

Board of Governors of the Federal Reserve System



Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

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

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

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

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

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

Date of Report:

June 30, 2011

Month / Date / Year (BHCK 9999)

Thomas P. Gibbons

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

The Bank of New York Mellon Corporation

Legal Title of Bank Holding Company (TEXT 9010)

Signature of Chief Financial Officer (or Equivalent)

1 Wall Street

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT9110)

08/09/2011

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

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 (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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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.

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		73,000		5.i.
j.	Net gains (losses) on sales of other real estate owned.....	8561		0		5.j.
k.	Net gains (losses) on sales of other assets (excluding securities).....	B496		0		5.k.
l.	Other noninterest income ³	B497		420,000		5.l.
m.	Total noninterest income (sum of items 5.a through 5.l).....	4079		5,993,000		5.m.
6. a.	Realized gains (losses) on held-to-maturity securities.....	3521		0		6.a.
b.	Realized gains (losses) on available-for-sale securities.....	3196		53,000		6.b.
7.	Noninterest expense:					
a.	Salaries and employee benefits.....	4135		2,899,000		7.a.
b.	Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217		481,000		7.b.
c.	(1) Goodwill impairment losses.....	C216		0		7.c.(1)
	(2) Amortization expense and impairment losses for other intangible assets.....	C232		216,000		7.c.(2)
d.	Other noninterest expense ⁴	4092		1,917,000		7.d.
e.	Total noninterest expense (sum of items 7.a through 7.d).....	4093		5,513,000		7.e.
8.	Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e).....	4301		1,983,000		8.
9.	Applicable income taxes (foreign and domestic).....	4302		556,000		9.
10.	Income (loss) before extraordinary items and other adjustments (item 8 minus item 9).....	4300		1,427,000		10.
11.	Extraordinary items and other adjustments, net of income taxes ⁵	4320		0		11.
12.	Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104		1,427,000		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		67,000		13.
14.	Net income (loss) attributable to bank holding company (item 12 minus item 13).....	4340		1,360,000		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		1,439,000		M.1.
2.	Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592		1,994,000		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		13,000		M.4.
5.	Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			
		4150		48,900		M.5.
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		79,000		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.
i.	TEXT					
	8562 Investment Income	8562			37,000	M.6.i.
j.	TEXT					
	8563 Funds Transfer Fees	8563			40,000	M.6.j.
k.	TEXT					
	8564 Standby L/C Fees	8564			28,000	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			210,000	M.7.f.
g.	FDIC deposit insurance assessments.....	4146			0	M.7.g.
h.	Accounting and auditing expenses.....	F556			0	M.7.h.
i.	Consulting and advisory expenses.....	F557			101,000	M.7.i.
j.	Automated teller machine (ATM) and interchange expenses.....	F558			0	M.7.j.
k.	Telecommunications expenses.....	F559			84,000	M.7.k.
l.	TEXT					
	8565 Purchased Services and Systems	8565			382,000	M.7.l.
m.	TEXT					
	8566 Software	8566			244,000	M.7.m.
n.	TEXT					
	8567 Sub-Custodian Charges	8567			156,000	M.7.n.
8.	Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):					
a. (1)	TEXT					
	3571	3571			0	M.8.a.(1)
(2)	Applicable income tax effect.....	BHCK 3572			0	M.8.a.(2)
b. (1)	TEXT					
	3573	3573			0	M.8.b.(1)
(2)	Applicable income tax effect.....	BHCK 3574			0	M.8.b.(2)
c. (1)	TEXT					
	3575	3575			0	M.8.c.(1)
(2)	Applicable income tax effect.....	BHCK 3576			0	M.8.c.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)					
<p><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></p>						
a.	Interest rate exposures.....	8757			57,000	M.9.a.
b.	Foreign exchange exposures.....	8758			358,000	M.9.b.
c.	Equity security and index exposures.....	8759			8,000	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	
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.¹					
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			6,000	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		(5,000)		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		(2,000)		M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading.....	C890		0		M.10.b.
11. Credit losses on derivatives (see instructions).....	A251		0		M.11.
Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		453,000		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		0		M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities.....	B983		0		M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no).....	BHCK				
	A530		0		M.13.

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets.....	F551		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		76,000		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		34,000		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes).....	J320		21,000		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		13,000		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 most recently reported 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		1,360,000		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		138,000		6.a.
b. Conversion or retirement of common stock.....	3580		0		6.b.
7. Sale of treasury stock.....	4782		1,000		7.
8. LESS: Purchase of treasury stock.....	4783		333,000		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		274,000		11.
12. Other comprehensive income ¹	B511		604,000		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		1,000		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).....	3210		33,851,000		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 ¹				(Column B) Recoveries					
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou		
Dollar Amounts in Thousands										
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)										
1. Loans secured by real estate:										
a. Construction, land development, and other land loans in domestic offices:										
(1) 1–4 family residential construction loans.....	C891		3,000		C892			0		1.a.(1)
(2) Other construction loans and all land development and other land loans.....	C893		0		C894			0		1.a.(2)
b. Secured by farmland in domestic offices.....	3584		0		3585			0		1.b.
c. Secured by 1–4 family residential properties in domestic offices:										
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5411		0		5412			0		1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:										
(a) Secured by first liens.....	C234		25,000		C217			1,000		1.c.(2)(a)
(b) Secured by junior liens.....	C235		0		C218			0		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		0		3589			0		1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:										
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	C895		0		C896			0		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	C897		0		C898			0		1.e.(2)
f. In foreign offices.....	B512		0		B513			0		1.f.
2. Loans to depository institutions and acceptances of other banks:										
a. To U.S. banks and other U.S. depository institutions.....	4653		0		4663			0		2.a.
b. To foreign banks.....	4654		0		4664			0		2.b.
3. Loans to finance agricultural production and other loans to farmers.....	4655		0		4665			0		3.
4. Commercial and industrial loans:										
a. To U.S. addressees (domicile).....	4645		5,000		4617			1,000		4.a.
b. To non-U.S. addressees (domicile).....	4646		6,000		4618			1,000		4.b.
5. Loans to individuals for household, family, and other personal expenditures:										
a. Credit cards.....	B514		0		B515			0		5.a.
b. Automobile loans	K129		0		K133			0		5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205		0		K206			0		5.c.
6. Loans to foreign governments and official institutions.....	4643		0		4627			0		6.
7. All other loans.....	4644		1,000		4628			2,000		7.
8. Lease financing receivables:										
a. Leases to individuals for household, family, and other personal expenditures.....	F185		0		F187			0		8.a.
b. All other leases.....	C880		0		F188			0		8.b.
9. Total (sum of items 1 through 8).....	4635		40,000		4605			5,000		9.

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

Schedule HI-B—Continued

MEMORANDA

	(Column A) Charge-offs ¹				(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	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....	4652			0	4662			0	M.2.

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

	Calendar year-to-date				
	BHCK	Bil	Mil	Thou	
	3. 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			

II. Changes in allowance for loan and lease losses	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522			498,000	1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, Column B, above).....	bhct				
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			5,000	2.
4. Less: Write-downs arising from transfers of loans to a held-for sale account.....	C079			40,000	3.
5. Provision for loan and lease losses (must equal Schedule HI, item 4).....	5523			0	4.
6. Adjustments (see instructions for this schedule).....	bhct				
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c).....	4230			(21,000)	5.
	BHCK				
	C233			0	6.
	bhct				
	3123			442,000	7.

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

Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7.....	C435			0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	C389			0	M.2.
3. Amount of allowance for loan 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>Memorandum 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			1,350

Notes to the Income Statement—Other

TEXT	Dollar Amounts in Thousands		BHCK	Bil	Mil	Thou
1. 5351						
	5351					1.
2. 5352						
	5352					2.
3. 5353						
	5353					3.
4. 5354						
	5354					4.
5. 5355						
	5355					5.
6. B042						
	B042					6.
7. B043						
	B043					7.
8. B044						
	B044					8.
9. B045						
	B045					9.
10. B046						
	B046					10.

Notes to the Income Statement—Other, Continued

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

For Federal Reserve Bank Use Only

C.I. | _____ |

The Bank of New York Mellon Corporation

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding CompaniesReport at the close of business **June 30, 2011****Schedule HC—Consolidated Balance Sheet**

		Dollar Amounts in Thousands		BHCK	Bil	Mil	Thou	
ASSETS								
1.	Cash and balances due from depository institutions:							
a.	Noninterest-bearing balances and currency and coin ¹	0081				6,232,000		1.a.
b.	Interest-bearing balances: ²							
(1)	In U.S. offices	0395				56,128,000		1.b.(1)
(2)	In foreign offices, Edge and Agreement subsidiaries, and IBFs	0397				60,357,000		1.b.(2)
2.	Securities:							
a.	Held-to-maturity securities (from Schedule HC-B, column A)	1754				4,082,000		2.a.
b.	Available-for-sale securities (from Schedule HC-B, column D)	1773				64,319,000		2.b.
3.	Federal funds sold and securities purchased under agreements to resell:							
a.	Federal funds sold in domestic offices	BHDM	B987			38,000		3.a.
b.	Securities purchased under agreements to resell ³	BHCK	B989			5,011,000		3.b.
4.	Loans and lease financing receivables:							
a.	Loans and leases held for sale			5369		205,000		4.a.
b.	Loans and leases, net of unearned income	B528				42,254,000		4.b.
c.	LESS: Allowance for loan and lease losses	3123				442,000		4.c.
d.	Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529				41,812,000		4.d.
5.	Trading assets (from Schedule HC-D)	3545				19,433,000		5.
6.	Premises and fixed assets (including capitalized leases)	2145				1,729,000		6.
7.	Other real estate owned (from Schedule HC-M)	2150				13,000		7.
8.	Investments in unconsolidated subsidiaries and associated companies	2130				1,626,000		8.
9.	Direct and indirect investments in real estate ventures	3656				0		9.
10.	Intangible assets:							
a.	Goodwill	3163				18,191,000		10.a.
b.	Other intangible assets (from Schedule HC-M)	0426				5,514,000		10.b.
11.	Other assets (from Schedule HC-F)	2160				20,262,000		11.
12.	Total assets (sum of items 1 through 11)	2170				304,952,000		12.

1. Includes cash items in process of collection and unposted debits.

2. Includes time certificates of deposit not held for trading.

3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

Dollar Amounts in Thousands

	BHDM	Bil	Mil	Thou	
LIABILITIES					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631		66,658,000		13.a.(1)
(2) Interest-bearing.....	6636		44,306,000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN				
(1) Noninterest-bearing.....	6631		2,140,000		13.b.(1)
(2) Interest-bearing.....	6636		85,005,000		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices ²	B993		213,000		14.a.
b. Securities sold under agreements to repurchase ³	BHCK				
b. Securities sold under agreements to repurchase ³	B995		7,359,000		14.b.
15. Trading liabilities (from Schedule HC-D).....	3548		6,879,000		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....	3190		19,407,000		16.
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures ⁴	4062		3,121,000		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities.....	C699		1,697,000		19.b.
20. Other liabilities (from Schedule HC-G).....	2750		33,444,000		20.
21. Total liabilities (sum of items 13 through 20).....	2948		270,229,000		21.
22. Not applicable					
EQUITY CAPITAL					
Bank Holding Company Equity Capital					
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		23,038,000		25.
26. a. Retained earnings.....	3247		11,977,000		26.a.
b. Accumulated other comprehensive income ⁵	B530		(751,000)		26.b.
c. Other equity capital components ⁶	A130		(425,000)		26.c.
27. a. Total bank holding company equity capital (sum of items 23 through 26.c).....	3210		33,851,000		27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries.....	3000		872,000		27.b.
28. Total equity capital (sum of items 27.a and 27.b).....	G105		34,723,000		28.
29. Total liabilities and equity capital (sum of items 21 and 28).....	3300		304,952,000		29.

1. Includes total demand deposits and noninterest-bearing time and savings deposits.
 2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."
 3. Includes all securities 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	0

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.

- | | |
|--|---|
| <p>a. _____</p> <p>(1) Name of External Auditing Firm (TEXT C703)</p> <p>_____</p> <p>(2) City (TEXT C708)</p> <p>_____</p> <p>(3) State Abbrev. (TEXT C714)</p> | <p>b. _____</p> <p>(1) Name of Engagement Partner (TEXT C704)</p> <p>_____</p> <p>(2) E-mail Address (TEXT C705)</p> <p>_____</p> <p>(4) Zip Code (TEXT C715)</p> |
|--|---|

7. 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	Thou	BHCK	Bil Mil Thou	Thou	BHCK	Bil Mil Thou	Thou	BHCK	Bil Mil Thou	Thou	
Dollar Amounts in Thousands													
1. U.S. Treasury securities.....	0211		465,000	0213		468,000	1286		12,722,000	1287		12,822,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):													
a. Issued by U.S. government agencies ¹	1289		0	1290		0	1291		0	1293		0	2.a.
b. Issued by U.S. government-sponsored agencies ²	1294		0	1295		0	1297		1,099,000	1298		1,111,000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496		113,000	8497		115,000	8498		1,209,000	8499		1,171,000	3.
4. Mortgage-backed securities (MBS)													
a. Residential pass-through securities:													
(1) Guaranteed by GNMA.....	G300		117,000	G301		127,000	G302		512,000	G303		542,000	4.a.(1)
(2) Issued by FNMA and FHLMC.....	G304		561,000	G305		581,000	G306		14,994,000	G307		15,390,000	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 FNMA, FHLMC, or GNMA.....	G312		32,000	G313		35,000	G314		2,544,000	G315		2,598,000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	G316		0	G317		0	G318		0	G319		0	4.b.(2)
(3) All other residential mortgage-backed securities.....	G320		2,758,000	G321		2,728,000	G322		7,013,000	G323		7,227,000	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		9,000	K147		9,000	K148		0	K149		0	4.c.(1)(b)
(2) Other commercial MBS:													
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	K150		0	K151		0	K152		0	K153		0	4.c.(2)(a)
(b) All other commercial MBS.....	K154		24,000	K155		23,000	K156		2,380,000	K157		2,399,000	4.c.(2)(b)
5. Asset-backed securities and structured financial products:													
a. Asset-backed securities (ABS).....	C026		0	C988		0	C989		1,981,000	C027		1,968,000	5.
b. Structured financial products:													
(1) Cash.....	G336		0	G337		0	G338		159,000	G339		157,000	5.b.(1)
(2) Synthetic.....	G340		0	G341		0	G342		36,000	G343		35,000	5.b.(2)
(3) Hybrid.....	G344		0	G345		0	G346		89,000	G347		83,000	5.b.(3)
6. Other debt securities:													
a. Other domestic debt securities.....	1737		0	1738		0	1739		3,035,000	1741		3,106,000	6.a.
b. Foreign debt securities.....	1742		3,000	1743		3,000	1744		14,301,000	1746		14,306,000	6.b.

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

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

Schedule HC-B—Continued

	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									
7. Investments in mutual funds and other equity securities with readily determinable fair values.....					A510	1,385,000	A511	1,396,000	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b).....	bhct						bhct		8.
	1754	4,082,000	1771	4,089,000	1772	63,466,000	1773	64,319,000	

MEMORANDA

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Pledged securities ¹	0416	54,930,000	M.1.
2. Remaining maturity or next repricing date of debt securities ^{2,3} (Schedule HC-B, items 1 through 6. b in columns A and D above) :			
a. 1 year and less.....	0383	9,580,000	M.2.a.
b. Over 1 year to 5 years.....	0384	17,598,000	M.2.b.
c. Over 5 years.....	0387	39,827,000	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer).....	1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6) :			
a. Amortized cost.....	8782	0	M.4.a.
b. Fair value.....	8783	0	M.4.b.

	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									
<i>Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.⁴</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	475,000	B841	480,000	M.5.a.
b. Home equity lines.....	B842	0	B843	0	B844	6,000	B845	10,000	M.5.b.
c. Automobile loans.....	B846	0	B847	0	B848	66,000	B849	66,000	M.5.c.
d. Other consumer loans.....	B850	0	B851	0	B852	51,000	B853	51,000	M.5.d.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.

3. Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.

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

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				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands																	
5. e. Commercial and industrial loans.....	B854			0	B855			0	B856			93,000	B857			73,000	M.5.e.
f. Other.....	B858			0	B859			0	B860			1,290,000	B861			1,288,000	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			248,000	G359			240,000	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			36,000	G371			35,000	M.6.f.
g. Other collateral or reference assets.....	G372			0	G373			0	G374			0	G375			0	M.6.g.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
Dollar Amounts in Thousands									
1. Loans secured by real estate.....	1410	6,975,000							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	238,000			1.a.(2)
					BHDM				
b. Secured by farmland.....					1420	1,000			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	214,000			1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens.....					5367	5,432,000			1.c.(2)(a)
(b) Secured by junior liens.....					5368	20,000			1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties					1460	341,000			1.d.
e. Secured by nonfarm nonresidential properties:					BHCK				
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....					F160	4,000			1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....					F161	527,000			1.e.(2)
					BHDM				
2. Loans to depository institutions and acceptances of other banks.....					1288	398,000			2.
a. To U.S. banks and other U.S. depository institutions.....	1292	81,000							2.a.
b. To foreign banks.....	1296	5,254,000							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	815,000			4.
a. To U.S. addressees (domicile).....	1763	1,796,000							4.a.
b. To non-U.S. addressees (domicile).....	1764	328,000							4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....					1975	997,000			6.
a. Credit cards.....	B538	0							6.a.
b. Other revolving credit plans.....	B539	7,000							6.b.
c. Automobile loans	K137	0							6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	990,000							6.d.
7. Loans to foreign governments and official institutions (including foreign central banks).....	2081	44,000			2081	0			7.
8. Not applicable									
9. Loans to nondepository financial institutions and other loans:									
a. Loans to nondepository financial institutions.....	J454	8,566,000			J454	5,835,000			9.a.
b. Other loans									
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545	14,217,000			1545	14,021,000			9.b.(1)
(2) All other loans (exclude consumer loans).....	J451	1,431,000			J451	944,000			9.b.(2)
10. Lease financing receivables (net of unearned income).....					2165	2,782,000			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	2,782,000							10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above.....	2123	24,000			2123	23,000			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	42,459,000			2122	32,558,000			12.

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHDM	Bil	Mil	Thou	
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):					
a. Construction, land development, and other land loans in domestic offices:					
(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. Loans secured by 1-4 family residential properties in domestic offices.....	F576		12,000		M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices.....	K160		0		M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:					
(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)
e. Commercial and industrial loans:					
(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)
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....	K165		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.....	BHCK				
(3) Loans to finance agricultural production and other loans to farmers.....	K167		0		M.1.f.(2)
(4) Loans to individuals for household, family, and other personal expenditures:	K168		0		M.1.f.(3)
(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 ¹	K267		0		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-C, items 4 and 9.b.(2), column A, above.....	2746		221,000		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837		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>					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A).....	C391		0		M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>					
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance.....	C779		0		M.5.a
b. Carrying amount included in Schedule HC-C, items 1 through 9.....	C780		0		M.5.b
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)).....	F230		0		M.6.a

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			53,000	M.9.
	F577			53,000	

Dollar Amounts in Thousands

	(Column A) Consolidated				(Column B) 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			167,000	F585			156,000	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) Automobile loans	K196			0	K196			0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K208			0	K208			0	M.10.c.(4)
d. Other loans	F589			5,000	F589			5,000	M.10.d.

Schedule HC-C—Continued

MEMORANDA—Continued

	(Column A) Consolidated				(Column B) 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			156,000	F597			156,000	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) Automobile loans	K195			0	K195			0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209			0	K209			0	M.11.c.(4)
d. Other loans.....	F601			5,000	F601			5,000	M.11.d.

	(Column A) Fair value of acquired loans and leases at acquisition date				(Column B) Gross contractual amounts receivable at acquisition				(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
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			3,680,000	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									
ASSETS									
1. U.S. Treasury securities.....	3531		718,000		3531		718,000		1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532		171,000		3532		171,000		2.
3. Securities issued by states and political subdivisions in the U.S.	3533		121,000		3533		121,000		3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK				BHDM				
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	G379		508,000		G379		508,000		4.a.
c. All other residential mortgage-backed securities.....	G380		0		G380		0		4.b.
d. Commercial MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	G381		0		G381		0		4.c.
e. All other commercial MBS.....	K197		7,000		K197		7,000		4.d.
5. Other debt securities:	K198		0		K198		0		4.e.
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		680,000		G386		680,000		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		12,327,000		F614		142,000		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) Automobile loans.....	K199		0		K199		0		6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....	K210		0		K210		0		6.c.(4)
d. Other loans.....	F618		0		F618		0		6.d.
7. -8. Not applicable									
9. Other trading assets.....	BHCM				BHCK				
10. Not applicable	3541		795,000		3541		558,000		9.
11. Derivatives with a positive fair value.....	3543		4,106,000		3543		3,101,000		11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct				BHDM				
	3545		19,433,000		3545		6,006,000		12.

Schedule HC-D—Continued

	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou
Dollar Amounts in Thousands								
LIABILITIES								
13. a. Liability for short positions:								
(1) Equity securities.....	G209		248,000		G209		248,000	13.a.(1)
(2) Debt securities.....	G210		958,000		G210		958,000	13.a.(2)
(3) All other assets.....	G211		9,000		G211		9,000	13.a.(3)
b. All other trading liabilities.....	F624		0		F624		0	13.b.
14. Derivatives with a negative fair value.....	3547		5,664,000		3547		3,636,000	14.
15. Total trading liabilities (sum of items 13.a through 14)	bhct							
(total of column A must equal Schedule HC, item 15.....)	3548		6,879,000		3548		4,851,000	15.

MEMORANDA

	(Column A) Consolidated				(Column B) Domestic Offices			
	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		12,327,000		F632		142,000	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) Automobile loans	K200		0		K200		0	M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	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.
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.

Schedule HC-D—Continued

MEMORANDA (continued)

	(Column A) Consolidated				(Column B) Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
Dollar Amounts in Thousands									
4. Pledged trading assets:									
a. Pledged securities.....	G387			0	G387			0	M.4.a.
b. Pledged loans.....	G388			0	G388			0	M.4.b.

	(Column A) Consolidated				(Column B) Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
Dollar Amounts in Thousands									
<p><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></p>									
5. Asset-backed securities:									
a. Credit card receivables.....	F643			0				0	M.5.a.
b. Home equity lines.....	F644			0				0	M.5.b.
c. Automobile loans.....	F645			0				0	M.5.c.
d. Other consumer loans.....	F646			0				0	M.5.d.
e. Commercial and industrial loans.....	F647			0				0	M.5.e.
f. Other.....	F648			0				0	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches).....	F651			0				0	M.6.
7. Equity securities:									
a. Readily determinable fair values.....	F652			199,000					M.7.a.
b. Other.....	F653			0				0	M.7.b.
8. Loans pending securitization.....	F654			0				0	M.8.
9. a. (1) Gross fair value of commodity contracts.....	G212			0				0	M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory.....	G213			0				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) BHTX F655 Trading Assets - Asset Management Funds	F655			382,000					M.9.b.(1)
(2) BHTX F656	F656			0				0	M.9.b.(2)
(3) BHTX F657	F657			0				0	M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceed 25% of the item)									
a. BHTX F658	F658			0				0	M.10.a.
b. BHTX F659	F659			0				0	M.10.b.
c. BHTX F660	F660			0				0	M.10.c.

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB	Bil	Mil	Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:						
a.	Demand deposits.....	2210		57,174,000		1.a.
b.	NOW, ATS, and other transaction accounts.....	3187		1,020,000		1.b.
c.	Money market deposit accounts and other savings accounts.....	2389		14,127,000		1.c.
d.	Time deposits of less than \$100,000.....	6648		27,000		1.d.
e.	Time deposits of \$100,000 or more.....	2604		38,616,000		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:						
		BHOD				
a.	Noninterest-bearing balances.....	3189		0		2.a.
b.	NOW, ATS, and other transaction accounts.....	3187		0		2.b.
c.	Money market deposit accounts and other savings accounts.....	2389		0		2.c.
d.	Time deposits of less than \$100,000.....	6648		0		2.d.
e.	Time deposits of \$100,000 or more.....	2604		0		2.e.

MEMORANDA

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		38,588,000		M.3.
		BHFN				
4.	Foreign office time deposits with a remaining maturity of one year or less.....	A245		11,793,000		M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e. must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK	Bil	Mil	Thou	
1.	Accrued interest receivable ¹	B556		628,000		1.
2.	Net deferred tax assets ²	2148		158,000		2.
3.	Interest-only strips receivable (not in the form of a security) ³ on:					
a.	Mortgage loans.....	A519		0		3.a.
b.	Other financial assets.....	A520		0		3.b.
4.	Equity securities that DO NOT have readily determinable fair values ⁴	1752		1,093,000		4.
5.	Life insurance assets:					
a.	General account life insurance assets	K201		4,125,000		5.a.
b.	Separate account life insurance assets	K202		0		5.b.
c.	Hybrid account life insurance assets	K270		0		5.c.
6.	Other.....	2168		14,258,000		6.
		bhct				
7.	Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		20,262,000		7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Not applicable					
2. Net deferred tax liabilities ¹	3049		3,122,000		2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557		93,000		3.
4. Other.....	B984		30,229,000		4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750		33,444,000		5.

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

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Earning assets that are repricable within one year or mature within one year.....	3197		182,682,000		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		118,796,000		2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....	3298		1,803,000		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	
ASSETS					
1. Reinsurance recoverables.....	B988			0	1.
2. Total assets.....	C244		101,000		2.
LIABILITIES					
3. Claims and claims adjustment expense reserves.....	B990		1,000		3.
4. Unearned premiums.....	B991		1,000		4.
5. Total equity.....	C245		98,000		5.
6. Net income.....	C246		1,000		6.

II. Life and Health Underwriting

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

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
ASSETS					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities).....	B558		15,761,000		1.a.
b. Mortgage-backed securities.....	B559		31,029,000		1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	B560		20,860,000		1.c.
2. Federal funds sold and securities purchased under agreements to resell.....	3365		4,577,000		2.
	BHDM				
3. a. Total loans and leases in domestic offices.....	3516		30,810,000		3.a.
(1) Loans secured by 1-4 family residential properties.....	3465		5,669,000		3.a.(1)
(2) All other loans secured by real estate.....	3466		989,000		3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers.....	3386		0		3.a.(3)
(4) Commercial and industrial loans.....	3387		745,000		3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit 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		70,000		3.a.(5)(b)
	BHFN				
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs.....	3360		9,707,000		3.b.
	BHCK				
4. a. Trading assets.....	3401		20,604,000		4.a.
b. Other earning assets.....	B985		93,111,000		4.b.
5. Total consolidated assets.....	3368		277,603,000		5.
LIABILITIES					
6. Interest-bearing deposits (domestic).....	3517		40,528,000		6.
7. Interest-bearing deposits (foreign).....	3404		85,430,000		7.
8. Federal funds purchased and securities sold under agreements to repurchase.....	3353		10,894,000		8.
9. All other borrowed money.....	2635		20,912,000		9.
10. Not applicable					
EQUITY CAPITAL					
11. Total equity capital (excludes limited-life preferred stock).....	3519		33,464,000		11.

For Federal Reserve Bank Use Only	
C.I.	_____

(Report only transactions with nonrelated institutions)

Schedule HC-L—Derivatives and Off-Balance-Sheet Items

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a.	Revolving, open-end loans secured by 1-4 family residential properties, (e.g., home equity lines).....	3814			304,000	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			15,151,000	1.e.(1)
	(2) Loans to financial institutions.....	J458			3,239,000	1.e.(2)
	(3) All other unused commitments.....	J459			10,723,000	1.e.(3)
2.	Financial standby letters of credit and foreign office guarantees.....	6566			7,863,000	2.
<i>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>						
a.	Amount of financial standby letters of credit conveyed to others.....	3820			1,492,000	2.a.
3.	Performance standby letters of credit and foreign office guarantees.....	6570			740,000	3.
<i>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>						
a.	Amount of performance standby letters of credit conveyed to others.....	3822			75,000	3.a.
4.	Commercial and similar letters of credit.....	3411			450,000	4.
5.	Not applicable					
6.	Securities lent.....	3433			276,788,000	6.
7.	Credit derivatives:					
a.	Notional amounts:					
	(1) Credit default swaps.....	C968			2,000	7.a.(1)
	(2) Total return swaps.....	C970			0	7.a.(2)
	(3) Credit options.....	C972			0	7.a.(3)
	(4) Other credit derivatives.....	C974			0	7.a.(4)
b.	Gross fair values:					
	(1) Gross positive fair value.....	C219			0	7.b.(1)
	(2) Gross negative fair value.....	C220			3,000	7.b.(2)
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			609,000	7.c.(1)(b)
	(2) All other positions:					
	(a) Sold protection.....	G403			0	7.c.(2)(a)
	(b) Purchased protection 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							
Dollar Amounts in Thousands		BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou		
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			345,000	G413			220,000	G414			0	7.d.(2)(a)	
(b)	Subinvestment grade.....	G415			43,000	G416			1,000	G417			0	7.d.(2)(b)	
8. Spot foreign exchange contracts.....															
		BHCK	Bil	Mil	Thou										8.
		8765			46,845,000										
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.	TEXT														
	6561					6561							0	9.d.	
e.	TEXT														
	6562					6562							0	9.e.	
f.	TEXT														
	6568					6568							0	9.f.	
g.	TEXT														
	6586					6586							0	9.g.	
10. Not applicable															

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) 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	
Derivatives Position Indicators																	
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):																	
a. Futures contracts.....	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				11.a.
	23,795,000				0				304,000				0				
b. Forward contracts.....	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				11.b.
	146,196,000				236,426,000				54,000				0				
c. Exchange-traded option contracts:																	
(1) Written options.....	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				11.c.(1)
	8,309,000				0				1,237,000				0				
(2) Purchased options.....	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				11.c.(2)
	11,223,000				0				1,725,000				0				
d. Over-the-counter option contracts:																	
(1) Written options.....	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				11.d.(1)
	172,511,000				1,848,000				2,091,000				0				
(2) Purchased options.....	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				11.d.(2)
	134,708,000				2,310,000				1,305,000				0				
e. Swaps.....	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				11.e.
	560,623,000				118,315,000				145,000				0				
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				12.
	1,041,642,000				334,720,000				6,844,000				0				
13. Total gross notional amount of derivative contracts held for purposes other than trading.....	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728				13.
	15,723,000				24,179,000				17,000				0				
14. Gross fair values of derivative contracts:																	
a. Contracts held for trading:																	
(1) Gross positive fair value.....	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				14.a.(1)
	14,066,000				2,841,000				394,000				0				
(2) Gross negative fair value.....	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				14.a.(2)
	14,532,000				4,137,000				297,000				0				
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value.....	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				14.b.(1)
	796,000				28,000				2,000				0				
(2) Gross negative fair value.....	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				14.b.(2)
	44,000				110,000				2,000				0				

Schedule HC-L—Continued

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

	(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	
Dollar Amounts in Thousands																
15. Over-the counter derivatives:																
a. Net current credit exposure.....	G418		4,120,000	G419		11,000	G420		848,000	G421		492,000	G422		2,476,000	15.a
b. Fair value of collateral:																
(1) Cash—U.S. dollar.....	G423		476,000	G424		0	G425		88,000	G426		0	G427		104,000	15.b.(1)
(2) Cash—Other currencies.....	G428		67,000	G429		0	G430		13,000	G431		0	G432		13,000	15.b.(2)
(3) U.S. Treasury securities.....	G433		2,000	G434		33,000	G435		5,000	G436		3,000	G437		4,000	15.b.(3)
(4) U.S. government agency and U.S. government-sponsored agency debt securities.....	G438		241,000	G439		0	G440		31,000	G441		0	G442		169,000	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		55,000	15.b.(6)
(7) All other collateral.....	G453		50,000	G454		0	G455		1,000	G456		0	G457		10,000	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)).....	G458		836,000	G459		33,000	G460		138,000	G461		3,000	G462		355,000	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)				
		3459		1,232,691,406		1.
2.	Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....	6555		1,222,000		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		620,000		3.
4.	Other assets acquired in satisfaction of debts previously contracted.....	6557		0		4.
5.	Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....	A288		0		5.
6.	Assets covered by loss-sharing agreements with the FDIC:					
a.	Loans and leases (included in Schedule HC, items 4.a and 4.b):					
(1)	Loans secured by real estate in domestic offices:					
(a)	Construction, land development, and other land loans:	BHDM				
(1)	1–4 family residential construction loans.....	K169		0		6.a.(1)(a)(1)
(2)	Other construction loans and all land development and other land loans.....	K170		0		6.a.(1)(a)(2)
(b)	Secured by farmland.....	K171		0		6.a.(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.....	K172		0		6.a.(1)(c)(1)
(2)	Closed-end loans secured by 1–4 family residential properties:					
(a)	Secured by first liens.....	K173		0		6.a.(1)(c)(2)(a)
(b)	Secured by junior liens.....	K174		0		6.a.(1)(c)(2)(b)
(d)	Secured by multifamily (5 or more) residential properties.....	K175		0		6.a.(1)(d)
(e)	Secured by nonfarm nonresidential properties:					
(1)	Loans secured by owner-occupied nonfarm nonresidential properties.....	K176		0		6.a.(1)(e)(1)
(2)	Loans secured by other nonfarm nonresidential properties.....	K177		0		6.a.(1)(e)(2)
(2)	Loans to finance agricultural production and other loans to farmers.....	BHCK				6.a.(2)
(3)	Commercial and industrial loans.....	K178		0		6.a.(3)
(4)	Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(a)	Credit cards.....	K179		0		6.a.(4)(a)
(b)	Automobile loans.....	K180		0		6.a.(4)(b)
(c)	Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards).....	K181		0		6.a.(4)(c)
(5)	All other loans and leases.....	K182		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)	Loans to depository institutions and acceptances of other banks.....	K183		0		6.a.(5)(a)
(b)	Loans to foreign governments and official institutions.....	K184		0		6.a.(5)(b)
(c)	Other loans ¹	K185		0		6.a.(5)(c)
(d)	Lease financing receivables.....	K186		0		6.a.(5)(d)
b.	Other real estate owned (included in Schedule HC, item 7):	BHDM				
(1)	Construction, land development, and other land in domestic offices.....	K187		0		6.b.(1)
(2)	Farmland in domestic offices.....	K188		0		6.b.(2)
(3)	1–4 family residential properties in domestic offices.....	K189		0		6.b.(3)
(4)	Multifamily (5 or more) residential properties in domestic offices.....	K190		0		6.b.(4)
(5)	Nonfarm nonresidential properties in domestic offices.....	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 ¹	K193		1,388,000		7.a.
b. Total assets of captive reinsurance subsidiaries ¹	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			0	8.
	C251				
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			0	9.
	6689				
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 question is no, complete the FR Y-10.....	BHCK			1	11.
	6416				

TEXT
6428

John A. Park

212-635-7080

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

Area Code and Phone Number (TEXT 9009)

	BHCK	Bil	Mil	Thou	
12. Intangible assets other than goodwill:					
a. Mortgage servicing assets.....	3164			1,000	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		5,513,000		12.c.
	bhct				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b).....	0426		5,514,000		12.d.
13. Other real estate owned.....	2150		13,000		13.
14. Other borrowed money:	BHCK				
a. Commercial paper.....	2309		36,000		14.a.
b. Other borrowed money with a remaining maturity of one year or less.....	2332		8,739,000		14.b.
c. Other borrowed money with a remaining maturity of more than one year.....	2333		10,632,000		14.c.
	bhct				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16).....	3190		19,407,000		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			1	15.
	B569				
16. Assets under management in proprietary mutual funds and annuities.....	BHCK	Bil	Mil	Thou	16.
	B570		328,609,000		

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	2,074,000			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	40,000			20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834	18,000			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	29,000			20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045	31,000			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	72,000			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		4,638,000		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		95,000		F175		0		F177		74,000		1.a.(2)
b. Secured by farmland in domestic offices.....	3493		0		3494		0		3495		1,000		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		0		5400		12,000		1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:													
(a) Secured by first liens.....	C236		59,000		C237		15,000		C229		241,000		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		76,000		3500		0		3501		14,000		1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm non-residential properties.....	F178		0		F180		0		F182		2,000		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179		3,000		F181		0		F183		75,000		1.e.(2)
f. In foreign offices.....	B572		6,000		B573		0		B574		0		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		0		5381		0		5382		0		2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1594		0		1597		0		1583		0		3.
4. Commercial and industrial loans.....	1606		12,000		1607		0		1608		55,000		4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards.....	B575		0		B576		0		B577		0		5.a.
b. Automobile loans	K213		0		K214		0		K215		0		5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K216		8,000		K217		0		K218		26,000		5.c.
6. Loans to foreign governments and official institutions.....	5389		0		5390		0		5391		7,000		6.
7. All other loans.....	5459		32,000		5460		0		5461		3,000		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		4,000		3506		5,000		3507		216,000		9.
10. TOTAL (sum of items 1 through 9).....	5524		295,000		5525		20,000		5526		726,000		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				
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				
K072			0		K073		0		K074		0		12.b.
c. Commercial and industrial loans.....	K075		0		K076		0		K077		0		12.c.

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 ¹	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			11,000	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices.....	BHCK				BHCK				BHCK				M.1.b.
	F661			0	F662			0	F663			24,000	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices.....	BHDM				BHDM				BHDM				M.1.c.
	K111			0	K112			0	K113			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			9,000	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				3,000	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).....														
<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				BHDM				BHDM					M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks.....	BHCK				BHCK				BHCK					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 ¹	K286			0	K287			0	K288				0	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				166,000	M.5.a.
b. Loans measured at fair value:														
(1) Fair value.....	F664			1,000	F665			1,000	F666				166,000	M.5.b.(1)
(2) Unpaid principal balance.....	F667			2,000	F668			3,000	F669				394,000	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				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			12,000	M.6.

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
7. Additions to nonaccrual assets during the quarter.....	C410			57,000	M.7.
8. Nonaccrual assets sold during the quarter.....	C411			26,000	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 assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale **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: ²						
a.	Closed-end first liens.....	F066			0	1.a.
b.	Closed-end junior liens.....	F067			0	1.b.
c. Open-end loans extended under lines of credit:		BHDM				
(1)	Total commitment under the lines of credit.....	F670			0	1.c.(1)
(2)	Principal amount funded under the lines of credit.....	F671			0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: ²		BHCK				
a.	Closed-end first liens.....	F068			0	2.a.
b.	Closed-end junior liens.....	F069			0	2.b.
c. Open-end loans extended under lines of credit:		BHDM				
(1)	Total commitment under the lines of credit.....	F672			0	2.c.(1)
(2)	Principal amount funded under the lines of credit.....	F673			0	2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:		BHCK				
a.	Closed-end first liens.....	F070			0	3.a.
b.	Closed-end junior liens.....	F071			0	3.b.
c. Open-end loans extended under lines of credit:		BHDM				
(1)	Total commitment under the lines of credit.....	F674			0	3.c.(1)
(2)	Principal amount funded under the lines of credit.....	F675			0	3.c.(2)
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):		BHCK				
a.	Closed-end first liens.....	F072		1,000		4.a.
b.	Closed-end junior liens.....	F073			0	4.b.
c. Open-end loans extended under lines of credit:		BHDM				
(1)	Total commitment under the lines of credit.....	F676			0	4.c.(1)
(2)	Principal amount funded under the lines of credit.....	F677			0	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):		BHCK				
a.	Closed-end 1-4 family residential mortgage loans.....	F184			0	5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....		BHDM				
		F560			0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:						
a.	Closed-end first liens.....	F678			0	6.a.
b.	Closed-end junior liens.....	F679			0	6.b.
c. Open-end loans extended under lines of credit:						
(1)	Total commitment under the lines of credit.....	F680			0	6.c.(1)
(2)	Principal amount funded under the lines of credit.....	F681			0	6.c.(2)

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

	(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	
Dollar Amounts in Thousands																
ASSETS	bhcy															
1. Available-for-sale securities.....	1773	64,319,000		G474		0		G475	16,340,000		G476	47,903,000		G477	76,000	1.
2. Federal funds sold and securities purchased under agreements to resell.....	BHCK															
	G478	0		G479	0			G480	0		G481	0		G482	0	2.
3. Loans and leases held for sale.....	G483	16,000		G484	0			G485	11,000		G486	0		G487	5,000	3.
4. Loans and leases held for investment.....	G488	156,000		G489	0			G490	0		G491	156,000		G492	0	4.
5. Trading assets:	bhct															
a. Derivative assets.....	3543	4,106,000		G493	15,580,000			G494	4,217,000		G495	15,362,000		G496	107,000	5.a.
	BHCK															
b. Other trading assets.....	G497	15,327,000		G498	0			G499	1,826,000		G500	13,465,000		G501	36,000	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	0		F684	0			F692	0		F241	0		F242	0	5.b.(1)
6. All other assets.....	G391	1,892,000		G392	0			G395	666,000		G396	1,110,000		G804	116,000	6.
7. Total assets measured at fair value on a recurring basis.....	G502	85,816,000		G503	15,580,000			G504	23,060,000		G505	77,996,000		G506	340,000	7.
LIABILITIES																
8. Deposits.....	F252	0		F686	0			F694	0		F253	0		F254	0	8.
9. Federal funds purchased and securities sold under agreements to repurchase.....	G507	0		G508	0			G509	0		G510	0		G511	0	9.
10. Trading liabilities:	bhct															
a. Derivative liabilities.....	3547	5,664,000		G512	15,007,000			G513	3,526,000		G514	16,989,000		G515	156,000	10.a.
	BHCK															
b. Other trading liabilities.....	G516	1,215,000		G517	0			G518	544,000		G519	671,000		G520	0	10.b.
11. Other borrowed money.....	G521	268,000		G522	0			G523	0		G524	268,000		G525	0	11.
12. Subordinated notes and debentures.....	G526	0		G527	0			G528	0		G529	0		G530	0	12.
13. All other liabilities.....	G805	12,716,000		G806	0			G807	503,000		G808	12,213,000		G809	0	13.
14. Total liabilities measured at fair value on a recurring basis.....	G531	19,863,000		G532	15,007,000			G533	4,573,000		G534	30,141,000		G535	156,000	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																					
Memoranda																					
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.....																				M.1.a.
	G536		0		G537		0		G538		0		G539		0		G540		0		
b.	Nontrading derivative assets.....																				M.1.b.
	G541		797,000		G542		0		G543		0		G544		797,000		G545		0		
c.	BHTX G546	VIE Assets																			M.1.c.
	G546		641,000		G547		0		G548		641,000		G549		0		G550		0		
d.	BHTX G551																				M.1.d.
	G551		0		G552		0		G553		0		G554		0		G555		0		
e.	BHTX G556																				M.1.e.
	G556		0		G557		0		G558		0		G559		0		G560		0		
f.	BHTX G561																				M.1.f.
	G561		0		G562		0		G563		0		G564		0		G565		0		
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).....																				M.2.a.
	F261		0		F689		0		F697		0		F262		0		F263		0		
b.	Nontrading derivative liabilities.....																				M.2.b.
	G566		0		G567		0		G568		0		G569		0		G570		0		
c.	BHTX G571	VIE Liabilities																			M.2.c.
	G571		12,084,000		G572		0		G573		0		G574		12,084,000		G575		0		
d.	BHTX G576																				M.2.d.
	G576		0		G577		0		G578		0		G579		0		G580		0		
e.	BHTX G581																				M.2.e.
	G581		0		G582		0		G583		0		G584		0		G585		0		
f.	BHTX G586																				M.2.f.
	G586		0		G587		0		G588		0		G589		0		G590		0		

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

	BHCX	Bil	Mil	Thou	
Tier 1 capital					
1. Total bank holding company equity capital (from Schedule HC, item 27.a).....	3210		33,851,000		1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value).....	BHCK				2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value).....	8434		434,000		3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value).....	A221		0		4.
5. LESS: Nonqualifying perpetual preferred stock.....	4336		(1,018,000)		5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries.....	B588		0		6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) ²	G214		0		6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies.....	G215		1,669,000		6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets.....	G216		0		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).....	B590		21,180,000		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).....	F264		0		8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships.....	C227		14,924,000		9.a.
b. LESS: Disallowed deferred tax assets.....	B591		0		9.b.
10. Other additions to (deductions from) Tier 1 capital.....	5610		0		10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b).....	B592		(32,000)		11.
	8274		14,892,000		
Tier 2 capital					
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements ² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217		2,120,000		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		535,000		14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....	2221		5,000		15.
16. Other Tier 2 capital components.....	B594		0		16.
17. Tier 2 capital (sum of items 12 through 16).....	5311		2,660,000		17.
18. Allowable Tier 2 capital (lesser of item 11 or 17).....	8275		2,660,000		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		17,552,000		21.
Total assets for leverage ratio					
22. Average total assets (from Schedule HC-K, item 5).....	bhct				22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above).....	3368		277,603,000		23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	B590		21,180,000		24.
25. LESS: Disallowed deferred tax assets (from item 9.b above).....	B591		0		25.
26. LESS: Other deductions from assets for leverage capital purposes.....	5610		0		26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26).....	BHCK				27.
28. -30. Not applicable	B596		(1,291,000)		
	A224		257,714,000		
Capital ratios					
31. Tier 1 leverage ratio (item 11 divided by item 27).....	BHCK		Percentage		31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62).....	7204		5.78%		32.
33. Total risk-based capital ratio (item 21 divided by item 62).....	7206		14.14%		33.
	7205		16.67%		

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).

						C000												
	(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)		
	Allocation by Risk Weight Category																	
	0%			20%			50%			100%								
Dollar Amounts in Thousands	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
Balance Sheet Asset Categories				BHCE			BHC0			BHC2			BHC5			BHC9		
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1. a, 1.b.(1) and 1.b.(2)).....						0		56,609,000		66,108,000								0
	BHCK 0010																	
	122,717,000						56,609,000			66,108,000						0		
	bhcx 1754																	
35. Held-to-maturity securities.....						(92,000)		583,000		3,050,000			237,000					304,000
	bhcx 1773																	
	4,082,000			(92,000)			583,000			3,050,000			237,000			304,000		
	bhcx 1773																	
36. Available-for-sale securities.....						(71,000)		25,653,000		27,597,000			2,195,000					8,945,000
	BHCK C225																	
	64,319,000			(71,000)			25,653,000			27,597,000			2,195,000			8,945,000		
	bhct 5369																	
37. Federal funds sold and securities purchased under agreements to resell.....								4,491,000		558,000								0
	bhct 5369																	
	5,049,000						4,491,000			558,000						0		
38. Loans and leases held for sale.....						0		0		0			0					205,000
	bhct B528																	
	205,000			0			0			0			0			205,000		
39. Loans and leases, net of unearned income.....						3,759,000		358,000		10,978,000			5,564,000					21,595,000
	bhcx 3123																	
	42,254,000			3,759,000			358,000			10,978,000			5,564,000			21,595,000		
	bhcx 3545																	
40. LESS: Allowance for loan and lease losses.....						442,000												
	bhcx 3545																	
	442,000			442,000														
41. Trading assets.....						19,433,000		0		0			0					0
	BHCK B639																	
	19,433,000			19,433,000			0			0			0			0		
42. All other assets ¹						19,473,000		3,921,000		108,000			10,000					23,823,000
	bhct 2170																	
	47,335,000			19,473,000			3,921,000			108,000			10,000			23,823,000		
43. Total assets (sum of items 34 through 42).....						42,060,000		91,615,000		108,399,000			8,006,000					54,872,000

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 ¹			(Column C) (Column D) (Column E) (Column F) Allocation by Risk Weight Category													
Dollar Amounts in Thousands	Bil	Mil	Thou	Bil	Mil	Thou	0%			20%			50%			100%					
Derivatives and Off-Balance Sheet Items	BHCK B546			BHCE			BHC0			BHC2			BHC5			BHC9					
44. Financial standby letters of credit.....	7,863,000			1.00 or 12.5 ²			7,863,000			437,000			1,646,000			0			5,780,000		
45. Performance standby letters of credit.....	bhct 6570																				
45. Performance standby letters of credit.....	740,000			.50			370,000			52,000			47,000			0			271,000		
46. Commercial and similar letters of credit.....	bhct 3411																				
46. Commercial and similar letters of credit.....	450,000			.20			90,000			0			0			0			90,000		
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. Risk participations in bankers acceptances acquired by the reporting institution.....	bhct 3433																				
48. Securities lent.....	276,788,000			1.00			276,788,000			276,072,000			716,000			0			0		
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		
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.....	107,120			12.5 ³			1,339,000												1,339,000		
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		
52. All other off-balance sheet liabilities.....	BHCK B681																				
52. All other off-balance sheet liabilities.....	559,000			1.00			559,000			0			0			0			559,000		
53. Unused commitments:	BHCK 6572																				
53.a. With an original maturity exceeding one year.....	22,190,000			.50			11,095,000			0			354,000			0			10,741,000		
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		
54. Derivative contracts.....	BHCE A167																				
54. Derivative contracts.....							10,361,000			801,000			3,243,000			6,317,000					

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
Totals												
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....	BHCK B696			BHCK B697			BHCK B698			BHCK B699		
	368,977,000			114,405,000			14,323,000			73,652,000		
56. Risk weight factor.....	x 0%			x 20%			x 50%			x 100%		
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		
	0			22,881,000			7,161,500			73,652,000		
58. Market risk equivalent assets.....										BHCK 1651		
										1,622,000		
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		
										105,316,500		
60. LESS: Excess allowance for loan and lease losses.....										BHCK A222		
										0		
61. LESS: Allocated transfer risk reserve.....										BHCK 3128		
										0		
62. Total risk-weighted assets (item 59 minus items 60 and 61).....										BHCK A223		
										105,316,500		

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								5,021,000								M.1.																																										
		<table border="1"> <thead> <tr> <th colspan="12">With a remaining maturity of</th> </tr> <tr> <th colspan="4">(Column A) One year or less</th> <th colspan="4">(Column B) Over one year through five years</th> <th colspan="4">(Column C) Over five years</th> </tr> <tr> <th colspan="2"></th> <th colspan="4">BHCK</th> <th colspan="4">Tril</th> <th colspan="4">Bil</th> <th colspan="4">Mil</th> <th colspan="4">Thou</th> </tr> </thead> </table>												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				
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																																										
2. Notional principal amounts of derivative contracts: ¹																																																												
a.	Interest rate contracts.....	3809				239,189,000				8766				270,313,000				8767				212,327,000				M.2.a.																																		
b.	Foreign exchange contracts.....	3812				329,399,000				8769				6,903,000				8770				7,277,000				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				1,242,000				A001				251,000				A002				75,000				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				345,000				G598				220,000				G599				0				M.2.g.(1)																																		
(2)	Subinvestment grade.....	G600				43,000				G601				1,000				G602				0				M.2.g.(2)																																		
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:																																																												
a.	Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC).....	5479												0								M.3.a																																						
b.	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												425,000								M.5.b.																																						

1. Exclude foreign exchange contracts with an original maturity of 14 days or less and all future 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	801,000			M.6.
7.	Not applicable					
8.	Restricted core capital elements included in Tier 1 capital:					
a.	Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b).....	G219	0			M.8.a
b.	Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b).....	G220	0			M.8.b.
c.	Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a).....	5990	0			M.8.c.
d.	Qualifying trust preferred securities ² (included in Schedule HC, item 19.b).....	C502	1,659,000			M.8.d.
9.	Goodwill net of any associated deferred tax liability.....	G221	17,295,000			M.9.
10.	Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability).....	BHCK	Percentage			
		G222	8.82%			M.10.

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.

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C.I.	_____

Schedule HC-S—Servicing, Securitization, and Asset Sale Activities

							C000						
	(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables		(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
	Bil	Mil	Thou	Bil	Mil	Thou	Bil		Mil	Thou	Bil	Mil	Thou
Dollar Amounts in Thousands													
Securitization Activities													
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....	BHCK B705			BHCK B706			BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711		1.
	348,000			0			0	0	0	0	117,000		
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:													
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F).....	BHCK B712			BHCK B713			BHCK B714	BHCK B715	BHCK B716	BHCK B717	BHCK B718		2.a.
	0			0			0	0	0	0	0		
b. Subordinated securities, and other residual interests.....	BHCK C393			BHCK C394			BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399		2.b.
	0			0			0	0	0	0	0		
c. Standby letters of credit, and other enhancements.....	BHCK C400			BHCK C401			BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406		2.c.
	0			0			0	0	0	0	0		
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1.....	BHCK B726			BHCK B727			BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732		3.
	0			0			0	0	0	0	122,000		
4. Past due loan amounts included in item 1:													
a. 30-89 days past due.....	BHCK B733			BHCK B734			BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739		4.a.
	6,000			0			0	0	0	0	0		
b. 90 days or more past due.....	BHCK B740			BHCK B741			BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746		4.b.
	3,000			0			0	0	0	0	0		
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):													
a. Charge-offs.....	BHCK B747			BHCK B748			BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753		5.a.
	0			0			0	0	0	0	0		
b. Recoveries.....	BHCK B754			BHCK B755			BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760		5.b.
	0			0			0	0	0	0	0		

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		480,000		M.2.b.
c. Other financial assets ¹		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) ²		C407		0		M.4.

1. Memorandum item 2. c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

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													
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:													
a. Cash and balances due from depository institutions.....	J981		0		J982		0		J983		616,000		1.a.
b. Held-to-maturity securities.....	J984		0		J985		0		J986		0		1.b.
c. Available-for-sale securities.....	J987		481,000		J988		0		J989		0		1.c.
d. Securities purchased under agreements to resell.....	J990		0		J991		0		J992		0		1.d.
e. Loans and leases held for sale.....	J993		0		J994		0		J995		0		1.e.
f. Loans and leases, net of unearned income.....	J996		0		J997		0		J998		0		1.f.
g. Less: Allowance for loan and lease losses.....	J999		0		K001		0		K002		0		1.g.
h. Trading assets (other than derivatives).....	K003		0		K004		0		K005		12,705,000		1.h.
i. Derivative trading assets.....	K006		0		K007		0		K008		0		1.i.
j. Other real estate owned.....	K009		0		K010		0		K011		0		1.j.
k. Other assets.....	K012		0		K013		0		K014		212,000		1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank holding company:													
a. Securities sold under agreements to repurchase.....	K015		0		K016		0		K017		0		2.a.
b. Derivative trading liabilities.....	K018		0		K019		0		K020		0		2.b.
c. Commercial paper.....	K021		0		K022		0		K023		0		2.c.
d. Other borrowed money (exclude commercial paper).....	K024		396,000		K025		0		K026		0		2.d.
e. Other liabilities.....	K027		0		K028		0		K029		12,086,000		2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above).....	K030		0		K031		0		K032		0		3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above).....	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 Amount 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

TEXT	Dollar Amounts in Thousands			BHCK	Bil	Mil	Thou	
1. 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)				K141			0	1.
2. 5357				5357				2.
3. 5358				5358				3.
4. 5359				5359				4.
5. 5360				5360				5.
6. B027				B027				6.

Notes to the Balance Sheet—Other, Continued

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

