FR Y–9C
OMB Number 7100–0128
Ave. hrs. per response: 41.65
Expires March 31, 2011

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:

September 30, 2009
Month / Date / Year (BHCK 9999)

Thomas P. Gibbons
Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

The Bank of New York Mellon Corporation
Legal Title of Bank Holding Company (TEXT 9010)

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

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.

For Federal Reserve Bank Use Only
RSSD ID
C.I. S.F.

Person to whom questions about this report should be directed:

Robert Call Managing Director
Name / Title (BHTX 8901)

212-635-1396
Area Code / Phone Number (BHTX 8902)

212-635-8750
FAX Number (BHTX 9116)

robert.call@bnymellon.com
E-mail Address of Contact (BHTX 4086)

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 41.65 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve, System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100–0128), Washington, D.C. 20503.

Report of Income for Bank Holding Companies

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

For Federal Reserve Bank Use Only
RSSD Number
S.F. _____

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
1. Interest income					
a. Interest and fee income on loans:					
(1) In domestic offices:					
(a) Loans secured by 1–4 family residential properties	4435		184	000	1.a.(1) (a)
(b) All other loans secured by real estate	4436		13	000	1.a.(1) (b)
(c) All other loans	F821		215	000	1.a.(1) (c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		202	000	1.a.(2)
b. Income from lease financing receivables	4065		119	000	1.b.
c. Interest income on balances due from depository institutions [1]	4115		573	000	1.c.
d. Interest and dividend income on securities:					
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	B488		69	000	1.d.(1)
(2) Mortgage-backed securities	B489		1,011	000	1.d.(2)
(3) All other securities	4060		202	000	1.d.(3)
e. Interest income from trading assets	4069		37	000	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to to resell	4020		0		1.f.
g. Other interest income	4518		29	000	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		**2,654**	**000**	1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of $100,000 or more	A517		16	000	2.a.(1)(a)
(b) Time deposits of less than $100,000	A518		1	000	2.a.(1)(b)
(c) Other deposits	6761		28	000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		96	000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		(1	000)	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		204	000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		92	000	2.d.
e. Other interest expense	4398		27	000	2.e.
f. Total interest expense (sum of items 2.a. through 2.e.)	4073		**463**	**000**	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074		**2,191**	**000**	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		**238**	**000**	4.
5. Noninterest income:					
a. Income from fiduciary activities	4070		4,722	000	5.a.
b. Service charges on deposit accounts in domestic offices	4483		312	000	5.b.
c. Trading revenue [2]	A220		787	000	5.c.
d. (1) Fees and commissions from securities brokerage	C886		1,252	000	5.d.(1)
(2) Investment banking, advisory, and underwriting fess and commissions	C888		0		5.d.(2)
(3) Fees and commissions from annuity sales	C887		11	000	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		3	000	5.d.(4)
(5) Income from other insurance activities	C387		0		5.d.(5)
e. Venture capital revenue	B491		(21	000)	5.e.
f. Net servicing fees	B492		0		5.f
g. Net securitization income	B493		0		5.g.
h. Not Applicable					
i. Net gains (losses) on sales of loans and leases	8560		5	000	5.i.
j. Net gains (losses) on sales of other real estate owned	8561		0		5.j.

1. Includes interest income on time certificates of deposit not held for trading.
2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

Schedule HI—Continued

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
5. k. Net gains (losses) on sales of other assets (excluding securities)	B496			0	5.k.
l. Other noninterest income [3]	B497			465,000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079			**7,536,000**	5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521			(616,000)	6.a.
b. Realized gains (losses) on available-for-sale securities	3196			(4,768,000)	6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135			3,615,000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217			672,000	7.b.
c. (1) Goodwill impairment losses	C216			0	7.c. (1)
(2) Amortization expense and impairment losses for other intangible assets	C232			319,000	7.c. (2)
d. Other noninterest expense [4]	4092			2,379,000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093			**6,985,000**	7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301			**(2,880,000)**	8.
9. Applicable income taxes (foreign and domestic)	4302			(1,354,000)	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300			**(1,526,000)**	10.
11. Extraordinary items **and other adjustments**, net of income taxes [5]	4320			(151,000)	11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104			**(1,677,000)**	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			0	13.
14. **Net income (loss) attributable to bank holding company (item 12 minus item 13)**	4340			**(1,677,000)**	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			2,204,000	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592			(2,867,000)	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			30,000	M.4.

	BHCK	Number	
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	42000	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):	BHCK	Bil	Mil	Thou	
a. Income and fees from the printing and sale of checks	C013			0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014			114,000	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. TEXT 8562	Funds Transfer Fees	8562	55,000	M.6.h.
i. TEXT 8563	Standby L/C Fees	8563	56,000	M.6.i.
j. TEXT 8564		8564	0	M.6.j.
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	147,000	M.7.f.
g.	FDIC deposit insurance assessments	4146	121,000	M.7.g.
h.	Accounting and auditing expenses	F556	0	M.7.h.
i.	Consulting and advisory expenses	F557	186,000	M.7.i.
j.	Automated teller machine (ATM) and interchange expenses	F558	0	M.7.j.
k.	Telecommunications expenses	F559	85,000	M.7.k.
l. TEXT 8565	Software	8565	274,000	M.7.l.
m. TEXT 8566	Travel & Entertainment	8566	99,000	M.7.m.
n. TEXT 8567	Sub Custodian Charges	8567	148,000	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	Discontinued Operations	3571	(238,000)	M.8.a.(1)
(2)	Applicable income tax effect — BHCK 3572 (87,000)			M.8.a.(2)
b. (1) TEXT 3573		3573	0	M.8.b.(1)
(2)	Applicable income tax effect — BHCK 3574 0			M.8.b.(2)
c. (1) TEXT 3575		3575	0	M.8.c.(1)
(2)	Applicable income tax effect — BHCK 3576 0			M.8.c.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of $2 million or more for any quarter of the preceding calendar year):			
a.	Interest rate exposures	8757	208,000	M.9.a.
b.	Foreign exchange exposures	8758	648,000	M.9.b.
c.	Equity security and index exposures	8759	12,000	M.9.c.
d.	Commodity and other exposures	8760	0	M.9.d.
e.	Credit exposures	F186	(81,000)	M.9.e.
10.	Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			
a.	Net gains (losses) on credit derivatives held for trading	C889	(70,000)	M.10.a
b.	Net gains (losses) on credit derivatives held for purpose other than trading	C890	0	M.10.b

Schedule HI—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
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			750,000	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			3,000	M.12.b. (2)
c. Benefits, losses, and expenses from insurance-related activities	B983			1,000	M.12.c.
13. Does the reporting bank holding company have a Subchapter Selection in effect for federal income tax purposes for the current tax year? **(Enter "1" for yes; enter "0" for no)**	BHCK A530			0	M.13.

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
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			6,000	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument specific credit risk	F552			3,000	M.14.a.(1)
b. Net gains (losses) on liabilities	F553			(9,000)	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554			(2,000)	M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409			96,000	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.

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

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

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
1. Total bank holding company equity capital **most recently reported** for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217		28,050,000		1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles	B507		676,000		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508		**28,726,000**		3.
	bhct				
4. Net income (loss) **attributable to bank holding company** (must equal Schedule HI, item 14)	4340		**(1,677,000)**		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		(2,786,000)		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross	3579		1,573,000		6.a.
b. Conversion or retirement of common stock	3580		0		6.b.
7. Sale of treasury stock	4782		3,000		7.
8. LESS: Purchase of treasury stock	4783		26,000		8.
9. Changes incident to business combinations, net	4356		0		9.
10. LESS: Cash dividends declared on preferred stock	4598		69,000		10.
11. LESS: Cash dividends declared on common stock	4460		487,000		11.
12. Other comprehensive income [1]	B511		3,478,000		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		(440,000)		14.
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	bhct 3210		**28,295,000**		15.

1. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

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

Dollar Amounts in Thousands	(Column A) Charge-offs [1] BHCK	Bil	Mil	Thou	(Column B) Recoveries BHCK	Bil	Mil	Thou	
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)									
1. Loans secured by real estate:									
a. Construction, land development, and other land loans in domestic offices:									
(1) 1–4 family residential construction loans	C891		13,000		C892		0		1.a.(1)
(2) Other construction loans and all land development and other land loans	C893		10,000		C894		0		1.a.(2)
b. Secured by farmland in domestic offices	3584		0		3585		0		1.b.
c. Secured by 1–4 family residential properties in domestic offices:									
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411		1,000		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		43,000		C217		0		1.c.(2) (a)
(b) Secured by junior liens	C235		0		C218		0		1.c.(2) (b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588		6,000		3589		0		1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		0		C896		0		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897		19,000		C898		0		1.e.(2)
f. In foreign offices	B512		0		B513		0		1.f.
2. Loans to depository institutions and acceptances of other banks:									
a. To U.S. banks and other U.S. depository institutions	4653		0		4663		0		2.a.
b. To foreign banks	4654		0		4664		0		2.b.
3. Loans to finance agricultural production and other loans to farmers	4655		0		4665		0		3.
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile)	4645		82,000		4617		0		4.a.
b. To non-U.S. addressees (domicile)	4646		0		4618		0		4.b.
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards	B514		0		B515		0		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516		0		B517		1,000		5.b.
6. Loans to foreign governments and official institutions	4643		0		4627		0		6.
7. All other loans	4644		29,000		4628		0		7.
8. Lease financing receivables:									
a. Leases to individuals for household, family, and other personal expenditures	F185		0		F187		0		8.a.
b. All other leases	C880		0		F188		1,000		8.b.
9. Total (sum of items 1 through 8)	4635		**203,000**		4605		**2,000**		9.

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

Schedule HI-B—Continued

MEMORANDA

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

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

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

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
II. Changes in allowance for loan and lease losses					
1. Balance **most recently** reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522			415,000	1.
	bhct				
2. Recoveries (must equal Schedule HI-B, part I, item 9, Column B, above)	4605			**2,000**	2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	BHCK C079			203,000	3.
4. Less: Write-downs arising from transfers of loans to a held-for sale account	5523			0	4.
	bhct				
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230			238,000	5.
	BHCK				
6. Adjustments (see instructions for this schedule)	C233			108,000	6.
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)	bhct 3123			**560,000**	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.
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).					
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.
Memoranda item 4 is to be completed by all bank holding companies					
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781			0	M.4.

Notes to the Income Statement-Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of $10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

Dollar Amounts in Thousands	BHBC	Bil	Mil	Thou	
1. Total interest income	4107			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 securization 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

	TEXT	Dollar Amount in Thousands	BHCK	Bil	Mil	Thou	
1.		**Cumulative effect of the initial application of FSP FAS 115-2 on other-than-temporary impairment**	G894			676,000	1.
2.	5352	Adoption of Discontinued Operations Accounting for Mellon United National Bank	5352			(151,000)	2.
3.	5353	HI Memo 7.o Distribution and Servicing Expenses	5353			317,000	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 Amount 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 Companies

Report at the close of business **September 30, 2009**

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands			BHCK	Bil	Mil	Thou	
ASSETS							
1. Cash and balances due from depository institutions:							
a. Noninterest-bearing balances and currency and coin[1]			0081		3,382,000		1.a.
b. Interest-bearing balances:[2]							
(1) In U.S.offices			0395		17,065,000		1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397		47,027,000		1.b.(2)
2. Securities:							
a. Held-to-maturity securities (from Schedule HC-B,column A)			1754		**6,326,000**		2.a.
b. Available-for-sale securities (from Schedule HC-B,column D)			1773		**48,389,000**		2.b.
3. Federal funds sold and securities purchased under agreements to resell:							
a. Federal funds sold in domestic offices	BHDM		B987		68,000		3.a.
b. Securities purchased under agreements to resell[3]	BHCK		B989		600,000		3.b.
4. Loans and lease financing receivables:							
a. Loans and leases held for sale			5369		36,000		4.a.
b. Loans and leases, net of unearned income	B528	37,866,000					4.b.
c. LESS: Allowance for loan and lease losses	3123	560,000					4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)			B529		**37,306,000**		4.d.
5. Trading assets (from Schedule HC-D)			3545		**7,952,000**		5.
6. Premises and fixed assets (including capitalized leases)			2145		1,694,000		6.
7. Other real estate owned (from Schedule HC-M)			2150		**6,000**		7.
8. Investments in unconsolidated subsidiaries and associated companies			2130		1,195,000		8.
9. **Direct and indirect investments in real estate ventures**			3656		0		9.
10. Intangible assets:							
a. Goodwill			3163		16,022,000		10.a.
b. Other intangible assets (from Schedule HC-M)			0426		**5,574,000**		10.b.
11. Other assets (from Schedule HC-F)			2160		**19,828,000**		11.
12. Total assets (sum of items 1 through 11)			2170		**212,470,000**		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		28,825,000		13.a.(1)
(2) Interest-bearing	6636		29,986,000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN				
(1) Noninterest-bearing	6631		2,550,000		13.b.(1)
(2) Interest-bearing	6636		74,133,000		13.b.(2)

	BHDM	Bil	Mil	Thou	
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices[2]	B993		337,000		14.a.
	BHCK				
b. Securities sold under agreements to repurchase[3]	B995		2,403,000		14.b.
15. Trading liabilities (from Schedule HC-D)	3548		**7,824,000**		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190		**17,077,000**		16.
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures [4]	4062		4,859,000		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699		1,682,000		19.b.
20. Other liabilities (from Schedule HC-G)	2750		**14,478,000**		20.
21. Total liabilities (sum of items 13 through 20)	2948		**184,154,000**		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		21,794,000		25.
26. a. Retained earnings	3247		8,462,000		26.a.
b. Accumulated other comprehensive income [5]	B530		(1,947,000)		26.b.
c. Other equity capital components [6]	A130		(26,000)		26.c.
27. a. Total **bank holding company** equity capital (sum of items 23 through 26.c)	3210		**28,295,000**		27.a.
b. **Noncontrolling (minority) interests in consolidated subsidiaries**	3000		21,000		27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105		**28,316,000**		
29. Total liabilities and equity capital (sum of items 21 and 28)	3300		**212,470,000**		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 only by bank holding companies for the December 31 report date)**

	BHCK		
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).....	C884	0	M.1.

2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm(see instructions), and the name and e-mail address of the auditing firm's engagement partner. [7]

a.

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

(2) City (TEXT C708)

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

b.

(1) Name of Engagement Partner (TEXT C704)

(2) Email Address (TEXT C705)

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				
Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. U.S. Treasury securities	0211			0	0213			0	1286			5,062,000	1287			5,112,000	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			1,241,000	1298			1,274,000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496			163,000	8497			167,000	8498			573,000	8499			570,000	3.
4. Mortgage-backed securities (MBS)																	
a. **Residential** pass-through securities:																	
(1) Guaranteed by GNMA	G300			178,000	G301			186,000	G302			1,341,000	G303			1,368,000	4.a.(1)
(2) Issued by FNMA and FHLMC	G304			361,000	G305			384,000	G306			10,411,000	G307			10,644,000	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			34,000	G314			4,676,000	G315			4,719,000	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			5,570,000	G321			5,284,000	G322			10,591,000	G323			9,575,000	4.b.(3)
c. **Commercial MBS:**																	
(1) **Commercial pass-through securities**	G324			0	G325			0	G326			46,000	G327			48,000	4.c.(1)
(2) **Other commercial MBS**	G328			18,000	G329			13,000	G330			3,117,000	G331			2,865,000	4.c.(2)
5. **Asset-backed securities and structured financial products:**																	
a. **Asset-backed securities (ABS)**	C026			**0**	C988			**0**	C989			**1,324,000**	C027			**1,233,000**	5.
b. **Structured financial products:**																	
(1) **Cash**	G336			0	G337			0	G338			178,000	G339			157,000	5.b.(1)
(2) **Synthetic**	G340			0	G341			0	G342			52,000	G343			32,000	5.b.(2)
(3) **Hybrid**	G344			0	G345			0	G346			77,000	G347			67,000	5.b.(3)
6. Other debt securities:																	
a. Other domestic debt securities	1737			0	1738			0	1739			2,339,000	1741			2,355,000	6.a.
b. Foreign debt securities	1742			4,000	1743			4,000	1744			6,791,000	1746			6,813,000	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values									A510			1,549,000	A511			1,557,000	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct 1754			**6,326,000**	1771			**6,072,000**	1772			**49,368,000**	bhct 1773			**48,389,000**	8.

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

MEMORANDA

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
1. Pledged securities [1]	0416		29,181,000		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		947,000		M.2.a.
b. Over 1 year to 5 years	0384		14,845,000		M.2.b
c. Over 5 years	0387		37,366,000		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[1]				
Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Memorandum item 5 is to be completed by bank holding companies with total assets over $1 billion or with foreign offices. [4]																	
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		649,000		B841		632,000		M.5.a.
b. Home equity lines	B842		0		B843		0		B844		228,000		B845		217,000		M.5.b.
c. Automobile loans	B846		0		B847		0		B848		10,000		B849		10,000		M.5.c.
d. Other consumer loans	B850		0		B851		0		B852		20,000		B853		13,000		M.5.d.
e. Commercial and industrial loans	B854		0		B855		0		B856		252,000		B857		214,000		M.5.e.
f. Other	B858		0		B859		0		B860		165,000		B861		147,000		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		17,000		G351		16,000		M.6.a.
b. **Trust preferred securities issued by real estate investment trusts**	G352		0		G353		0		G354		0		G355		0		M.6.b.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
2. Exclude investments in mutal funds and other equity securities with readily determinable fair values.
3. Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.
4. The $1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

Schedule HC-B—Continued

MEMORANDA—Continued

	Held-to-maturity								Available-for-sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
6. c. **Corporate and similar loans**	G356			0	G357			0	G358			239,000	G359			208,000	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			33,000	G371			25,000	M.6.f.
g. **Other collateral or reference assets**	G372			0	G373			0	G374			18,000	G375			7,000	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				
Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
1. Loans secured by real estate	1410		8,206	000					1.
a. Construction, land development and other land loans					BHCK				
(1) 1–4 family residential construction loans					F158		24	000	1.a.(1)
(2) Other construction loans and all land development and other land loans					F159		458	000	1.a.(2)
					BHDM				
b. Secured by farmland					1420		7	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		355	000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens					5367		5,184	000	1.c.(2)(a)
(b) Secured by junior liens					5368		27	000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties					1460		519	000	1.d.
e. Secured by nonfarm nonresidential properties:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties					BHCK F160		200	000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties					F161		921	000	1.e.(2)
2. Loans to depository institutions and acceptances of other banks					BHDM 1288		456	000	2.
a. To U.S. banks and other U.S. depository institutions	1292		270	000					2.a.
b. To foreign banks	1296		3,306	000					2.b.
3. Loans to finance agricultural production and other loans to farmers	1590		13	000	1590		5	000	3.
4. Commercial and industrial loans					1766		1,169	000	4.
a. To U.S. addressees (domicile)	1763		4,103	000					4.a.
b. To non-U.S. addressees (domicile)	1764		682	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		890	000	6.
a. Credit cards	B538		0						6.a.
b. Other revolving credit plans	B539		69	000					6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011		821	000					6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081		65	000	2081		0		7.
8. Not applicable									
9. a. Loans for purchasing and carrying securities (secured and unsecured)	1545		8,415	000	1545		8,084	000	9.a.
b. All other loans	1564		8,425	000	1564		4,589	000	9.b.
10. Lease financing receivables (net of unearned income)					2165		3,580	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		3,580	000					10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above	2123		53	000	2123		52	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		**37,902**	**000**	2122		**26,416**	**000**	12.

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands	BHDM	Bil	Mil	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1):					
a. Loans secured by 1–4 family residential properties in domestic offices	F576			0	M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other family, and other personal expenditures)	BHCK 1616			0	M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities **(not secured by real estate)** included in Schedule HC-C, Items 4 and 9, column A, above	BHCK 2746			451,000	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837			4,000	M.3.
Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391			0	M.4.
Memorandum item 5 is to be completed by all bank holding companies.					
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance	C779			0	M.5.a
b. Carrying amount included in Schedule HC-C, items 1 through 9	C780			0	M.5.b
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))	F230			0	M.6.a.
Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of ***December 31, 2008****, that exceeded the lesser of $100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).*					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231			0	M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above	F232			0	M.6.c.
7. - 8. Not applicable.					
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	BHDM F577			82,000	M.9.

Schedule HC-C—Continued

MEMORANDA—Continued

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

Dollar Amounts in Thousands	(Column A) Consolidated BHCK	Bil	Mil	Thou	(Column B) In Domestic Offices BHDM	Bil	Mil	Thou	
10. Loans measured at fair value:									
a. Loans secured by real estate	F608			0					M.10.a.
(1) Construction, land development, and other land loans					F578			0	M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F579			0	M.10.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F580			0	M.10.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens					F581			0	M.10.a.(3)(b)(i)
(ii) Secured by junior liens					F582			0	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties					F583			0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties					F584			0	M.10.a.(5)
b. Commercial and industrial loans	F585			36,000	F585			0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards	F586			0	F586			0	M.10.c.(1)
(2) Other revolving credit plans	F587			0	F587			0	M.10.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	F588			0	F588			0	M.10.c.(3)
d. Other loans	F589			144,000	F589			144,000	M.10.d.
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):									
a. Loans secured by real estate	F609			0					M.11.a.
(1) Construction, land development, and other land loans					F590			0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements					F591			0	M.11.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F592			0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens					F593			0	M.11.a.(3)(b)(i)
(ii) Secured by junior liens					F594			0	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties					F595			0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties					F596			0	M.11.a.(5)
b. Commercial and industrial loans	F597			49,000	F597			0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards	F598			0	F598			0	M.11.c.(1)
(2) Other revolving credit plans	F599			0	F599			0	M.11.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	F600			0	F600			0	M.11.c.(3)
d. Other loans	F601			144,000	F601			144,000	M.11.d.

Schedule HC-C—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands	(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	
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			0	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.

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCM	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
ASSETS									
1. U.S.Treasury securities	3531		274,000		3531		274,000		1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532		148,000		3532		148,000		2.
3. Securities issued by states and political subdivisions in the U.S.	3533		104,000		3533		104,000		3.
4. Mortgage-backed securities (MBS):									
a. **Residential** pass-through securities issued or guaranteed by	BHCK				BHDM				
FNMA, FHLMC, or GNMA	G379		403,000		G379		403,000		4.a.
b. Other **residential** mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	G380		0		G380		0		4.b.
c. All other **residential** mortgage-backed securities	G381		0		G381		0		4.c.
d. **Commercial MBS**	G382		0		G382		0		4.d.
5. Other debt securities:									
a. Structured financial products:									
(1) **Cash**	G383		0		G383		0		5.a.(1)
(2) **Synthetic**	G384		0		G384		0		5.a.(2)
(3) **Hybrid**	G385		0		G385		0		5.a.(3)
b. **All other debt securities**	G386		401,000		G386		401,000		5.b.
6. Loans:									
a. Loans secured by real estate	F610		0						6.a.
(1) Construction, land development, and other land loans					F604		0		6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F605		0		6.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F606		0		6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens					F607		0		6.a.(3)(b)(i)
(ii) Secured by junior liens					F611		0		6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties					F612		0		6.a.(4)
(5) Secured by nonfarm nonresidential properties					F613		0		6.a.(5)
b. Commercial and industrial loans	F614		10,000		F614		10,000		6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards	F615		0		F615		0		6.c.(1)
(2) Other revolving credit plans	F616		0		F616		0		6.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	F617		0		F617		0		6.c.(3)
d. Other loans	F618		0		F618		0		6.d.
7.-8. Not applicable									
	BHCM				BHCK				
9. Other trading assets	3541		363,000		3541		320,000		9.
10. Not applicable									
11. Derivatives with a positive fair value	3543		6,249,000		3543		5,193,000		11
12. Total trading assets (sum of items 1 through 11)	bhct				BHDM				
(total of column A must equal Schedule HC, item 5)	3545		**7,952,000**		3545		**6,853,000**		12.

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated BHCK	Bil	Mil	Thou	(Column B) Domestic Offices BHDM	Bil	Mil	Thou	
LIABILITIES									
13. a. Liability for short positions:									
(1) **Equity securities**	G209		169,000		G209		169,000		13.a.(1)
(2) **Debt securities**	G210		1,516,000		G210		1,516,000		13.a.(2)
(3) **All other assets**	G211		5,000		G211		5,000		13.a.(3)
b. All other trading liabilities	F624		0		F624		0		13.b.
14. Derivatives with a negative fair value	3547		6,134,000		3547		5,160,000		14.
15. Total trading liabilities (sum of items 13.a through 14)	bhct								
(total of column A must equal Schedule HC, item 15	3548		**7,824,000**		3548		**6,850,000**		15.

MEMORANDA

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)									
a. Loans secured by real estate	F790		0						M.1.a.
(1) Construction, land development, and other land loans					F625		0		M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F626		0		M.1.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end 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		19,000		F632		19,000		M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards	F633		0		F633		0		M.1.c.(1)
(2) Other revolving credit plans	F634		0		F634		0		M.1.c.(2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F635		0		F635		0		M.1.c.(3)
d. Other loans	F636		0		F636		0		M.1.d.
2. 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)

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

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
*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.*					
5. Asset-backed securities:					
a. Credit card receivables	F643			0	M.5.a.
b. Home equity lines	F644			0	M.5.b.
c. Automobile loans	F645			0	M.5.c.
d. Other consumer loans	F646			0	M.5.d.
e. Commercial and industrial loans	F647			0	M.5.e.
f. Other	F648			0	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651			0	M.6.
7. Equity securities:					
a. Readily determinable fair values	F652			69,000	M.7.a.
b. Other	F653			0	M.7.b.
8. Loans pending securitization	F654			0	M.8.
9. a. (1) Gross fair value of commodity contracts	G212			0	M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory	G213			0	M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than $25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):					
(1) BHTX F655 Seed Capital	F655			164,000	M.9.b.(1)
(2) BHTX F656	F656			0	M.9.b.(2)
(3) BHTX F657	F657			0	M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than $25,000 and exceed 25% of the item)					
a. BHTX F658	F658			0	M.10.a.
b. BHTX F659	F659			0	M.10.b.
c. BHTX F660	F660			0	M.10.c.

Schedule HC-E—Deposit Liabilities [1]

Dollar Amounts in Thousands	BHCB	Bil	Mil	Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. Demand deposits	2210		20,011,000		1.a.
b. NOW, ATS, and other transaction accounts	3187		801,000		1.b.
c. Money market deposit accounts and other savings accounts	2389		12,940,000		1.c.
d. Time deposits of less than $100,000	6648		71,000		1.d.
e. Time deposits of $100,000 or more	2604		24,988,000		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		24,924,000		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less	A245		24,140,000		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		703,000		1.
2. Net deferred tax assets[2]	2148		122,000		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		987,000		4.
5. Life insurance assets	C009		3,847,000		5.
6. Other	2168		14,169,000		6.
	bhct				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160		**19,828,000**		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		775,000		2.
3. Allowance for credit losses on off-balance sheet credit exposures	B557		143,000		3.
4. Other	B984		13,560,000		4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750		**14,478,000**		5.

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

Schedule HC-H—Interest Sensitivity[1]

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
1. Earning assets that are repriceable within one year or mature within one year	3197		126,075,000		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		94,217,000		2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298		1,825,000		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		650,000		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			104,000	2.
LIABILITIES					
3. Claims and claims adjustment expense reserves	B990			1,000	3.
4. Unearned premiums	B991			2,000	4.
5. Total equity	C245			100,000	5.
6. Net income	C246			0	6.

II. Life and Health Underwriting

	BHCK	Bil	Mil	Thou	
ASSETS					
1. Reinsurance recoverables	C247			0	1.
2. Separate account assets	B992			0	2.
3. Total assets	C248			26,000	3.
LIABILITIES					
4. Policyholder benefits and contractholder funds	B994			0	4.
5. Separate account liabilities	B996			0	5.
6. Total equity	C249			24,000	6.
7. Net income	C250			0	7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
ASSETS					
1. Securities	3515			59,798,000	1
2. Federal funds sold and securities purchased under agreements to resell	3365			437,000	2.
3. Loans and leases	3516			36,203,000	3.
	BHDM				
a. Loans secured by 1–4 family residential properties in domestic offices	3465			5,415,000	3.a.
b. All other loans secured by real estate in domestic offices	3466			1,401,000	3.b.
c. All other loans in domestic offices	F724			18,598,000	3.c.
	BHCK				
4. a. Trading assets	3401			8,217,000	4.a.
b. Other earning assets	B985			61,123,000	4.b.
5. Total consolidated assets	3368			211,316,000	5.
LIABILITIES					
6. Interest-bearing deposits (domestic)	3517			24,729,000	6.
7. Interest-bearing deposits (foreign)	3404			69,796,000	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353			3,275,000	8.
9. All other borrowed money	2635			13,119,000	9.
10. Not applicable					
EQUITY CAPITAL					
11. **Total** equity capital (excludes limited-life preferred stock)	3519			28,144,000	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		399,000		1.a.
b. Credit card lines			3815		0		1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))			3816		422,000		1.c.(1)
(a) 1–4 family residential construction loan commitments	F164	1,000					1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165	421,000					1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate			6550		618,000		1.c.(2)
d. Securities underwriting			3817		0		1.d.
e. Other unused commitments			3818		32,992,000		1.e.
2. Financial standby letters of credit and foreign office guarantees			6566		13,226,000		2.
Item 2.a is to be completed by bank holding companies with $1 billion or more in total assets.[1]							
a. Amount of financial standby letters of credit conveyed to others			3820		2,231,000		2.a.
3. Performance standby letters of credit and foreign office guarantees			6570		1,318,000		3.
Item 3.a is to be completed by bank holding companies with $1 billion or more in total assets.[1]							
a. Amount of performance standby letters of credit conveyed to others			3822		141,000		3.a.
4. Commercial and similar letters of credit			3411		880,000		4.
5. Not applicable							
6. Securities lent			3433		299,722,000		6.

7. Credit derivatives:	(Column A) Sold Protection				(Column B) Purchased Protection				
a. Notional amounts:	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
(1) Credit default swaps	C968			2,000	C969			834,000	7.a. (1)
(2) Total return swaps	C970			0	C971			0	7.a. (2)
(3) Credit options	C972			0	C973			0	7.a. (3)
(4) Other credit derivatives	C974			0	C975			0	7.a. (4)
b. Gross fair values:									
(1) Gross positive fair value	C219			0	C221			7,000	7.b. (1)
(2) Gross negative fair value	C220			0	C222			7,000	7.b. (2)

	BHCK	Bil	Mil	Thou	
c. **Notional amounts by regulatory capital treatment:**					
(1) **Positions covered under the Market Risk Rule:**					
(a) **Sold protection**	G401			2,000	7.c.(1)(a)
(b) **Purchased protection**	G402			834,000	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, 2008.

(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			2,000	G408			0	7.d.(1)(a)
(b) **Subinvestment grade**.....	G409			0	G410			0	G411			0	7.d.(1)(b)
(2) **Purchased credit protection:**													
(a) **Investment grade**.....	G412			40,000	G413			258,000	G414			0	7.d.(2)(a)
(b) **Subinvestment grade**.....	G415			55,000	G416			481,000	G417			0	7.d.(2)(b)

	BHCK	Bil	Mil	Thou	
8. Spot foreign exchange contracts.....	8765		44,332,000		8.
9. All other off-balance sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a).....	3430		0		9.
a. Securities borrowed.....	3432		0		9.a.
b. Commitments to purchase when-issued securities.....	3434		0		9.b.
c. Commitments to sell when-issued securities.....	3435		0		9.c.
d. 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	
Derivatives Position Indicators	Tril | Bil | Mil | Thou	Tril | Bil | Mil | Thou	Tril | Bil | Mil | Thou	Tril | Bil | Mil | Thou	
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):	BHCK 8693	BHCK 8694	BHCK 8695	BHCK 8696	
a. Futures contracts	24,334,000	0	430,000	0	11.a.
	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	
b. Forward contracts	211,077,000	202,429,000	0	0	11.b.
c. Exchange-traded option contracts:	BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704	
(1) Written options	21,777,000	0	973,000	0	11.c.(1)
	BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708	
(2) Purchased options	27,151,000	0	1,233,000	0	11.c.(2)
d. Over-the-counter option contracts:	BHCK 8709	BHCK 8710	BHCK 8711	BHCK 8712	
(1) Written options	175,212,000	2,869,000	3,899,000	0	11.d.(1)
	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	
(2) Purchased options	157,266,000	3,613,000	3,154,000	0	11.d.(2)
	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	
e. Swaps	434,739,000	13,845,000	102,000	0	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	
	1,040,190,000	217,801,000	9,742,000	0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	
	11,366,000	4,955,000	49,000	0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:	BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736	
(1) Gross positive fair value	14,208,000	3,414,000	635,000	0	14.a.(1)
	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	
(2) Gross negative fair value	14,315,000	3,517,000	619,000	0	14.a.(2)
b. Contracts held for purposes other than trading:	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	
(1) Gross positive fair value	711,000	144,000	2,000	0	14.b.(1)
	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	
(2) Gross negative fair value	53,000	226,000	2,000	0	14.b.(2)

Schedule HC-L—Continued

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

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Soverign Governments				(Column E) Corporations and All Other Counterparties				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
15. **Over-the counter derivatives:**																					
a. **Net current credit exposure**	G418		4,244,000		G419		41,000		G420		708,000		G421		275,000		G422		3,676,000		15.a
b. **Fair value of collateral:**																					
(1) **Cash—U.S. Dollar**	G423		444,000		G424		22,000		G425		5,000		G426		0		G427		57,000		15.b.(1)
(2) **Cash—Other currencies**	G428		24,000		G429		0		G430		6,000		G431		0		G432		14,000		15.b.(2)
(3) **U.S. Treasury securities**	G433		8,000		G434		31,000		G435		0		G436		0		G437		14,000		15.b.(3)
(4) **U.S. Government agency and U.S. Government-sponsored agency debt securities**	G438		425,000		G439		27,000		G440		3,000		G441		0		G442		28,000		15.b.(4)
(5) **Corporate bonds**	G443		0		G444		0		G445		8,000		G446		0		G447		3,000		15.b.(5)
(6) **Equity securities**	G448		0		G449		0		G450		0		G451		0		G452		0		15.b.(6)
(7) **All other collateral**	G453		34,000		G454		0		G455		4,000		G456		0		G457		0		15.b.(7)
(8) **Total fair value of collateral (sum of items 15.b.(1) through (7))**	G458		**935,000**		G459		**80,000**		G460		**26,000**		G461		**0**		G462		**116,000**		15.b.(8)

1. The $10 billion asset size test is generally based on the total assets reported as of June 30, 2008.

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	1,204,243,958				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	439,000	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	602,000	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. **Not applicable**						
7. Not applicable						

	BHCK		
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)**	C251	0	8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? **(Enter ''1'' for yes; enter ''0'' for no)**	6689	0	9.
10. Not Applicable			
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y–10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10	6416	1	11.

TEXT 6428 John A. Park, Controller

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

(212) 635 - 7080

Area Code and Phone Number (TEXT 9009)

			BHCK	Bil | Mil | Thou	
12. Intangible assets other than goodwill:						
a. Mortgage servicing assets			3164	4,000		12.a.
(1) Estimated fair value of mortgage servicing assets	6438	4,000				12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets			B026	0		12.b.
c. All other identifiable intangible assets			5507	5,570,000		12.c.
			bhct			
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)			0426	**5,574,000**		12.d.
13. **Other real estate owned**			2150	6,000		13.
14. Other borrowed money:			BHCK			
a. Commercial paper			2309	163,000		14.a.
b. Other borrowed money with a remaining maturity of one year or less			2332	7,570,000		14.b.
c. Other borrowed money with a remaining maturity of more than one year			2333	9,344,000		14.c.
			bhct			
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)			3190	**17,077,000**		14.d.

	BHCK		
15. Does the holding company sell private label or third party mutual funds and annuities? (Enter ''1'' for yes; enter ''0'' for no)	B569	1	15.

	BHCK	Bil | Mil | Thou	
16. Assets under management in proprietary mutual funds and annuities	B570	345,311,000	16.

Schedule HC-M—Continued

The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)4(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? **(Enter "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		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		19.b.

Memoranda items 20 and 21 are to be completed only by bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
20. Balances of broker–dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm–Leach–Bliley Act:					
a. Net assets.....	C252		1,076,000		20.a.
b. Balances due from related institutions:					
(1) Due from the bank holding company (parent company only), gross.....	4832		2,000		20.b.(1)
(2) Due from subsidiary banks of the bank holding company, gross.....	4833		161,000		20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834		235,000		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		106,000		20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045		33,000		20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors.....	5047		130,000		20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act.....	C253		90,000		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.

Memoranda item 23 and 24 are to be completed by all bank holding companies.

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
23. Secured liabilities:					
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)	F064			0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	F065		4,348	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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans	F172		1,000		F174		7,000		F176		1,000		1.a.(1)
(2) Other construction loans and all land development and other land loans	F173		40,000		F175		46,000		F177		136,000		1.a.(2)
b. Secured by farmland in domestic offices	3493		0		3494		0		3495		5,000		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		3,000		5399		0		5400		7,000		1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:													
(a) Secured by first liens	C236		100,000		C237		77,000		C229		191,000		1.c.(2) (a)
(b) Secured by junior liens	C238		1,000		C239		0		C230		1,000		1.c.(2) (b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		17,000		3500		0		3501		79,000		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		3,000		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179		33,000		F181		0		F183		96,000		1.e.(2)
f. In foreign offices	B572		40,000		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		36,000		1607		1,000		1608		64,000		4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575		0		B576		0		B577		0		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		22,000		B579		6,000		B580		52,000		5.b.
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		0		6.
7. All other loans	5459		105,000		5460		312,000		5461		198,000		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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505			8,000	3506			8,000	3507			86,000	9.
10. TOTAL (sum of items 1 through 9)	5524			**406,000**	5525			**457,000**	5526			**919,000**	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612			0	5613			0	5614			0	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	5615			0	5616			0	5617			0	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	C866			0	C867			0	C868			0	11.b.

MEMORANDA

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1)													
a. Loans secured by 1–4 family residential properties in domestic offices	F661			0	F662			0	F663			4,000	M.1.a
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures)	1658			0	1659			0	1661			12,000	M.1.b
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			26,000	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508			0	1912			0	1913			0	M.3.
4. Not applicable													
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)													
a. Loans and leases held for sale	C240			0	C241			0	C226			0	M.5.a.
b. Loans measured at fair value:													
(1) Fair value	F664			0	F665			0	F666			0	M.5.b.(1)
(2) Unpaid principal balance	F667			0	F668			0	F669			0	M.5.b.(2)

Schedule HC-N—Continued

MEMORANDA—Continued

Item 6 is to be reported only by bank holding companies with total consolidated assets of $1 billion or more, or with $2 billion or more in par/notional amounts of off-balance sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
6. Derivative contracts:									
Fair value of amounts carried as assets.....	3529			0	3530			7,000	M.6.

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
7. Additions to nonaccrual assets during the quarter.....	C410			388,000	M.7.
8. Nonaccrual assets sold during the quarter.....	C411			13,000	M.8.

Schedule HC-P—1–4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all bank holding companies with $1 billion or more in total assets[1] and (2) bank holding companies with less than $1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale[2] from all sources, loan sales, or quarter-end loans held for sale in domestic offices exceed $10 million for two consecutive quarters.

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale[2]:					
a. Closed-end first liens	F066			0	1.a.
b. Closed-end junior liens	F067			0	1.b.
c. Open-end loans extended under lines of credit:	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 mortgage 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 at quarter-end (included in Schedule HC, item 4.a):	BHCK				
a. Closed-end first liens	F072			0	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			2,000	5.a.
	BHDM				
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	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, 2008.**
2. Exclude orignations and purchases of 1-4 family residential mortgage loans that are held for investment.

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

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

Dollar Amounts in Thousands		(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
		Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
ASSETS	bhcy																				
1. **Available-for-sale securities**	1773		48,389	000	G474		0		G475		1,618	000	G476		46,721	000	G477		50	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		36	000	G484		0		G485		0		G486		5	000	G487		31	000	3.
4. **Loans and leases held for investment**	G488		144	000	G489		0		G490		0		G491		144	000	G492		0		4.
5. **Trading assets:**	bhct																				
a. **Derivative assets**	3543		6,249	000	G493		14,990	000	G494		4,563	000	G495		16,536	000	G496		140	000	5.a.
b. **Other trading assets**	BHCK G497		1,703	000	G498		0		G499		588	000	G500		945	000	G501		170	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		581	000	G392		0		G395		1	000	G396		410	000	G804		170	000	6.
7. **Total assets measured at fair value on a recurring basis**	G502		**57,102**	**000**	G503		**14,990**	**000**	G504		**6,770**	**000**	G505		**64,761**	**000**	G506		**561**	**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		6,134	000	G512		14,505	000	G513		4,435	000	G514		16,090	000	G515		114	000	10.a.
b. **Other trading liabilities**	BHCK G516		1,690	000	G517		0		G518		687	000	G519		1,003	000	G520		0		10.b.
11. **Other borrowed money**	G521		0		G522		0		G523		0		G524		0		G525		0		11.
12. **Subordinated notes and debentures**	G526		0		G527		0		G528		0		G529		0		G530		0		12.
13. **All other liabilities**	G805		589	000	G806		0		G807		5	000	G808		581	000	G809		3	000	13.
14. **Total liabilities measured at fair value on a recurring basis**	G531		**8,413**	**000**	G532		**14,505**	**000**	G533		**5,127**	**000**	G534		**17,674**	**000**	G535		**117**	**000**	14.

Schedule HC-Q—Continued

Dollar Amounts in Thousands	(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
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**	G536			0	G537			0	G538			0	G539			0	G540			0	M.1.a.
b. **Nontrading derivative assets**	G541			173,000	G542			0	G543			0	G544			173,000	G545			0	M.1.b.
c. BHTX G546 Seed Capital	G546			207,000	G547			0	G548			0	G549			207,000	G550			0	M.1.c.
d. BHTX G551 Venture Capital	G551			170,000	G552			0	G553			0	G554			0	G555			170,000	M.1.d.
e. BHTX G556	G556			0	G557			0	G558			0	G559			0	G560			0	M.1.e.
f. BHTX G561	G561			0	G562			0	G563			0	G564			0	G565			0	M.1.f.
2. **All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than $25,000 and exceed 25% of item 13):**																					
a. **Loan commitments (not accounted for as derivatives)**	F261			0	F689			0	F697			0	F262			0	F263			0	M.2.a.
b. **Nontrading derivative liabilities**	G566			0	G567			0	G568			0	G569			0	G570			0	M.2.b.
c. BHTX G571 Capital Support Agreements	G571			432,000	G572			0	G573			0	G574			432,000	G575			0	M.2.c.
d. BHTX G576	G576			0	G577			0	G578			0	G579			0	G580			0	M.2.d.
e. BHTX G581	G581			0	G582			0	G583			0	G584			0	G585			0	M.2.e.
f. BHTX G586	G586			0	G587			0	G588			0	G589			0	G590			0	M.2.f.

For Federal Reserve Bank Use Only
C.I.

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		**28,295,000**		1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities[1] (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK 8434		(823,000)		2.
3. LESS: Net unrealized loss on available-for-sale equity securities[1] (report loss as a positive value)	A221		0		3.
4. LESS: Accumulated net gains (losses) on cash flow hedges [1] (if a gain, report as a positive value; if a loss, report as a negative value)	4336		(1,016,000)		4.
5. LESS: Nonqualifying perpetual preferred stock	B588		0		5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214		0		6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock)[2]	G215		1,682,000		6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216		0		6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590		19,213,000		7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	F264		0		7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227		**12,603,000**		8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		0		9.a
b. LESS: Disallowed deferred tax assets	5610		27,000		9.b
10. Other additions to (deductions from) Tier 1 capital	B592		(33,000)		10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		**12,543,000**		11.
Tier 2 capital					
12. Qualifying subordinated debt, redeemable preferred stock, **and restricted core capital elements[2] (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.**	G217		3,573,000		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		702,000		14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		4,000		15.
16. Other Tier 2 capital components	B594		0		16.
17. Tier 2 capital (sum of items 12 through 16)	5311		**4,279,000**		17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275		**4,279,000**		18.
19. Tier 3 capital allocated for market risk	1395		0		19.
20. LESS: Deductions for total risk-based capital	B595		0		20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792		**16,822,000**		21.
Total assets for leverage ratio	bhct				
22. Average total assets (from Schedule HC-K, item 5)	3368		**211,316,000**		22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590		**19,213,000**		23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		**0**		24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610		**27,000**		25.
	BHCK				
26. LESS: Other deductions from assets for leverage capital purposes	B596		(1,276,000)		26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		**193,352,000**		27.
28. –30.Not applicable					

Capital ratios	BHCK	Percentage	
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	**6.49%**	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	**11.39%**	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	**15.27%**	33.

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income."
2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.

Schedule HC-R—Continued

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

																				C000		
	(Column A) Totals *(from Schedule HC)*			(Column B) Items Not Subject to Risk-Weighting			(Column C) Allocation by Risk Weight Category 0%			(Column D) 20%			(Column E) 50%			(Column F) 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))	BHCK 0010																			
	67,474,000			0			15,142,000			52,332,000						0			34.	
35. Held-to-maturity securities	bhcx 1754																			
	6,326,000			(205,000)			177,000			4,788,000			220,000			1,346,000			35.	
36. Available-for-sale securities	bhcx 1773																			
	48,389,000			(1,593,000)			12,319,000			22,765,000			1,686,000			13,212,000			36.	
37. Federal funds sold and securities purchased under agreements to resell	BHCK C225																			
	668,000						600,000			68,000						0			37.	
38. Loans and leases held for sale	bhct 5369																			
	36,000			0			0			0			0			36,000			38.	
39. Loans and leases, net of unearned income	bhct B528																			
	37,866,000			1,982,000			1,299,000			6,354,000			5,251,000			22,980,000			39.	
40. LESS: Allowance for loan and lease losses	bhcx 3123																			
	560,000			560,000															40.	
41. Trading assets	bhcx 3545																			
	7,952,000			7,952,000			0			0			0			0			41.	
42. All other assets [1]	BHCK B639																			
	44,319,000			21,501,000			1,941,000			108,000			17,000			20,752,000			42.	
43. Total assets (sum of items 34 through 42)	bhct 2170																			
	212,470,000			**29,077,000**			**31,478,000**			**86,415,000**			**7,174,000**			**58,326,000**			43.	

1. Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customers' liability on acceptances outstanding, intangible assets, and other assets.

Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount Bil Mil Thou	Credit Conversion Factor	(Column B) Credit Equivalent Amount [1] Bil Mil Thou	(Column C) Allocation by Risk Weight Category 0% Bil Mil Thou	(Column D) 20% Bil Mil Thou	(Column E) 50% Bil Mil Thou	(Column F) 100% Bil Mil Thou	
Derivatives and Off-Balance Sheet Items	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit	**13,226,000**	**1.00 or 12.5 [2]**	**13,226,000**	821,000	2,205,000	0	10,200,000	44.
45. Performance standby letters of credit	bhct 6570 **1,318,000**	**.50**	**659,000**	44,000	73,000	0	542,000	45.
46. Commercial and similar letters of credit	bhct 3411 **880,000**	**.20**	**176,000**	1,000	0	0	175,000	46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429 0	**1.00**	**0**	0	0		0	47.
48. Securities lent	bhct 3433 **299,722,000**	**1.00**	**299,722,000**	297,583,000	2,123,000	0	16,000	48.
49. Retained recourse on small business obligations sold with recourse	bhct A250 0	**1.00**	**0**	0	0	0	0	49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	BHCK B541 124,000	**12.5[3]**	**1,550,000**				1,550,000	50.
51. All other financial assets sold with recourse	BHCK B675 0	**1.00**	**0**	0	0	0	0	51.
52. All other off-balance sheet liabilities	BHCK B681 599,000	**1.00**	**599,000**	0	0	0	599,000	52.
53. **Unused commitments:**								
a. **With an original maturity exceeding one year**	BHCK 6572 22,456,000	**.50**	**11,228,000**	150,000	595,000	0	10,483,000	53.a.
b. **With an original maturity of one year or less to asset-backed commercial paper conduits**	BHCK G591 0	**.10**	**0**	0	0	0	0	53.b.
54. Derivative contracts			BHCE A167 10,703,000	118,000	772,000	9,813,000		54.

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

Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column C)			(Column D)			(Column E)			(Column F)			
	Allocation by Risk Weight Category												
	0%			20%			50%			100%			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
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			
	330,195,000			**92,183,000**			**16,987,000**			**81,891,000**			55.
56. Risk weight factor	x 0%			x 20 %			x 50%			x 100%			56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	BHCK B700			BHCK B701			BHCK B702			BHCK B703			
	0			**18,436,600**			**8,493,500**			**81,891,000**			57.
										BHCK 1651			
58. Market risk equivalent assets										1,314,000			58.
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			
										110,135,100			59.
										BHCK A222			
60. LESS: Excess allowance for loan and lease losses										0			60.
										BHCK 3128			
61. LESS: Allocated transfer risk reserve										0			61.
										BHCK A223			
62. Total risk-weighted assets (item 59 minus items 60 and 61)										**110,135,100**			62.

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		6,444,000		M.1.

	With a remaining maturity of						
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years		
Dollar Amounts in Thousands	BHCK	Tril | Bil | Mil | Thou	BHCK	Tril | Bil | Mil | Thou	BHCK	Tril | Bil | Mil | Thou	
2. Notional principal amounts of derivative contracts: [1]							
a. Interest rate contracts	3809	317,613,000	8766	252,933,000	8767	168,335,000	M.2.a.
b. Foreign exchange contracts	3812	197,253,000	8769	9,115,000	8770	4,817,000	M.2.b.
c. Gold contracts	8771	0	8772	0	8773	0	M.2.c.
d. Other precious metals contracts	8774	0	8775	0	8776	0	M.2.d.
e. Other commodity contracts	8777	0	8778	0	8779	0	M.2.e.
f. Equity derivative contracts	A000	3,089,000	A001	275,000	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	40,000	G598	258,000	G599	0	M.2.g.(1)
(2) **SubInvestment grade**	G600	55,000	G601	481,000	G602	0	M.2.g.(2)

Dollar Amounts in Thousands	BHCK	Bil | Mil | Thou	
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:			
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	5479	0	M.3.a
b. Not applicable.			
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b)	C498	0	M.3.c
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital **(excluding trust preferred securities)** (included in Schedule HC, item 20 or 27.b)	A507	0	M.3.d
4. Offsetting debit to the liability (i. e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)	2771	0	M.4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):			
a. In the form of perpetual preferred stock	5483	0	M.5.a.
b. In the form of common stock	5484	26,000	M.5.b.

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

Schedule HC-R—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	F031		610,000		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		1,682,000		M.8.d.
9. **Goodwill net of any associated deferred tax liability**	G221		15,356,000		M.9.

	BHCK	Percentage	
10. **Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)**	G222	**10.22%**	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.**

For Federal Reserve Bank Use Only
C.I.

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

Dollar Amounts in Thousands	(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	C000 (Column G) All Other Loans, All Leases, and All Other Assets	
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
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	
	484,000	0	0	0	0	0	118,000	1.
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	
	0	0	0	0	0	0	0	2.a.
b. Subordinated securities, and other residual interests	BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399	
	0	0	0	0	0	0	0	2.b.
c. Standby letters of credit, and other enhancements	BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406	
	0	0	0	0	0	0	0	2.c.
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	
	0	0	0	0	0	0	123,000	3.
4. Past due loan amounts included in item 1:	BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739	
a. 30–89 days past due	9,000	0	0	0	0	0	0	4.a.
	BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746	
b. 90 days or more past due	1,000	0	0	0	0	0	0	4.b.
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):	BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753	
a. Charge-offs	0	0	0	0	0	0	0	5.a.
	BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760	
b. Recoveries	0	0	0	0	0	0	0	5.b.

Schedule HC-S—Continued

Dollar Amounts in Thousands	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
6. Amount of ownership (or seller's) interests carried as:		BHCK B761	BHCK B762			BHCK B763		
a. Securities (included in HC-B)		0	0			0		6.a.
		BHCK B500	BHCK B501			BHCK B502		
b. Loans (included in HC-C)		0	0			0		6.b.
7. Past due loan amounts included in interests reported in item 6.a.:		BHCK B764	BHCK B765			BHCK B766		
a. 30–89 days past due		0	0			0		7.a.
		BHCK B767	BHCK B768			BHCK B769		
b. 90 days or more past due		0	0			0		7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a. (calendar year-to-date):		BHCK B770	BHCK B771			BHCK B772		
a. Charge-offs		0	0			0		8.a.
		BHCK B773	BHCK B774			BHCK B775		
b. Recoveries		0	0			0		8.b.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782	
	0	0	0	0	0	124,000	0	9.
10. Reporting institutions unused commitments to provide liquidity to other institution's securitization structures	BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789	
	0	0	0	0	0	0	30,000	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796	
	0	0	0	0	0	0	0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803	
	0	0	0	0	0	0	0	12.

Schedule HC-S—Continued

MEMORANDA

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:					
a. Outstanding principal balance	A249			0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250			0	M.1.b.
2. Outstanding principal balance of assets serviced for others **(includes participations serviced for others):**					
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804			0	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805			1,361,000	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			310,000	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 defi ned in the instructions).

Notes to the Balance Sheet—Predecessor Financial Items

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

Dollar 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 Amount in Thousands	BHCK	Bil	Mil	Thou	
1.		**Amount of excess restricted core capital elements included in Schedule HC-R, item 10.**	G914				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 Amount 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.