

## Board of Governors of the Federal Reserve System



### Consolidated Financial Statements for Bank Holding Companies—FR Y-9C Report at the close of business as of the last calendar day of the quarter

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

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

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

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

Date of Report:

**December 31, 2011**

Month / Date / Year (BHCK 9999)

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

Thomas P. Gibbons

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

Signature of Chief Financial Officer (or Equivalent)

02/14/2012

Date of Signature (MM/DD/CCYY) (BHTX J196)

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 / Managing Director

Name / Title (TEXT 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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

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

S.F. \_\_\_\_\_

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 45.0 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or

any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

**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		208,000		1.a.(1)(a)
(b) All other loans secured by real estate.....	4436		17,000		1.a.(1)(b)
(c) All other loans.....	F821		328,000		1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4059		147,000		1.a.(2)
b. Income from lease financing receivables.....	4065		110,000		1.b.
c. Interest income on balances due from depository institutions <sup>1</sup> .....	4115		735,000		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		262,000		1.d.(1)
(2) Mortgage-backed securities.....	B489		1,203,000		1.d.(2)
(3) All other securities.....	4060		517,000		1.d.(3)
e. Interest income from trading assets.....	4069		74,000		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	4020		28,000		1.f.
g. Other interest income.....	4518		4,000		1.g.
h. Total interest income (sum of items 1.a through 1.g.).....	4107		3,633,000		1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more.....	A517		6,000		2.a.(1)(a)
(b) Time deposits of less than \$100,000.....	A518		11,000		2.a.(1)(b)
(c) Other deposits.....	6761		30,000		2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4172		239,000		2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase.....	4180		2,000		2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....	4185		239,000		2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities.....	4397		85,000		2.d.
e. Other interest expense.....	4398		37,000		2.e.
f. Total interest expense (sum of items 2.a through 2.e.).....	4073		649,000		2.f.
3. Net interest income (item 1.h minus item 2.f.).....	4074		2,984,000		3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		(29,000)		4.
5. Noninterest income:					
a. Income from fiduciary activities.....	4070		8,035,000		5.a.
b. Service charges on deposit accounts in domestic offices.....	4483		427,000		5.b.
c. Trading revenue <sup>2</sup> .....	A220		843,000		5.c.
d. (1) Fees and commissions from securities brokerage.....	C886		1,465,000		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		5,000		5.d.(3)
(4) Underwriting income from insurance and reinsurance activities.....	C386		1,000		5.d.(4)
(5) Income from other insurance activities.....	C387		0		5.d.(5)
e. Venture capital revenue.....	B491		18,000		5.e.
f. Net servicing fees.....	B492		0		5.f.
g. Net securitization income.....	B493		0		5.g.

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	
5.	h. Not applicable					
	i. Net gains (losses) on sales of loans and leases.....	8560			3,000	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 <sup>3</sup> .....	B497			870,000	5.l.
	m. Total noninterest income (sum of items 5.a through 5.l).....	4079			11,667,000	5.m.
6.	a. Realized gains (losses) on held-to-maturity securities.....	3521			1,000	6.a.
	b. Realized gains (losses) on available-for-sale securities.....	3196			47,000	6.b.
7.	Noninterest expense:					
	a. Salaries and employee benefits.....	4135			5,836,000	7.a.
	b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217			970,000	7.b.
	c. (1) Goodwill impairment losses.....	C216			0	7.c.(1)
	(2) Amortization expense and impairment losses for other intangible assets.....	C232			428,000	7.c.(2)
	d. Other noninterest expense <sup>4</sup> .....	4092			3,877,000	7.d.
	e. Total noninterest expense (sum of items 7.a through 7.d).....	4093			11,111,000	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			3,617,000	8.
9.	Applicable income taxes (foreign and domestic).....	4302			1,048,000	9.
10.	Income (loss) before extraordinary items and other adjustments (item 8 minus item 9).....	4300			2,569,000	10.
11.	Extraordinary items and other adjustments, net of income taxes <sup>5</sup> .....	4320			0	11.
12.	Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104			2,569,000	12.
13.	LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	G103			53,000	13.
14.	Net income (loss) attributable to bank holding company (item 12 minus item 13).....	4340			2,516,000	14.

3. See Schedule HI, memoranda item 6.

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			3,010,000	M.1.
2.	Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592			3,644,000	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			37,000	M.4.
5.	Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			M.5.
		4150			48,700	
6.	Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):					
	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			155,000	M.6.b.
	c. Income and fees from automated teller machines (ATMs).....	C016			0	M.6.c.
	d. Rent and other income from other real estate owned.....	4042			0	M.6.d.
	e. Safe deposit box rent.....	C015			0	M.6.e.
	f. Net change in the fair values of financial instruments accounted for under a fair value option.....	F229			0	M.6.f.

Schedule HI—Continued

MEMORANDA—Continued

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
6.	g. Bank card and credit card interchange fees.....	F555			0	M.6.g.
	h. Gains on bargain purchases.....	J447			0	M.6.h.
	TEXT					
	i. 8562 Funds Transfer Fees	8562			82,000	M.6.i.
	TEXT					
	j. 8563 Standby L/C Fees	8563			54,000	M.6.j.
	TEXT					
	k. 8564 Investment Income	8564			85,000	M.6.k.
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.....	0497			0	M.7.b.
	c. Directors' fees.....	4136			0	M.7.c.
	d. Printing, stationery, and supplies.....	C018			0	M.7.d.
	e. Postage.....	8403			0	M.7.e.
	f. Legal fees and expenses.....	4141			423,000	M.7.f.
	g. FDIC deposit insurance assessments.....	4146				M.7.g.
	h. Accounting and auditing expenses.....	F556			0	M.7.h.
	i. Consulting and advisory expenses.....	F557			245,000	M.7.i.
	j. Automated teller machine (ATM) and interchange expenses.....	F558			0	M.7.j.
	k. Telecommunications expenses.....	F559			175,000	M.7.k.
	TEXT					
	l. 8565 Software	8565			487,000	M.7.l.
	TEXT					
	m. 8566 Purchased Services and Systems	8566			763,000	M.7.m.
	TEXT					
	n. 8567 Sub-Custodian Charges	8567			298,000	M.7.n.
8.	Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):					
	TEXT					
	a. (1) 3571	3571			0	M.8.a.(1)
	(2) Applicable income tax effect.....	BHCK 3572			0	M.8.a.(2)
	TEXT					
	b. (1) 3573	3573			0	M.8.b.(1)
	(2) Applicable income tax effect.....	BHCK 3574			0	M.8.b.(2)
	TEXT					
	c. (1) 3575	3575			0	M.8.c.(1)
	(2) Applicable income tax effect.....	BHCK 3576			0	M.8.c.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)					
	<i>Memorandum items 9.a through 9.e are 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:</i>					
	a. Interest rate exposures.....	8757			83,000	M.9.a.
	b. Foreign exchange exposures.....	8758			757,000	M.9.b.
	c. Equity security and index exposures.....	8759			6,000	M.9.c.
	d. Commodity and other exposures.....	8760			0	M.9.d.
	e. Credit exposures.....	F186			(3,000)	M.9.e.

Schedule HI—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
<b>Memoranda items 9.f and 9.g are to be completed by bank holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.<sup>1</sup></b>					
9. f. Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....	K090			4,000	M.9.f.
9. g. Impact on trading revenue of changes in the creditworthiness of the bank holding company on the bank holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above).....	K094			0	M.9.g.
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		(3,000)		M.10.a.
b. Net gains (losses) on credit derivatives held for purpose other than trading.....	C890			0	M.10.b.
11. Credit losses on derivatives (see instructions).....	A251			0	M.11.
<b>Memorandum item 12.a is to be completed by banks holding companies with \$1 billion or more in total assets.<sup>1</sup></b>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431			814,000	M.12.a.
b. (1) Premiums on insurance related to the extension of credit.....	C242			0	M.12.b.(1)
(2) All other insurance premiums.....	C243			1,000	M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities.....	B983			0	M.12.c.
13. Does the reporting bank holding company have a Subchapter Selection in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no).....	BHCK A530			0	M.13.

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
<b>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.</b>					
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			0	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552			0	M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553			0	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554			0	M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....	C409			137,000	M.15.

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

	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			0	M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses.....	J319			211,000	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes).....	J320			134,000	M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b).....	J321			77,000	M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2010.

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

	Dollar Amounts in Thousands			
	BHCK	Bil	Mil	Thou
1. Total bank holding company equity capital <b>most recently reported</b> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income).....	3217		32,354,000	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors.....	B507		0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....	B508		32,354,000	3.
	bhct			
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).....	4340		2,516,000	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		279,000	6.a.
b. Conversion or retirement of common stock.....	3580		0	6.b.
7. Sale of treasury stock.....	4782		3,000	7.
8. LESS: Purchase of treasury stock.....	4783		873,000	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		593,000	11.
12. Other comprehensive income <sup>1</sup> .....	B511		(272,000)	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		3,000	14.
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC).....	bhct			
	3210		33,417,000	15.

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

	(Column A) Charge-offs <sup>1</sup>				(Column B) Recoveries			
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
Dollar Amounts in Thousands								
<b>I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)</b>								
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			4,000	C892			0
(2) Other construction loans and all land development and other land loans.....	C893			0	C894			0
b. Secured by farmland in domestic offices.....	3584			0	3585			0
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
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens.....	C234			55,000	C217			3,000
(b) Secured by junior liens.....	C235			0	C218			0
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588			0	3589			0
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	C895			0	C896			0
(2) Loans secured by other nonfarm nonresidential properties.....	C897			0	C898			0
f. In foreign offices.....	B512			0	B513			0
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
b. To foreign banks.....	4654			0	4664			0
3. Loans to finance agricultural production and other loans to farmers.....	4655			0	4665			0
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile).....	4645			7,000	4617			2,000
b. To non-U.S. addressees (domicile).....	4646			8,000	4618			1,000
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards.....	B514			0	B515			0
b. <b>Automobile loans</b> .....	K129			0	K133			0
c. <b>Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)</b> .....	K205			1,000	K206			0
6. Loans to foreign governments and official institutions.....	4643			0	4627			0
7. All other loans.....	4644			8,000	4628			3,000
8. Lease financing receivables:								
a. Leases to individuals for household, family, and other personal expenditures.....	F185			0	F187			0
b. All other leases.....	C880			0	F188			0
9. Total (sum of items 1 through 8).....	4635			83,000	4605			9,000

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

**The Bank of New York Mellon Corporation**

Legal Title of Bank

RSSD ID: 3587146

**Schedule HI-B—Continued**

MEMORANDA

	(Column A) Charge-offs <sup>1</sup>				(Column B) Recoveries			
	Calendar year-to-date							
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
Dollar Amounts in Thousands								
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
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

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

	Calendar year-to-date			
	BHCK	Bil	Mil	Thou
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses).....	C388			0

	Dollar Amounts in Thousands			
	BHCK	Bil	Mil	Thou
<b>II. Changes in allowance for loan and lease losses</b>				
1. Balance <b>most recently</b> reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522			498,000
	bhct			
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above).....	4605			9,000
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			83,000
4. Less: Write-downs arising from transfers of loans to a held-for sale account.....	5523			0
	bhct			
5. Provision for loan and lease losses (must equal Schedule HI, item 4).....	4230			(29,000)
	BHCK			
6. Adjustments (see instructions for this schedule).....	C233			0
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			395,000

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 and 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.
<i>Memoranda item 4 is to be completed by all bank holding companies.</i>					
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			0	1.
a. Interest income on loans and leases.....	4094			0	1.a.
b. Interest income on investment securities.....	4218			0	1.b.
2. Total interest expense.....	4073			0	2.
a. Interest expense on deposits.....	4421			0	2.a.
3. Net interest income.....	4074			0	3.
4. Provision for loan and lease losses.....	4230			0	4.
5. Total noninterest income.....	4079			0	5.
a. Income from fiduciary activities.....	4070			0	5.a.
b. Trading revenue.....	A220			0	5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490			0	5.c.
d. Venture capital revenue.....	B491			0	5.d.
e. Net securitization income.....	B493			0	5.e.
f. Insurance commissions and fees.....	B494			0	5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities.....	4091			0	6.
7. Total noninterest expense.....	4093			0	7.
a. Salaries and employee benefits.....	4135			0	7.a.
b. Goodwill impairment losses.....	C216			0	7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments.....	4301			0	8.
9. Applicable income taxes.....	4302			0	9.
10. Noncontrolling (minority) interest.....	4484			0	10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest.....	4320			0	11.
12. Net income (loss).....	4340			0	12.
13. Cash dividends declared.....	4475			0	13.
14. Net charge-offs.....	6061			0	14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis.....	4519			0	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 Amount in Thousands	BHCK	Bil	Mil	Thou	
1.	5351	Gain on Disposal - Discontinued Operations	5351			98,000	1
2.	5352		5352			0	2.
3.	5353		5353			0	3.
4.	5354		5354			0	4.
5.	5355		5355			0	5.
6.	B042		B042			0	6.
7.	B043		B043			0	7.
8.	B044		B044			0	8.
9.	B045		B045			0	9.
10.	B046		B046			0	10.

Notes to the Income Statement—Other, Continued

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

## Consolidated Financial Statements for Bank Holding Companies

Report at the close of business December 31, 2011

### Schedule HC—Consolidated Balance Sheet

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
<b>ASSETS</b>						
1.	Cash and balances due from depository institutions:					
a.	Noninterest-bearing balances and currency and coin <sup>1</sup> .....	0081		4,842,000		1.a.
b.	Interest-bearing balances: <sup>2</sup>					
(1)	In U.S. offices.....	0395		78,834,000		1.b.(1)
(2)	In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0397		47,422,000		1.b.(2)
2.	Securities:					
a.	Held-to-maturity securities (from Schedule HC-B, column A).....	1754		3,521,000		2.a.
b.	Available-for-sale securities (from Schedule HC-B, column D).....	1773		78,238,000		2.b.
3.	Federal funds sold and securities purchased under agreements to resell:					
a.	Federal funds sold in domestic offices.....	BHDM	B987		23,000	3.a.
b.	Securities purchased under agreements to resell <sup>3</sup> .....	BHCK	B989		4,487,000	3.b.
4.	Loans and lease financing receivables:					
a.	Loans and leases held for sale.....				124,000	4.a.
b.	Loans and leases, net of unearned income.....	B528		44,145,000		4.b.
c.	LESS: Allowance for loan and lease losses.....	3123		395,000		4.c.
d.	Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529		43,750,000		4.d.
5.	Trading assets (from Schedule HC-D).....	3545		18,613,000		5.
6.	Premises and fixed assets (including capitalized leases).....	2145		1,681,000		6.
7.	Other real estate owned (from Schedule HC-M).....	2150		21,000		7.
8.	Investments in unconsolidated subsidiaries and associated companies.....	2130		1,540,000		8.
9.	Direct and indirect investments in real estate ventures.....	3656		0		9.
10.	Intangible assets:					
a.	Goodwill.....	3163		17,905,000		10.a.
b.	Other intangible assets (from Schedule HC-M).....	0426		5,152,000		10.b.
11.	Other assets (from Schedule HC-F).....	2160		19,640,000		11.
12.	Total assets (sum of items 1 through 11).....	2170		325,793,000		12.

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

Schedule HC—Continued

	Dollar Amounts in Thousands			
	BHDM	Bil	Mil	Thou
<b>LIABILITIES</b>				
13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing <sup>1</sup> .....	6631		93,077,000	13.a.(1)
(2) Interest-bearing.....	6636		42,634,000	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:				
(1) Noninterest-bearing.....	BHFN		2,609,000	13.b.(1)
(2) Interest-bearing.....	6636		81,125,000	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased in domestic offices <sup>2</sup> .....				
	B993		578,000	14.a.
b. Securities sold under agreements to repurchase <sup>3</sup> .....				
	B995		5,688,000	14.b.
15. Trading liabilities (from Schedule HC-D).....	3548		8,071,000	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....	3190		23,354,000	16.
17. Not applicable				
18. Not applicable				
19. a. Subordinated notes and debentures <sup>4</sup> .....	4062		2,575,000	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities.....	C699		1,685,000	19.b.
20. Other liabilities (from Schedule HC-G).....	2750		30,196,000	20.
21. Total liabilities (sum of items 13 through 20).....	2948		291,592,000	21.
22. Not applicable				
<b>EQUITY CAPITAL</b>				
<b>Bank Holding Company Equity Capital</b>				
23. Perpetual preferred stock and related surplus.....	3283		0	23.
24. Common stock (par value).....	3230		12,000	24.
25. Surplus (exclude all surplus related to preferred stock).....	3240		23,185,000	25.
26. a. Retained earnings.....	3247		12,812,000	26.a.
b. Accumulated other comprehensive income <sup>5</sup> .....	B530		(1,627,000)	26.b.
c. Other equity capital components <sup>6</sup> .....	A130		(965,000)	26.c.
27. a. Total bank holding company equity capital (sum of items 23 through 26.c).....	3210		33,417,000	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries.....	3000		784,000	27.b.
28. Total equity capital (sum of items 27.a and 27.b).....	G105		34,201,000	28.
29. Total liabilities and equity capital (sum of items 21 and 28).....	3300		325,793,000	29.

1. Includes noninterest-bearing demand, time, and savings deposits.

2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

3. Includes all securities repurchase 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—Continued**

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

BHCK	
C884	1

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0" for no)..... 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.<sup>7</sup>

a. KPMG LLC

(1) Name of External Auditing Firm (TEXT C703)

New York

(2) City (TEXT C708)

NY 10154

(3) State Abbrev. (TEXT C714) (4) Zip Code (TEXT C715)

b.

(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

<sup>7</sup> The Federal Reserve regards information submitted in response to Memorandum item 2.b as confidential.

Schedule HC-B—Securities

	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	
Dollar Amounts in Thousands													
1. U.S. Treasury securities.....	0211		813,000	0213		866,000	1286		16,814,000	1287		17,326,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):													
a. Issued by U.S. government agencies <sup>1</sup> .....	1289		0	1290		0	1291		0	1293		0	2.a.
b. Issued by U.S. government-sponsored agencies <sup>2</sup> .....	1294		0	1295		0	1297		932,000	1298		958,000	2.b.
3. Securities issued by states and political subdivisions in the U.S. ....	8496		100,000	8497		103,000	8498		2,724,000	8499		2,739,000	3.
4. Mortgage-backed securities (MBS)													
a. Residential pass-through securities:													
(1) Guaranteed by GNMA.....	G300		106,000	G301		117,000	G302		991,000	G303		1,030,000	4.a.(1)
(2) Issued by FNMA and FHLMC.....	G304		525,000	G305		551,000	G306		19,992,000	G307		20,482,000	4.a.(2)
(3) Other pass-through securities.....	G308		0	G309		0	G310		0	G311		0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):													
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	G312		27,000	G313		30,000	G314		5,242,000	G315		5,276,000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	G316		0	G317		0	G318		0	G319		0	4.b.(2)
(3) All other residential mortgage-backed securities.....	G320		1,919,000	G321		1,844,000	G322		5,897,000	G323		5,607,000	4.b.(3)
c. Commercial MBS:													
(1) Commercial pass-through securities:													
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	K142		0	K143		0	K144		7,000	K145		8,000	4.c.(1)(a)
(b) Other pass-through securities.....	K146		8,000	K147		8,000	K148		0	K149		0	4.c.(1)(b)
(2) Other commercial MBS.....													
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	K150		0	K151		0	K152		0	K153		0	4.c.(2)(a)
(b) All other commercial MBS.....	K154		20,000	K155		19,000	K156		3,227,000	K157		3,254,000	4.c.(2)(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.

3. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-B—Continued

	Held-to-Maturity								Available-for-Sale							
	(Column A)				(Column B)				(Column C)				(Column D)			
	Amortized Cost				Fair Value				Amortized Cost				Fair Value			
Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
5. Asset-backed securities and structured financial products:																
a. Asset-backed Securities (ABS).....	C026			0	C988			0	C989		1,865,000		C027			1,832,000
b. Structured financial products:																
(1) Cash.....	G336			0	G337			0	G338		142,000		G339			140,000
(2) Synthetic.....	G340			0	G341			0	G342		0		G343			0
(3) Hybrid.....	G344			0	G345			0	G346		80,000		G347			70,000
6. Other debt securities:																
a. Other domestic debt securities.....	1737			0	1738			0	1739		3,042,000		1741			3,117,000
b. Foreign debt securities.....	1742			3,000	1743			3,000	1744		15,157,000		1746			15,397,000
7. Investments in mutual funds and other equity securities with readily determinable fair values.....									A510		999,000		A511			1,002,000
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								bhct			
	1754			3,521,000	1771			3,541,000	1772		77,111,000		1773			78,238,000

MEMORANDA

	Dollar Amounts in Thousands			
	BHCK	Bil	Mil	Thou
1. Pledged securities <sup>1</sup> .....	0416			67,162,000
2. Remaining maturity or next repricing date of debt securities <sup>2, 3</sup> (Schedule HC-B, items 1 through 6.b in columns A and D above):				
a. 1 year and less.....	0383			16,029,000
b. Over 1 year to 5 years.....	0384			32,874,000
c. Over 5 years.....	0387			31,854,000
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
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):				
a. Amortized cost.....	8782			0
b. Fair value.....	8783			0

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



Schedule HC-B—Continued

MEMORANDA—Continued

	Held-to-Maturity								Available-for-Sale								
	(Column A)				(Column B)				(Column C)				(Column D)				
	Amortized Cost				Fair Value				Amortized Cost				Fair Value				
Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
<i>Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.<sup>1</sup></i>																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables.....	B838			0	B839			0	B840			393,000	B841			397,000	M.5.a.
b. Home equity lines.....	B842			0	B843			0	B844			6,000	B845			8,000	M.5.b.
c. Automobile loans.....	B846			0	B847			0	B848			64,000	B849			64,000	M.5.c.
d. Other consumer loans.....	B850			0	B851			0	B852			50,000	B853			50,000	M.5.d.
e. Commercial and industrial loans.....	B854			0	B855			0	B856			89,000	B857			74,000	M.5.e.
f. Other.....	B858			0	B859			0	B860			1,263,000	B861			1,239,000	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																	
a. Trust preferred securities issued by financial institutions.....	G348			0	G349			0	G350			0	G351			0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts.....	G352			0	G353			0	G354			0	G355			0	M.6.b.
c. Corporate and similar loans.....	G356			0	G357			0	G358			222,000	G359			210,000	M.6.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G360			0	G361			0	G362			0	G363			0	M.6.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	G364			0	G365			0	G366			0	G367			0	M.6.e.
f. Diversified (mixed) pools of structured financial products.....	G368			0	G369			0	G370			0	G371			0	M.6.f.
g. Other collateral or reference assets.....	G372			0	G373			0	G374			0	G375			0	M.6.g.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

**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 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.

	(Column A)				(Column B)				
	Consolidated				In Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
Dollar Amounts in Thousands									
1. Loans secured by real estate.....	1410		6,892,000						1.
a. Construction, land development and other land loans:					BHCK				
(1) 1–4 family residential construction loans.....					F158		0		1.a.(1)
(2) Other construction loans and all land development and other land loans.....					F159		139,000		1.a.(2)
b. Secured by farmland.....					BHDM				
1420							0		1.b.
c. Secured by 1–4 family residential properties:									
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....					1797		205,000		1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:									
(a) Secured by first liens.....					5367		5,485,000		1.c.(2)(a)
(b) Secured by junior liens.....					5368		18,000		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....					1460		364,000		1.d.
e. Secured by nonfarm nonresidential properties:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....					BHCK				
F160							2,000		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....					F161		473,000		1.e.(2)
2. Loans to depository institutions and acceptances of other banks.....					BHDM				
1288							179,000		2.
a. To U.S. banks and other U.S. depository institutions.....	1292		8,000						2.a.
b. To foreign banks.....	1296		6,454,000						2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1590		12,000	1590			12,000		3.
4. Commercial and industrial loans.....				1766			820,000		4.
a. To U.S. addressees (domicile).....	1763		1,775,000						4.a.
b. To non-U.S. addressees (domicile).....	1764		294,000						4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....					1975		1,018,000		6.
a. Credit cards.....	B538		0						6.a.
b. Other revolving credit plans.....	B539		4,000						6.b.
c. <b>Automobile loans</b> .....	K137		0						6.c.
d. <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K207		1,015,000						6.d.
7. Loans to foreign governments and official institutions (including foreign central banks).....	2081		26,000	2081			2,000		7.
8. Not applicable									
9. Loans to nondepository financial institutions and other loans:									
a. Loans to nondepository financial institutions.....	J454		7,256,000	J454			5,499,000		9.a.
b. Other loans									
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545		16,715,000	1545			16,387,000		9.b.(1)
(2) All other loans (exclude consumer loans).....	J451		1,241,000	J451			689,000		9.b.(2)
10. Lease financing receivables (net of unearned income).....				2165			2,609,000		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		2,609,000						10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above.....	2123		32,000	2123			31,000		11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b).....	2122		44,269,000	2122			33,870,000		12.

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHDM	Bil	Mil	Thou	
<b>1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):</b>					
<b>a. Construction, land development, and other land loans in domestic offices:</b>					
(1) 1-4 family residential construction loans.....	K158			0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans.....	K159			0	M.1.a.(2)
<b>b. Loans secured by 1-4 family residential properties in domestic offices.....</b>	<b>F576</b>			15,000	M.1.b.
<b>c. Secured by multifamily (5 or more) residential properties in domestic offices.....</b>	<b>K160</b>			0	M.1.c.
<b>d. Secured by nonfarm nonresidential properties in domestic offices:</b>					
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	K161			0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K162			0	M.1.d.(2)
<b>e. Commercial and industrial loans:</b>					
(1) To U.S. addressees (domicile).....	K163			0	M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K164			0	M.1.e.(2)
<b>f. All other loans (include loans to individuals for household, family, and other personal expenditures).....</b>	<b>K165</b>			0	M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>					
(1) Loans secured by farmland in domestic offices.....	K166			0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks.....	K167			0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers.....	K168			0	M.1.f.(3)
<b>(4) Loans to individuals for household, family, and other personal expenditures:</b>					
(a) Credit cards.....	K098			0	M.1.f.(4)(a)
(b) Automobile loans.....	K203			0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K204			0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions.....	K212			0	M.1.f.(5)
(6) Other loans <sup>1</sup> .....	K267			0	M.1.f.(6)
<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.b.(2), column A, above.....</b>	<b>2746</b>			251,000	M.2.
<b>3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....</b>	<b>B837</b>			0	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>					
<b>4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A).....</b>	<b>C391</b>			0	M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>					
<b>5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):</b>					
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.
<b>6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:</b>					
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.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-C—Continued

MEMORANDA—Continued

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
<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 item 6.a) as of December 31, 2010, 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>					
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties.....	F231			0	M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 6.a above.....	F232			0	M.6.c.
7. -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			51,000	M.9.

	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
<i>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.</i>									
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			238,000	F585			228,000	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) <b>Automobile loans</b> .....	K196			0	K196			0	M.10.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K208			0	K208			0	M.10.c.(4)
d. Other loans.....	F589			0	F589			0	M.10.d.

Schedule HC-C—Continued

MEMORANDA—Continued

	(Column A)				(Column B)				
	Consolidated				In Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
Dollar Amounts in Thousands									
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			238,000	F597			228,000	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) <b>Automobile loans</b> .....	K195			0	K195			0	M.11.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K209			0	K209			0	M.11.c.(4)
d. Other loans.....	F601			0	F601			0	M.11.d.

	(Column A)				(Column B)				(Column C)				
	Fair value of acquired loans and leases at acquisition date				Gross contractual amounts receivable at acquisition				Best estimate at acquisition date of contractual cash flows not expected to be collected				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands													
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:													
a. Loans secured by real estate.....	G091			0	G092			0	G093			0	M.12.a.
b. Commercial and industrial loans.....	G094			0	G095			0	G096			0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures.....	G097			0	G098			0	G099			0	M.12.c.
d. All other loans and all leases.....	G100			0	G101			0	G102			0	M.12.d.

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
13. Not applicable					
14. Pledged loans and leases.....	G378			3,858,000	M.14.

**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.

	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCM	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
Dollar Amounts in Thousands								
<b>ASSETS</b>								
1. U.S. Treasury securities.....	3531		244,000		3531		244,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532		85,000		3532		85,000	2.
3. Securities issued by states and political subdivisions in the U.S. ....	3533		108,000		3533		108,000	3.
4. Mortgage-backed securities (MBS):								
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK				BHDM			
G379			595,000		G379		595,000	4.a.
<b>b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies<sup>1</sup> include CMOs, REMICs, and stripped MBS)</b> .....	G380		0		G380		0	4.b.
c. All other residential mortgage-backed securities.....	G381		0		G381		0	4.c.
<b>d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies<sup>1</sup></b> .....	K197		18,000		K197		18,000	4.d.
e. <b>All other commercial MBS</b> .....	K198		0		K198		0	4.e.
5. Other debt securities								
a. Structured financial products:								
(1) Cash.....	G383		0		G383		0	5.a.(1)
(2) Synthetic.....	G384		0		G384		0	5.a.(2)
(3) Hybrid.....	G385		0		G385		0	5.a.(3)
b. All other debt securities.....	G386		553,000		G386		553,000	5.b.
6. Loans:								
a. Loans secured by real estate.....	F610		0					6.a.
(1) Construction, land development, and other land loans.....					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		10,393,000		F614		136,000	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) <b>Automobile loans</b> .....	K199		0		K199		0	6.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K210		0		K210		0	6.c.(4)
d. Other loans.....	F618		0		F618		0	6.d.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-D—Continued

	(Column A) Consolidated				(Column B) Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
Dollar Amounts in Thousands									
7.-8. Not applicable									
	BHCM				BHCK				
9. Other trading assets.....	3541		959,000		3541		691,000		9.
10. Not applicable									
11. Derivatives with a positive fair value.....	3543		5,658,000		3543		3,948,000		11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct				BHDM				
	3545		18,613,000		3545		6,378,000		12.
	BHCK				BHDM				
<b>LIABILITIES</b>									
13. a. Liability for short positions:									
(1) Equity securities.....	G209		175,000		G209		175,000		13.a.(1)
(2) Debt securities.....	G210		778,000		G210		778,000		13.a.(2)
(3) All other assets.....	G211		2,000		G211		2,000		13.a.(3)
b. All other trading liabilities.....	F624		0		F624		0		13.b.
14. Derivatives with a negative fair value.....	3547		7,116,000		3547		5,946,000		14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct								
	3548		8,071,000		3548		6,901,000		15.

MEMORANDA

	(Column A)				(Column B)				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
Dollar Amounts in Thousands									
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 land 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		10,394,000		F632		136,000		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) <b>Automobile loans</b> .....	K200		0		K200		0		M.1.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K211		0		K211		0		M.1.c.(4)
d. Other loans.....	F636		0		F636		0		M.1.d.
2. Loans measured at fair value that are past due 90 days or more:									
a. Fair value.....	F639		0		F639		0		M.2.a.
b. Unpaid principal balance.....	F640		0		F640		0		M.2.b.

Schedule HC-D—Continued

MEMORANDA (continued)

	(Column A)				(Column B)				
	Consolidated				Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
Dollar Amounts in Thousands									
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):									
a. Trust preferred securities issued by financial institutions.....	G299			0	G299			0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts.....	G332			0	G332			0	M.3.b.
c. Corporate and similar loans.....	G333			0	G333			0	M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G334			0	G334			0	M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	G335			0	G335			0	M.3.e.
f. Diversified (mixed) pools of structured financial products.....	G651			0	G651			0	M.3.f.
g. Other collateral or reference assets.....	G652			0	G652			0	M.3.g.
4. Pledged trading assets:									
a. Pledged securities.....	G387			0	G387			0	M.4.a.
b. Pledged loans.....	G388			0	G388			0	M.4.b.

Dollar Amounts in Thousands											
	BHCK	Bil	Mil	Thou							
<i>Memoranda items 5 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.</i>											
5. Asset-backed securities:											
a. Credit card receivables.....	F643				0				M.5.a.		
b. Home equity lines.....	F644				0				M.5.b.		
c. Automobile loans.....	F645				0				M.5.c.		
d. Other consumer loans.....	F646				0				M.5.d.		
e. Commercial and industrial loans.....	F647				0				M.5.e.		
f. Other.....	F648				0				M.5.f.		
6. Retained beneficial interests in securitizations (first-loss or equity tranches) .....	F651				0				M.6.		
7. Equity securities:											
a. Readily determinable fair values.....	F652				175,000				M.7.a.		
b. Other.....	F653				0				M.7.b.		
8. Loans pending securitization.....	F654				0				M.8.		
9. a. (1) Gross fair value of commodity contracts.....	G212				0				M.9.a.(1)		
(2) Gross fair value of physical commodities held in inventory.....	G213				0				M.9.a.(2)		
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):											
(1) <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX</td><td>F655</td></tr></table> Trading Assets - Asset Management Funds	BHTX	F655	F655				363,000				M.9.b.(1)
BHTX	F655										
(2) <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX</td><td>F656</td></tr></table>	BHTX	F656	F656				0				M.9.b.(2)
BHTX	F656										
(3) <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX</td><td>F657</td></tr></table>	BHTX	F657	F657				0				M.9.b.(3)
BHTX	F657										
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. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX</td><td>F658</td></tr></table>	BHTX	F658	F658				0				M.10.a.
BHTX	F658										
b. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX</td><td>F659</td></tr></table>	BHTX	F659	F659				0				M.10.b.
BHTX	F659										
c. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX</td><td>F660</td></tr></table>	BHTX	F660	F660				0				M.10.c.
BHTX	F660										



**Schedule HC-E—Deposit Liabilities<sup>1</sup>**

	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. <b>Noninterest-bearing balances<sup>2</sup></b> .....	2210		73,284,000	1.a.
b. <b>Interest-bearing demand deposits</b> , NOW, ATS, and other transaction accounts.....	3187		154,000	1.b.
c. Money market deposit accounts and other savings accounts.....	2389		26,162,000	1.c.
d. Time deposits of less than \$100,000.....	6648		24,000	1.d.
e. Time deposits of \$100,000 or more.....	2604		36,087,000	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:				
	BHOD			
a. Noninterest-bearing balances <sup>2</sup> .....	3189		0	2.a.
b. <b>Interest-bearing demand deposits</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

	Dollar Amounts in Thousands			
	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		36,058,000	M.3.
	BHFN			
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		8,111,000	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).  
 2. Includes noninterest-bearing demand, time, and savings deposits.

**Schedule HC-F—Other Assets**

	Dollar Amounts in Thousands			
	BHCK	Bil	Mil	Thou
1. Accrued interest receivable <sup>1</sup> .....	B556		660,000	1.
2. Net deferred tax assets <sup>2</sup> .....	2148		147,000	2.
3. Interest-only strips receivable (not in the form of a security) <sup>3</sup> 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 <sup>4</sup> .....	1752		1,100,000	4.
5. Life insurance assets:				
a. <b>General account life insurance assets</b> .....	K201		1,681,000	5.a.
b. <b>Separate account life insurance assets</b> .....	K202		1,493,000	5.b.
c. <b>Hybrid account life insurance assets</b> .....	K270		1,002,000	5.c.
6. Other.....	2168		13,557,000	6.
	bhct			
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		19,640,000	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 <sup>1</sup>	3049		2,668,000		2.
3.	Allowance for credit losses on off-balance sheet credit exposures	B557		102,000		3.
4.	Other	B984		27,426,000		4.
		bhct				
5.	Total (sum for items 2 through 4) (must equal Schedule HC, item 20)	2750		30,196,000		5.

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

**Schedule HC-H—Interest Sensitivity<sup>1</sup>**

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Earning assets that are repriceable within one year or mature within one year	3197		198,145,000		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		114,236,000		2.
3.	Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298		2,653,000		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		300,000		5.

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

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

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

**I. Property and Casualty Underwriting**

		Dollar Amounts in Thousands			
		BHCK	Bil	Mil	Thou
<b>ASSETS</b>					
1.	Reinsurance recoverables.....	B988		0	1.
2.	Total assets.....	C244		103,000	2.
<b>LIABILITIES</b>					
3.	Claims and claims adjustment expense reserves.....	B990		1,000	3.
4.	Unearned premiums.....	B991		2,000	4.
5.	Total equity.....	C245		99,000	5.
6.	Net income.....	C246		2,000	6.

**II. Life and Health Underwriting**

		BHCK	Bil	Mil	Thou
<b>ASSETS</b>					
1.	Reinsurance recoverables.....	C247		0	1.
2.	Separate account assets.....	B992		0	2.
3.	Total assets.....	C248		26,000	3.
<b>LIABILITIES</b>					
4.	Policyholder benefits and contractholder funds.....	B994		0	4.
5.	Separate account liabilities.....	B996		0	5.
6.	Total equity.....	C249		25,000	6.
7.	Net income.....	C250		0	7.

Schedule HC-K—Quarterly Averages

		Dollar Amounts in Thousands			
		BHCK	Bil	Mil	Thou
<b>ASSETS</b>					
1.	Securities:				
a.	<b>U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)</b> .....	B558		19,620,000	1.a.
b.	<b>Mortgage-backed securities</b> .....	B559		34,593,000	1.b.
c.	<b>All other securities (included securities issued by states and political subdivisions in the U.S.)</b> .....	B560		24,758,000	1.c.
2.	Federal funds sold and securities purchased under agreements to resell.....	3365		4,608,000	2.
		BHDM			
3.	a. Total loans and leases in domestic offices.....	3516		33,680,000	3.a.
	(1) Loans secured by 1-4 family residential properties.....	3465		5,653,000	3.a.(1)
	(2) All other loans secured by real estate.....	3466		902,000	3.a.(2)
	(3) Loans to finance agricultural production and other loans to farmers.....	3386		12,000	3.a.(3)
	(4) Commercial and industrial loans.....	3387		944,000	3.a.(4)
	(5) Loans to individuals for household, family, and other personal expenditures:				
	(a) Credits cards.....	B561		0	3.a.(5)(a)
	(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B562		1,023,000	3.a.(5)(b)
		BHFN			
b.	Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs.....	3360		10,556,000	3.b.
		BHCK			
4.	a. Trading assets.....	3401		19,168,000	4.a.
	b. Other earning assets.....	B985		115,426,000	4.b.
5.	Total consolidated assets.....	3368		315,136,000	5.
<b>LIABILITIES</b>					
6.	Interest-bearing deposits (domestic) <sup>1</sup> .....	3517		41,849,000	6.
7.	Interest-bearing deposits (foreign) <sup>1</sup> .....	3404		88,494,000	7.
8.	Federal funds purchased and securities sold under agreements to repurchase.....	3353		8,007,000	8.
9.	All other borrowed money.....	2635		26,809,000	9.
10.	Not applicable				
<b>EQUITY CAPITAL</b>					
11.	Total equity capital (excludes limited-life preferred stock).....	3519		33,761,000	11.

<sup>1</sup> Includes interest-bearing demand deposits.

**(Report only transactions with nonrelated institutions)**  
**Schedule HC-L—Derivatives and Off-Balance-Sheet Items**

Dollar Amounts in Thousands		BHCK	Bil	Mil	Thou	
1.	Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a.	Revolving, open-end loans secured by 1-4 family residential properties, (e.g., home equity lines).....	3814		286,000		1.a.
b.	(1) Unused consumer credit card lines.....	J455		0		1.b.(1)
	(2) Other unused credit card lines.....	J456		0		1.b.(2)
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		126,000		1.c.(1)
	(a) 1-4 family residential construction loan commitments.....	F164		0		1.c.(1)(a)
	(b) Commercial real estate, other construction loan, and land development loan commitments.....	F165		126,000		1.c.(1)(b)
	(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....	6550		0		1.c.(2)
d.	Securities underwriting.....	3817		0		1.d.
e.	Other unused commitments:					
	(1) Commercial and industrial loans.....	J457		14,906,000		1.e.(1)
	(2) Loans to financial institutions.....	J458		5,260,000		1.e.(2)
	(3) All other unused commitments.....	J459		8,185,000		1.e.(3)
2.	Financial standby letters of credit and foreign office guarantees.....	6566		7,222,000		2.
	<i>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets. <sup>1</sup></i>					
a.	Amount of financial standby letters of credit conveyed to others.....	3820		1,203,000		2.a.
3.	Performance standby letters of credit and foreign office guarantees.....	6570		710,000		3.
	<i>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets. <sup>1</sup></i>					
a.	Amount of performance standby letters of credit conveyed to others.....	3822		22,000		3.a.
4.	Commercial and similar letters of credit.....	3411		440,000		4.
5.	Not applicable					
6.	Securities lent.....	3433		270,346,000		6.

	(Column A)				(Column B)				
	Sold Protection				Purchased Protection				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
7. Credit derivatives:									
a. Notional amounts:									
(1) Credit default swaps.....	C968			2,000	C969			331,000	7.a.(1)
(2) Total return swaps.....	C970			0	C971			0	7.a.(2)
(3) Credit options.....	C972			0	C973			0	7.a.(3)
(4) Other credit derivatives.....	C974			0	C975			0	7.a.(4)
b. Gross fair values:									
(1) Gross positive fair value.....	C219			0	C221			0	7.b.(1)
(2) Gross negative fair value.....	C220			0	C222			0	7.b.(2)

	BHCK	Bil	Mil	Thou	
c. Notional amounts by regulatory capital treatment:					
(1) Positions covered under the Market Risk Rule:					
(a) Sold protection.....	G401			2,000	7.c.(1)(a)
(b) Purchased protection.....	G402			331,000	7.c.(1)(b)
(2) All other positions:					
(a) Sold protection.....	G403			0	7.c.(2)(a)
(b) Purchased protections that is recognized as a guarantee for regulatory capital purposes.....	G404			0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes.....	G405			0	7.c.(2)(c)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

(Report only transactions with nonrelated institutions)

Schedule HC-L—Continued

	Remaining Maturity of:												
	(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands													
7. d. Notional amounts by remaining maturity:													
(1) Sold credit protection:													
(a) Investment grade.....	G406			0	G407			0	G408			0	7.d.(1)(a)
(b) Subinvestment grade.....	G409			0	G410		2,000		G411			0	7.d.(1)(b)
(2) Purchased credit protection:													
(a) Investment grade.....	G412		155,000		G413		165,000		G414			0	7.d.(2)(a)
(b) Subinvestment grade.....	G415		10,000		G416		1,000		G417			0	7.d.(2)(b)

	BHCK	Bil	Mil	Thou	
8. Spot foreign exchange contracts.....	8765		37,270,000		8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a).....	3430			0	9.
a. Securities borrowed.....	3432			0	9.a.
b. Commitments to purchase when-issued securities.....	3434			0	9.b.
c. Commitments to sell when-issued securities.....	3435			0	9.c.
d. <b>TEXT</b> .....	6561			0	9.d.
e. <b>TEXT</b> .....	6562			0	9.e.
f. <b>TEXT</b> .....	6568			0	9.f.
g. <b>TEXT</b> .....	6586			0	9.g.

10. Not applicable

Schedule HC-L—Continued

Dollar Amounts in Thousands Derivatives Position Indicators	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
a. Futures contracts.....	25,563,000				0				321,000				0				11.a.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
b. Forward contracts.....	94,365,000				236,069,000				0				0				11.b.
c. Exchange-traded option contracts:	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(1) Written options.....	7,334,000				0				1,159,000				0				11.c.(1)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
(2) Purchased options.....	7,334,000				0				1,684,000				0				11.c.(2)
d. Over-the-counter option contracts:	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(1) Written options.....	143,684,000				1,586,000				2,866,000				0				11.d.(1)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
(2) Purchased options.....	114,248,000				2,457,000				1,863,000				0				11.d.(2)
e. Swaps.....	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				11.e.
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				12.
	975,308,000				341,965,000				8,197,000				0				
13. Total gross notional amount of derivative contracts held for purposes other than trading.....	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728				13.
	18,281,000				14,160,000				8,000				0				
14. Gross fair values of derivative contracts:	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				
a. Contracts held for trading:	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				
(1) Gross positive fair value.....	23,851,000				4,231,000				404,000				0				14.a.(1)
	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				
(2) Gross negative fair value.....	24,205,000				3,997,000				280,000				0				14.a.(2)
b. Contracts held for purposes other than trading:	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				
(1) Gross positive fair value.....	965,000				199,000				1,000				0				14.b.(1)
	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				
(2) Gross negative fair value.....	380,000				36,000				1,000				0				14.b.(2)

Schedule HC-L—Continued

Item 15 is to be completed only by bank holding companies with total assets of \$10 billion or more.<sup>1</sup>

	Dollar Amounts in Thousands																			
	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
15. Over-the counter derivatives:																				
a. Net current credit exposure.....	G418		6,340,000		G419		65,000		G420		1,072,000		G421		730,000		G422		3,334,000	15.a.
b. Fair value of collateral:																				
(1) Cash—U.S. dollar.....	G423		677,000		G424		0		G425		138,000		G426		0		G427		260,000	15.b.(1)
(2) Cash—Other currencies.....	G428		143,000		G429		0		G430		27,000		G431		0		G432		6,000	15.b.(2)
(3) U.S. Treasury securities.....	G433		80,000		G434		82,000		G435		20,000		G436		4,000		G437		21,000	15.b.(3)
(4) U.S. government agency and U.S. government-sponsored agency debt securities.....	G438		654,000		G439		0		G440		52,000		G441		0		G442		162,000	15.b.(4)
(5) Corporate bonds.....	G443		0		G444		0		G445		0		G446		0		G447		0	15.b.(5)
(6) Equity securities.....	G448		0		G449		0		G450		0		G451		0		G452		0	15.b.(6)
(7) All other collateral.....	G453		119,000		G454		0		G455		0		G456		0		G457		10,000	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)).....	G458		1,673,000		G459		82,000		G460		237,000		G461		4,000		G462		459,000	15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2010.



Schedule HC-M—Memoranda

	Dollar Amounts in Thousands		BHCK	Bil	Mil	Thou	
1. Total number of bank holding company common shares outstanding.....	NUMBER (UNROUNDED)						1.
	3459	1,209,674,607					
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				283,000		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				622,000		3.
4. Other assets acquired in satisfaction of debts previously contracted.....	6557				0		4.
5. Securities purchased under agreements to resell <b>offset</b> against securities sold under agreements to repurchase on Schedule HC.....	A288				0		5.
6. <b>Assets covered by loss-sharing agreements with the FDIC:</b>							
a. <b>Loans and leases (included in Schedule HC, items 4.a and 4.b):</b>							
(1) <b>Loans secured by real estate in domestic offices:</b>							
(a) <b>Construction, land development, and other land loans:</b>	BHDM						
(1) <b>1–4 family residential construction loans</b> .....	K169				0		6.a.(1)(a)(1)
(2) <b>Other construction loans and all land development and other land loans</b> .....	K170				0		6.a.(1)(a)(2)
(b) <b>Secured by farmland</b> .....	K171				0		6.a.(1)(b)
(c) <b>Secured by 1–4 family residential properties:</b>							
(1) <b>Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit</b> .....	K172				0		6.a.(1)(c)(1)
(2) <b>Closed-end loans secured by 1–4 family residential properties:</b>							
(a) <b>Secured by first liens</b> .....	K173				0		6.a.(1)(c)(2)(a)
(b) <b>Secured by junior liens</b> .....	K174				0		6.a.(1)(c)(2)(b)
(d) <b>Secured by multifamily (5 or more) residential properties</b> .....	K175				0		6.a.(1)(d)
(e) <b>Secured by nonfarm nonresidential properties:</b>							
(1) <b>Loans secured by owner-occupied nonfarm nonresidential properties</b> .....	K176				0		6.a.(1)(e)(1)
(2) <b>Loans secured by other nonfarm nonresidential properties</b> .....	K177				0		6.a.(1)(e)(2)
(2) <b>Loans to finance agricultural production and other loans to farmers</b> .....	BHCK						
(3) <b>Commercial and industrial loans</b> .....	K178				0		6.a.(2)
(4) <b>Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>							
(a) <b>Credit cards</b> .....	K179				0		6.a.(3)
(b) <b>Automobile loans</b> .....							
(c) <b>Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)</b> .....	K180				0		6.a.(4)(a)
(d) <b>Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)</b> .....	K181				0		6.a.(4)(b)
(e) <b>Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)</b> .....							
(f) <b>Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)</b> .....	K182				0		6.a.(4)(c)
(5) <b>All other loans and leases</b> .....	K183				0		6.a.(5)
<i>Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</i>							
(a) <b>Loans to depository institutions and acceptances of other banks</b> .....	K184				0		6.a.(5)(a)
(b) <b>Loans to foreign governments and official institutions</b> .....	K185				0		6.a.(5)(b)
(c) <b>Other loans<sup>1</sup></b> .....	K186				0		6.a.(5)(c)
(d) <b>Lease financing receivables</b> .....	K273				0		6.a.(5)(d)
b. <b>Other real estate owned (included in Schedule HC, item 7):</b>	BHDM						
(1) <b>Construction, land development, and other land in domestic offices</b> .....	K187				0		6.b.(1)
(2) <b>Farmland in domestic offices</b> .....	K188				0		6.b.(2)
(3) <b>1–4 family residential properties in domestic offices</b> .....	K189				0		6.b.(3)
(4) <b>Multifamily (5 or more) residential properties in domestic offices</b> .....	K190				0		6.b.(4)
(5) <b>Nonfarm nonresidential properties in domestic offices</b> .....	K191				0		6.b.(5)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-M—Continued

		Dollar Amounts in Thousands				
		BHFN	Bil	Mil	Thou	
6.	b. (6) In foreign offices.....	K260			0	6.b.(6)
	(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements.....	BHCK				
		K192			0	6.b.(7)
	c. Debt securities (included in Schedule HC, items 2.a and 2.b).....	J461			0	6.c
	d. Other assets (exclude FDIC loss-sharing indemnification assets).....	J462			0	6.d.
7.	Captive insurance and reinsurance subsidiaries:					
	a. Total assets of captive insurance subsidiaries <sup>1</sup> .....	K193		1,423,000		7.a.
	b. Total assets of captive reinsurance subsidiaries <sup>1</sup> .....	K194			0	7.b.
8.	Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no).....	BHCK				
		C251			1	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 "1" for yes; enter "0" for no).....	BHCK				
		6689			0	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 (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this questions is no, complete the FR Y-10.....	BHCK				
		6416			1	11.

TEXT

6428 John A. Park

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

Area Code and Phone Number (TEXT 9009)

		BHCK	Bil	Mil	Thou	
12.	Intangible assets other than goodwill:					
	a. Mortgage servicing assets.....	3164			0	12.a.
	(1) Estimated fair value of mortgage servicing assets.....	6438		3,000		12.a.(1)
	b. Purchased credit card relationships and nonmortgage servicing assets.....	B026			0	12.b.
	c. All other identifiable intangible assets.....	5507		5,152,000		12.c.
		bhct				
	d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b).....	0426		5,152,000		12.d.
13.	Other real estate owned.....	2150		21,000		13.
14.	Other borrowed money:	BHCK				
	a. Commercial paper.....	2309		11,000		14.a.
	b. Other borrowed money with a remaining maturity of one year or less.....	2332		8,691,000		14.b.
	c. Other borrowed money with a remaining maturity of more than one year.....	2333		14,652,000		14.c.
		bhct				
	d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16).....	3190		23,354,000		14.d.
15.	Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no).....	BHCK				
		B569			1	15.
16.	Assets under management in proprietary mutual funds and annuities.....	BHCK	Bil	Mil	Thou	
		B570		308,771,000		16.

1. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting bank holding company.

**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 "1" for yes; enter "0" for no)..... 

BHCK	
C161	1

 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 "1" for yes; enter "0" for no)..... 

BHCK	
C159	1

 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 "1" for yes; enter "0" for no)..... 

BHCK	
C700	0

 19.a.

b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no)..... 

C701	0
------	---

 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		2,261,000		20.a.
b. Balances due from related institutions:					
(1) Due from the bank holding company (parent company only), gross.....	4832		0		20.b.(1)
(2) Due from subsidiary banks of the bank holding company, gross.....	4833		53,000		20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834		9,000		20.b.(3)
c. Balances due to related institutions:					
(1) Due to bank holding company (parent company only), gross.....	5041		50,000		20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross.....	5043		20,000		20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045		201,000		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		50,000		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		78,000		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:// www.bnymellon.com

22.

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
<i>Memoranda items 23 and 24 are to be completed by all bank holding companies.</i>						
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		5,261,000		23.b.
24.	Issuances associated with the U.S. Department of Treasury Capital Purchase Program:					
	a. Senior perpetual preferred stock or similar items.....	G234			0	24.a.
	b. Warrants to purchase common stock or similar items.....	G235			0	24.b.

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

	(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													
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans.....	F172			0	F174			0	F176			0	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173			37,000	F175			0	F177			61,000	1.a.(2)
b. Secured by farmland in domestic offices.....	3493			0	3494			0	3495			0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:													
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5398			0	5399			1,000	5400			10,000	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:													
(a) Secured by first liens.....	C236			58,000	C237			13,000	C229			209,000	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			72,000	3500			0	3501			6,000	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	F178			0	F180			0	F182			0	1.e.(1)
(2) Loans secured by other nonfarm non-residential properties.....	F179			11,000	F181			0	F183			52,000	1.e.(2)
f. In foreign offices.....	B572			8,000	B573			0	B574			2,000	1.f.
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			35,000	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			14,000	1607			0	1608			38,000	4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards.....	B575			0	B576			0	B577			0	5.a.
b. <b>Automobile loans</b> .....	K213			0	K214			0	K215			0	5.b.
c. <b>Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)</b> .....	K216			20,000	K217			0	K218			1,000	5.c.
6. Loans to foreign governments and official institutions.....	5389			0	5390			0	5391			0	6.
7. All other loans.....	5459			114,000	5460			0	5461			55,000	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.

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.

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													
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505		6,000		3506		5,000		3507		101,000		9.
10. TOTAL (sum of items 1 through 9).....	5524		375,000		5525		19,000		5526		535,000		10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC).....	K036		0		K037		0		K038		0		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above.....	K039		0		K040		0		K041		0		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	K042		0		K043		0		K044		0		11.b.
12. Loans and leases reported in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate in domestic offices:													
(1) Construction, land development, and other land loans:													
(a) 1-4 family residential construction loans.....	BHDM				BHDM				BHDM				
(b) Other construction loans and all land development and other land loans.....	K045		0		K046		0		K047		0		12.a.(1)(a)
(b) Other construction loans and all land development and other land loans.....	K048		0		K049		0		K050		0		12.a.(1)(b)
(2) Secured by farmland.....	K051		0		K052		0		K053		0		12.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.....	K054		0		K055		0		K056		0		12.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:													
(1) Secured by first liens.....	K057		0		K058		0		K059		0		12.a.(3)(b)(1)
(2) Secured by junior liens.....	K060		0		K061		0		K062		0		12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties.....	K063		0		K064		0		K065		0		12.a.(4)
(5) Secured by nonfarm nonresidential properties:													
(a) Loans secured by owner-occupied nonfarm nonresidential properties.....	K066		0		K067		0		K068		0		12.a.(5)(a)
(b) Loans secured by other nonfarm nonresidential properties.....	K069		0		K070		0		K071		0		12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers.....	BHCK				BHCK				BHCK				12.b.
c. Commercial and industrial loans.....	K072		0		K073		0		K074		0		12.c.
	K075		0		K076		0		K077		0		

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													
12. d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):													
(1) Credit cards.....	K078			0	K079			0	K080			0	12.d.(1)
(2) Automobile loans.....	K081			0	K082			0	K083			0	12.d.(2)
(3) Other consumer loans.....	K084			0	K085			0	K086			0	12.d.(3)
e. All other loans and leases.....	K087			0	K088			0	K089			0	12.e.
<i>Itemize the past due and nonaccrual amounts included in item 12.e above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>													
(1) Loans to depository institutions and acceptances of other banks.....	K091			0	K092			0	K093			0	12.e.(1)
(2) Loans to foreign governments and official institutions.....	K095			0	K096			0	K097			0	12.e.(2)
(3) Other loans <sup>1</sup> .....	K099			0	K100			0	K101			0	12.e.(3)
(4) Lease financing receivables.....	K269			0	K271			0	K272			0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements.....	K102			0	K103			0	K104			0	12.f.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

MEMORANDA

	(Column A)				(Column B)				(Column C)				
	BHDM	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
Dollar Amounts in Thousands													
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1-4 family residential construction loans.....	K105			0	K106			0	K107			0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans.....	K108			0	K109			0	K110			29,000	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices.....	BHCK			0	BHCK			0	BHCK			20,000	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices.....	BHDM			0	BHDM			0	BHDM			3,000	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	K114			0	K115			0	K116			0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K117			0	K118			0	K119			17,000	M.1.d.(2)

Schedule HC-N—Continued

MEMORANDA—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands													
1. e. Commercial and industrial loans:													
(1) To U.S. addressees (domicile).....	K120			0	K121			0	K122			2,000	M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K123			0	K124			0	K125			0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....	K126			0	K127			0	K128			24,000	M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>													
(1) Loans secured by farmland in domestic offices.....	BHDM			0	BHDM			0	BHDM			0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks.....	BHCK			0	BHCK			0	BHCK			0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers.....	K138			0	K139			0	K140			0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:													
(a) Credit cards.....	K274			0	K275			0	K276			0	M.1.f.(4)(a)
(b) Automobile loans.....	K277			0	K278			0	K279			0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K280			0	K281			0	K282			0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions.....	K283			0	K284			0	K285			0	M.1.f.(5)
(6) Other loans <sup>1</sup> .....	K286			0	K287			0	K288			24,000	M.1.f.(6)
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			3,000	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees.....	3508			0	1912			0	1913			0	M.3.
4. Not applicable													
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)													
a. Loans and leases held for sale.....	C240			1,000	C241			1,000	C226			105,000	M.5.a
b. Loans measured at fair value:													
(1) Fair value.....	F664			1,000	F665			1,000	F666			0	M.5.b.(1)
(2) Unpaid principal balance.....	F667			2,000	F668			2,000	F669			0	M.5.b.(2)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.



**Schedule HC-N—Continued**

MEMORANDA—Continued

*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).*

	Dollar Amounts in Thousands								
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
6. Derivative contracts:									
Fair value of amounts carried as assets.....	3529			1,000	3530			0	M.6.

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
7. Additions to nonaccrual assets during the quarter.....	C410			68,000	M.7.
8. Nonaccrual assets sold during the quarter.....	C411			20,000	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 assets<sup>1</sup> 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 resale<sup>2</sup> from all sources, loan sales, or quarter-end loans held for sale **or trading** 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: <sup>2</sup>				
a. Closed-end first liens.....	F066			0
b. Closed-end junior liens.....	F067			0
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit.....	F670			0
(2) Principal amount funded under the lines of credit.....	F671			0
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: <sup>2</sup>	BHCK			
a. Closed-end first liens.....	F068			0
b. Closed-end junior liens.....	F069			0
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit.....	F672			0
(2) Principal amount funded under the lines of credit.....	F673			0
3. 1-4 family residential mortgages sold during the quarter:	BHCK			
a. Closed-end first liens.....	F070			0
b. Closed-end junior liens.....	F071			0
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit.....	F674			0
(2) Principal amount funded under the lines of credit.....	F675			0
4. 1-4 family residential mortgages held for sale <b>or trading</b> at quarter-end (included in Schedule HC, items 4.a and 5):	BHCK			
a. Closed-end first liens.....	F072			0
b. Closed-end junior liens.....	F073			0
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit.....	F676			0
(2) Principal amount funded under the lines of credit.....	F677			0
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):	BHCK			
a. Closed-end 1-4 family residential mortgage loans.....	F184			0
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	BHDM			
(1) Total commitment under the lines of credit.....	F560			0
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:				
a. Closed-end first liens.....	F678			0
b. Closed-end junior liens.....	F679			0
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit.....	F680			0
(2) Principal amount funded under the lines of credit.....	F681			0

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

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

**Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis**

Schedule HC-Q is to be completed by all bank holding companies.

	Dollar Amounts in Thousands																			
	(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				
	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
<b>ASSETS</b>	<b>bhcy</b>																			
1. Available-for-sale securities.....	1773	78,238,000		G474			0	G475	20,172,000			G476	58,018,000			G477			48,000	1.
2. Federal funds sold and securities purchased under agreements to resell.....	<b>BHCK</b>																			
	G478		0	G479			0	G480			0	G481			0	G482			0	2.
3. Loans and leases held for sale.....	G483		10,000	G484			0	G485			0	G486			10,000	G487			0	3.
4. Loans and leases held for investment.....	G488		228,000	G489			0	G490			0	G491			228,000	G492			0	4.
5. Trading assets:	<b>bhct</b>																			
a. Derivative assets.....	3543		5,658,000	G493			26,047,000	G494			4,774,000	G495			26,834,000	G496			97,000	5.a.
	<b>BHCK</b>																			
b. Other trading assets.....	G497		12,955,000	G498			0	G499			808,000	G500			12,084,000	G501			63,000	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above).....	F240			F684			0	F692			0	F241			0	F242			0	5.b.(1)
6. All other assets.....	G391		2,003,000	G392			0	G395			684,000	G396			1,162,000	G804			157,000	6.
7. Total assets measured at fair value on a recurring basis.....	G502		99,092,000	G503			26,047,000	G504			26,438,000	G505			98,336,000	G506			365,000	7.
<b>LIABILITIES</b>																				
8. Deposits.....	F252			F686			0	F694			0	F253			0	F254			0	8.
9. Federal funds purchased and securities sold under agreements to repurchase.....	G507			G508			0	G509			0	G510			0	G511			0	9.
10. Trading liabilities:	<b>bhct</b>																			
a. Derivative liabilities.....	3547		7,116,000	G512			25,009,000	G513			4,366,000	G514			27,445,000	G515			314,000	10.a.
	<b>BHCK</b>																			
b. Other trading liabilities.....	G516		955,000	G517			0	G518			418,000	G519			537,000	G520			0	10.b.
11. Other borrowed money.....	G521		326,000	G522			0	G523			0	G524			326,000	G525			0	11.
12. Subordinated notes and debentures.....	G526			G527			0	G528			0	G529			0	G530			0	12.
13. All other liabilities.....	G805		10,467,000	G806			0	G807			16,000	G808			10,451,000	G809			0	13.
14. Total liabilities measured at fair value on a recurring basis.....	G531		18,864,000	G532			25,009,000	G533			4,800,000	G534			38,759,000	G535			314,000	14.

Schedule HC-Q—Continued

	(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			
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
	Dollar Amounts in Thousands																			
<b>Memoranda</b>																				
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):																				
a.	Mortgage servicing assets.....	G536		0	G537		0	G538		0	G539		0	G540		0	M.1.a.			
b.	Nontrading derivative assets.....	G541		966,000	G542		0	G543		0	G544		966,000	G545		0	M.1.b.			
c.	<small>BHTX</small> G546	G546		0	G547		0	G548		0	G549		0	G550		0	M.1.c.			
d.	<small>BHTX</small> G551	G551		0	G552		0	G553		0	G554		0	G555		0	M.1.d.			
e.	<small>BHTX</small> G556	G556		0	G557		0	G558		0	G559		0	G560		0	M.1.e.			
f.	<small>BHTX</small> G561	G561		0	G562		0	G563		0	G564		0	G565		0	M.1.f.			
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):																				
a.	Loan commitments (not accounted for as derivatives).....	F261		0	F689		0	F697		0	F262		0	F263		0	M.2.a.			
b.	Nontrading derivative liabilities.....	G566		0	G567		0	G568		0	G569		0	G570		0	M.2.b.			
c.	<small>BHTX</small> G571 VIE Obligations	G571		10,083,000	G572		0	G573		0	G574		10,083,000	G575		0	M.2.c.			
d.	<small>BHTX</small> G576	G576		0	G577		0	G578		0	G579		0	G580		0	M.2.d.			
e.	<small>BHTX</small> G581	G581		0	G582		0	G583		0	G584		0	G585		0	M.2.e.			
f.	<small>BHTX</small> G586	G586		0	G587		0	G588		0	G589		0	G590		0	M.2.f.			

**Schedule HC-R—Regulatory Capital**

This schedule is to be submitted on a consolidated basis.

	Dollar Amounts in Thousands			
	BHCK	Bil	Mil	Thou
<b>Tier 1 capital</b>				
1. Total bank holding company equity capital (from Schedule HC, item 27.a).....	3210		33,417,000	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value).....	BHCK		450,000	2.
3. LESS: Net unrealized loss on available-for-sale equity securities <sup>1</sup> (report loss as a positive value).....	A221		0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value).....	4336		(1,427,000)	4.
5. LESS: Nonqualifying perpetual preferred stock.....	B588		0	5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries.....	G214		0	6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) <sup>2</sup> .....	G215		1,659,000	6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies.....	G216		0	6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets.....	B590		20,630,000	7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value).....	F264		0	7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b).....	C227		15,423,000	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		(33,000)	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b).....	8274		15,390,000	11.
<b>Tier 2 capital</b>				
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements <sup>2</sup> (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.....	G217		1,545,000	12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital.....	G218		0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital.....	5310		497,000	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....	2221		2,000	15.
16. Other Tier 2 capital components.....	B594		0	16.
17. Tier 2 capital (sum of items 12 through 16).....	5311		2,044,000	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17).....	8275		2,044,000	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		17,434,000	21.
<b>Total assets for leverage ratio</b>				
22. Average total assets (from Schedule HC-K, item 5).....	3368		315,136,000	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above).....	B590		20,630,000	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		(1,978,000)	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26).....	A224		296,484,000	27.
28.-30. Not applicable				
	BHCK	Percentage		
<b>Capital ratios</b>				
31. Tier 1 leverage ratio (item 11 divided by item 27).....	7204		5.19%	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62).....	7206		15.05%	32.
33. Total risk-based capital ratio (item 21 divided by item 62).....	7205		17.05%	33.

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

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

Schedule HC-R—Continued

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

	Dollar Amounts in Thousands																	
	(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			Allocation by Risk Weight Category						C000 (Column F)					
							0%		20%		50%		100%					
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil			Thou	
			BHCE			BHC0		BHC2		BHC5		BHC9						
<b>Balance Sheet Asset Categories</b>																		
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			0			90,376,000		40,722,000				0		34.			
	bhcx 1754																	
35. Held-to-maturity securities.....	3,521,000			(23,000)			918,000		2,105,000		318,000		203,000		35.			
	bhcx 1773																	
36. Available-for-sale securities.....	78,238,000			197,000			30,564,000		35,784,000		3,098,000		8,595,000		36.			
37. Federal funds sold and securities purchased under agreements to resell.....	BHCK C225						3,749,000		761,000				0		37.			
	bhct 5369																	
38. Loans and leases held for sale.....	124,000			0			0		0		0		124,000		38.			
	bhct B528																	
39. Loans and leases, net of unearned income.....	44,145,000			3,879,000			2,716,000		11,006,000		5,683,000		20,861,000		39.			
	bhcx 3123																	
40. LESS: Allowance for loan and lease losses.....	395,000			395,000											40.			
	bhcx 3545																	
41. Trading assets.....	18,613,000			18,613,000			0		0		0		0		41.			
	BHCK B639																	
42. All other assets <sup>1</sup> .....	45,939,000			18,237,000			3,336,000		86,000		7,000		24,273,000		42.			
	bhct 2170																	
43. Total assets (sum of items 34 through 42).....	325,793,000			40,508,000			131,659,000		90,464,000		9,106,000		54,056,000		43.			

1. Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, direct and indirect investments in real estate ventures, intangible assets, and other assets.

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount <sup>1</sup>			(Column C) (Column D) (Column E) (Column F) Allocation by Risk Weight Category												
								0%			20%			50%			100%			
	Bil	Mil	Thou		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
	Dollar Amounts in Thousands																			
<b>Derivatives and Off-Balance Sheet Items</b>	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9			
44. Financial standby letters of credit.....	7,222,000			1.00 or 12.5 <sup>2</sup>	7,222,000			327,000			1,948,000			0			4,947,000			44.
45. Performance standby letters of credit.....	bhct 6570																			
45. Performance standby letters of credit.....	710,000			.50	355,000			34,000			19,000			0			302,000			45.
46. Commercial and similar letters of credit.....	bhct 3411																			
46. Commercial and similar letters of credit.....	440,000			.20	88,000			0			0			0			88,000			46.
47. Risk participations in bankers acceptances acquired by the reporting institution.....	BHCK 3429																			
47. Risk participations in bankers acceptances acquired by the reporting institution.....	0			1.00	0			0			0			0			0			47.
48. Securities lent.....	bhct 3433																			
48. Securities lent.....	270,346,000			1.00	270,346,000			269,464,000			882,000			0			0			48.
49. Retained recourse on small business obligations sold with recourse.....	bhct A250																			
49. Retained recourse on small business obligations sold with recourse.....	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																			
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.....	105,920			12.5 <sup>3</sup>	1,324,000												1,324,000			50.
51. All other financial assets sold with recourse.....	BHCK B675																			
51. All other financial assets sold with recourse.....	0			1.00	0			0			0			0			0			51.
52. All other off-balance sheet liabilities.....	BHCK B681																			
52. All other off-balance sheet liabilities.....	660,000			1.00	660,000			0			0			0			660,000			52.
53. Unused commitments:																				
53.a. With an original maturity exceeding one year.....	BHCK 6572																			
53.a. With an original maturity exceeding one year.....	21,818,000			.50	10,909,000			0			220,000			0			10,689,000			53.a.
53.b. With an original maturity of one year or less to asset-backed commercial paper conduits.....	BHCK G591																			
53.b. With an original maturity of one year or less to asset-backed commercial paper conduits.....	0			.10	0			0			0			0			0			53.b.
54. Derivative contracts.....					BHCE A167															
54. Derivative contracts.....					12,635,000			765,000			4,872,000			6,998,000						54.

1. Column A multiplied by credit conversion factor.

2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-specific factor.

Schedule HC-R—Continued

Dollar Amounts in Thousands

	(Column C)			(Column D)			(Column E)			(Column F)			
	Allocation by Risk Weight Category												
	0%			20%			50%			100%			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
<b>Totals</b>													
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....	BHCK B696			BHCK B697			BHCK B698			BHCK B699			55.
	402,249,000			98,405,000			16,104,000			72,066,000			
56. Risk weight factor.....	x 0%			x 20 %			x 50%			x 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			19,681,000			8,052,000			72,066,000			
58. Market risk equivalent assets.....										BHCK 1651			58.
										2,456,000			
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.
										102,255,000			
60. LESS: Excess allowance for loan and lease losses.....										BHCK A222			60.
										0			
61. LESS: Allocated transfer risk reserve.....										BHCK 3128			61.
										0			
62. Total risk-weighted assets (item 59 minus items 60 and 61).....										BHCK A223			62.
										102,255,000			



Schedule HC-R—Continued

MEMORANDA

		Dollar Amounts in Thousands				BHCK	Bil	Mil	Thou						
1.	Current credit exposure across all derivative contracts covered by the risk-based capital standards.....					8764		7,253,000		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				
2.	Notional principal amounts of derivative contracts: <sup>1</sup>														
a.	Interest rate contracts.....	3809		190,785,000			8766		250,954,000			8767		213,064,000	M.2.a.
b.	Foreign exchange contracts.....	3812		324,592,000			8769		9,030,000			8770		7,632,000	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		1,884,000			A001		224,000			A002		125,000	M.2.f.
g.	Credit derivative contracts:														
	Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:														
(1)	Investment grade.....	G597		155,000			G598		165,000			G599		0	M.2.g.(1)
(2)	Subinvestment grade.....	G600		10,000			G601		1,000			G602		0	M.2.g.(2)
		Dollar Amounts in Thousands				BHCK	Bil	Mil	Thou						
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.	Not applicable.														
c.	Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b).....	C498							0						M.3.c
d.	Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b).....	A507							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 26.c).....	2771							0						M.4.
5.	Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):														
a.	In the form of perpetual preferred stock.....	5483							0						M.5.a.
b.	In the form of common stock.....	5484							965,000						M.5.b.

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

**Schedule HC-R—Continued**

MEMORANDA—Continued

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
6.	Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58).....	F031		912,000		M.6.
7.	Not applicable					
8.	Restricted core capital elements included in Tier 1 capital:					
a.	Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b).....	G219		0		M.8.a.
b.	Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b).....	G220		0		M.8.b.
c.	Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a).....	5990		0		M.8.c.
d.	Qualifying trust preferred securities <sup>2</sup> (included in Schedule HC, item 19.b).....	C502		1,659,000		M.8.d.
9.	Goodwill net of any associated deferred tax liability.....	G221		16,938,000		M.9.
10.	Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability).....	BHCK	Percentage			M.10.
		G222		8.68%		

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-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		450,000		M.2.b.
c. Other financial assets <sup>1</sup> .....	A591			0	M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans).....	F699			0	M.2.d.
3. Asset-backed commercial paper conduits:					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company.....	B806			0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions.....	B807			0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company.....	B808			0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions.....	B809		275,000		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) <sup>2</sup> .....	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).

Schedule HC-V—Variable Interest Entities

	(Column A) Securitization Vehicles				(Column B) ABCP Conduits				(Column C) Other VIEs				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands													
<b>1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:</b>													
<b>a. Cash and balances due from depository institutions.....</b>	J981			0	J982			0	J983			432,000	1.a.
<b>b. Held-to-maturity securities.....</b>	J984			0	J985			0	J986			0	1.b.
<b>c. Available-for-sale securities.....</b>	J987			478,000	J988			0	J989			0	1.c.
<b>d. Securities purchased under agreements to resell.....</b>	J990			0	J991			0	J992			0	1.d.
<b>e. Loans and leases held for sale.....</b>	J993			0	J994			0	J995			0	1.e.
<b>f. Loans and leases, net of unearned income.....</b>	J996			0	J997			0	J998			0	1.f.
<b>g. Less: Allowance for loan and lease losses.....</b>	J999			0	K001			0	K002			0	1.g.
<b>h. Trading assets (other than derivatives).....</b>	K003			0	K004			0	K005			10,752,000	1.h.
<b>i. Derivative trading assets.....</b>	K006			0	K007			0	K008			0	1.i.
<b>j. Other real estate owned.....</b>	K009			0	K010			0	K011			0	1.j.
<b>k. Other assets.....</b>	K012			0	K013			0	K014			166,000	1.k.
<b>2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank holding company:</b>													
<b>a. Securities sold under agreements to repurchase.....</b>	K015			0	K016			0	K017			0	2.a.
<b>b. Derivative trading liabilities.....</b>	K018			0	K019			0	K020			0	2.b.
<b>c. Commercial paper.....</b>	K021			0	K022			0	K023			0	2.c.
<b>d. Other borrowed money (exclude commercial paper).....</b>	K024			442,000	K025			0	K026			0	2.d.
<b>e. Other liabilities.....</b>	K027			0	K028			0	K029			10,087,000	2.e.
<b>3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above).....</b>	K030			0	K031			0	K032			0	3.
<b>4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above).....</b>	K033			0	K034			0	K035			0	4.

**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						0	1.
2. Average earning assets.....	3402						0	2.
3. Average total consolidated assets.....	3368						0	3.
4. Average equity capital.....	3519						0	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.		<b>Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)</b>							
				K141			0	1.	
2.	5357			5357			0	2.	
3.	5358			5358			0	3.	
4.	5359			5359			0	4.	
5.	5360			5360			0	5.	
6.	B027			B027			0	6.	

Notes to the Balance Sheet—Other, Continued

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



**FRY9C: Explanatory Notes**

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