

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:

September 30, 2008

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 (TEXT 8901)

(212) 635-1396

Area Code / Phone Number (TEXT 8902)

(212) 635-8750

FAX Number (TEXT 9116)

robert.call@bnymellon.com

E-mail address of Contact (TEXT 4086)

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____ S.F. _____

For Federal Reserve Bank Use Only

RSSD Number _____

S.F. _____

Report of Income for Bank Holding Companies

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

Schedule HI - Consolidated Income Statement

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Interest income			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by 1-4 family residential properties	4435	184,000	1.a.(1)(a)
(b) All other loans secured by real estate	4436	75,000	1.a.(1)(b)
(c) All other loans	F821	591,000	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	421,000	1.a.(2)
b. Income from lease financing receivables	4065	(357,000)	1.b.
c. Interest income on balances due from depository institutions [1]	4115	1,254,000	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	46,000	1.d.(1)
(2) Mortgage-backed securities	B489	1,519,000	1.d.(2)
(3) All other securities	4060	155,000	1.d.(3)
e. Interest income from trading assets	4069	49,000	1.e.
f. Interest income of federal funds sold and securities purchased under agreements to resell	4020	125,000	1.f.
g. Other interest income	4518	24,000	1.g.
h. Total interest income (sum of items 1.a through 1.g.)	4107	4,086,000	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$100,000 or more	A517	59,000	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518	88,000	2.a.(1)(b)
(c) Other deposits	6761	136,000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172	1,246,000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	53,000	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	360,000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	203,000	2.d.
e. Other interest expense	4398	61,000	2.e.
f. Total interest expense (sum of items 2.a through 2.e.)	4073	2,206,000	2.f.
3. Net interest income (item 1.h minus item 2.f.)	4074	1,880,000	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	107,000	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	5,828,000	5.a.
b. Service charges on deposit accounts in domestic offices	4483	303,000	5.b.
c. Trading revenue [2]	A220	882,000	5.c.
d. (1) Fees and commissions from securities brokerage	C886	1,515,000	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	16,000	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	5,000	5.d.(4)
(5) Income from other insurance activities	C387	0	5.d.(5)
e. Venture capital revenue	B491	14,000	5.e.
f. Net servicing fees	B492	3,000	5.f.
g. Net securitization income	B493	0	5.g.
h. Not applicable			
i. Net gains (losses) on sales of loans and leases	8560	(24,000)	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	583,000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l.)	4079	9,125,000	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

Schedule HI - Continued

	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
6. a. Realized gains (losses) on held-to-maturity securities		3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities		3196	(387,000)	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits		4135	4,232,000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)		4217	683,000	7.b.
c. (1) Goodwill impairment losses		216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets		232	366,000	7.c.(2)
d. Other noninterest expense [4]		4092	3,223,000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)		4093	8,504,000	7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)		4301	2,007,000	8.
9. Applicable income taxes (foreign and domestic)		4302	632,000	9.
10. Minority interest		4484	19,000	10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)		4300	1,356,000	11.
12. Extraordinary items, net of applicable taxes and minority interest [5]		4320	2,000	12.
13. Net income (loss) (sum of items 11 and 12)		4340	1,358,000	13.

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	1,895,000	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis		4592	2,053,000	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	24,000	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)		BHCK	Number	
		4150	43,200	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):

		BHCK	Bil Mil Thou	
a. Income and fees from the printing and sale of checks		C013	0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance		C014	0	M.6.b.
c. Income and fees from automated teller machines (ATMs)		C016	0	M.6.c.
d. Rent and other income from other real estate owned		4042	0	M.6.d.
e. Safe deposit box rent		C015	0	M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option		F229	70,000	M.6.f.
g. Bank card and credit card interchange fees		F555	0	M.6.g.
h. TEXT Funds Transfer Fees				
8562		8562	60,000	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	81,000	M.7.e.				
f. Legal fees and expenses						4141	151,000	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	229,000	M.7.i.				
j. Automated teller machine (ATM) and interchange expenses						F558	0	M.7.j.				
k. Telecommunications expenses						F559	101,000	M.7.k.				
l. <table border="1" style="display: inline-table; vertical-align: top;"><tr><td style="width: 50px;">TEXT</td><td>Software</td></tr><tr><td style="width: 50px;">8565</td><td></td></tr></table>				TEXT	Software	8565				8565	247,000	M.7.l.
TEXT	Software											
8565												
m. <table border="1" style="display: inline-table; vertical-align: top;"><tr><td style="width: 50px;">TEXT</td><td>Sub. Custodian Charges</td></tr><tr><td style="width: 50px;">8566</td><td></td></tr></table>				TEXT	Sub. Custodian Charges	8566				8566	181,000	M.7.m.
TEXT	Sub. Custodian Charges											
8566												
n. <table border="1" style="display: inline-table; vertical-align: top;"><tr><td style="width: 50px;">TEXT</td><td>Travel and Entertainment</td></tr><tr><td style="width: 50px;">8567</td><td></td></tr></table>				TEXT	Travel and Entertainment	8567				8567	149,000	M.7.n.
TEXT	Travel and Entertainment											
8567												
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):												
a. (1) <table border="1" style="display: inline-table; vertical-align: top;"><tr><td style="width: 50px;">TEXT</td><td>Discontinued Operations</td></tr><tr><td style="width: 50px;">3571</td><td></td></tr></table>				TEXT	Discontinued Operations	3571				3571	9,000	M.8.a.(1)
TEXT	Discontinued Operations											
3571												
(2) Applicable income tax effect				BHCK	3572	7,000		M.8.a.(2)				
b. (1) <table border="1" style="display: inline-table; vertical-align: top;"><tr><td style="width: 50px;">TEXT</td><td></td></tr><tr><td style="width: 50px;">3573</td><td></td></tr></table>				TEXT		3573				3573	0	M.8.b.(1)
TEXT												
3573												
(2) Applicable income tax effect				BHCK	3574	0		M.8.b.(2)				
c. (1) <table border="1" style="display: inline-table; vertical-align: top;"><tr><td style="width: 50px;">TEXT</td><td></td></tr><tr><td style="width: 50px;">3575</td><td></td></tr></table>				TEXT		3575				3575	0	M.8.c.(1)
TEXT												
3575												
(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	145,000	M.9.a.				
b. Foreign exchange exposures						8758	818,000	M.9.b.				
c. Equity security and index exposures						8759	(64,000)	M.9.c.				
d. Commodity and other exposures						8760	0	M.9.d.				
e. Credit exposures						F186	(17,000)	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	24,000	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)												
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)						8431	788,000	M.12.a.				
b. (1) Premiums on insurance related to the extension of credit						C242	0	M.12.b.(1)				
(2) All other insurance premiums						C243	4,000	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.				

Schedule HI - Continued

MEMORANDA (continued)

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
<i>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.</i>			
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	53,000	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	70,000	M.14.a.(1)
b. Net gains (losses) on liabilities	F553	21,000	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554	21,000	M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409	117,000	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>			
	Year-to-date		
	BHCK	Bil Mil Thou	
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 Equity Capital

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	29,403,000	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles [1]	B507	(57,000)	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	29,346,000	3.
	bhct		
4. Net income (loss) (must equal Schedule HI, item 13)	4340	1,358,000	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK		
a. Sale of perpetual preferred stock, gross	3577	0	5.a.
b. Conversion or retirement of perpetual preferred stock	3578	0	5.b.
6. Sale of common stock:			
a. Sale of common stock, gross	3579	174,000	6.a.
b. Conversion or retirement of common stock	3580	0	6.b.
7. Sale of treasury stock	4782	313,000	7.
8. LESS: Purchase of treasury stock	4783	307,000	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	0	10.
11. LESS: Cash dividends declared on common stock	4460	830,000	11.
12. Other comprehensive income [2]	B511	(2,541,000)	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	0	14.
15. Total equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13 and 14, less items 8, 10, and 11) (must equal item 28 on Schedule HC, Balance Sheet)	3210	27,513,000	15.

1. Include the cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option, and describe separately in the Notes to the Income Statement-Other, item 1.
2. 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	3,000	C892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	8,000	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	9,000	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	0	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	0	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	14,000	4617	0	4.a.
b. To non-U.S. addressees (domicile)	4646	17,000	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	1,000	B517	1,000	5.b.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	4,000	4628	3,000	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	4,000	8.b.
9. Total (sum of items 1 through 8)	4635	56,000	4605	8,000	9.

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

Schedule HI-B - Continued

MEMORANDA

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

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

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	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	327,000	1.
	bhct		
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605	8,000	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	56,000	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	107,000	5.
	BHCK		
6. Adjustments (see instructions for this schedule)	C233	(21,000)	6.
	bhct		
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	3123	365,000	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. 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.		Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option			
			F465	(36,000)	1.
2.	5352	HI-A item2, Cumulative - effect adjustment resulting from the adoption of EITF 06-4 and 06-10			
			5352	(21,000)	2.
3.	5353	HI-B Part II-6, Cumulative - effect adjustment resulting from the initial adoption of FAS 159 on loans			
			5353	(10,000)	3.
4.	5354	HI-B Part II-6, Adjustment related to sale of Mellon 1st Business Bank			
			5354	(11,000)	4.
5.	5355	HI-1b Charge of \$489 million related to Sale In Lease Out (SILO) transactions			
			5355	(489,000)	5.
6.	B042	HI-7d Charge of \$731 million related to various support agreements			
			B042	(731,000)	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 September 30, 2008

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	45,342,000	1.a.
b. Interest-bearing balances: [2]					
(1) In U.S. offices			0395	21,257,000	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397	30,261,000	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)			1754	7,705,000	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)			1773	44,586,000	2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices			BHDM	34,000	3.a.
b. Securities purchased under agreements to resell [3]			BHCK	4,618,000	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	59,121,000	4.b.
c. LESS: Allowances for loan and lease losses			3123	365,000	4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (items 4.b minus 4.c)			B529	58,756,000	4.d.
5. Trading assets (from Schedule HC-D)			3545	8,091,000	5.
6. Premises and fixed assets (including capitalized leases)			2145	1,678,000	6.
7. Other real estate owned (from Schedule HC-M)			2150	8,000	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	1,269,000	8.
9. Not applicable					
10. Intangible assets:					
a. Goodwill			3163	16,335,000	10.a.
b. Other intangible assets (from Schedule HC-M)			0426	6,043,000	10.b.
11. Other assets (from Schedule HC-F)			2160	21,653,000	11.
12. Total assets (sum of items 1 through 11)			2170	267,636,000	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	79,484,000	13.a.(1)
(2) Interest-bearing		6636	25,485,000	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:				
(1) Noninterest-bearing		6631	2,259,000	13.b.(1)
(2) Interest-bearing		6636	66,976,000	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased in domestic offices [2]				
	BHDM	B993	4,119,000	14.a.
b. Securities sold under agreements to repurchase [3]				
	BHCK	B995	2,348,000	14.b.
15. Trading liabilities (from Schedule HC-D)		3548	5,728,000	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)		3190	27,510,000	16.
17. Not applicable				
18. Not applicable				
19. a. Subordinated notes and debentures [4]		4062	4,913,000	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities				
		C699	1,719,000	19.b.
20. Other liabilities (from Schedule HC-G)		2750	19,440,000	20.
21. Total liabilities (sum of items 13 through 20)		2948	239,981,000	21.
22. Minority interest in consolidated subsidiaries and similar items		3000	142,000	22.
EQUITY CAPITAL				
23. Perpetual preferred stock and related surplus		3283	0	23.
24. Common stock (par value)		3230	11,000	24.
25. Surplus (exclude all surplus related to preferred stock)		3240	20,212,000	25.
26. a. Retained earnings		3247	10,438,000	26.a.
b. Accumulated other comprehensive income [5]				
		B530	(3,115,000)	26.b.
27. Other equity capital components [6]		A130	(33,000)	27.
28. Total equity capital (sum of items 23 through 27)		3210	27,513,000	28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)		3300	267,636,000	29.

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

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "YES" or "NO")	BHCK	YES / NO	
	C884	N/A	M.1
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. [7]			
a. <input type="text"/>	b. <input type="text"/>		
(1) Name of External Auditing Firm (TEXT C703)	(1) Name of Engagement Partner (TEXT C704)		
<input type="text"/>	<input type="text"/>		
(2) City (TEXT C708)	(2) E-mail Address (TEXT C705)		
<input type="text"/>	<input type="text"/>		
(3) State Abbrev. (TEXT C714)	(4) Zip Code (TEXT C715)		

1. Includes total demands deposits and noninterest-bearing time and savings deposits.
2. Report overnight Federal Home Loan Bank advances is 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

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	963,000	1287	974,000	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	1,000	1298	1,000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	199,000	8497	194,000	8498	923,000	8499	900,000	3.
4. Mortgage-backed securities (MBS):									
a. Pass-through securities:									
(1) Guaranteed by GNMA	1698	220,000	1699	219,000	1701	659,000	1702	658,000	4.a.(1)
(2) Issued by FNMA and FHLMC	1703	466,000	1705	472,000	1706	3,677,000	1707	3,705,000	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	31,000	1716	6,255,000	1717	6,113,000	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	6,784,000	1734	6,660,000	1735	20,613,000	1736	17,244,000	4.b.(3)
5. Asset-backed securities (ABS)	C026	0	C988	0	C989	13,204,000	C027	12,851,000	5.
6. Other debt securities:									
a. Other domestic debt securities	1737	4,000	1738	4,000	1739	840,000	1741	766,000	6.a.
b. Foreign debt securities	1742	0	1743	0	1744	54,000	1746	54,000	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	1,325,000	A511	1,320,000	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	7,705,000	1771	7,580,000	1772	48,514,000	1773	44,586,000	

MEMORANDA

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Pledged securities [1]	0416	24,759,000	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	11,543,000	M.2.a.
b. Over 1 year to 5 years	0384	531,000	M.2.b.
c. Over 5 years	0387	37,829,000	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	4,000	M.4.a.
b. Fair value	8783	4,000	M.4.b.

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

	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value ¹		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):									
a. Credit card receivables	B838	0	B839	0	B840	746,000	B841	676,000	M.5.a.
b. Home equity lines	B842	0	B843	0	B844	624,000	B845	441,000	M.5.b.
c. Automobile loans	B846	0	B847	0	B848	10,000	B849	9,000	M.5.c.
d. Other consumer loans	B850	0	B851	0	B852	40,000	B853	35,000	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	11,784,000	B861	11,690,000	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.

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	7,444,000			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1-4 family residential construction loans			F158	28,000	1.a.1
(2) Other construction loans and all land development and other land loans			F159	449,000	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:			1797	333,000	1.c.1
(a) Secured by first liens			5367	4,539,000	1.c.2.a
(b) Secured by junior liens			5368	37,000	1.c.2.b
d. Secured by multifamily (5 or more) residential properties			1460	434,000	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			BHCK		
(2) Loans secured by other nonfarm nonresidential properties			F160	127,000	1.e.1
			F161	807,000	1.e.2
2. Loans to depository institutions and acceptances of other banks			BHDM		
a. To U.S. banks and other U.S. depository institutions	1292	135,000	1288	1,721,000	2.
b. To foreign banks	1296	5,860,000			2.a.
3. Loans to finance agricultural production and other loans to farmers	1590	10,000	1590	0	2.b.
4. Commercial and industrial loans			1766	1,748,000	3.
a. To U.S. addressees (domicile)	1763	6,060,000			4.
b. To non-U.S. addressees (domicile)	1764	688,000			4.a.
5. Not applicable.					4.b.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	1,037,000	6.
a. Credit cards	B538	0			6.a.
b. Other revolving credit plans	B539	87,000			6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011	1,164,000			6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	768,000	2081	4,000	7.
8. Not applicable.					
9. a. Loans for purchasing and carrying securities (secured and unsecured)	1545	17,556,000	1545	16,941,000	9.a.
b. All other loans	1564	15,228,000	1564	9,005,000	9.b.
10. Lease financing receivables (net of unearned income)			2165	4,265,000	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	0			10.a.
b. All other leases	F163	4,325,000			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	204,000	2123	144,000	11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122	59,121,000	2122	41,338,000	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	591,000	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, 2007, 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	 31,000	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

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	520,000	3531	516,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532	4,000	3532	4,000	2.
3. Securities issued by states and political subdivisions in the U.S.	3533	288,000	3533	288,000	3.
4. Mortgage-backed securities (MBS):					
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	3534	333,000	3534	333,000	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	6,000	3536	6,000	4.c.
5. Other debt securities	3537	175,000	3537	175,000	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	90,000	F614	90,000	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	791,000	3541	701,000	9.
10. Not applicable					
11. Derivatives with a positive fair value:	3543	5,884,000	3543	4,102,000	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5)	bhct		BHDM		
	3545	8,091,000	3545	6,215,000	12.
LIABILITIES					
13. a. Liability for short positions	BHCK				
	3546	459,000	3546	459,000	13.a.
b. All other trading liabilities	F624	0	F624	0	13.b.
14. Derivatives with a negative fair value	3547	5,269,000	3547	3,390,000	14.
15. Total trading liabilities (sum of items 13.a through 14)	bhct				

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	98,000	F632	98,000	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	180,000	M.7.a.
b. Other			F653	0	M.7.b.
8. Loans pending securitization			F654	0	M.8.
9. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9 that are greater than \$25,000 and exceed 25% of the item)					
a.	BHTX	Trading Margin Deposit			
	F655		F655	284,000	M.9.a.
b.	BHTX	Seed Capital			
	F656		F656	274,000	M.9.b.
c.	BHTX				
	F657		F657	0	M.9.c.
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	41,836,000	1.a.
b. NOW, ATS, and other transaction accounts			3187	703,000	1.b.
c. Money market deposit accounts and other savings accounts			2389	18,278,000	1.c.
d. Time deposits of less than \$100,000			6648	80,000	1.d.
e. Time deposits of \$100,000 or more			2604	43,972,000	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances			BHOD	100,000	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	43,377,000	M.3.
		BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less		A245	24,429,000	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	738,000	1.
2. Net deferred tax assets [2]		2148	7,000	2.
3. Interest-only strips receivable (not in the form of a security) [3] on:				
a. Mortgage loans		A519	0	3.a.
b. Other financial assets		A520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values [4]		1752	845,000	4.
5. Life insurance assets		C009	3,699,000	5.
6. Other		2168	16,364,000	6.
		bhct		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)		2160	21,653,000	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	2,333,000	2.
3. Allowance for credit losses on off-balance sheet credit exposures		B557	129,000	3.
4. Other		B984	16,978,000	4.
		bhct		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)		2750	19,440,000	5.

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

Schedule HC-H - Interest Sensitivity¹

	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
1. Earning assets that are repriceable within one year or mature within one year		3197	128,518,000	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	91,875,000	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet		3298	2,456,000	3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)		3408	0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year		3409	0	5.

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

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

I. Property and Casualty Underwriting

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

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
ASSETS			
1. Reinsurance recoverables	B988	0	1.
2. Total assets	C244	106,000	2.
LIABILITIES			
3. Claims and claims adjustment expense reserves	B990	1,000	3.
4. Unearned premiums	B991	2,000	4.
5. Total equity	C245	93,000	5.
6. Net income	C246	5,000	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	25,000	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	0	7.

Schedule HC-K - Quarterly Averages

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
ASSETS			
1. Securities	3515	43,562,000	1.
2. Federal funds sold and securities purchased under agreements to resell	3365	4,494,000	2.
3. Loans and leases	3516	47,098,000	3.
	BHDM		
a. Loans secured by 1-4 family residential properties in domestic offices	3465	4,702,000	3.a.
b. All other loans secured by real estate in domestic offices	3466	1,762,000	3.b.
c. All other loans in domestic offices	F724	21,016,000	3.c.
	BHCK		
4. a. Trading assets	3401	7,917,000	4.a.
b. Other earning assets	B985	44,784,000	4.b.
5. Total consolidated assets	3368	202,702,000	5.
LIABILITIES			
6. Interest-bearing deposits (domestic)	3517	20,922,000	6.
7. Interest-bearing deposits (foreign)	3404	65,931,000	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	5,334,000	8.
9. All other borrowed money	2635	15,433,000	9.
10. Not applicable.			
EQUITY CAPITAL			
11. Equity capital (excludes limited-life preferred stock)	3519	27,996,000	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	433,000	1.a.
b.	Credit card lines	3815	0	1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))		3816	576,000	1.c.(1)
(a)	1-4 family residential construction loan commitments	F164	6,000	1.c.(1)(a)
(b)	Commercial real estate, other construction loan, and land development loan commitments	F165	570,000	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate		6550	622,000	1.c.(2)
d.	Securities underwriting	3817	0	1.d.
e.	Other unused commitments	3818	40,532,000	1.e.
2. Financial standby letters of credit and foreign office guarantees		6566	14,892,000	2.
a.	Amount of financial standby letters of credit conveyed to others	3820	2,498,000	2.a.
3. Performance standby letters of credit and foreign office guarantees		6570	1,166,000	3.
a.	Amount of performance standby letters of credit conveyed to others	3822	53,000	3.a.
4. Commercial and similar letters of credit		3411	785,000	4.
5. Not applicable				
6. Securities lent		3433	452,185,000	6.

	(Column A)		(Column B)		
	Guarantor		Beneficiary		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
7. Credit derivatives:					
a. Notional amounts:					
(1)	C968	2,000	C969	1,260,000	7.a.(1)
(2)	C970	0	C971	155,000	7.a.(2)
(3)	C972	0	C973	0	7.a.(3)
(4)	C974	0	C975	0	7.a.(4)
b. Gross fair values:					
(1)	C219	0	C221	36,000	7.b.(1)
(2)	C220	1,000	C222	2,000	7.b.(2)

	BHCK	Bil Mil Thou	
8. Spot foreign exchange contracts	8765	56,680,000	8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of schedule HC, item 28, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 28)			
a.	3430	0	9.
	3432	0	9.a.
b.	3434	0	9.b.
c.	3435	0	9.c.
d.	6561	0	9.d.
e.	6562	0	9.e.
f.	6568	0	9.f.
g.	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	BHCK 8694	BHCK 8695	BHCK 8696	11.a.
	27,726,000	71,000	752,000	0	
b. Forward contracts	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	11.b.
	97,284,000	286,822,000	5,000	0	
c. Exchange-traded option contracts:					
(1) Written options	BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704	11.c.(1)
	23,283,000	35,000	1,222,000	0	
(2) Purchased options	BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708	11.c.(2)
	31,608,000	119,000	2,088,000	0	
d. Over-the-counter option contracts:					
(1) Written options	BHCK 8709	BHCK 8710	BHCK 8711	BHCK 8712	11.d.(1)
	167,884,000	3,196,000	6,907,000	0	
(2) Purchased options	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	11.d.(2)
	150,434,000	3,343,000	4,877,000	0	
e. Swaps	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	11.e.
	369,038,000	5,161,000	536,000	0	
12. Total gross notional amount of derivative contracts held for trading	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	12.
	855,951,000	294,730,000	16,318,000	0	
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	13.
	11,306,000	4,017,000	69,000	0	
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736	14.a.(1)
	6,919,000	4,617,000	776,000	0	
(2) Gross negative fair value	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	14.a.(2)
	6,706,000	4,514,000	434,000	0	
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	14.b.(1)
	271,000	149,000	6,000	0	
(2) Gross negative fair value	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	14.b.(2)
	110,000	22,000	6,000	0	

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	1,147,566,554			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	3,324,000	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	1,153,000	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 YES	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	5,000	12.a.
	(1) Estimated fair value of mortgage servicing assets	6438	6,000			12.a.(1)
b.	Purchased credit card relationships and nonmortgage servicing assets			B026	0	12.b.
c.	All other identifiable intangible assets			5507	6,038,000	12.c.
				bhct		
d.	Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)			0426	6,043,000	12.d.
13.	Other real estate owned:			BHCK		
a.	Real estate acquired in satisfaction of debts previously contracted			2744	8,000	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	8,000	13.c.
14.	Other borrowed money:			BHCK		
a.	Commercial paper			2309	43,000	14.a.
b.	Other borrowed money with a remaining maturity of one year or less			2332	18,998,000	14.b.
c.	Other borrowed money with a remaining maturity of more than one year			2333	8,469,000	14.c.
				bhct		
d.	Total (sum of items 14.a., 14.b. and 14.c) (must equal Schedule HC, item 16)			3190	27,510,000	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 334,958,000	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	1,056,000	20.a.
b. Balances due from related institutions:			
1. Due from the bank holding company (parent company only), gross	4832	53,000	20.b.(1)
2. Due from subsidiary banks of the bank holding company, gross	4833	100,000	20.b.(2)
3. Due from nonbank subsidiaries of the bank holding company, gross	4834	19,000	20.b.(3)
c. Balances due to related institutions:			
1. Due to bank holding company (parent company only), gross	5041	99,000	20.c.(1)
2. Due to subsidiary banks of the bank holding company, gross	5043	83,000	20.c.(2)
3. Due to nonbank subsidiaries of the bank holding company, gross	5045	62,000	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	101,000	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 item 23 is to be completed by all bank holding companies.

Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
23. Secured liabilities:			
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)	F064	0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	F065	61,000	23.b.

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. Loans secured by real estate:							
a. Construction, land develop- ment, and other land loans in domestic offices:							
(1) 1-4 family residential construction loans	F172	0	F174	0	F176	1,000	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	27,000	F175	1,000	F177	82,000	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	1,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C236	77,000	C237	20,000	C229	75,000	1.c.(2)(a)
(b) Secured by junior liens	C238	0	C239	0	C230	0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	0	3500	0	3501	20,000	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	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	8,000	F181	0	F183	14,000	1.e.(2)
f. In foreign offices	B572	50,000	B573	0	B574	0	1.f.

Schedule HC-N - Continued

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
Dollar Amounts in Thousands							
2. Loans to depository institutions and acceptances of other banks:							
a. U.S. banks and other U.S. depository institutions	5377	0	5378	0	5379	0	2.a.
b. Foreign banks	5380	0	5381	0	5382	0	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	18,000	1607	0	1608	33,000	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	0	B576	0	B577	0	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578	5,000	B579	0	B580	0	5.b.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	87,000	5460	314,000	5461	33,000	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	7,000	3506	9,000	3507	323,000	9.
10. TOTAL (sum of items 1 through 9)	5524	280,000	5525	344,000	5526	582,000	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	0	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	27,000	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	0	6559	0	6560	12,000	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	1,000	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	175,000	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:				
(1) Total commitment under the lines of credit		F069	0	2.b.
(2) Principal amount funded under the lines of credit		BHDM		2.c.(1)
3. 1-4 family residential mortgages sold during the quarter:				
a. Closed-end first liens		F672	0	2.c.(2)
b. Closed-end Junior liens		F673	0	2.c.(2)
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		BHCK		3.a.
(2) Principal amount funded under the lines of credit		F070	0	3.a.
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):				
a. Closed-end first liens		F071	0	3.b.
b. Closed-end Junior liens		BHDM		3.c.(1)
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F674	0	3.c.(2)
(2) Principal amount funded under the lines of credit		F675	0	3.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		4.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit				
(1) Total commitment under the lines of credit		F072	0	4.a.
(2) Principal amount funded under the lines of credit		F073	0	4.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:				
a. Closed-end first liens		BHDM		4.c.(1)
b. Closed-end junior liens		F676	0	4.c.(2)
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F677	0	4.c.(2)
(2) Principal amount funded under the lines of credit		BHCK		5.a.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:				
a. Closed-end first liens		F184	0	5.a.
b. Closed-end junior liens		BHDM		5.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F560	0	5.b.
(2) Principal amount funded under the lines of credit		F678	0	6.a.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:				
a. Closed-end first liens		F679	0	6.b.
b. Closed-end junior liens		BHDM		6.c.(1)
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, 2007.
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 have adopted FASB Statement No. 157, "Fair Value Measurements," and (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule HC-D - Trading Assets and Liabilities.

Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule HC)					
	(Column A) Total Fair Value Reported on Schedule HC	(Column B) 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	8,091,000	8,965,000	7,312,000	9,583,000	161,000
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 2, above)					
	BHCK F240	BHCK F684	BHCK F692	BHCK F241	BHCK F242
	0	0	0	0	0
3. All other financial assets and servicing assets	10,867,000	0	10,867,000	0	0
LIABILITIES	BNCK F252	BHCK F686	BHCK F694	BHCK F253	BHCK F254
4. Deposits	0	0	0	0	0
5. Trading liabilities	5,728,000	9,632,000	6,717,000	8,581,000	62,000
6. All other financial liabilities and servicing liabilities	10,867,000	0	10,867,000	0	0
7. Loan commitments (not accounted for as derivatives)	0	0	0	0	0

Schedule HC-R - Regulatory Capital

For Federal Reserve Bank Use Only

This schedule is to be submitted on a consolidated basis.

C.I.

Dollar Amounts in Thousands	BHCX	Bil Mil Thou	
Tier 1 capital			
1. Total equity capital (from Schedule HC, item 28)	3210	27,513,000	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	(2,789,000)	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	(177,000)	4.
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5.
6. a. Qualifying minority interests in consolidated subsidiaries and similar items	B589	0	6.a.
b. Qualifying trust preferred securities [2]	C502	1,719,000	6.b.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	20,462,000	7.a.
7. b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	F264	0	7.b.
8. Subtotal (sum of items 1, 6.a. and 6.b, less items 2, 3, 4, 5, 7.a, and 7.b)	C227	11,733,000	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	(45,000)	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	11,688,000	11.
Tier 2 capital			
12. Qualifying subordinated debt and redeemable preferred stock	5306	3,888,000	12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital	B593	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	494,000	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	4,382,000	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	4,382,000	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	16,070,000	21.
Total assets for leverage ratio			
22. Average total assets (from Schedule HC-K, item 5)	3368	202,702,000	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	20,462,000	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	0	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	0	25.
26. LESS: Other deductions from assets for leverage capital purposes	B596	1,251,000	26.
27. Average total assets for leverage capital purposes (item 22 less item 23 through 26)	A224	180,989,000	27.
28.-30. Not applicable			
Capital ratios			
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	6.46%	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	9.34%	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	12.84%	33.

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

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

Schedule HC-R - Continued

Bank holding companies are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight 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									
	96,860,000	0	38,107,000	58,753,000		0		34.		
	bhcx 1754									
35. Held-to-maturity securities	7,705,000	0	219,000	7,090,000	0	396,000		35.		
	bhcx 1773									
36. Available-for-sale securities	44,586,000	(3,921,000)	12,169,000	31,273,000	1,304,000	3,761,000		36.		
37. Federal funds sold and securities purchased under agreements to resell	BHCK C225									
	4,652,000		3,108,000	1,544,000		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	59,121,000	0	10,156,000	11,599,000	4,758,000	32,608,000		39.		
	bhcx 3123									
40. LESS: Allowances for loan and lease losses	365,000	365,000						40.		
	bhcx 3545									
41. Trading assets	8,091,000	8,091,000	0	0	0	0		41.		
	BHCK B639									
42. All other assets [1]	46,986,000	23,912,000	0	101,000	7,000	22,966,000		42.		
	bhct 2170									
43. Total assets (sum of items 34 through 42)	267,636,000	27,717,000	63,759,000	110,360,000	6,069,000	59,731,000		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	14,892,000	1.000	14,892,000	248,000	3,289,000	0	11,355,000	44.
	bhct 6570							
45. Performance standby letters of credit	1,166,000	.50	583,000	10,000	29,000	0	544,000	45.
	bhct 3411							
46. Commercial and similar letters of credit	785,000	.20	157,000	1,000	1,000	0	155,000	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	452,185,000	1.00	452,185,000	442,972,000	2,280,000	0	6,933,000	48.
49. Retained recourse on small business obligations sold with recourse	bhct A250							
	0	1.00	0	0	0	0	0	49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	BHCK B541	Note [3]						
	0	12.500	0				0	50.
	BHCK B675							
51. All other financial assets sold with recourse	56,000	1.00	56,000	0	0	0	56,000	51.
	BHCK B681							
52. All other off-balance sheet liabilities	910,000	1.00	910,000	0	126,000	41,000	743,000	52.
53. Unused commitments with an original maturity exceeding one year	BHCK 6572							
	26,780,000	.50	13,390,000	0	775,000	0	12,615,000	53.
			BHCE A167					
54. Derivative contracts			14,824,000	37,000	7,263,000	7,524,000		54.

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

Schedule HC-R - Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
	Allocated by Risk Weight Category				
	0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	BHCK B696	BHCK B697	BHCK B698	BHCK B699	55.
	507,027,000	124,123,000	13,634,000	92,132,000	
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	24,824,600	6,817,000	92,132,000	
58. Market risk equivalent assets				BHCK 1651	58.
				1,351,000	
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.
				125,124,600	
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.
				125,124,600	

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	8,077,000	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	190,530,000	8766	242,563,000	8767	136,596,000	M.2.a.
b. Foreign exchange contracts	3812	272,463,000	8769	6,202,000	8770	1,843,000	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	4,736,000	A001	736,000	A002	49,000	M.2.f.
g. Credit derivative contracts:							
(1) Investment grade	C980	250,000	C981	502,000	C982	1,000	M.2.g.(1)
(2) Subinvestment grade	C983	205,000	C984	459,000	C985	0	M.2.g.(2)

3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:							
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital" on Schedule HC)	5479	0					M.3.a.
b. Cumulative perpetual preferred stock (included and reported in "Total equity capital" on Schedule HC)	5990	0					M.3.b.
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g. REIT preferred securities) (included in Schedule HC, item 22)	C498	0					M.3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 22)	A507	0					M.3.d.
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27)	2771	0					M.4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):							
a. In the form of perpetual preferred stock	5483	0					M.5.a.
b. In the form of common stock	5484	33,000					M.5.b.
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	F031	263,000					M.6.

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

Schedule HC-S - Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761	BHCK B762			BHCK B763		
		0	0			0		
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502		
		0	0			0		
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due		BHCK B764	BHCK B765			BHCK B766		
		0	0			0		
b. 90 days or more past due		BHCK B767	BHCK B768			BHCK B769		
		0	0			0		
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	BHCK B771			BHCK B772		
		0	0			0		
b. Recoveries		BHCK B773	BHCK B774			BHCK B775		
		0	0			0		
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	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782
		0	0	0	0	0	161,000	0
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures		BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789
		0	0	0	0	0	0	2,982,000
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized		BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796
		0	0	0	0	0	0	0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11		BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803
		0	0	0	0	0	0	0

6.a.

6.b.

7.a.

7.b.

8.a.

8.b.

9.

10.

11.

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	1,415,000	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	124,000	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809	692,000	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) [2]	C407	0	M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.
2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Notes to the Balance Sheet-Predecessor Financial Items

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

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

Notes to the Balance Sheet-Other

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

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

Example

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

Enter on the line item below the following information:

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

Notes to the Balance Sheet-Other

	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
1. 5356 HC-R 36C Includes Asset Backed Commercial Paper (ABCP) purchased relating to ABCP lending				1.
		5356	10,865,000	
2. 5357 HC-R 26 Excluded is the average amount of ABCP purchased relating to ABCP lending				2.
		5357	982,000	
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.