
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2))	BHCK 0010					
	16,751,000	0	853,000	15,898,000		0
	BHCX 1754					
	1,729,000	0	269,000	1,343,000	0	117,000
35. Held-to-maturity securities	BHCX 1773					
	19,103,000	(2,000)	303,000	16,856,000	635,000	1,311,000
36. Available-for-sale securities	BHCK C225					
	4,182,000		179,000	4,003,000		0
37. Federal funds sold and securities purchased under agreements to resell	bhct 5369					
	0	0	0	0	0	0
38. Loans and leases held for sale	bhct B528					
	37,960,000	0	2,396,000	4,779,000	3,034,000	27,751,000
39. Loans and leases, net of unearned income	BHCX 3123					
	287,000	287,000				
40. LESS: Allowances for loan and lease losses	BHCX 3545					
	5,544,000	5,544,000	0	0	0	0
41. Trading assets	BHCK B639					
	18,473,000	7,657,000	2,000	69,000	8,000	10,737,000
42. All other assets ¹	bhct 2170					
43. Total assets (sum of items 34 through 42)	103,455,000	12,912,000	4,002,000	42,948,000	3,677,000	39,916,000

1. Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customer's liability on acceptances outstanding, intangible assets, and other assets.

Schedule HC-R - Continued

	(Column A) Face Value of Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount[1]	(Column C)	(Column D)	(Column E)	(Column F)	
				Allocated 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								
	BHCK B546	Note [2]	BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit	12,583,000	1.000	12,583,000	206,000	2,692,000	0	9,685,000	44.
	bhct 6570							
45. Performance standby letters of credit	892,000	.50	446,000	15,000	86,000	0	345,000	45.
	bhct 3411							
46. Commercial and similar letters of credit	1,220,000	.20	244,000	10,000	9,000	0	225,000	46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429							
	0	1.00	0	0	0		0	47.
	bhct 3433							
48. Securities lent	398,805,000	1.00	398,805,000	393,962,000	4,712,000	0	131,000	48.
49. Retained recourse on small business obligations sold with recourse	bhct A250							
	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	BHCK B541	Note [3]						
	0	12.500	0				0	50.
	BHCK B675							
51. All other financial assets sold with recourse	0	1.00	0	0	0	0	0	51.
	BHCK B681							
52. All other off-balance sheet liabilities	582,000	1.00	582,000	0	96,000	67,000	419,000	52.
53. Unused commitments with an original maturity exceeding one year	BHCK 6572							
	25,800,000	.50	12,900,000	0	897,000	0	12,003,000	53.
			BHCE A167					
54. Derivative contracts			6,627,000	4,000	3,737,000	2,886,000		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 12.50 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.
3. Or institution-specific factor.

Schedule HC-R - Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
Allocated by Risk Weight Category					
	0%	20%	50%	100%	
Dollar Amounts in Thousands	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)	BHCK B696	BHCK B697	BHCK B698	BHCK B699	55.
	398,199,000	55,177,000	6,630,000	62,724,000	
56. Risk weight factor	*0%	*20%	*50%	*100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	BHCK B700	BHCK B701	BHCK B702	BHCK B703	
	0	11,035,400	3,315,000	62,724,000	57.
58. Market risk equivalent assets				BHCK 1651	
				493,000	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				BHCK B704	
				77,567,400	59.
60. LESS: Excess allowance for loan and lease losses				BHCK A222	
				0	60.
61. LESS: Allocated transfer risk reserve				BHCK 3128	
				0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)				BHCK A223	
				77,567,400	62.

Schedule HC-R - Continued

MEMORANDA

		Dollar Amounts in Thousands		BHCK	Bil Mil Thou			
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards				8764	2,581,000	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				
2. Notional principal amounts of derivative contracts: ¹		BHCK	Tril Bil Mil Thou	BHCK	Tril Bil Mil Thou			
a. Interest rate contracts		3809	124,314,000	8766	236,118,000	8767	103,264,000	M.2.a.
b. Foreign exchange contracts		3812	83,890,000	8769	1,742,000	8770	1,377,000	M.2.b.
c. Gold contracts		8771	0	8772	0	8773	0	M.2.c.
d. Other precious metals contracts		8774	0	8775	0	8776	0	M.2.d.
e. Other commodity contracts		8777	0	8778	0	8779	0	M.2.e.
f. Equity derivative contracts		A000	3,577,000	A001	902,000	A002	29,000	M.2.f.
g. Credit derivative contracts:								
(1) Investment grade		C980	55,000	C981	1,329,000	C982	0	M.2.g.(1)
(2) Subinvestment grade		C983	2,000	C984	302,000	C985	0	M.2.g.(2)
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:				BHCK	Bil Mil Thou			
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital" on Schedule HC.)				5479	0	M.3.a.		
b. Cumulative perpetual preferred stock (included and reported in "Total equity capital" on Schedule HC.)				5990	0	M.3.b.		
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g. REIT preferred securities) (included in Schedule HC, item 22)				C498	0	M.3.c.		
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 22)				A507	0	M.3.d.		
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27)				2771	0	M.4.		
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):								
a. In the form of perpetual preferred stock				5483	0	M.5.a.		
b. In the form of common stock				5484	6,791,000	M.5.b.		
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)				F031	0	M.6.		

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

Schedule HC-S - Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets		
Dollar Amounts in Thousands	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 HC-B)		BHCKB761 0	BHCKB762 0			BHCKB763 0	6.a.		
b. Loans (included in HC-C)		BHCKB500 0	BHCKB501 0			BHCKB502 0	6.b.		
7. Past due loan amounts included in interests reported in item 6.a:									
a. 30-89 days past due		BHCKB764 0	BHCKB765 0			BHCKB766 0	7.a.		
b. 90 days or more past due		BHCKB767 0	BHCKB768 0			BHCKB769 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		BHCKB770 0	BHCKB771 0			BHCKB772 0	8.a.		
b. Recoveries		BHCKB773 0	BHCKB774 0			BHCKB775 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 institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements		BHCKB776 0	BHCKB777 0	BHCKB778 0	BHCKB779 0	BHCKB780 0	BHCKB781 0	BHCKB782 0	9.
10. Reporting institution's unused commitments to provide liquidity to other institution's securitization structures		BHCKB783 0	BHCKB784 0	BHCKB785 0	BHCKB786 0	BHCKB787 0	BHCKB788 450,000	BHCKB789 3,043,000	10.
Asset Sales									
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized		BHCKB790 0	BHCKB791 0	BHCKB792 0	BHCKB793 0	BHCKB794 0	BHCKB795 0	BHCKB796 0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11		BHCKB797 0	BHCKB798 0	BHCKB799 0	BHCKB800 0	BHCKB801 0	BHCKB802 0	BHCKB803 0	12.

Schedule HC-S - Continued

MEMORANDA

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			
a. Outstanding principal balance_____	A249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date_____	A250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others:			
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements_____	B804	0	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements_____	B805	0	M.2.b.
c. Other financial assets 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 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 holding company_____	B808	0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions_____	B809	378,000	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ² _____	C407	0	M.4.

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

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

Notes to the Balance Sheet-Predecessor Financial Items

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

	Dollar Amounts in Thousands	BHBC	Bil Mil Thou	
1.	Average loans and leases (net of unearned income)	3516	N/A	1.
2.	Average earning assets	3402	N/A	2.
3.	Average total consolidated assets	3368	N/A	3.
4.	Average equity capital	3519	N/A	4.

Notes to the Balance Sheet-Other

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

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

Example

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

Enter on the line item below the following information:

TEXT	BHCK	Bil Mil Thou
0000 Sch. HC, item 16, New loan to holding company's ESOP guaranteed by bank holding company		
	0000	750

Notes to the Balance Sheet-Other

	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
1.	5356			
		5356	0	1.
2.	5357			
		5357	0	2.
3.	5358			
		5358	0	3.
4.	5359			
		5359	0	4.
5.	5360			
		5360	0	5.
6.	B027			
		B027	0	6.

Notes to the Balance Sheet-Other, Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
7.	B028				
			B028	0	7.
8.	B029				
			B029	0	8.
9.	B030				
			B030	0	9.
10.	B031				
			B031	0	10.
11.	B032				
			B032	0	11.
12.	B033				
			B033	0	12.
13.	B034				
			B034	0	13.
14.	B035				
			B035	0	14.
15.	B036				
			B036	0	15.
16.	B037				
			B037	0	16.
17.	B038				
			B038	0	17.
18.	B039				
			B039	0	18.
19.	B040				
			B040	0	19.
20.	B041				
			B041	0	20.