

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:

March 31, 2007

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)

For Federal Reserve Bank Use Only

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	287,000	1.a.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs _____	4059	165,000	1.a.(2)
b. Income from lease financing receivables _____	4065	41,000	1.b.
c. Interest income on balances due from depository institutions[1] _____	4115	144,000	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	9,000	1.d.(1)
(2) Mortgage-backed securities _____	B489	244,000	1.d.(2)
(3) All other securities _____	4060	36,000	1.d.(3)
e. Interest income from trading assets _____	4069	34,000	1.e.
f. Interest income of federal funds sold and securities purchased under agreements to resell _____	4020	51,000	1.f.
g. Other interest income _____	4518	11,000	1.g.
h. Total interest income (sum of items 1.a through 1.g) _____	4107	1,022,000	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$100,000 or more _____	A517	49,000	2.a.(1)(a)
(b) Time deposits of less than \$100,000 _____	A518	0	2.a.(1)(b)
(c) Other deposits _____	6761	47,000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs _____	4172	304,000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase _____	4180	19,000	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures) _____	4185	77,000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities _____	4397	56,000	2.d.
e. Other interest expense _____	4398	43,000	2.e.
f. Total interest expense (sum of items 2.a through 2.e) _____	4073	595,000	2.f.
3. Net interest income (item 1.h minus item 2.f) _____	4074	427,000	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	1,109,000	5.a.
b. Service charges on deposit accounts in domestic offices _____	4483	27,000	5.b.
c. Trading revenue [2] _____	A220	128,000	5.c.
d. (1) Fees and commissions from securities brokerage _____	C886	52,000	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions _____	C888	3,000	5.d.(2)
(3) Fees and commissions from annuity sales _____	C887	0	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities _____	C386	1,000	5.d.(4)
(5) Income from other insurance activities _____	C387	0	5.d.(5)
e. Venture capital revenue _____	B491	1,000	5.e.
f. Net servicing fees _____	B492	0	5.f.
g. Net securitization income _____	B493	0	5.g.
h. Not applicable			
i. Net gains (losses) on sales of loans and leases _____	8560	0	5.i.
j. Net gains (losses) on sales of other real estate owned _____	8561	0	5.j.
k. Net gains (losses) on sales of other assets (excluding securities) _____	B496	0	5.k.
l. Other noninterest income [3] _____	B497	146,000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l) _____	4079	1,467,000	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.e.

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	20,000	6.a.
b. Realized gains (losses) on available-for-sale securities	3196	(2,000)	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	726,000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	129,000	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	383,000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	1,266,000	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	651,000	8.
9. Applicable income taxes (foreign and domestic)	4302	208,000	9.
10. Minority interest	4484	6,000	10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)	4300	437,000	11.
12. Extraordinary items, net of applicable taxes and minority interest[5]	4320	(3,000)	12.
13. Net income (loss) (sum of items 11 and 12)	4340	434,000	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	429,000	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592	652,000	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	1,000	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK	Number	
	4150	23,134	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. TEXT 8562	8562	0	M.6.f.
g. TEXT 8563	8563	0	M.6.g.
h. TEXT 8564	8564	0	M.6.h.
i. Net change in the fair values of financial instruments accounted for under a fair value option	F229	0	M.6.i.

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		8565			55,000	M.7.h.
i.	TEXT 8566	Sub. Custodian Charges		8566			34,000	M.7.i.
j.	TEXT 8567			8567			0	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			(5,000)	M.8.a.(1)
(2)	Applicable income tax effect		BHCK	3572			(2,000)	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.e 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			42,000	M.9.a.
b.	Foreign exchange exposures			8758			83,000	M.9.b.
c.	Equity security and index exposures			8759			0	M.9.c.
d.	Commodity and other exposures			8760			0	M.9.d.
e.	Credit exposures			F186			3,000	M.9.e.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:								
a.	Net gains (losses) on credit derivatives held for trading			C889			0	M.10.a.
b.	Net gains (losses) on credit derivatives held for purposes other than trading			C890			0	M.10.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			36,000	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.

Schedule HI - Continued

MEMORANDA (continued)

14. Not applicable

15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method_____

BHCK	Bil Mil Thou
C409	8,000

M.15.

Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c

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

Year-to-date	
BHCK	Bil Mil Thou
F228	0

M.16.

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	11,593,000	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	11,593,000	3.
	bhct		
4. Net income (loss) (must equal Schedule HI, item 13)_____	4340	434,000	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	66,000	6.b.
7. Sale of treasury stock_____	4782	53,000	7.
8. LESS: Purchase of treasury stock_____	4783	16,000	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	167,000	11.
12. Other comprehensive income ¹ _____	B511	(19,000)	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	(418,000)	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	11,526,000	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	
I. 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	0	4617	0	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	0	B517	0	5.b.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	0	4628	0	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	F185	0	F187	0	8.a.
b. All other leases	C880	0	F188	8,000	8.b.
9. Total (sum of items 1 through 8)	4635	0	4605	8,000	9.

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

Schedule HI-B - Continued

MEMORANDA

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

	Calendar year-to-date		
	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	

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

	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	287,000	1.
	bhct		
2. Recoveries (Must equal Schedule HI-B, part I, item 9, column B, above)	4605	8,000	2.
	BHCK		
3. LESS: Charge-offs (Must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, Item 4)	C079	0	3.
	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	0	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	290,000	7.

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

Schedule HI-B - Continued

MEMORANDA

	BHCK	Bil Mil Thou	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7 _____	C435	0	M.1.
<i>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).</i>			
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 March 31, 2007

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	2,216,000	1.a.
b. Interest-bearing balances: [2]						
(1) In U.S. offices				0395	1,523,000	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs				0397	11,832,000	1.b.(2)
2. Securities:						
a. Held-to-maturity securities (from Schedule HC-B, column A)				1754	1,572,000	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)				1773	21,856,000	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	176,000	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	38,492,000			4.b.
c. LESS: Allowances for loan and lease losses		3123	290,000			4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (items 4.b minus 4.c)				B529	38,202,000	4.d.
5. Trading assets (from Schedule HC-D)				3545	3,675,000	5.
6. Premises and fixed assets (including capitalized leases)				2145	1,065,000	6.
7. Other real estate owned (from Schedule HC-M)				2150	2,000	7.
8. Investments in unconsolidated subsidiaries and associated companies				2130	578,000	8.
9. Not applicable						
10. Intangible assets:						
a. Goodwill				3163	5,131,000	10.a.
b. Other intangible assets (from Schedule HC-M)				0426	1,447,000	10.b.
11. Other assets (from Schedule HC-F)				2160	10,146,000	11.
12. Total assets (sum of items 1 through 11)				2170	99,960,000	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	16,576,000	13.a.(1)
(2) Interest-bearing	6636	9,319,000	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:			
(1) Noninterest-bearing	BHFN 6631	702,000	13.b.(1)
(2) Interest-bearing	6636	32,435,000	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:			
a. Federal funds purchased in domestic offices [2]	BHDM B993	474,000	14.a.
b. Securities sold under agreements to repurchase [3]	BHCK B995	299,000	14.b.
15. Trading liabilities (from Schedule HC-D)	3548	2,270,000	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190	9,091,000	16.
17. Not applicable			
18. Not applicable			
19. a. Subordinated notes and debentures [4]	4062	3,268,000	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	12,692,000	20.
21. Total liabilities (sum of items 13 through 20)	2948	88,276,000	21.
22. Minority interest in consolidated subsidiaries and similar items	3000	158,000	22.
EQUITY CAPITAL			
23. Perpetual preferred stock and related surplus	3283	0	23.
24. Common stock (par value)	3230	7,909,000	24.
25. Surplus (exclude all surplus related to preferred stock)	3240	2,203,000	25.
26. a. Retained earnings	3247	9,292,000	26.a.
b. Accumulated other comprehensive income [5]	B530	(336,000)	26.b.
27. Other equity capital components [6]	A130	(7,542,000)	27.
28. Total equity capital (sum of items 23 through 27)	3210	11,526,000	28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)	3300	99,960,000	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 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. Ernst & Young LLP (1) Name of External Auditing Firm (TEXT C703) New York (2) City (TEXT C708) NY (3) State Abbrev. (TEXT C714)	b. Cristos Kalyvis (1) Name of Engagement Partner (TEXT C704) Cristos.Kalyvis@ey.com (2) E-mail Address (TEXT C705) 10036-0000 (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	0	1295	0	1297	673,000	1298	673,000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	80,000	8499	82,000	3.
4. Mortgage-backed securities (MBS):									
a. Pass-through securities:									
(1) Guaranteed by GNMA	1698	255,000	1699	253,000	1701	200,000	1702	200,000	4.a.(1)
(2) Issued by FNMA and FHLMC	1703	314,000	1705	310,000	1706	1,140,000	1707	1,136,000	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	308,000	1717	306,000	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	855,000	1734	847,000	1735	17,778,000	1736	17,806,000	4.b.(3)
5. Asset-backed securities (ABS)	C026	0	C988	0	C989	475,000	C027	437,000	5.
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	544,000	1741	546,000	6.a.
b. Foreign debt securities	1742	117,000	1743	116,000	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	565,000	A511	574,000	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	1,572,000	1771	1,557,000	1772	21,859,000	1773	21,856,000	8.

MEMORANDA

	BHCK	Bil Mil Thou	
1. Pledged securities[1]	0416	13,561,000	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	1,014,000	M.2.a.
b. Over 1 year to 5 years	0384	82,000	M.2.b.
c. Over 5 years	0387	21,758,000	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.

	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	
5. Asset-backed securities (ABS)(sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):									
a. Credit card receivables	B838	0	B839	0	B840	0	B841	0	M.5.a.
b. Home equity lines	B842	0	B843	0	B844	0	B845	0	M.5.b.
c. Automobile loans	B846	0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans	B850	0	B851	0	B852	0	B853	0	M.5.d.
e. Commercial and industrial loans	B854	0	B855	0	B856	0	B857	0	M.5.e.
f. Other	B858	0	B859	0	B860	475,000	B861	437,000	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 at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
1. Loans secured by real estate	1410	4,560,000			1.
a. Construction, land development, and other land loans			1415	158,000	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	3,276,000	1.c.(2)(a)
(b) Secured by junior liens			5368	131,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	271,000	1.d.
e. Secured by nonfarm nonresidential properties			1480	294,000	1.e.
2. Loans to depository institutions and acceptances of other banks			1288	413,000	2.
a. To U.S. banks and other U.S. depository institutions	1292	88,000			2.a.
b. To foreign banks	1296	3,360,000			2.b.
3. Loans to finance agricultural production and other loans to farmers			1590	2,000	3.
4. Commercial and industrial loans			1766	681,000	4.
a. To U.S. addressees (domicile)	1763	5,019,000			4.a.
b. To non-U.S. addressees (domicile)	1764	605,000			4.b.
5. Not applicable.					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	114,000	6.
a. Credit cards	B538	0			6.a.
b. Other revolving credit plans	B539	40,000			6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011	288,000			6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	58,000	2081	44,000	7.
8. Not applicable.					
9. a. Loans for purchasing and carrying securities (secured and unsecured)	1545	13,379,000	1545	12,890,000	9.a.
b. All other loans	1564	6,186,000	1564	2,421,000	9.b.
10. Lease financing receivables (net of unearned income)			2165	4,912,000	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	0			10.a.
b. All other leases	F163	4,912,000			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	14,000	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	38,492,000	2122	25,676,000	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	756,000	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)		B837	3,000	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.
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:				
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))		F230	0	M.6.a.
Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) as of December 31, 2006, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).				
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties		F231	0	M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 6.a above		F232	0	M.6.c.
7. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 7.a and 7.b must equal Schedule HC-C, item 1.a):				
a. 1-4 family residential construction loans		F158	1,000	M.7.a.
b. Other construction loans and all land development and other land loans		F159	157,000	M.7.b.
8. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 8.a and 8.b must equal Schedule HC-C, item 1.e):				
a. Loans secured by owner-occupied nonfarm nonresidential properties		F160	1,000	M.8.a.
b. Loans secured by other nonfarm nonresidential properties		F161	293,000	M.8.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	88,000	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	69,000	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	59,000	4.c.
5. Other debt securities in domestic offices		3537	426,000	5.
6.-8. Not applicable.				
9. Other trading assets in domestic offices		3541	390,000	9.
10. Trading assets in foreign offices		3542	805,000	10.
11. Derivatives with a positive fair value:				
a. In domestic offices		3543	1,524,000	11.a.
		BHFN		
b. In foreign offices		3543	310,000	11.b.
		bhct		
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)		3545	3,675,000	12.
LIABILITIES				
		BHCK		
13. Liability for short positions		3546	263,000	13.
14. Derivatives with a negative fair value		3547	2,007,000	14.
		bhct		
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule HC, item 15)		3548	2,270,000	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	5,027,000	1.a.
b. NOW, ATS, and other transaction accounts		3187	41,000	1.b.
c. Money market deposit accounts and other savings accounts		2389	1,930,000	1.c.
d. Time deposits of less than \$100,000		6648	6,000	1.d.
e. Time deposits of \$100,000 or more		2604	18,891,000	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	17,416,000	M.3.
	BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less	A245	13,665,000	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	409,000	1.
2. Net deferred tax assets [2]		2148	7,000	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	631,000	4.
5. Life insurance assets		C009	1,740,000	5.
6. Other		2168	7,359,000	6.
		bhct		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)		2160	10,146,000	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	3,275,000	2.
3. Allowance for credit losses on off-balance sheet credit exposures		B557	135,000	3.
4. Other		B984	9,282,000	4.
		bhct		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)		2750	12,692,000	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 repriceable within one year or mature within one year		3197	56,714,000	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	40,786,000	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet		3298	2,531,000	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	96,000	2.
LIABILITIES			
3. Claims and claims adjustment expense reserves	B990	1,000	3.
4. Unearned premiums	B991	2,000	4.
5. Total equity	C245	88,000	5.
6. Net income	C246	1,000	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	22,101,000	1.
2. Federal funds sold and securities purchased under agreements to resell	3365	3,397,000	2.
3. Loans and leases	3516	36,142,000	3.
4. a. Trading assets	3401	5,172,000	4. a.
b. Other earning assets	B985	13,433,000	4. b.
5. Total consolidated assets	3368	102,051,000	5.
LIABILITIES			
6. Interest-bearing deposits (domestic)	3517	10,302,000	6.
7. Interest-bearing deposits (foreign)	3404	33,560,000	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	1,527,000	8.
9. All other borrowed money	2635	7,928,000	9.
10. Not applicable.			
EQUITY CAPITAL			
11. Equity capital (excludes limited-life preferred stock)	3519	11,268,000	11.

For Federal Reserve Bank Use Only

C.I. _____

(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	112,000	1.a.
b. Credit card lines	3815	0	1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	3816	268,000	1.c.(1)
(a) 1-4 family residential construction loan commitments	F164	0	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165	268,000	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550	502,000	1.c.(2)
d. Securities underwriting	3817	0	1.d.
e. Other unused commitments	3818	36,862,000	1.e.
2. Financial standby letters of credit and foreign office guarantees	6566	12,093,000	2.
a. Amount of financial standby letters of credit conveyed to others	3820	2,395,000	2.a.
3. Performance standby letters of credit and foreign office guarantees	6570	832,000	3.
a. Amount of performance standby letters of credit conveyed to others	3822	121,000	3.a.
4. Commercial and similar letters of credit	3411	1,068,000	4.
5. Not applicable			
6. Securities lent	3433	396,856,000	6.

	Guarantor (Column A)		Beneficiary (Column B)		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
7. Credit derivatives:					
a. Notional amounts:					
(1) Credit default swaps	C968	0	C969	1,751,000	7.a.(1)
(2) Total return swaps	C970	0	C971	148,000	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	5,000	7.b.(1)
(2) Gross negative fair value	C220	0	C222	6,000	7.b.(2)

	BHCK	Bil Mil Thou	
8. Spot foreign exchange contracts	8765	23,864,000	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.
d. TEXT 6561	3435	0	9.c.
e. TEXT 6562			
f. TEXT 6568	6561	0	9.d.
g. TEXT 6586	6562	0	9.e.
	6568	0	9.f.
	6586	0	9.g.

10. Not applicable.

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	
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 63,222,000	BHCK 8694 426,000	BHCK 8695 465,000	BHCK 8696 0	11.a.
b. Forward contracts	BHCK 8697 664,000	BHCK 8698 100,809,000	BHCK 8699 26,000	BHCK 8700 0	11.b.
c. Exchange-traded option contracts:					
(1) Written options	BHCK 8701 13,213,000	BHCK 8702 1,963,000	BHCK 8703 5,038,000	BHCK 8704 134,000	11.c.(1)
(2) Purchased options	BHCK 8705 17,662,000	BHCK 8706 2,047,000	BHCK 8707 4,371,000	BHCK 8708 134,000	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	BHCK 8709 195,210,000	BHCK 8710 8,630,000	BHCK 8711 6,311,000	BHCK 8712 0	11.d.(1)
(2) Purchased options	BHCK 8713 173,617,000	BHCK 8714 9,104,000	BHCK 8715 4,744,000	BHCK 8716 0	11.d.(2)
e. Swaps	BHCK 3450 341,823,000	BHCK 3826 2,456,000	BHCK 8719 0	BHCK 8720 0	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126 797,418,000	BHCK A127 123,451,000	BHCK 8723 20,955,000	BHCK 8724 268,000	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725 7,993,000	BHCK 8726 1,984,000	BHCK 8727 0	BHCK 8728 0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	BHCK 8733 3,579,000	BHCK 8734 782,000	BHCK 8735 300,000	BHCK 8736 4,000	14.a.(1)
(2) Gross negative fair value	BHCK 8737 3,732,000	BHCK 8738 731,000	BHCK 8739 394,000	BHCK 8740 1,000	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	BHCK 8741 144,000	BHCK 8742 4,000	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 135,000	BHCK 8746 14,000	BHCK 8747 0	BHCK 8748 0	14.b.(2)

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). 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 | 608,000 |
| 4832 | 1,000 |
| 4833 | 0 |
| 4834 | 33,000 |
| 5041 | 130,000 |
| 5043 | 0 |
| 5045 | 0 |
| 5047 | 0 |
| C253 | 92,000 |
- 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://www.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	59,000	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	13,000	2769	10,000	3492	9,000	1.a.
b. Secured by farmland in domestic offices	3493	0	3494	0	3495	0	1.b.
c. Secured by 1-4 family 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	32,000	C237	10,000	C229	3,000	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	2,000	3500	0	3501	0	1.d.
e. Secured by nonfarm non- residential properties in domestic offices	3502	48,000	3503	0	3504	0	1.e.
f. In foreign offices	B572	14,000	B573	0	B574	0	1.f.

Schedule HC-N - Continued

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	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	8,000	1607	0	1608	9,000	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	5,000	B579	0	B580	0	5.b.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	241,000	5460	2,000	5461	0	7.
8. Lease financing receivables:							8.
a. Leases to individuals for household, family, and other personal expenditures	F166	0	F167	0	F168	0	8.a.
b. All other leases	F169	0	F170	0	F171	0	8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	8,000	3506	9,000	3507	0	9.
10. TOTAL (sum of items 1 through 9)	5524	371,000	5525	31,000	5526	27,000	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	15,000	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	10,000	M.7.
8. Nonaccrual assets sold during the quarter	C411	0	M.8.

Schedule HC-N - Continued

MEMORANDA (continued)

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
Dollar Amounts in Thousands							
9. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 9.a and 9.b must equal Schedule HC-N, item 1.a):							
a. 1-4 family residential construction loans	F172	1,000	F174	0	F176	0	M.9.a.
b. Other construction loans and all land development and other land loans	F173	12,000	F175	10,000	F177	9,000	M.9.b.
10. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 10.a. and 10.b must equal Schedule HC-N, item 1.e):							
a. Loans secured by owner-occupied nonfarm nonresidential properties	F178	0	F180	0	F182	0	M.10.a.
b. Loans secured by other nonfarm nonresidential properties	F179	48,000	F181	0	F183	0	M.10.b.

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.
5. Noninterest income for the quarter from the sale, securitization, and servicing of closed-end 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i)			
	F184	0	5.

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

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

Schedule HC-Q - Financial Assets and Liabilities Measured at Fair Value

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

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

Schedule HC-R - Regulatory Capital

For Federal Reserve Bank Use Only

This schedule is to be submitted on a consolidated basis.

C.1.

	Dollar Amounts in Thousands		
	bhcx	Bil Mil Thou	
Tier 1 capital			
1. Total equity capital (from Schedule HC, item 28)	3210	11,526,000	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	(7,000)	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	(264,000)	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. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	6,421,000	7. a.
7. b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)			
	F264	0	7. b.
8. Subtotal (sum of items 1, 6. a. and 6. b., less items 2, 3, 4, 5, 7. a. and 7. b.)	C227	6,526,000	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	6,504,000	11.
Tier 2 capital			
12. Qualifying subordinated debt and redeemable preferred stock	5306	2,946,000	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	425,000	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	4,000	15.
16. Other Tier 2 capital components	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311	3,375,000	17.
18. Allowable Tier 2 capital (lesser of item 11 and 17)	8275	3,375,000	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	9,879,000	21.
Total assets for leverage ratio			
22. Average total assets (from Schedule HC-K, item 5)	3368	102,051,000	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7. a above)	B590	6,421,000	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.
	BHCK		
26. LESS: Other deductions from assets for leverage capital purposes	B596	(18,000)	26.
27. Average total assets for leverage capital purposes (item 22 less item 23 through 26)	A224	95,648,000	27.
28.-30. Not applicable			
Capital ratios			
31. Tier 1 leverage ratio (item 11 divided by item 27)	BHCK 7204	6.80%	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	8.43%	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	12.81%	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	BHCO	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 15,571,000	0	181,000	15,390,000		0
	BHCX 1754					
35. Held-to-maturity securities	1,572,000	0	255,000	1,163,000	0	154,000
	BHCX 1773					
36. Available-for-sale securities	21,856,000	(7,000)	291,000	19,666,000	570,000	1,336,000
37. Federal funds sold and securities purchased under agreements to resell	BHCK C225 715,000		176,000	539,000		0
	bhct 5369					
38. Loans and leases held for sale	0	0	0	0	0	0
	bhct B528					
39. Loans and leases, net of unearned income	38,492,000	0	1,892,000	4,635,000	3,563,000	28,402,000
	BHCX 3123					
40. LESS: Allowances for loan and lease losses	290,000	290,000				
	BHCX 3545					
41. Trading assets	3,675,000	3,675,000	0	0	0	0
	BHCK B639					
42. All other assets ¹	18,369,000	7,386,000	5,000	74,000	10,000	10,894,000
	bhct 2170					
43. Total assets (sum of items 34 through 42)	99,960,000	10,764,000	2,800,000	41,467,000	4,143,000	40,786,000

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	Bil Mil Thou	
Derivatives and Off-Balance Sheet Items								
	BHCK B546	Note [2]	BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit	12,093,000	1.000	12,093,000	245,000	2,638,000	0	9,210,000	44.
	bhct 6570							
45. Performance standby letters of credit	832,000	.50	416,000	14,000	70,000	0	332,000	45.
	bhct 3411							
46. Commercial and similar letters of credit	1,068,000	.20	213,600	4,600	5,000	0	204,000	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	396,856,000	1.00	396,856,000	394,649,000	2,073,000	0	134,000	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	600,000	1.00	600,000	0	94,000	79,000	427,000	52.
53. Unused commitments with an original maturity exceeding one year	BHCK 6572							
	25,056,000	.50	12,528,000	0	1,007,000	0	11,521,000	53.
			BHCE A167					
54. Derivative contracts			6,861,000	55,000	3,763,000	3,043,000		54.

- Column A multiplied by credit conversion factor.
- 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.
- 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.
	397,767,600	51,117,000	7,265,000	62,614,000	
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	57.
	0	10,223,400	3,632,500	62,614,000	
58. Market risk equivalent assets				BHCK 1651	58.
				660,000	
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				BHCK B704	59.
				77,129,900	
60. LESS: Excess allowance for loan and lease losses				BHCK A222	60.
				0	
61. LESS: Allocated transfer risk reserve				BHCK 3128	61.
				0	
62. Total risk-weighted assets (item 59 minus items 60 and 61)				BHCK A223	62.
				77,129,900	

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	2,364,000	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	118,031,000	8766	251,778,000	8767	110,226,000	M.2.a.
b. Foreign exchange contracts		3812	105,467,000	8769	1,902,000	8770	1,429,000	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	134,000	8778	0	8779	0	M.2.e.
f. Equity derivative contracts		A000	4,501,000	A001	575,000	A002	34,000	M.2.f.
g. Credit derivative contracts:								
(1) Investment grade		C980	234,000	C981	1,310,000	C982	0	M.2.g.(1)
(2) Subinvestment grade		C983	10,000	C984	345,000	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 90,000	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 50,000	BHCKB789 3,241,000	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 (includes participations 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	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.