

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).

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.

Thomas P. Gibbons

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

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

Date of Report:

March 31, 2009

Month / Date / Year (BHCK 9999)

The Bank of New York Mellon Corporation

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, Vice President

Name / Title (BHTX 8901)

(212) 635-1396

Area Code / Phone Number (BHTX 8902)

(212) 635-8750

FAX Number (BHTX 9116)

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E-mail Address of Contact (BHTX 4086)

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RSSD ID _____

C.I. _____ S.F. _____

For Federal Reserve Bank Use Only

RSSD Number _____

S.F. _____

Report of Income for Bank Holding Companies

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

Schedule HI - Consolidated Income Statement

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Interest income			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by 1-4 family residential properties	4435	62,000	1.a.(1)(a)
(b) All other loans secured by real estate	4436	14,000	1.a.(1)(b)
(c) All other loans	F821	73,000	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	82,000	1.a.(2)
b. Income from lease financing receivables	4065	40,000	1.b.
c. Interest income on balances due from depository institutions [1]	4115	248,000	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	19,000	1.d.(1)
(2) Mortgage-backed securities	B489	396,000	1.d.(2)
(3) All other securities	4060	46,000	1.d.(3)
e. Interest income from trading assets	4069	12,000	1.e.
f. Interest income of federal funds sold and securities purchased under agreements to resell	4020	0	1.f.
g. Other interest income	4518	6,000	1.g.
h. Total interest income (sum of items 1.a through 1.g.)	4107	998,000	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$100,000 or more	A517	8,000	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518	0	2.a.(1)(b)
(c) Other deposits	6761	11,000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172	57,000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	1,000	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	104,000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	16,000	2.d.
e. Other interest expense	4398	9,000	2.e.
f. Total interest expense (sum of items 2.a through 2.e.)	4073	206,000	2.f.
3. Net interest income (item 1.h minus item 2.f.)	4074	792,000	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	105,000	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	1,517,000	5.a.
b. Service charges on deposit accounts in domestic offices	4483	102,000	5.b.
c. Trading revenue [2]	A220	307,000	5.c.
d. (1) Fees and commissions from securities brokerage	C886	437,000	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888	0	5.d.(2)
(3) Fees and commissions from annuity sales	C887	3,000	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	(20,000)	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	(4,000)	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	90,000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l.)	4079	2,433,000	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	(3,000)	6.a.
b. Realized gains (losses) on available-for-sale securities	3196	(292,000)	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	1,205,000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	225,000	7.b.
c. (1) Goodwill impairment losses	C216	50,000	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	108,000	7.c.(2)
d. Other noninterest expense [4]	4092	730,000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	2,318,000	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	507,000	8.
9. Applicable income taxes (foreign and domestic)	4302	138,000	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300	369,000	10.
11. Extraordinary items and other adjustments, net of income taxes [5]	4320	0	11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104	369,000	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103	(1,000)	13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	4340	370,000	14.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519	796,000	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592	520,000	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	9,000	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK	Number	
	4150	42,000	M.5.
6. Other noninterest income (from schedule HI, item 5.I, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.I):			
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. Net change in the fair values of financial instruments accounted for under a fair value option	F229	0	M.6.f.
g. Bank card and credit card interchange fees	F555	0	M.6.g.
h. TEXT			
8562	8562	0	M.6.h.
i. TEXT			
8563	8563	0	M.6.i.
j. TEXT			
8564	8564	0	M.6.j.

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 greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):							
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	26,000	M.7.e.
f.	Legal fees and expenses				4141	45,000	M.7.f.
g.	FDIC deposit insurance assessments				4146	0	M.7.g.
h.	Accounting and auditing expenses				F556	0	M.7.h.
i.	Consulting and advisory expenses				F557	67,000	M.7.i.
j.	Automated teller machine (ATM) and interchange expenses				F558	0	M.7.j.
k.	Telecommunications expenses				F559	32,000	M.7.k.
l.	TEXT Software						
	8565				8565	81,000	M.7.l.
m.	TEXT Sub Custodian Charges						
	8566				8566	61,000	M.7.m.
n.	TEXT Travel & Entertainment						
	8567				8567	47,000	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):							
a. (1)	TEXT						
	3571				3571	0	M.8.a.(1)
(2)	Applicable income tax effect		BHCK	3572	0		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	80,000	M.9.a.
b.	Foreign exchange exposures				8758	219,000	M.9.b.
c.	Equity security and index exposures				8759	10,000	M.9.c.
d.	Commodity and other exposures				8760	0	M.9.d.
e.	Credit exposures				F186	(2,000)	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.
Memorandum item 12 is to be completed by bank holding companies with \$1 billion or more in total assets. [1]							
a.	Income from the sale and servicing of mutual funds and annuities (in domestic offices)				8431	259,000	M.12.a.
b. (1)	Premiums on insurance related to the extension of credit				C242	0	M.12.b.(1)
	All other insurance premiums				C243	1,000	M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities				B983	1,000	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.

1. The \$1 billion asset size test is generally based on the total asset reported as of June 30, 2008.

Schedule HI - Continued

MEMORANDA (continued)

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.				
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:				
a. Net gains (losses) on assets		F551	4,000	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk		F552	1,000	M.14.a.(1)
b. Net gains (losses) on liabilities		F553	(9,000)	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk		F554	(2,000)	M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method				
		C409	37,000	M.15.
 <i>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</i>				
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)(a))				
		F228	N/A	M.16.

Schedule HI-A - Changes in Bank Holding Company Equity Capital

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Total bank holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)				
		3217	28,050,000	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles				
		B507	676,000	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)				
		B508	28,726,000	3.
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14)				
		bhct		
		4340	370,000	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):				
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	95,000	6.a.
b. Conversion or retirement of common stock		3580	0	6.b.
7. Sale of treasury stock				
		4782	4,000	7.
8. LESS: Purchase of treasury stock				
		4783	13,000	8.
9. Changes incident to business combinations, net				
		4356	0	9.
10. LESS: Cash dividends declared on preferred stock				
		4598	38,000	10.
11. LESS: Cash dividends declared on common stock				
		4460	277,000	11.
12. Other comprehensive income [1]				
		B511	(564,000)	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	(93,000)	14.
15. Total bank holding company 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 27.a on Schedule HC)				
		bhct		
		3210	28,210,000	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 pension and other postretirement plan related changes other than net periodic benefit cost.

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

Dollar Amounts in Thousands	(Column A) Charge-offs ¹		(Column B) Recoveries		
	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:					
(1) 1-4 family residential construction loans	C891	0	C892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	5,000	C894	0	1.a.(2)
b. Secured by farmland in domestic offices	3584	0	3585	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411	0	5412	0	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	12,000	C217	0	1.c.(2)(a)
(b) Secured by junior liens	C235	0	C218	0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	2,000	3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	0	C896	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	10,000	C898	0	1.e.(2)
f. In foreign offices	B512	0	B513	0	1.f.
2. Loans to depository institutions and acceptances of other banks:					
a. To U.S. banks and other U.S. depository institutions	4653	0	4663	0	2.a.
b. To foreign banks	4654	0	4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655	0	4665	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	4645	12,000	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	10,000	4628	0	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	F185	0	F187	0	8.a.
b. All other leases	C880	0	F188	1,000	8.b.
9. Total (sum of items 1 through 8)	4635	51,000	4605	1,000	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).

Dollar Amounts in Thousands	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	

Dollar Amounts in Thousands	Calendar year-to-date		
	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	415,000	1.
	bhct		
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605	1,000	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	51,000	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	105,000	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	470,000	7.

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	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7		C435	0	M.1.
<i>Memoranda 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. Noncontrolling (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 HI-A Item 2, Cumulative effect of adoption of FAS 115-2		5351	676,000	1.
2.	5352 HI Item 7.c.(1), Related to Mellon United National Bank subsidiary		5352	50,000	2.
3.	5353		5353	0	3.
4.	5354		5354	0	4.
5.	5355		5355	0	5.
6.	B042		B042	0	6.
7.	B043		B043	0	7.
8.	B044		B044	0	8.
9.	B045		B045	0	9.
10.	B046		B046	0	10.

Notes to the Income Statement-Other, Continued

		Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
11.	TEXT				
	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, 2009

For Federal Reserve Bank Use Only

C.I.

Schedule HC - Consolidated Balance Sheet

Dollar Amounts in Thousands			BHCK	Bil Mil Thou		
ASSETS						
1. Cash and balances due from depository institutions:						
a. Noninterest-bearing balances and currency and coin [1]			0081	3,681,000	1.a.	
b. Interest-bearing balances: [2]						
(1) In U.S. offices			0395	23,171,000	1.b.(1)	
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397	47,855,000	1.b.(2)	
2. Securities:						
a. Held-to-maturity securities (from Schedule HC-B, column A)			1754	6,985,000	2.a.	
b. Available-for-sale securities (from Schedule HC-B, column D)			1773	30,226,000	2.b.	
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold in domestic offices			BHDM	B987	310,000	3.a.
b. Securities purchased under agreements to resell [3]			BHCK	B989	72,000	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	41,551,000	4.b.	
c. LESS: Allowances for loan and lease losses			3123	470,000	4.c.	
d. Loans and leases, net of unearned income and allowance for loan and lease losses (items 4.b minus 4.c)			B529	41,081,000	4.d.	
5. Trading assets (from Schedule HC-D)			3545	8,836,000	5.	
6. Premises and fixed assets (including capitalized leases)			2145	1,718,000	6.	
7. Other real estate owned (from Schedule HC-M)			2150	9,000	7.	
8. Investments in unconsolidated subsidiaries and associated companies			2130	1,112,000	8.	
9. Not applicable						
10. Intangible assets:						
a. Goodwill			3163	15,805,000	10.a.	
b. Other intangible assets (from Schedule HC-M)			0426	5,717,000	10.b.	
11. Other assets (from Schedule HC-F)			2160	17,305,000	11.	
12. Total assets (sum of items 1 through 11)			2170	203,883,000	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	
LIABILITIES				
13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing [1]		6631	27,621,000	13.a.(1)
(2) Interest-bearing		6636	28,753,000	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:				
(1) Noninterest-bearing		6631	1,726,000	13.b.(1)
(2) Interest-bearing		6636	75,590,000	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased in domestic offices [2]				
	BHDM	B993	257,000	14.a.
b. Securities sold under agreements to repurchase [3]				
	BHCK	B995	1,349,000	14.b.
15. Trading liabilities (from Schedule HC-D)		3548	6,738,000	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)		3190	14,218,000	16.
17. Not applicable				
18. Not applicable				
19. a. Subordinated notes and debentures [4]		4062	4,896,000	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities				
		C699	1,648,000	19.b.
20. Other liabilities (from Schedule HC-G)		2750	12,850,000	20.
21. Total liabilities (sum of items 13 through 20)		2948	175,646,000	21.
22. Not applicable				
EQUITY CAPITAL				
Bank Holding Company Equity Capital				
23. Perpetual preferred stock and related surplus		3283	2,795,000	23.
24. Common stock (par value)		3230	12,000	24.
25. Surplus (exclude all surplus related to preferred stock)		3240	20,452,000	25.
26. a. Retained earnings		3247	10,953,000	26.a.
b. Accumulated other comprehensive income [5]		B530	(5,990,000)	26.b.
c. Other equity capital components [6]		A130	(12,000)	26.c.
27. a. Total bank holding company equity capital (sum of items 23 through 26.c)		3210	28,210,000	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries		3000	27,000	27.b.
28. Total equity capital (sum of items 27.a and 27.b)		G105	28,237,000	28.
29. Total liabilities and equity capital (sum of items 21 and 28)		3300	203,883,000	29.

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

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "YES" or "NO")	BHCK	YES / NO	M.1
	C884	N/A	

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"/> (1) Name of External Auditing Firm (TEXT C703)	b. <input type="text"/> (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)

1. Includes total demands deposits and noninterest-bearing time and savings deposits.
 2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other Borrowed Money."
 3. Includes all securities repurchased agreements in domestic and foreign offices regardless of maturity.
 4. Includes limited-life preferred stock and related surplus.
 5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
 6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.
 7. 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	759,000	1287	789,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. government agencies [1]	1289	0	1290	0	1291	0	1293	0	2.a.
b. Issued by U.S. government sponsored agencies [2]	1294	0	1295	0	1297	1,253,000	1298	1,286,000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	188,000	8497	188,000	8498	749,000	8499	729,000	3.
4. Mortgage-backed securities (MBS):									
a. Pass-through securities:									
(1) Guaranteed by GNMA	1698	204,000	1699	211,000	1701	628,000	1702	665,000	4.a.(1)
(2) Issued by FNMA and FHLMC	1703	427,000	1705	451,000	1706	3,898,000	1707	4,042,000	4.a.(2)
(3) Other pass-through securities	1709	0	1710	0	1711	0	1713	0	4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714	32,000	1715	34,000	1716	5,808,000	1717	5,836,000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718	0	1719	0	1731	0	1732	0	4.b.(2)
(3) All other mortgage-backed securities	1733	6,025,000	1734	5,275,000	1735	18,610,000	1736	13,034,000	4.b.(3)
5. Asset-backed securities (ABS)	C026	0	C988	0	C989	2,069,000	C027	1,310,000	5.
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	1,663,000	1741	1,482,000	6.a.
b. Foreign debt securities	1742	109,000	1743	109,000	1744	46,000	1746	46,000	6.b.

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

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

Schedule HC-B - Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value ¹		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	1,013,000	A511	1,007,000	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						bhct		8.
	1754	6,985,000	1771	6,268,000	1772	36,496,000	1773	30,226,000	

MEMORANDA

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Pledged securities [1]	0416	16,593,000	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	10,051,000	M.2.a.
b. Over 1 year to 5 years	0384	2,383,000	M.2.b.
c. Over 5 years	0387	23,770,000	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. [4]

	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	686,000	B841	448,000	M.5.a.
b. Home equity lines	B842	0	B843	0	B844	540,000	B845	234,000	M.5.b.
c. Automobile loans	B846	0	B847	0	B848	10,000	B849	7,000	M.5.c.
d. Other consumer loans	B850	0	B851	0	B852	40,000	B853	37,000	M.5.d.
e. Commercial and industrial loans	B854	0	B855	0	B856	0	B857	0	M.5.e.
f. Other	B858	0	B859	0	B860	793,000	B861	584,000	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.
4. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

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	7,895,000			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1-4 family residential construction loans			F158	34,000	1.a.1
(2) Other construction loans and all land development and other land loans			F159	424,000	1.a.2
b. Secured by farmland			BHDM		
c. Secured by 1-4 family residential properties:			1420	7,000	1.b.
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit					
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens			1797	346,000	1.c.1
(b) Secured by junior liens					
d. Secured by multifamily (5 or more) residential properties			5367	4,913,000	1.c.2.a
e. Secured by nonfarm nonresidential properties:			5368	28,000	1.c.2.b
(1) Loans secured by owner-occupied nonfarm nonresidential properties					
(2) Loans secured by other nonfarm nonresidential properties			1460	537,000	1.d.
2. Loans to depository institutions and acceptances of other banks					
a. To U.S. banks and other U.S. depository institutions	1292	89,000			2.a.
b. To foreign banks	1296	3,819,000			2.b.
3. Loans to finance agricultural production and other loans to farmers					
4. Commercial and industrial loans			1590	0	3.
a. To U.S. addressees (domicile)					
b. To non-U.S. addressees (domicile)			1766	1,497,000	4.
5. Not applicable.					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)					
a. Credit cards	B538	0			6.a.
b. Other revolving credit plans	B539	69,000			6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)					
7. Loans to foreign governments and official institutions (including foreign central banks)			2011	738,000	6.c.
8. Not applicable.					
9. a. Loans for purchasing and carrying securities (secured and unsecured)					
b. All other loans			2081	2,000	7.
10. Lease financing receivables (net of unearned income)					
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)					
b. All other leases			1975	653,000	6.
11. LESS: Any unearned income on loans reflected in items 1-9 above					
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)					
	2123	66,000	2123	12,000	11.
	2122	41,551,000	2122	28,349,000	12.

Schedule HC-C - Continued

MEMORANDA

	Dollar Amounts in Thousands		
	BHDM	Bil Mil Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1):			
a. Loans secured by 1-4 family residential properties in domestic offices	F576	0	M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures)	BHCK		
	1616	0	M.1.b.
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	671,000	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837	4,000	M.3.
<i>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)</i>			
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.
<i>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 (as reported in Schedule HC-C, Memorandum 6.a) as of December 31, 2008, 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).</i>			
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	F231	N/A	M.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	N/A	M.6.c.
7.-8. Not applicable.			
9. Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	BHDM		
	F577	55,000	M.9.

Schedule HC-C - Continued

MEMORANDA (continued)

Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
10. Loans measured at fair value:					
a. Loans secured by real estate	F608	0			M.10.a.
(1) Construction, land development, and other land loans			F578	0	M.10.a.1
(2) Secured by farmland (including farm residential and other improvements)			F579	0	M.10.a.2
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			F580	0	M.10.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			F581	0	M.10.a.3.b.i
(ii) Secured by junior liens			F582	0	M.10.a.3.b.ii
(4) Secured by multifamily (5 or more) residential properties			F583	0	M.10.a.4
(5) Secured by nonfarm nonresidential properties			F584	0	M.10.a.5
b. Commercial and industrial loans	F585	0	F585	0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F586	0	F586	0	M.10.c.1
(2) Other revolving credit plans	F587	0	F587	0	M.10.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F588	0	F588	0	M.10.c.3
d. Other loans	F589	0	F589	0	M.10.d.
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):					
a. Loans secured by real estate	F609	0			M.11.a.
(1) Construction, land development, and other land loans			F590	0	M.11.a.1
(2) Secured by farmland (including farm residential and other improvements)			F591	0	M.11.a.2
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			F592	0	M.11.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			F593	0	M.11.a.3.b.i
(ii) Secured by junior liens			F594	0	M.11.a.3.b.ii
(4) Secured by multifamily (5 or more) residential properties			F595	0	M.11.a.4
(5) Secured by nonfarm nonresidential properties			F596	0	M.11.a.5
b. Commercial and industrial loans	F597	0	F597	0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F598	0	F598	0	M.11.c.1
(2) Other revolving credit plans	F599	0	F599	0	M.11.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F600	0	F600	0	M.11.c.3
d. Other loans	F601	0	F601	0	M.11.d.

Schedule HC-C - Continued

MEMORANDA (continued)

12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:

	(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition		(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
a. Loans secured by real estate	G091	0	G092	0	G093	0	M.12.a.
b. Commercial and industrial loans	G094	0	G095	0	G096	0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097	0	G098	0	G099	0	M.12.c.
d. All other loans and all leases	G100	0	G101	0	G102	0	M.12.d.

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 in any of the four preceding quarters.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Bil Mil Thou	BHCK	Bil Mil Thou	
ASSETS					
1. U.S. Treasury securities	3531	464,000	3531	463,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532	73,000	3532	73,000	2.
3. Securities issued by states and political subdivisions in the U.S.	3533	75,000	3533	75,000	3.
4. Mortgage-backed securities (MBS):					
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	3534	596,000	3534	596,000	4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	3535	0	3535	0	4.b.
c. All other mortgage-backed securities	3536	0	3536	0	4.c.
5. Other debt securities	3537	257,000	3537	257,000	5.
6. Loans:	BHCK				
a. Loans secured by real estate	F610	0			6.a.
(1) Construction, land development, and other land loans			BHDM		
			F604	0	6.a.1
(2) Secured by farmland (including farm residential and other improvements)			F605	0	6.a.2
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			F606	0	6.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			F607	0	6.a.3.b.i
(ii) Secured by junior liens			F611	0	6.a.3.b.ii
(4) Secured by multifamily (5 or more) residential properties			F612	0	6.a.4
(5) Secured by nonfarm nonresidential properties			F613	0	6.a.5
b. Commercial and industrial loans	F614	61,000	F614	61,000	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F615	0	F615	0	6.c.1
(2) Other revolving credit plans	F616	0	F616	0	6.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F617	0	F617	0	6.c.3
d. Other loans	F618	0	F618	0	6.d.
7.-8. Not applicable.	BHCM		BHCK		
9. Other trading assets	3541	681,000	3541	627,000	9.
10. Not applicable					
11. Derivatives with a positive fair value:	3543	6,629,000	3543	5,808,000	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5)	bhct		BHDM		
	3545	8,836,000	3545	7,960,000	12.
LIABILITIES					
13. a. Liability for short positions	BHCK				
(1) Equity securities	G209	202,000	G209	202,000	13.a.(1)
(2) Debt securities	G210	897,000	G210	897,000	13.a.(2)
(3) All other assets	G211	50,000	G211	50,000	13.a.(3)
b. All other trading liabilities	F624	0	F624	0	13.b.
14. Derivatives with a negative fair value	3547	5,589,000	3547	4,569,000	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15)	bhct				
	3548	6,738,000	3548	5,718,000	15.

Schedule HC-D - Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)					
a. Loans secured by real estate	F790	0			M.1.a.
(1) Construction, land development, and other land loans			F625	0	M.1.a.1
(2) Secured by farmland (including farm residential and other improvements)			F626	0	M.1.a.2
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			F627	0	M.1.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			F628	0	M.1.a.3.b.i
(ii) Secured by junior liens			F629	0	M.1.a.3.b.ii
(4) Secured by multifamily (5 or more) residential properties			F630	0	M.1.a.4
(5) Secured by nonfarm nonresidential properties			F631	0	M.1.a.5
b. Commercial and industrial loans	F632	95,000	F632	95,000	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F633	0	F633	0	M.1.c.1
(2) Other revolving credit plans	F634	0	F634	0	M.1.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F635	0	F635	0	M.1.c.3
d. Other loans	F636	0	F636	0	M.1.d.
2. Not applicable					
3. Loans measured at fair value that are past due 90 days or more:					
a. Fair value	F639	0	F639	0	M.3.a.
b. Unpaid principal balance	F640	0	F640	0	M.3.b.

Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
Memoranda items 4 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.			
4. Asset-backed securities:			
a. Residential mortgage-backed securities	F641	0	M.4.a.
b. Commercial mortgage-backed securities	F642	0	M.4.b.
c. Credit card receivables	F643	0	M.4.c.
d. Home equity lines	F644	0	M.4.d.
e. Automobile loans	F645	0	M.4.e.
f. Other consumer loans	F646	0	M.4.f.
g. Commercial and industrial loans	F647	0	M.4.g.
h. Other	F648	0	M.4.h.

Schedule HC-D - Continued

MEMORANDA (continued)

		Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
5. Collateralized debt obligations:					
a.	Synthetic		F649	0	M.5.a.
b.	Other		F650	0	M.5.b.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)			F651	0	M.6.
7. Equity securities:					
a.	Readily determinable fair values		F652	57,000	M.7.a.
b.	Other		F653	0	M.7.b.
8. Loans pending securitization			F654	0	M.8.
9.a.(1) Gross fair value of commodity contracts			G212	0	M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory			G213	0	M.9.a.(2)
9.b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):					
(1)	BHTX Trading Margin Deposits				
	F655		F655	323,000	M.9.b.(1)
(2)	BHTX Seed Capital				
	F656		F656	123,000	M.9.b.(2)
(3)	BHTX				
	F657		F657	0	M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceed 25% of the item)					
a.	BHTX				
	F658		F658	0	M.10.a.
b.	BHTX				
	F659		F659	0	M.10.b.
c.	BHTX				
	F660		F660	0	M.10.c.

Schedule HC-E - Deposit Liabilities¹

		Dollar Amounts in Thousands	BHCB	Bil Mil Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a.	Demand deposits		2210	20,813,000	1.a.
b.	NOW, ATS, and other transaction accounts		3187	729,000	1.b.
c.	Money market deposit accounts and other savings accounts		2389	10,217,000	1.c.
d.	Time deposits of less than \$100,000		6648	72,000	1.d.
e.	Time deposits of \$100,000 or more		2604	24,543,000	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	23,804,000	M.3.
		BHFN		
4.	Foreign office time deposits with a remaining maturity of one year or less	A245	23,645,000	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	500,000	1.
2. Net deferred tax assets [2]	2148	119,000	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	921,000	4.
5. Life insurance assets	C009	3,777,000	5.
6. Other	2168	11,988,000	6.
	bhct		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	17,305,000	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	452,000	2.
3. Allowance for credit losses on off-balance sheet credit exposures	B557	89,000	3.
4. Other	B984	12,309,000	4.
	bhct		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	12,850,000	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 reprisable within one year or mature within one year	3197	107,751,000	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	96,072,000	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	1,735,000	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)

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

I. Property and Casualty Underwriting

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
ASSETS				
1. Reinsurance recoverables		B988	0	1.
2. Total assets		C244	103,000	2.
LIABILITIES				
3. Claims and claims adjustment expense reserves		B990	1,000	3.
4. Unearned premiums		B991	7,000	4.
5. Total equity		C245	94,000	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	26,000	3.
LIABILITIES				
4. Policyholder benefits and contractholder funds		B994	0	4.
5. Separate account liabilities		B996	0	5.
6. Total equity		C249	24,000	6.
7. Net income		C250	232	7.

Schedule HC-K - Quarterly Averages

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
ASSETS				
1. Securities		3515	44,119,000	1.
2. Federal funds sold and securities purchased under agreements to resell		3365	303,000	2.
3. Loans and leases		3516	40,578,000	3.
		BHDM		
a. Loans secured by 1-4 family residential properties in domestic offices		3465	4,996,697	3.a.
b. All other loans secured by real estate in domestic offices		3466	1,301,295	3.b.
c. All other loans in domestic offices		F724	21,171,008	3.c.
		BHCK		
4. a. Trading assets		3401	10,077,000	4.a.
b. Other earning assets		B985	80,798,000	4.b.
5. Total consolidated assets		3368	226,298,000	5.
LIABILITIES				
6. Interest-bearing deposits (domestic)		3517	27,647,000	6.
7. Interest-bearing deposits (foreign)		3404	75,202,000	7.
8. Federal funds purchased and securities sold under agreements to repurchase		3353	2,119,000	8.
9. All other borrowed money		2635	14,864,000	9.
10. Not applicable.				
EQUITY CAPITAL				
11. Total Equity capital (excludes limited-life preferred stock)		3519	27,978,000	11.

For Federal Reserve Bank Use Only

(Report only transactions with nonrelated institutions)

C.I.

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	428,000	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))				
(a) 1-4 family residential construction loan commitments		F164	3,000	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments		F165	420,000	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate				
d. Securities underwriting		3817	0	1.d.
e. Other unused commitments		3818	35,604,000	1.e.
2. Financial standby letters of credit and foreign office guarantees				
Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets. [1]				
a. Amount of financial standby letters of credit conveyed to others		3820	2,607,000	2.a.
3. Performance standby letters of credit and foreign office guarantees				
Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets. [1]				
a. Amount of performance standby letters of credit conveyed to others		3822	73,000	3.a.
4. Commercial and similar letters of credit				
5. Not applicable				
6. Securities lent		3433	293,338,000	6.

	(Column A) Guarantor		(Column B) Beneficiary		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
7. Credit derivatives:					
a. Notional amounts:					
(1) Credit default swaps	C968	2,000	C969	1,090,000	7.a.(1)
(2) Total return swaps	C970	0	C971	29,000	7.a.(2)
(3) Credit options	C972	0	C973	0	7.a.(3)
(4) Other credit derivatives	C974	0	C975	0	7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value	C219	0	C221	78,000	7.b.(1)
(2) Gross negative fair value	C220	1,000	C222	0	7.b.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

(Report only transactions with nonrelated institutions)

Schedule HC-L - Continued

		BHCK	Bil Mil Thou	
8.	Spot foreign exchange contracts	8765	35,372,000	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 27.a, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)			
	a. Securities borrowed	3430	0	9.
	a. Securities borrowed	3432	0	9.a.
	b. Commitments to purchase when-issued securities	3434	0	9.b.
	c. Commitments to sell when-issued securities	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.			

Schedule HC-L - Continued

Dollar Amounts in Thousands	(Column A)	(Column B)	(Column C)	(Column D)	
	Interest Rate Contracts	Foreign Exchange Contracts	Equity Derivative Contracts	Commodity and Other Contracts	
Derivatives Position Indicators	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 24,795,000	BHCK 8694 0	BHCK 8695 133,000	BHCK 8696 0	11.a.
b. Forward contracts	BHCK 8697 175,603,000	BHCK 8698 194,939,000	BHCK 8699 0	BHCK 8700 0	11.b.
c. Exchange-traded option contracts:					
(1) Written options	BHCK 8701 16,877,000	BHCK 8702 204,000	BHCK 8703 520,000	BHCK 8704 0	11.c.(1)
(2) Purchased options	BHCK 8705 20,782,000	BHCK 8706 0	BHCK 8707 1,040,000	BHCK 8708 0	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	BHCK 8709 152,140,000	BHCK 8710 3,959,000	BHCK 8711 5,310,000	BHCK 8712 0	11.d.(1)
(2) Purchased options	BHCK 8713 135,505,000	BHCK 8714 3,776,000	BHCK 8715 3,767,000	BHCK 8716 0	11.d.(2)
e. Swaps	BHCK 3450 393,755,000	BHCK 3826 10,109,000	BHCK 8719 86,000	BHCK 8720 0	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126 908,657,000	BHCK A127 208,843,000	BHCK 8723 10,806,000	BHCK 8724 0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725 10,800,000	BHCK 8726 4,144,000	BHCK 8727 50,000	BHCK 8728 0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	BHCK 8733 15,779,000	BHCK 8734 3,832,000	BHCK 8735 665,000	BHCK 8736 0	14.a.(1)
(2) Gross negative fair value	BHCK 8737 15,382,000	BHCK 8738 3,688,000	BHCK 8739 416,000	BHCK 8740 0	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	BHCK 8741 863,000	BHCK 8742 362,000	BHCK 8743 1,000	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 56,000	BHCK 8746 222,000	BHCK 8747 1,000	BHCK 8748 0	14.b.(2)

Schedule HC-M - Memoranda

		Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1.	Total number of bank holding company common shares outstanding	NUMBER (UNROUNDED)				
		3459	1,153,449,620			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	585,000	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	608,000	3.
4.	Other assets acquired in satisfaction of debts previously contracted			6557	0	4.
5.	Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC			A288	0	5.
6.	Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments)			3656	0	6.
7.	Not applicable					
8.	Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "YES" or "NO")			BHCK C251	YES / NO NO	8.
9.	Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "YES" or "NO")			BHCK 6689	YES / NO NO	9.
10.	Not applicable					
11.	Have all changes in investments and activities 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 John A Park, Financial Controller			(212) 635-7080		
	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	4,000	12.a.
	(1) Estimated fair value of mortgage servicing assets	6438	5,000			12.a.(1)
b.	Purchased credit card relationships and nonmortgage servicing assets			B026	0	12.b.
c.	All other identifiable intangible assets			5507	5,713,000	12.c.
				bhct		
d.	Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)			0426	5,717,000	12.d.
13.	Other real estate owned:			BHCK		
a.	Real estate acquired in satisfaction of debts previously contracted			2744	9,000	13.a.
b.	Other real estate owned			2745	0	13.b.
				bhct		
c.	Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7)			2150	9,000	13.c.
14.	Other borrowed money:			BHCK		
a.	Commercial paper			2309	280,000	14.a.
b.	Other borrowed money with a remaining maturity of one year or less			2332	6,132,000	14.b.
c.	Other borrowed money with a remaining maturity of more than one year			2333	7,806,000	14.c.
				bhct		
d.	Total (sum of items 14.a., 14.b. and 14.c) (must equal Schedule HC, item 16)			3190	14,218,000	14.d.
15.	Does the holding company sell private label or third party mutual funds and annuities? (Enter "YES" or "NO")			BHCK B569	YES / NO YES	15.
16.	Assets under management in proprietary mutual funds and annuities			BHCK B570	Bil Mil Thou 346,480,000	16.

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 bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
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:			
a. Net Assets	C252	1,443,000	20.a.
b. Balances due from related institutions:			
1. Due from the bank holding company (parent company only), gross	4832	25,000	20.b.(1)
2. Due from subsidiary banks of the bank holding company, gross	4833	119,000	20.b.(2)
3. Due from nonbank subsidiaries of the bank holding company, gross	4834	257,000	20.b.(3)
c. Balances due to related institutions:			
1. Due to bank holding company (parent company only), gross	5041	80,000	20.c.(1)
2. Due to subsidiary banks of the bank holding company, gross	5043	102,000	20.c.(2)
3. Due to nonbank subsidiaries of the bank holding company, gross	5045	67,000	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	5047	130,000	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	C253	94,000	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://bnymellon.com
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22.

Memoranda items 23 and 24 are 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	986,000	23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:			
a. Senior perpetual preferred stock or similar items	G234	2,795,000	24.a.
b. Warrants to purchase common stock or similar items	G235	221,000	24.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:							
(1) 1-4 family residential construction loans	F172	7,000	F174	0	F176	1,000	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	49,000	F175	0	F177	87,000	1.a.(2)
b. Secured by farmland in domestic offices	3493	0	3494	0	3495	0	1.b.
c. Secured by 1-4 family 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	1,000	5399	0	5400	4,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C236	97,000	C237	40,000	C229	143,000	1.c.(2)(a)
(b) Secured by junior liens	C238	0	C239	0	C230	1,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properities in domestic offices	3499	9,000	3500	0	3501	41,000	1.d.
e. Secured by nonfarm non- residential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm non- residential properties	F178	0	F180	0	F182	3,000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	72,000	F181	0	F183	49,000	1.e.(2)
f. In foreign offices	B572	71,000	B573	0	B574	13,000	1.f.

Schedule HC-N - Continued

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	
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	2,000	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	54,000	1607	57,000	1608	44,000	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	11,000	B579	0	B580	3,000	5.b.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	44,000	5460	313,000	5461	22,000	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F166	0	F167	0	F168	0	8.a.
b. All other leases	F169	0	F170	0	F171	0	8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	6,000	3506	8,000	3507	69,000	9.
10. TOTAL (sum of items 1 through 9)	5524	421,000	5525	418,000	5526	482,000	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.

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 items 1 through 8 above (and not reported in Schedule HC-C, Memoranda item 1)							
a. Loans secured by 1-4 family residential properties in domestic offices	F661	0	F662	0	F663	4,000	M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures)	1658	0	1659	0	1661	3,000	M.1.b.

Schedule HC-N - Continued

MEMORANDA (continued)

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	
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	6,000	6559	0	6560	11,000	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 and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)							
a. Loans and leases held for sale	C240	0	C241	0	C226	0	M.5.a.
b. Loans measured at fair value:							
(1) Fair value	F664	0	F665	0	F666	0	M.5.b.(1)
(2) Unpaid principal balance	F667	0	F668	0	F669	0	M.5.b.(2)

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.

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
7. Additions to nonaccrual assets during the quarter	C410	170,000	M.7.
8. Nonaccrual assets sold during the quarter	C411	0	M.8.

Schedule HC-P - 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 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 1-4 family residential mortgage loans for sale: [2]				
a. Closed-end first liens		F066	0	1.a.
b. Closed-end Junior liens		F067	0	1.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		BHDM		1.c.(1)
(2) Principal amount funded under the lines of credit		F670	0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: [2]				
a. Closed-end first liens		BHCK		2.a.
b. Closed-end Junior liens		F068	0	2.a.
c. Open-end loans extended under lines of credit:		F069	0	2.b.
(1) Total commitment under the lines of credit		BHDM		2.c.(1)
(2) Principal amount funded under the lines of credit		F672	0	2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:				
a. Closed-end first liens		BHCK		3.a.
b. Closed-end Junior liens		F070	0	3.a.
c. Open-end loans extended under lines of credit:		F071	0	3.b.
(1) Total commitment under the lines of credit		BHDM		3.c.(1)
(2) Principal amount funded under the lines of credit		F674	0	3.c.(2)
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):				
a. Closed-end first liens		BHCK		4.a.
b. Closed-end Junior liens		F072	0	4.a.
c. Open-end loans extended under lines of credit:		F073	0	4.b.
(1) Total commitment under the lines of credit		BHDM		4.c.(1)
(2) Principal amount funded under the lines of credit		F676	0	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):				
a. Closed-end 1-4 family residential mortgage loans		BHCK		5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit		F184	0	5.a.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:				
a. Closed-end first liens		BHDM		5.b.
b. Closed-end junior liens		F560	0	5.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F678	0	6.a.
(2) Principal amount funded under the lines of credit		F679	0	6.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:				
a. Closed-end first liens		F678	0	6.a.
b. Closed-end junior liens		F679	0	6.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F680	0	6.c.(1)
(2) Principal amount funded under the lines of credit		F681	0	6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

2. Exclude originations and purchases of 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 (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) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
ASSETS	BHCK F243	BHCK F682	BHCK F690	BHCK F244	BHCK F245
1. Loans and leases	0	0	0	0	0
2. Trading assets	BHCK F246	BHCK F683	BHCK F691	BHCK F247	BHCK F248
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 2, above)	8,836,000	15,242,000	5,629,000	18,285,000	164,000
	BHCK F240	BHCK F684	BHCK F692	BHCK F241	BHCK F242
	0	0	0	0	0
3. All other financial assets and servicing assets	BHCK F249	BHCK F685	BHCK F693	BHCK F250	BHCK F251
	0	0	0	0	0
LIABILITIES	BNCK F252	BHCK F686	BHCK F694	BHCK F253	BHCK F254
4. Deposits	0	0	0	0	0
5. Trading liabilities	BHCK F255	BHCK F687	BHCK F695	BHCK F256	BHCK F257
	6,738,000	15,739,000	5,424,000	16,931,000	122,000
6. All other financial liabilities and servicing liabilities	BHCK F258	BHCK F688	BHCK F696	BHCK F259	BHCK F260
	0	0	0	0	0
7. Loan commitments (not accounted for as derivatives)	BHCK F261	BHCK F689	BHCK F697	BHCK F262	BHCK F263
	1,000	0	0	1,000	0

Schedule HC-R - Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

		For Federal Reserve Bank Use Only		
		C.I.		
		BHCK	Bil Mil Thou	
Tier 1 capital				
1.	Total bank holding company equity capital (from Schedule HC, item 27.a)	3210	28,210,000	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	(4,456,000)	2.
3.	LESS: Net unrealized loss on available-for-sale equity securities [1] (Report loss as a positive value)	A221	3,000	3.
4.	LESS: Accumulated net gains (losses) on cash flow hedges [1] (if a gain, report as a positive value; if a loss, report as a negative value)	4336	(1,050,000)	4.
5.	LESS: Nonqualifying perpetual preferred stock	B588	0	5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries				
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) [2]				
		G215	1,648,000	6.b.
6. c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies				
		G216	0	6.c.
7. a.	LESS: Disallowed goodwill and other disallowed intangible assets	B590	19,090,000	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., 6.b, and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227	16,271,000	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	(30,000)	10.
11.	Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	16,241,000	11.
Tier 2 capital				
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements [2] (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.				
		G217	3,745,000	12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital				
		G218	0	13.
14.	Allowance for loan and lease losses includible in Tier 2 capital	5310	559,000	14.
15.	Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	0	15.
16.	Other Tier 2 capital components	B594	0	16.
17.	Tier 2 capital (sum of items 12 through 16)	5311	4,304,000	17.
18.	Allowable Tier 2 capital (lesser of item 11 or 17)	8275	4,304,000	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	20,545,000	21.
Total assets for leverage ratio				
		bhct		
22.	Average total assets (from Schedule HC-K, item 5)	3368	226,298,000	22.
23.	LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	19,090,000	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	(101,000)	26.
27.	Average total assets for leverage capital purposes (item 22 less item 23 through 26)	A224	207,309,000	27.
28.-30. Not applicable				
Capital ratios				
		BHCK	Percentage	
31.	Tier 1 leverage ratio (item 11 divided by item 27)	7204	7.83%	31.
32.	Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	13.83%	32.
33.	Total risk-based capital ratio (item 21 divided by item 62)	7205	17.50%	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, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests 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 of 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).

							C000			
	(Column A) Totals (from Schedule HC)		(Column B) Items not Subject to Risk-Weighting			(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	Bil Mil Thou		
Balance Sheet Asset Categories		BHCE	BHC0	BHC2	BHC5	BHC9				
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2))	BHCK 0010									
	74,707,000	0	29,743,000	44,964,000		0			34.	
	bhcx 1754									
35. Held-to-maturity securities	6,985,000	0	204,000	6,307,000	0	474,000			35.	
	bhcx 1773									
36. Available-for-sale securities	30,226,000	(15,114,000)	937,000	21,911,000	2,128,000	20,364,000			36.	
37. Federal funds sold and securities purchased under agreements to resell	BHCK C225									
	382,000		72,000	310,000		0			37.	
	bhct 5369									
38. Loans and leases held for sale	0	0	0	0	0	0			38.	
	bhct B528									
39. Loans and leases, net of unearned income	41,551,000	0	5,751,000	6,820,000	5,142,000	23,838,000			39.	
	bhcx 3123									
40. LESS: Allowances for loan and lease losses	470,000	470,000							40.	
	bhcx 3545									
41. Trading assets	8,836,000	8,836,000	0	0	0	0			41.	
	BHCK B639									
42. All other assets [1]	41,666,000	20,136,000	1,107,000	59,000	8,000	20,356,000			42.	
	bhct 2170									
43. Total assets (sum of items 34 through 42)	203,883,000	13,388,000	37,814,000	80,371,000	7,278,000	65,032,000			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)	Credit Conversion Factor	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	
	Face Value of Notional Amount		Credit Equivalent Amount [1]	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	14,260,000	1.000	14,260,000	558,000	3,157,000	0	10,545,000	44.
	bhct 6570							
45. Performance standby letters of credit	1,254,000	.50	627,000	28,000	56,000	0	543,000	45.
	bhct 3411							
46. Commercial and similar letters of credit	655,000	.20	131,000	3,000	0	0	128,000	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	293,338,000	1.00	293,338,000	290,044,000	3,280,000	0	14,000	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]						
	58,880	12.500	736,000				736,000	50.
	BHCK B675							
51. All other financial assets sold with recourse	43,000	1.00	43,000	0	0	0	43,000	51.
	BHCK B681							
52. All other off-balance sheet liabilities	933,000	1.00	933,000	0	0	0	933,000	52.
53. Unused commitments with an original maturity exceeding one year	BHCK 6572							
	23,806,000	.50	11,903,000	0	673,000	0	11,230,000	53.
			BHCE A167					
54. Derivative contracts			11,943,000	415,000	1,008,000	10,520,000		54.

1. Column A multiplied by credit conversion factor.

2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.50 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-specific factor.

Schedule HC-R - Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
	Allocated by Risk Weight Category				
	0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	BHCK B696	BHCK B697	BHCK B698	BHCK B699	55.
	328,862,000	88,545,000	17,798,000	89,204,000	
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	17,709,000	8,899,000	89,204,000	
58. Market risk equivalent assets				BHCK 1651	58.
				1,600,000	
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.
				117,412,000	
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.
				117,412,000	

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	7,917,000	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		
		BHCK	Tril Bil Mil Thou	BHCK	Tril Bil Mil Thou	BHCK	Tril Bil Mil Thou	
2. Notional principal amounts of derivative contracts: [1]								
a. Interest rate contracts		3809	253,345,000	8766	240,383,000	8767	145,226,000	M.2.a.
b. Foreign exchange contracts		3812	190,180,000	8769	7,575,000	8770	2,958,000	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	3,756,000	A001	354,000	A002	90,000	M.2.f.
g. Credit derivative contracts:								
(1) Investment grade		C980	71,000	C981	471,000	C982	1,000	M.2.g.(1)
(2) Subinvestment grade		C983	150,000	C984	428,000	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. Not applicable.								
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g. REIT preferred securities) (included in Schedule HC, item 27.b)						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 27.b)						A507	2,795,000	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 26.c)						2771	0	M.4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):								
a. In the form of perpetual preferred stock						5483	0	M.5.a.
b. In the form of common stock						5484	12,000	M.5.b.
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)						F031	276,000	M.6.
7. Not applicable.								
8. Restricted core capital elements included in Tier 1 capital:								
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)						G219	0	M.8.a.
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)						G220	0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)						5990	0	M.8.c.
d. Qualifying trust preferred securities [2] (included in Schedule HC, item 19.b)						C502	1,648,000	M.8.d.
9. Goodwill net of any associated deferred tax liability						G221	15,181,000	M.9.
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)						BHCK	Percentage	
						G222	8.17%	M.10.

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

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 the consolidated special purpose entities, that qualify as Tier 1 capital.

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) interests carried as:									
a. Securities (included in HC-B)		BHCK B761 0	BHCK B762 0			BHCK B763 0	6.a.		
b. Loans (included in HC-C)		BHCK B500 0	BHCK B501 0			BHCK B502 0	6.b.		
7. Past due loan amounts included in interests reported in item 6.a:									
a. 30-89 days past due		BHCK B764 0	BHCK B765 0			BHCK B766 0	7.a.		
b. 90 days or more past due		BHCK B767 0	BHCK B768 0			BHCK B769 0	7.b.		
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):									
a. Charge-offs		BHCK B770 0	BHCK B771 0			BHCK B772 0	8.a.		
b. Recoveries		BHCK B773 0	BHCK B774 0			BHCK B775 0	8.b.		
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions									
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements		BHCK B776 0	BHCK B777 0	BHCK B778 0	BHCK B779 0	BHCK B780 0	BHCK B781 78,000	BHCK B782 0	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures		BHCK B783 0	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 440,000	10.
Asset Sales									
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized		BHCK B790 0	BHCK B791 0	BHCK B792 0	BHCK B793 0	BHCK B794 0	BHCK B795 0	BHCK B796 0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11		BHCK B797 0	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 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	1,461,000	M.2.b.
c. Other financial assets [1]	A591	0	M.2.c.
d. 1-4 family residential mortgages serviced for other that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)			
	F699	0	M.2.d.
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	663,000	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

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

Notes to the Balance Sheet-Other, Continued

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