

**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: The Consolidated Financial Statements for Bank Holding Companies must be signed by one director of the bank holding company. This individual should also be a senior official of the bank holding company. In the event that the bank holding company does not have an individual who is a senior official and is also a director, the

chairman of the board must sign the report. The Consolidated Financial Statements for Bank Holding Companies is to be prepared in accordance with the instructions provided by the Federal Reserve System.

Date of Report:  
**June 30, 2006**

Month/Date/Year (BHCK 9999)

**I, Thomas A. Renyi, Chairman and CEO**

Name and Title of Officer

have reviewed the Consolidated Financial Statements for Bank Holding Companies filed by the named bank holding company and have transmitted a copy of the report to the Board of Directors for their information.

**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 (TEXT9110)

**New York, NY 10286**

City (TEXT 9130)

State (TEXT 9200)

ZIP Code (TEXT 9220)

Signature of Bank Holding Company Official

Date of Signature

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) 635-1852**

Area Code/Phone Number (TEXT 8902)

**(212) 635-1070**

FAX Number (TEXT 9116)

**robcall@bankofny.com**

E-mail address of Contact (TEXT 4086)

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RSSD ID \_\_\_\_\_

C.I. \_\_\_\_\_ S.F. \_\_\_\_\_

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours response, with an average of 37.95 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

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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	442,000	1.a.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	305,000	1.a.(2)
b. Income from lease financing receivables	4065	86,000	1.b.
c. Interest income on balances due from depository institutions[1]	4115	201,000	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	17,000	1.d.(1)
(2) Mortgage-backed securities	B489	455,000	1.d.(2)
(3) All other securities	4060	59,000	1.d.(3)
e. Interest income from trading assets	4069	102,000	1.e.
f. Interest income of federal funds sold and securities purchased under agreements to resell	4020	16,000	1.f.
g. Other interest income	4518	25,000	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	1,708,000	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$100,000 or more	A517	118,000	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518	0	2.a.(1)(b)
(c) Other deposits	6761	68,000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172	460,000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	54,000	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	116,000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	97,000	2.d.
e. Other interest expense	4398	112,000	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	1,025,000	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074	683,000	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	5,000	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	1,758,000	5.a.
b. Service charges on deposit accounts in domestic offices	4483	68,000	5.b.
c. Trading revenue [2]	A220	243,000	5.c.
d. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490	254,000	5.d.
e. Venture capital revenue	B491	5,000	5.e.
f. Net servicing fees	B492	1,000	5.f.
g. Net securitization income	B493	0	5.g.
h. (1) Underwriting income from insurance and reinsurance activities	C386	1,000	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	12,000	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496	0	5.k.
l. Other noninterest income [3]	B497	260,000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	2,602,000	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	41,000	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	1,260,000	7. a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	235,000	7. b.
c. (1) Goodwill impairment losses	C216	0	7. c. (1)
(2) Amortization expense and impairment losses for other intangible assets	C232	28,000	7. c. (2)
d. Other noninterest expense [4]	4092	672,000	7. d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	2,195,000	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	1,125,000	8.
9. Applicable income taxes (foreign and domestic)	4302	375,000	9.
10. Minority interest	4484	5,000	10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)	4300	745,000	11.
12. Extraordinary items, net of applicable taxes and minority interest[5]	4320	119,000	12.
13. Net income (loss) (sum of items 11 and 12)	4340	864,000	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	712,000	M.1.				
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592	1,134,000	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	3,000	M.4.				
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK	Number					
	4150	23,575	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></td></tr><tr><td>8562</td><td>Service Fees</td></tr></table>	TEXT		8562	Service Fees	8562	44,000	M.6.f.
TEXT							
8562	Service Fees						
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 8565	Software (\$109M) & Communications (\$50M)						
				8565			156,000	M.7.h.
i.	TEXT 8566	Discount Brokerage Clearing Fees						
				8566			71,000	M.7.i.
j.	TEXT 8567	Sub. Custodian Charges						
				8567			70,000	M.7.j.
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):								
a. (1)	TEXT 3571	Discontinued Operations						
				3571			201,000	M.8.a.(1)
(2)	Applicable income tax effect		BHCK	3572			82,000	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			64,000	M.9.a.
b.	Foreign exchange exposures			8758			179,000	M.9.b.
c.	Equity security and index exposures			8759			4,000	M.9.c.
d.	Commodity and other exposures			8760			(4,000)	M.9.d.
<b>10. Not applicable</b>								
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			118,000	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			1,000	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. Stock-based employee compensation expense (net of tax effects)								
				BHCK			Bil   Mil   Thou	
				C408			14,000	M.14.
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method								
				C409			14,000	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	864,000	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	168,000	6.b.
7. Sale of treasury stock	4782	14,000	7.
8. LESS: Purchase of treasury stock	4783	452,000	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	323,000	11.
12. Other comprehensive income[1]	B511	(97,000)	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	10,050,000	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

	Charge-offs[1] (Column A)		Recoveries (Column B)		
	BHCK	Bil   Mil   Thou	BHCK	Bil   Mil   Thou	
Dollar Amounts in Thousands					
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	10,000	4617	6,000	4.a.
b. To non-U.S. addressees (domicile)	4646	0	4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	0	B515	0	5.a.
b. Other (includes single payment, installment, all student loans and revolving credit plans other than credit cards)	B516	12,000	B517	3,000	5.b.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	0	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	22,000	4605	19,000	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.

	BHCK	Bil   Mil   Thou	
II. Changes in allowance for loan and lease losses			
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522	411,000	1.
	bhct		
2. Recoveries (Must equal Schedule HI-B, part I, item 9, column B, above)	4605	19,000	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	22,000	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	5,000	5.
	BHCK		
6. Adjustments (see instructions for this schedule)	C233	5,000	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	418,000	7.

### MEMORANDA

	BHCK	Bil   Mil   Thou	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435	0	M.1.
<b>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)</b>			
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.
<b>Memorandum item 4 is to be completed by all bank holding companies.</b>			
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule 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	<b>N/A</b>	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	<b>N/A</b>	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	<b>N/A</b>	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 June 30, 2006

For Federal Reserve Bank Use Only

C.I. \_\_\_\_\_

## Schedule HC - Consolidated Balance Sheet

Dollar Amounts in Thousands

		BHCK	Bil   Mil   Thou	
<b>ASSETS</b>				
1. Cash and balances due from depository institutions:				
a. Noninterest-bearing balances and currency and coin [1]		0081	3,628,000	1.a.
b. Interest-bearing balances: [2]				
(1) In U.S. offices		0395	1,170,000	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs		0397	10,668,000	1.b.(2)
2. Securities:				
a. Held-to-maturity securities (from Schedule HC-B, column A)		1754	2,269,000	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)		1773	23,809,000	2.b.
3. Federal funds sold and securities purchased under agreements to resell:				
a. Federal funds sold in domestic offices	BHDM	B987	539,000	3.a.
b. Securities purchased under agreements to resell [3]	BHCK	B989	327,000	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	44,029,000		4.b.
c. LESS: Allowances for loan and lease losses	3123	418,000		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (items 4.b minus 4.c)	B529	43,611,000		4.d.
5. Trading assets (from Schedule HC-D)		3545	6,065,000	5.
6. Premises and fixed assets (including capitalized leases)		2145	1,075,000	6.
7. Other real estate owned (from Schedule HC-M)		2150	0	7.
8. Investments in unconsolidated subsidiaries and associated companies		2130	346,000	8.
<b>9. Not applicable</b>				
10. Intangible assets:				
a. Goodwill		3163	3,893,000	10.a.
b. Other intangible assets (from Schedule HC-M)		0426	885,000	10.b.
11. Other assets (from Schedule HC-F)		2160	10,683,000	11.
12. Total assets (sum of items 1 through 11)		2170	108,968,000	12.

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

**Schedule HC - Continued**

Dollar Amounts in Thousands

		BHDM	Bil   Mil   Thou	
<b>LIABILITIES</b>				
<b>13. Deposits:</b>				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing [1]		6631	20,956,000	13.a.(1)
(2) Interest-bearing		6636	18,404,000	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:				
(1) Noninterest-bearing		BHFN 6631	286,000	13.b.(1)
(2) Interest-bearing		6636	30,853,000	13.b.(2)
<b>14. Federal funds purchased and securities sold under agreements to repurchase:</b>				
a. Federal funds purchased in domestic offices [2]	BHDM	B993	544,000	14.a.
b. Securities sold under agreements to repurchase [3]	BHCK	B995	633,000	14.b.
15. Trading liabilities (from Schedule HC-D)		3548	2,938,000	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)		3190	7,010,000	16.
17. Not applicable				
<b>18. Not applicable</b>				
19. a. Subordinated notes and debentures [4]		4062	3,056,000	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	12,941,000	20.
21. Total liabilities (sum of items 13 through 20)		2948	<b>98,771,000</b>	21.
22. Minority interest in consolidated subsidiaries and similar items		3000	141,000	22.
<b>EQUITY CAPITAL</b>				
23. Perpetual preferred stock and related surplus		3283	0	23.
24. Common stock (par value)		3230	7,867,000	24.
25. Surplus (exclude all surplus related to preferred stock)		3240	1,965,000	25.
26. a. Retained earnings		3247	7,636,000	26.a.
b. Accumulated other comprehensive income [5]		B530	(231,000)	26.b.
27. Other equity capital components [6]		A130	(7,181,000)	27.
28. Total equity capital (sum of items 23 through 27)		3210	<b>10,056,000</b>	28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)		3300	<b>108,968,000</b>	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 as of the December 31 report date? (Enter "YES" or "NO")	BHCK C884	YES / NO N/A	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. <input type="text"/>	b. <input type="text"/>		
(1) Name of External Auditing Firm (TEXT C703)	(1) Name of Engagement Partner (TEXT C704)		
<input type="text"/>	<input type="text"/>		
(2) City (TEXT C708)	(2) E-mail Address (TEXT C705)		
<input type="text"/>	<input type="text"/>		
(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	48,000	0213	47,000	1286	175,000	1287	175,000	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	245,000	1295	237,000	1297	412,000	1298	408,000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	102,000	8497	101,000	8498	101,000	8499	104,000	3.
4. Mortgage-backed securities (MBS):									
a. Pass-through securities:									
(1) Guaranteed by GNMA	1698	301,000	1699	290,000	1701	240,000	1702	235,000	4.a.(1)
(2) Issued by FNMA and FHLMC	1703	505,000	1705	487,000	1706	2,004,000	1707	1,956,000	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	29,000	1716	358,000	1717	349,000	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	908,000	1734	892,000	1735	19,375,000	1736	19,161,000	4.b.(3)
5. Asset-backed securities (ABS)	C026	0	C988	0	C989	471,000	C027	469,000	5.
6. Other debt securities:									
a. Other domestic debt securities	1737	12,000	1738	11,000	1739	572,000	1741	576,000	6.a.
b. Foreign debt securities	1742	117,000	1743	117,000	1744	23,000	1746	23,000	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	351,000	A511	353,000	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	2,269,000	1771	2,211,000	1772	24,082,000	1773	23,809,000	8.

**MEMORANDA**

	BHCK	Bil   Mil   Thou	
1. Pledged securities[1]	0416	21,197,000	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	656,000	M.2.a.
b. Over 1 year to 5 years	0384	373,000	M.2.b.
c. Over 5 years	0387	24,696,000	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	471,000	B861	469,000	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	9,020,000			1.
a. Construction, land development, and other land loans			1415	173,000	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	2,099,000	1.c.(1)
(2) Close-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens			5367	4,215,000	1.c.(2)(a)
(b) Secured by junior liens			5368	347,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	346,000	1.d.
e. Secured by nonfarm nonresidential properties			1480	1,174,000	1.e.
2. Loans to depository institutions and acceptances of other banks			1288	446,000	2.
a. To U.S. banks and other U.S. depository institutions	1292	40,000			2.a.
b. To foreign banks	1296	3,120,000			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	2,403,000	4.
a. To U.S. addressees (domicile)	1763	6,662,000			4.a.
b. To non-U.S. addressees (domicile)	1764	532,000			4.b.
5. Not applicable.					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	1,054,000	6.
a. Credit cards	B538	0			6.a.
b. Other revolving credit plans	B539	175,000			6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011	1,079,000			6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	167,000	2081	10,000	7.
8. Not applicable.					
9. a. Loans for purchasing and carrying securities (secured and unsecured)	1545	11,479,000	1545	11,085,000	9.a.
b. All other loans	1564	6,250,000	1564	3,509,000	9.b.
10. Lease financing receivables (net of unearned income)			2165	5,524,000	10.
a. To U.S. addressees (domicile)	2182	2,274,000			10.a.
b. To non-U.S. addresses (domicile)	2183	3,250,000			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	27,000	2123	21,000	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	44,029,000	2122	32,365,000	12.

## Schedule HC-C - Continued

### MEMORANDA

Dollar Amounts in Thousands

	Consolidated		
	BHCK	Bl   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	693,000	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.
<b>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)</b>			
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)_____	C391	0	M.4.
<b>Memorandum item 5 is to be completed by all bank holding companies.</b>			
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	Bl   Mil   Thou	
<b>ASSETS</b>			
1. U.S. Treasury securities in domestic offices_____	3531	64,000	1.
2. U.S. government agency obligations in domestic offices (exclude mortgage-backed securities)_____	3532	4,000	2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices_____	3533	39,000	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	10,000	4.c.
5. Other debt securities in domestic offices_____	3537	373,000	5.
6.-8. Not applicable.			
9. Other trading assets in domestic offices_____	3541	336,000	9.
10. Trading assets in foreign offices_____	3542	2,965,000	10.
11. Derivatives with a positive fair value:			
a. In domestic offices_____	3543	1,933,000	11.a.
b. In foreign offices_____	BHFN		
b. In foreign offices_____	3543	341,000	11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)_____	bhct		
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)_____	3545	6,065,000	12.
<b>LIABILITIES</b>			
13. Liability for short positions_____	BHCK		
13. Liability for short positions_____	3546	404,000	13.
14. Derivatives with a negative fair value_____	3547	2,534,000	14.
14. Derivatives with a negative fair value_____	bhct		
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule HC, item 15)_____	3548	2,938,000	15.

## Schedule HC-E - Deposit Liabilities[1]

Dollar Amounts in Thousands		Bil   Mil   Thou		
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:				
		BHCB		
a. Demand deposits		2210	8,218,000	1.a.
b. NOW, ATS, and other transaction accounts		3187	607,000	1.b.
c. Money market deposit accounts and other savings accounts		2389	13,335,000	1.c.
d. Time deposits of less than \$100,000		6648	567,000	1.d.
e. Time deposits of \$100,000 or more		2604	16,633,000	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	15,939,000		M.3.
		BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less	A245	12,693,000		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	426,000		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	660,000		4.
5. Life insurance assets		C009	1,690,000		5.
6. Other		2168	7,905,000		6.
		bhct			
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)		2160	10,683,000		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	3,080,000		2.
3. Allowance for credit losses on off-balance sheet credit exposures		B557	150,000		3.
4. Other		B984	9,711,000		4.
		bhct			
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)		2750	12,941,000		5.

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

## Schedule HC-H - Interest Sensitivity [1]

Dollar Amounts in Thousands

	BHCK	Bil   Mil   Thou	
1. Earning assets that are repriceable within one year or mature within one year_____	3197	51,710,000	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	40,070,000	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet_____	3298	1,781,000	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	
<b>ASSETS</b>			
1. Reinsurance recoverables_____	B988	0	1.
2. Total assets_____	C244	89,000	2.
<b>LIABILITIES</b>			
3. Claims and claims adjustment expense reserves_____	B990	0	3.
4. Unearned premiums_____	B991	1,000	4.
5. Total equity_____	C245	85,000	5.
6. Net income_____	C246	2,000	6.

## II - Life and Health Underwriting

	BHCK	Bil   Mil   Thou	
<b>ASSETS</b>			
1. Reinsurance recoverables_____	C247	0	1.
2. Separate account assets_____	B992	0	2.
3. Total assets_____	C248	0	3.
<b>LIABILITIES</b>			
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	
<b>ASSETS</b>			
1. Securities	3515	25,836,000	1.
2. Federal funds sold and securities purchased under agreements to resell	3365	2,774,000	2.
3. Loans and leases	3516	42,038,000	3.
4. a. Trading assets	3401	7,230,000	4.a.
b. Other earning assets	B985	12,290,000	4.b.
5. Total consolidated assets	3368	110,608,000	5.
<b>LIABILITIES</b>			
6. Interest-bearing deposits (domestic)	3517	19,221,000	6.
7. Interest-bearing deposits (foreign)	3404	32,544,000	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	2,893,000	8.
9. All other borrowed money	2635	9,280,000	9.
10. Not applicable.			
<b>EQUITY CAPITAL</b>			
11. Equity capital (excludes limited-life preferred stock)	3519	10,102,000	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	2,323,000	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	366,000	1.c.(1)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550	598,000	1.c.(2)
d. Securities underwriting	3817	0	1.d.
e. Other unused commitments	3818	35,150,000	1.e.
2. Financial standby letters of credit and foreign office guarantees	6566	12,395,000	2.
a. Amount of financial standby letters of credit conveyed to others	3820	2,239,000	2.a.
3. Performance standby letters of credit and foreign office guarantees	6570	1,044,000	3.
a. Amount of performance standby letters of credit conveyed to others	3822	94,000	3.a.
4. Commercial and similar letters of credit	3411	1,060,000	4.
<b>5. Not applicable</b>			
6. Securities lent	3433	379,696,000	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	1,353,000	7.a.(1)
(2) Total return swaps	C970	10,000	C971	31,000	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	1,000	7.b.(1)
(2) Gross negative fair value	C220	0	C222	6,000	7.b.(2)

**Schedule HC-L - Continued**

Dollar Amounts in Thousands

		BHCK	Bil   Mil   Thou	
8. Spot foreign exchange contracts		8765	13,255,000	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) 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	
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	74,395,000				238,000				634,000				0				11.a.
	BHCK8693				BHCK8694				BHCK8695				BHCK8696				
b. Forward contracts	18,958,000				77,455,000				2,000				0				11.b.
	BHCK8697				BHCK8698				BHCK8699				BHCK8700				
c. Exchange-traded option contracts:																	
(1) Written options	17,687,000				2,230,000				1,324,000				0				11.c.(1)
	BHCK8701				BHCK8702				BHCK8703				BHCK8704				
(2) Purchased options	22,797,000				2,986,000				975,000				0				11.c.(2)
	BHCK8705				BHCK8706				BHCK8707				BHCK8708				
d. Over-the-counter option contracts:																	
(1) Written options	197,212,000				7,908,000				4,565,000				0				11.d.(1)
	BHCK8709				BHCK8710				BHCK8711				BHCK8712				
(2) Purchased options	162,271,000				9,814,000				3,960,000				0				11.d.(2)
	BHCK8713				BHCK8714				BHCK8715				BHCK8716				
e. Swaps	283,612,000				2,640,000				0				0				11.e.
	BHCK3450				BHCK3826				BHCK8719				BHCK8720				
12. Total gross notional amount of derivative contracts held for trading	768,587,000				101,523,000				11,459,000				0				12.
	BHCKA126				BHCKA127				BHCK8723				BHCK8724				
13. Total gross notional amount of derivative contracts held for purposes other than trading	8,345,000				1,748,000				1,000				0				13.
	BHCK8725				BHCK8726				BHCK8727				BHCK8728				

**Schedule HC-L - Continued**

Derivatives Position Indicators	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts				
	Tril	Bil	Mil	Tho	Tril	Bil	Mil	Tho	Tril	Bil	Mil	Tho	Tril	Bil	Mil	Tho	
14. Gross fair values of derivative contracts:																	
a. Contracts held for trading:																	
(1) Gross positive fair value	4,649,000				876,000				175,000				0				14.a.(1)
	BHCK8733				BHCK8734				BHCK8735				BHCK8736				
(2) Gross negative fair value	5,034,000				686,000				224,000				0				14.a.(2)
	BHCK8737				BHCK8738				BHCK8739				BHCK8740				
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value	116,000				13,000				0				0				14.b.(1)
	BHCK8741				BHCK8742				BHCK8743				BHCK8744				
(2) Gross negative fair value	200,000				22,000				0				0				14.b.(2)
	BHCK8745				BHCK8746				BHCK8747				BHCK8748				

**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	762,779,732				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		2,756,000	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.
<b>7. Not applicable</b>						
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.
<b>10. Not applicable</b>						
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)

12. Intangible assets other than goodwill:			BHCK	Bil   Mil   Thou	
a. Mortgage servicing assets			3164		0
(1) Estimated fair value of mortgage servicing assets	6438	1,000			
b. Purchased credit card relationships and nonmortgage servicing assets			B026		0
c. All other identifiable intangible assets			5507		885,000
			bhct		
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)			0426		885,000
<b>13. Other real estate owned:</b>			BHCK		
a. Real estate acquired in satisfaction of debts previously contracted			2744		0
b. Other real estate owned			2745		0
			bhct		
c. Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7)			2150		0
<b>14. Other borrowed money:</b>			BHCK		
a. Commercial paper			2309		87,000
b. Other borrowed money with a remaining maturity of one year or less			2332		2,699,000
c. Other borrowed money with a remaining maturity of more than one year			2333		4,224,000
			bhct		
d. Total (sum of items 14.a., 14.b. and 14.c) (must equal Schedule HC, item 16)			3190		7,010,000
<b>15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "YES" or "NO")</b>			BHCK B569		YES / NO YES
<b>16. Assets under management in proprietary mutual funds and annuities</b>			BHCK B570		Bil   Mil   Thou 16,295,000

## 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	481,000
4832	0
4833	85,000
4834	0
5041	132,000
5043	0
5045	0
5047	0
C253	81,000

a. Net Assets

b. Balances due from related institutions:

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

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

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

c. Balances due to related institutions:

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

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

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

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

21. Net assets of insurance underwriting subsidiaries

20. a.

20. b.(1)

20. b.(2)

20. b.(3)

20. c.(1)

20. c.(2)

20. c.(3)

20. d.

21.

**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)

TEXTC497	<a href="http://bankofny.com">http://bankofny.com</a>
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22.

**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	5,000	2769	1,000	3492	8,000	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	3,000	5399	0	5400	0	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C236	29,000	C237	2,000	C229	0	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	11,000	3500	0	3501	0	1.d.
e. Secured by nonfarm non- residential properties in domestic offices	3502	22,000	3503	7,000	3504	8,000	1.e.
f. In foreign offices	B572	7,000	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	7,000	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	41,000	1607	6,000	1608	35,000	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	25,000	B579	3,000	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	19,000	5460	2,000	5461	0	7.
8. Lease financing receivables	1226	0	1227	0	1228	3,000	8.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	3,000	3506	2,000	3507	12,000	9.
10. TOTAL (sum of items 1 through 9)	5524	165,000	5525	23,000	5526	74,000	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	23,000	M.1.
2. Loans to finance commercial real estate, construction, and land development activities <b>(not secured by real estate)</b> included in Schedule HC-N, items 4 and 7 above_____	6558	0	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	15,000	M.7.
8. Nonaccrual assets sold during the quarter_____	C411	0	M.8.

# 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		
	bhcx	Bl   Mil   Thou	
<b>Tier 1 capital</b>			
1. Total equity capital (from Schedule HC, item 28)	3210	10,056,000	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	(155,000)	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 as a positive value; if a loss, report as a negative value)	4336	0	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	4,775,000	7.
8. Subtotal (sum of items 1, 6.a, and 6.b, less items 2, 3, 4, 5, and 7)	C227	<b>6,586,000</b>	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	0	9. a.
b. LESS: Disallowed deferred tax assets	5610	0	9. b.
10. Other additions to (deductions from) Tier 1 capital	B592	(19,000)	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	<b>6,567,000</b>	11.
<b>Tier 2 capital</b>			
12. Qualifying subordinated debt and redeemable preferred stock	5306	2,822,000	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	567,000	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	<b>3,390,000</b>	17.
18. Allowable Tier 2 capital (lesser of item 11 and 17)	8275	<b>3,390,000</b>	18.
19. Tier 3 capital allocated for market risk	1395	0	19.
20. LESS: Deductions for total risk-based capital	B595	0	20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792	<b>9,957,000</b>	21.
<b>Total assets for leverage ratio</b>			
22. Average total assets (from Schedule HC-K, item 5)	bhct 3368	110,608,000	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above)	B590	4,775,000	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	BHCK B596	232,000	26.
27. Average total assets for leverage capital purposes (item 22 less item 23 through 26)	A224	<b>105,601,000</b>	27.
28.-30. Not applicable			
<b>Capital ratios</b>			
31. Tier 1 leverage ratio (item 11 divided by item 27)	BHCK 7204	<b>6.22%</b>	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	<b>7.96%</b>	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	<b>12.06%</b>	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	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	
<b>Balance Sheet Assets Categories</b>		BHCE	BHC0	BHC2	BHC5	BHC9	
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2))	BHCK0010						
	15,466,000	0	980,000	14,486,000		0	34.
	bhcx1754						
35. Held-to-maturity securities	2,269,000	0	294,000	1,847,000	0	128,000	35.
	bhcx1773						
36. Available-for-sale securities	23,809,000	(274,000)	418,000	21,557,000	754,000	1,354,000	36.
37. Federal funds sold and securities purchased under agreements to resell	BHCKC225						
	866,000		327,000	539,000		0	37.
	bhct5369						
38. Loans and leases held for sale	0	0	0	0	0	0	38.
	bhctB528						
39. Loans and leases, net of unearned income	44,029,000	0	3,223,000	4,384,000	4,626,000	31,796,000	39.
	bhcx3123						
40. LESS: Allowances for loan and lease losses	418,000	418,000					40.
	bhcx3545						
41. Trading assets	6,065,000	6,065,000	0	0	0	0	41.
	BHCKB639						
42. All other assets [1]	16,882,000	6,026,000	3,000	52,000	3,000	10,798,000	42.
	bhct2170						
43. Total assets (sum of items 34 through 42)	<b>108,968,000</b>	<b>11,399,000</b>	<b>5,245,000</b>	<b>42,865,000</b>	<b>5,383,000</b>	<b>44,076,000</b>	43.

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	
<b>Derivatives and Off-Balance Sheet Items</b>								
	BHCKB546	Note [2]	BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit	12,395,000	1.000	12,395,000	171,000	2,584,000	0	9,640,000	44.
	bhct6570							
45. Performance standby letters of credit	1,044,000	.50	522,000	17,000	50,000	0	455,000	45.
	bhct3411							
46. Commercial and similar letters of credit	1,060,000	.20	212,000	0	8,000	0	204,000	46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK3429							
	0	1.00	0	0	0		0	47.
	bhct3433							
48. Securities lent	379,696,000	1.00	379,696,000	376,101,000	3,462,000	0	133,000	48.
49. Retained recourse on small business obligations sold with recourse	bhctA250							
	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	BHCKB541	Note [3]						
	0	12.500	0				0	50.
	BHCKB675							
51. All other financial assets sold with recourse	0	1.00	0	0	0	0	0	51.
	BHCKB681							
52. All other off-balance sheet liabilities	466,000	1.00	466,000	0	26,000	0	440,000	52.
53. Unused commitments with an original maturity exceeding one year	BHCK6572							
	26,472,000	.50	13,236,000	0	851,000	0	12,385,000	53.
			BHCEA167					
54. Derivative contracts			6,713,000	141,000	4,212,000	2,360,000		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%	
	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	Bil   Mil   Thou	
	Dollar Amounts in Thousands				
<b>Totals</b>					
55. Total assets, derivatives, and off balance sheet items by risk weight category (for each column, sum of items 43 through 54)	BHCKB696	BHCKB697	BHCKB698	BHCKB699	55.
	<b>381,675,000</b>	<b>54,058,000</b>	<b>7,743,000</b>	<b>67,333,000</b>	
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)	BHCKB700	BHCKB701	BHCKB702	BHCKB703	
	<b>0</b>	<b>10,811,600</b>	<b>3,871,500</b>	<b>67,333,000</b>	57.
58. Market risk equivalent assets				BHCK1651	
				531,000	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				BHCKB704	
				<b>82,547,100</b>	59.
60. LESS: Excess allowance for loan and lease losses				BHCKA222	
				1,000	60.
61. LESS: Allocated transfer risk reserve				BHCK3128	
				0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)				BHCKA223	
				<b>82,546,100</b>	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	2,661,000	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	BHCK	Tril Bil Mil Thou	
a. Interest rate contracts		3809	129,851,000	8766	233,877,000	8767	99,125,000	M.2.a.
b. Foreign exchange contracts		3812	82,084,000	8769	2,076,000	8770	1,252,000	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	3,462,000	A001	761,000	A002	43,000	M.2.f.
<b>g. Credit derivative contracts:</b>								
<b>(1) Investment grade</b>		C980	630,000	C981	628,000	C982	0	M.2.g.(1)
<b>(2) Subinvestment grade</b>		C983	12,000	C984	124,000	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	7,174,000			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) <b>All Other Loans, All Leases, and All Other Assets</b>	
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.	
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting 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 298,000 BHCKB789 1,952,000	10.
<b>Asset Sales</b>								
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	256,000	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	428,000	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	Bl   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.