

**Board of Governors of the Federal Reserve System**



**Consolidated Financial Statements for  
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 C.F.R. § 225.5(b)) and Section 10 of the Home Owners Loan Act (12 U.S.C. § 1467a(b)).

This report form is to be filed by holding companies with total consolidated assets of \$500 million or more. In addition, 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 holding companies own or control, or are owned or controlled by, other 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 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 Holding Companies. The Consolidated Financial Statements for Holding Companies is to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).

Date of Report: **March 31, 2014**  
Month / Date / Year (BHCK 9999)

I, the undersigned CFO (or equivalent) of the named holding company, attest that the Consolidated Financial Statements for 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.

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

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

Signature of Chief Financial Officer (or Equivalent)

1 Wall Street  
(Mailing Address of the Holding Company) Street / P.O. Box (TEXT 9110)

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

New York NY 10286  
City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

Person to whom questions about this report should be directed:

Name / Title (TEXT 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

**For Federal Reserve Bank Use Only**

RSSD ID \_\_\_\_\_  
C.I. \_\_\_\_\_ S.F. \_\_\_\_\_

**Holding companies must maintain in their files a manually signed and attested printout of the data submitted.**

Public reporting burden for this information collection is estimated to vary from 2 to 13.5 hours per response, with an average of 5.25 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, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

# Report of Income for Holding Companies

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

## Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Interest income					
a. Interest and fee income on loans:					
(1) In domestic offices:					
(a) Loans secured by 1–4 family residential properties.....	4435		48,000		1.a.(1)(a)
(b) All other loans secured by real estate.....	4436		8,000		1.a.(1)(b)
(c) All other loans.....	F821		60,000		1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4059		72,000		1.a.(2)
b. Income from lease financing receivables.....	4065		22,000		1.b.
c. Interest income on balances due from depository institutions <sup>1</sup> .....	4115		119,000		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		76,000		1.d.(1)
(2) Mortgage-backed securities.....	B489		244,000		1.d.(2)
(3) All other securities.....	4060		112,000		1.d.(3)
e. Interest income from trading assets.....	4069		33,000		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	4020		17,000		1.f.
g. Other interest income.....	4518		7,000		1.g.
h. Total interest income (sum of items 1.a through 1.g.).....	4107		818,000		1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more.....	A517		1,000		2.a.(1)(a)
(b) Time deposits of less than \$100,000.....	A518		0		2.a.(1)(b)
(c) Other deposits.....	6761		6,000		2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4172		15,000		2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase.....	4180		(4,000)		2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....	4185		52,000		2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities.....	4397		12,000		2.d.
e. Other interest expense.....	4398		2,000		2.e.
f. Total interest expense (sum of items 2.a through 2.e.).....	4073		84,000		2.f.
3. Net interest income (item 1.h minus item 2.f.).....	4074		734,000		3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		(13,000)		4.
5. Noninterest income:					
a. Income from fiduciary activities.....	4070		2,103,000		5.a.
b. Service charges on deposit accounts in domestic offices.....	4483		109,000		5.b.
c. Trading revenue <sup>2</sup> .....	A220		136,000		5.c.
d. (1) Fees and commissions from securities brokerage.....	C886		345,000		5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions.....	C888		0		5.d.(2)
(3) Fees and commissions from annuity sales.....	C887		1,000		5.d.(3)
(4) Underwriting income from insurance and reinsurance activities.....	C386		0		5.d.(4)
(5) Income from other insurance activities.....	C387		0		5.d.(5)
e. Venture capital revenue.....	B491		5,000		5.e.
f. Net servicing fees.....	B492		0		5.f.
g. Net securitization income.....	B493		0		5.g.

1. Includes interest income on time certificates of deposit not held for trading.

2. For holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

**Schedule HI—Continued**

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
5.	h. Not applicable					
	i. Net gains (losses) on sales of loans and leases.....	8560			0	5.i.
	j. Net gains (losses) on sales of other real estate owned.....	8561			0	5.j.
	k. Net gains (losses) on sales of other assets (excluding securities).....	B496			0	5.k.
	l. Other noninterest income <sup>3</sup> .....	B497			197,000	5.l.
	m. Total noninterest income (sum of items 5.a through 5.l).....	4079			2,896,000	5.m.
6.	a. Realized gains (losses) on held-to-maturity securities.....	3521			0	6.a.
	b. Realized gains (losses) on available-for-sale securities.....	3196			22,000	6.b.
7.	Noninterest expense:					
	a. Salaries and employee benefits.....	4135			1,511,000	7.a.
	b. Expenses of premises and fixed assets (net of rental income (excluding salaries and employee benefits and mortgage interest).....	4217			239,000	7.b.
	c. (1) Goodwill impairment losses.....	C216			0	7.c.(1)
	(2) Amortization expense and impairment losses for other intangible assets.....	C232			75,000	7.c.(2)
	d. Other noninterest expense <sup>4</sup> .....	4092			914,000	7.d.
	e. Total noninterest expense (sum of items 7.a through 7.d).....	4093			2,739,000	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			926,000	8.
9.	Applicable income taxes (foreign and domestic).....	4302			232,000	9.
10.	Income (loss) before extraordinary items and other adjustments (item 8 minus item 9).....	4300			694,000	10.
11.	Extraordinary items and other adjustments, net of income taxes <sup>5</sup> .....	4320			0	11.
12.	Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104			694,000	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			20,000	13.
14.	Net income (loss) attributable to holding company (item 12 minus item 13).....	4340			674,000	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			750,000	M.1.
2.	Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis.....	4592			941,000	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			27,000	M.4.
5.	Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			M.5.
		4150			51,400	
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			30,000	M.6.b.
	c. Income and fees from automated teller machines (ATMs).....	C016			0	M.6.c.
	d. Rent and other income from other real estate owned.....	4042			0	M.6.d.
	e. Safe deposit box rent.....	C015			0	M.6.e.
	f. Net change in the fair values of financial instruments accounted for under a fair value option...	F229			0	M.6.f.

Schedule HI—Continued

Memoranda—Continued

		Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
6.	g.	Bank card and credit card interchange fees.....	F555			0	M.6.g.
	h.	Gains on bargain purchases.....	J447			0	M.6.h.
		TEXT					
	i.	8562 Fund Transfer Fees	8562			22,000	M.6.i.
		TEXT					
	j.	8563 Standby L/C Fees	8563			11,000	M.6.j.
		TEXT					
	k.	8564 Investment Income	8564			38,000	M.6.k.
7.	Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3 percent 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			0	M.7.f.
	g.	FDIC deposit insurance assessments.....	4146				M.7.g.
	h.	Accounting and auditing expenses.....	F556			0	M.7.h.
	i.	Consulting and advisory expenses.....	F557			71,000	M.7.i.
	j.	Automated teller machine (ATM) and interchange expenses.....	F558			0	M.7.j.
	k.	Telecommunications expenses.....	F559			29,000	M.7.k.
		TEXT					
	l.	8565 Software	8565			152,000	M.7.l.
		TEXT					
	m.	8566 Purchased Services and Systems	8566			201,000	M.7.m.
		TEXT					
	n.	8567 Sub. Custodian Charges	8567			68,000	M.7.n.
8.	Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):						
		TEXT					
	a.	(1) 3571	3571			0	M.8.a.(1)
		(2) Applicable income tax effect.....	BHCK 3572			0	M.8.a.(2)
		TEXT					
	b.	(1) 3573	3573			0	M.8.b.(1)
		(2) Applicable income tax effect.....	BHCK 3574			0	M.8.b.(2)
		TEXT					
	c.	(1) 3575	3575			0	M.8.c.(1)
		(2) Applicable income tax effect.....	BHCK 3576			0	M.8.c.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)						
<i>Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:</i>							
	a.	Interest rate exposures.....	8757			1,000	M.9.a.
	b.	Foreign exchange exposures.....	8758			130,000	M.9.b.
	c.	Equity security and index exposures.....	8759			5,000	M.9.c.
	d.	Commodity and other exposures.....	8760			0	M.9.d.
	e.	Credit exposures.....	F186			0	M.9.e.

Schedule HI—Continued

Memoranda—Continued

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.<sup>1</sup></i>					
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....	K090		1,000		M.9.f.
9. g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e. above).....	K094		1,000		M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading.....	C889		0		M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading.....	C890		0		M.10.b.
11. Credit losses on derivatives (see instructions).....	A251		0		M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		198,000		M.12.a.
b. (1) Premiums on insurance related to the extension of credit.....	C242		0		M.12.b.(1)
(2) All other insurance premiums.....	C243		0		M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities.....	B983		0		M.12.c.
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.).....	0=No 1=Yes	BHCK A530		0	M.13.

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
<i>Memorandum item 14 is to be completed by bank companies that have elected to account for assets and liabilities under a fair value option.</i>					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets.....	F551		0		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552		0		M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553		0		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554		0		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....	C409		77,000		M.15.

	Year-to-date				
	BHCK	Bil	Mil	Thou	
<i>Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>					
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a)).....	F228		0		M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses.....	J319		8,000		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes).....	J320		3,000		M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b).....	J321		5,000		M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2013.

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

	Dollar Amounts in Thousands			
	BHCK	Bil	Mil	Thou
1. Total holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income).....	3217		37,521,000	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors.....	B507		(24,000)	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....	B508		37,497,000	3.
	BHCT			
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14).....	4340		674,000	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK			
a. Sale of perpetual preferred stock, gross.....	3577		0	5.a.
b. Conversion or retirement of perpetual preferred stock.....	3578		0	5.b.
6. Sale of common stock:				
a. Sale of common stock, gross.....	3579		164,000	6.a.
b. Conversion or retirement of common stock.....	3580		0	6.b.
7. Sale of treasury stock.....	4782		0	7.
8. LESS: Purchase of treasury stock.....	4783		375,000	8.
9. Changes incident to business combinations, net.....	4356		0	9.
10. LESS: Cash dividends declared on preferred stock.....	4598		13,000	10.
11. LESS: Cash dividends declared on common stock.....	4460		174,000	11.
12. Other comprehensive income <sup>1</sup> .....	B511		203,000	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company.....	4591		0	13.
14. Other adjustments to equity capital (not included above).....	3581		10,000	14.
15. Total 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		37,986,000	15.

1. Includes, but is not limited to, 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

	(Column A) Charge-offs <sup>1</sup>				(Column B) Recoveries				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands									
<b>I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)</b>									
1. Loans secured by real estate:									
a. Construction, land development, and other land loans in domestic offices:									
(1) 1–4 family residential construction loans.....	C891			0	C892			0	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	C893			0	C894			0	1.a.(2)
b. Secured by farmland in domestic offices.....	3584			0	3585			0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:									
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5411			0	5412			0	1.c.(1)
(2) Closed-end loans secured by 1– 4 family residential properties in domestic offices:									
(a) Secured by first liens.....	C234			1,000	C217			1,000	1.c.(2)(a)
(b) Secured by junior liens.....	C235			0	C218			0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588			0	3589			0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	C895			0	C896			0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	C897			0	C898			0	1.e.(2)
f. In foreign offices.....	B512			0	B513			0	1.f.
2. Loans to depository institutions and acceptances of other banks:									
a. To U.S. banks and other U.S. depository institutions.....	4653			0	4663			0	2.a.
b. To foreign banks.....	4654			0	4664			0	2.b.
3. Loans to finance agricultural production and other loans to farmers.....	4655			0	4665			0	3.
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile).....	4645			0	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. Automobile loans.....	K129			0	K133			0	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K205			0	K206			0	5.c.
6. Loans to foreign governments and official institutions.....	4643			0	4627			0	6.
7. All other loans.....	4644			0	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			0	8.b.
9. Total (sum of items 1 through 8).....	4635			1,000	4605			1,000	9.

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

### Schedule HI-B—Continued

#### Memoranda

	(Column A) Charge-offs <sup>1</sup>				(Column B) Recoveries				
	Calendar year-to-date								
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands									
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above.....	5409			0	5410			0	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) 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) 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.

	Calendar year-to-date				
	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands					
<b>II. Changes in allowance for loan and lease losses</b>					
1. Balance <i>most recently</i> reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522			210,000	1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above).....	BHCT				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).....	C079			1,000	3.
4. Less: Write-downs arising from transfers of loans to a held-for sale account.....	5523			0	4.
5. Provision for loan and lease losses (must equal Schedule HI, item 4).....	BHCT				5.
6. Adjustments (see instructions for this schedule).....	4230			(13,000)	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).....	BHCK				7.
	C233			0	
	BHCT				
	3123			197,000	

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

#### Memoranda

	Calendar year-to-date				
	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands					
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7.....	C435			0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	C389			0	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7).....	C390			0	M.3.
<i>Memoranda item 4 is to be completed by all holding companies.</i>					
4. Amount of allowance for post-acquisition credit losses on purchased credit-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.



**Schedule HI-C—Disaggregated Data on the Allowance for Loan and Lease Losses**

Schedule HI-C is to be completed by holding companies with \$1 billion or more in total assets.<sup>1</sup>

	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)				(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)				(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)				(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)				(Column E) Recorded Investment: Purchased Credit- Impaired Loans (ASC 310-30)				(Column F) Allowance Balance: Purchased Credit- Impaired Loans (ASC 310-30)				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands																									
1. Real estate loans:																									
a. Construction loans.....	M708			2,000	M709			1,000	M710			290,000	M711			3,000	M712			0	M713			0	1.a.
b. Commercial real estate loans.....	M714			1,000	M715			0	M716			1,264,000	M717			13,000	M719			0	M720			0	1.b.
c. Residential real estate loans.....	M721			4,000	M722			1,000	M723			6,273,000	M724			57,000	M725			0	M726			0	1.c.
2. Commercial loans <sup>2</sup> .....	M727			20,000	M728			5,000	M729			43,716,000	M730			112,000	M731			0	M732			0	2.
3. Credit cards.....	M733			0	M734			0	M735			0	M736			0	M737			0	M738			0	3.
4. Other consumer loans.....	M739			7,000	M740			1,000	M741			2,398,000	M742			4,000	M743			0	M744			0	4.
5. Unallocated, if any.....													M745			0									5.
6. Total (sum of items 1.a. through 5.).....	M746			34,000	M747			8,000	M748			53,941,000	M749			189,000	M750			0	M751			0	6.

1. The asset size test is generally based on the total assets reported as of June 30, 2013.

2. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

## Notes to the Income Statement—Predecessor Financial Items

For 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 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 holding company wishes to explain, that has been separately disclosed in the 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 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 SEC. Enter on the line item below the following information:

TEXT	BHCK	Bil	Mil	Thou
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country				
	0000			1350

**Notes to the Income Statement (Other)**

	TEXT	Dollar Amount in Thousands	BHCK	Bil	Mil	Thou	
1.	5351		5351			0	1
2.	5352		5352			0	2.
3.	5353		5353			0	3.
4.	5354		5354			0	4.
5.	5355		5355			0	5.
6.	B042		B042			0	6.
7.	B043		B043			0	7.
8.	B044		B044			0	8.
9.	B045		B045			0	9.
10.	B046		B046			0	10.

### Notes to the Income Statement (Other) — Continued

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

## Consolidated Financial Statements for Holding Companies

Report at the close of business March 31, 2014  
Month / Day / Year

### Schedule HC—Consolidated Balance Sheet

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
<b>Assets</b>						
1.	Cash and balances due from depository institutions:					
a.	Noninterest-bearing balances and currency and coin <sup>1</sup>	0081		7,124,000		1.a.
b.	Interest-bearing balances: <sup>2</sup>					
(1)	In U.S. offices	0395		62,175,000		1.b.(1)
(2)	In foreign offices, Edge and Agreement subsidiaries, and IBFs	0397		62,826,000		1.b.(2)
2.	Securities:					
a.	Held-to-maturity securities (from Schedule HC-B, column A)	1754		19,226,000		2.a.
b.	Available-for-sale securities (from Schedule HC-B, column D)	1773		80,216,000		2.b.
3.	Federal funds sold and securities purchased under agreements to resell:					
a.	Federal funds sold in domestic offices	BHDM	B987		67,000	3.a.
b.	Securities purchased under agreements to resell <sup>3</sup>	BHCK	B989		12,156,000	3.b.
4.	Loans and lease financing receivables:					
a.	Loans and leases held for sale		5369		12,000	4.a.
b.	Loans and leases, net of unearned income	B528		53,975,000		4.b.
c.	LESS: Allowance for loan and lease losses	3123		197,000		4.c.
d.	Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)		B529		53,778,000	4.d.
5.	Trading assets (from Schedule HC-D)		3545		21,092,000	5.
6.	Premises and fixed assets (including capitalized leases)		2145		1,613,000	6.
7.	Other real estate owned (from Schedule HC-M)		2150		20,000	7.
8.	Investments in unconsolidated subsidiaries and associated companies		2130		1,471,000	8.
9.	Direct and indirect investments in real estate ventures		3656		0	9.
10.	Intangible assets:					
a.	Goodwill		3163		18,100,000	10.a.
b.	Other intangible assets (from Schedule HC-M)		0426		4,380,000	10.b.
11.	Other assets (from Schedule HC-F)		2160		23,985,000	11.
12.	Total assets (sum of items 1 through 11)		2170		368,241,000	12.

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

## Schedule HC—Continued

Dollar Amounts in Thousands

	BHDM	Bil	Mil	Thou	
<b>Liabilities</b>					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing <sup>1</sup> .....	6631		80,263,000		13.a.(1)
(2) Interest-bearing.....	6636		52,825,000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN				
(1) Noninterest-bearing.....	6631		8,804,000		13.b.(1)
(2) Interest-bearing.....	6636		110,351,000		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM				
a. Federal funds purchased in domestic offices <sup>2</sup> .....	B993		44,000		14.a.
b. Securities sold under agreements to repurchase <sup>3</sup> .....	BHCK				
.....	B995		9,892,000		14.b.
15. Trading liabilities (from Schedule HC-D).....	3548		6,540,000		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....	3190		27,506,000		16.
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures <sup>4</sup> .....	4062		2,064,000		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities.....	C699		334,000		19.b.
20. Other liabilities (from Schedule HC-G).....	2750		30,649,000		20.
21. Total liabilities (sum of items 13 through 20).....	2948		329,272,000		21.
22. Not applicable					
<b>Equity Capital</b>					
<b>Holding Company Equity Capital</b>					
23. Perpetual preferred stock and related surplus.....	3283		1,562,000		23.
24. Common stock (par value).....	3230		13,000		24.
25. Surplus (exclude all surplus related to preferred stock).....	3240		24,176,000		25.
26. a. Retained earnings.....	3247		16,439,000		26.a.
b. Accumulated other comprehensive income <sup>5</sup> .....	B530		(689,000)		26.b.
c. Other equity capital components <sup>6</sup> .....	A130		(3,515,000)		26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c).....	3210		37,986,000		27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries.....	3000		983,000		27.b.
28. Total equity capital (sum of items 27.a and 27.b).....	G105		38,969,000		28.
29. Total liabilities and equity capital (sum of items 21 and 28).....	3300		368,241,000		29.

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

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

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

4. Includes limited-life preferred stock and related surplus.

5. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.

6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

### Schedule HC—Continued

#### Memoranda (to be completed annually by holding companies for the December 31 report date)

1. Has the 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).....	0=No	BHCK		M.1.
	1=Yes	C884	0	

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

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

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

Schedule HC-B—Securities

	Held-to-Maturity								Available-for-Sale							
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
Dollar Amounts in Thousands																
1. U.S. Treasury securities.....	0211		3,325,000		0213		3,292,000		1286		13,810,000		1287		13,571,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																
a. Issued by U.S. government agencies <sup>1</sup> .....	1289		0		1290		0		1291		0		1293		0	2.a.
b. Issued by U.S. government-sponsored agencies <sup>2</sup> .....	1294		419,000		1295		410,000		1297		446,000		1298		449,000	2.b.
3. Securities issued by states and political subdivisions in the U.S. ....	8496		40,000		8497		41,000		8498		6,630,000		8499		6,652,000	3.
4. Mortgage-backed securities (MBS)																
a. Residential pass-through securities:																
(1) Guaranteed by GNMA.....	G300		482,000		G301		482,000		G302		444,000		G303		460,000	4.a.(1)
(2) Issued by FNMA and FHLMC.....	G304		12,777,000		G305		12,692,000		G306		14,587,000		G307		14,426,000	4.a.(2)
(3) Other pass-through securities.....	G308		0		G309		0		G310		0		G311		0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	G312		887,000		G313		883,000		G314		10,246,000		G315		10,200,000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	G316		0		G317		0		G318		0		G319		0	4.b.(2)
(3) All other residential mortgage-backed securities.....	G320		560,000		G321		553,000		G322		5,219,000		G323		5,807,000	4.b.(3)
c. Commercial MBS:																
(1) Commercial pass-through securities:																
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	K142		0		K143		0		K144		2,078,000		K145		2,063,000	4.c.(1)(a)
(b) Other pass-through securities.....	K146		0		K147		0		K148		0		K149		0	4.c.(1)(b)
(2) Other commercial MBS:																
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	K150		0		K151		0		K152		0		K153		0	4.c.(2)(a)
(b) All other commercial MBS.....	K154		16,000		K155		16,000		K156		2,144,000		K157		2,186,000	4.c.(2)(b)

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

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

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



Schedule HC-B—Continued

	Held-to-Maturity								Available-for-Sale							
	(Column A)				(Column B)				(Column C)				(Column D)			
	Amortized Cost				Fair Value				Amortized Cost				Fair Value			
Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
5. Asset-backed securities and structured financial products:																
a. Asset-backed Securities (ABS).....	C026			0	C988			0	C989		3,369,000		C027			3,377,000
b. Structured financial products:																
(1) Cash.....	G336			0	G337			0	G338		1,438,000		G339			1,450,000
(2) Synthetic.....	G340			0	G341			0	G342		0		G343			0
(3) Hybrid.....	G344			0	G345			0	G346		0		G347			0
6. Other debt securities:																
a. Other domestic debt securities.....	1737			0	1738			0	1739		1,251,000		1741			1,270,000
b. Foreign debt securities.....	1742			720,000	1743			723,000	1744		17,247,000		1746			17,439,000
7. Investments in mutual funds and other equity securities with readily determinable fair values.....									A510		865,000		A511			866,000
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b).....	BHCT				BHCT				BHCT				BHCT			
	1754			19,226,000	1771			19,092,000	1772		79,774,000		1773			80,216,000

Memoranda

	Dollar Amounts in Thousands			
	BHCK	Bil	Mil	Thou
1. Pledged securities <sup>1</sup> .....	0416			71,368,000
2. Remaining maturity or next repricing date of debt securities <sup>2, 3</sup> (Schedule HC-B, items 1 through 6.b in columns A and D above):				
a. 1 year and less.....	0383			30,124,000
b. Over 1 year to 5 years.....	0384			25,377,000
c. Over 5 years.....	0387			43,075,000
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer).....	1778			0
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):				
a. Amortized cost.....	8782			0
b. Fair value.....	8783			0

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

Schedule HC-B—Continued

Memoranda—Continued

	Held-to-Maturity								Available-for-Sale							
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
Dollar Amounts in Thousands																
<i>Memorandum item 5 is to be completed by holding companies with total assets over \$1 billion or with foreign offices.<sup>1</sup></i>																
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																
a. Credit card receivables.....	B838			0	B839			0	B840		1,121,000		B841		1,119,000	M.5.a.
b. Home equity lines.....	B842			0	B843			0	B844		4,000		B845		10,000	M.5.b.
c. Automobile loans.....	B846			0	B847			0	B848		1,277,000		B849		1,279,000	M.5.c.
d. Other consumer loans.....	B850			0	B851			0	B852		964,000		B853		966,000	M.5.d.
e. Commercial and industrial loans.....	B854			0	B855			0	B856		0		B857		0	M.5.e.
f. Other.....	B858			0	B859			0	B860		3,000		B861		3,000	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																
a. Trust preferred securities issued by financial institutions.....	G348			0	G349			0	G350		0		G351		0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts.....	G352			0	G353			0	G354		0		G355		0	M.6.b.
c. Corporate and similar loans.....	G356			0	G357			0	G358		1,438,000		G359		1,450,000	M.6.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G360			0	G361			0	G362		0		G363		0	M.6.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	G364			0	G365			0	G366		0		G367		0	M.6.e.
f. Diversified (mixed) pools of structured financial products.....	G368			0	G369			0	G370		0		G371		0	M.6.f.
g. Other collateral or reference assets.....	G372			0	G373			0	G374		0		G375		0	M.6.g.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

### Schedule HC-C—Loans and Lease Financing Receivables

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

	(Column A) Consolidated			(Column B) In Domestic Offices				
	BHCK	Bil	Mil Thou	BHDM	Bil	Mil Thou		
Dollar Amounts in Thousands								
1. Loans secured by real estate.....	1410		7,834,000					1.
a. Construction, land development and other land loans:				BHCK				
(1) 1-4 family residential construction loans.....	F158					0		1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F159					292,000		1.a.(2)
b. Secured by farmland.....				BHDM				
c. Secured by 1-4 family residential properties:				1420		0		1.b.
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....								
(2) Closed-end loans secured by 1-4 family residential properties:								
(a) Secured by first liens.....				1797		121,000		1.c.(1)
(b) Secured by junior liens.....				5367		6,144,000		1.c.(2)(a)
d. Secured by multifamily (5 or more) residential properties.....				5368		12,000		1.c.(2)(b)
e. Secured by nonfarm nonresidential properties:				1460		448,000		1.d.
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....				BHCK				
(2) Loans secured by other nonfarm nonresidential properties.....				F160		0		1.e.(1)
2. Loans to depository institutions and acceptances of other banks.....				F161		817,000		1.e.(2)
a. To U.S. banks and other U.S. depository institutions.....				BHDM				
b. To foreign banks.....				1288		617,000		2.
3. Loans to finance agricultural production and other loans to farmers.....	1292		450,000					2.a.
4. Commercial and industrial loans.....	1296		8,945,000					2.b.
a. To U.S. addressees (domicile).....	1590		4,000	1590		4,000		3.
b. To non-U.S. addressees (domicile).....				1766		779,000		4.
5. Not applicable								
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....								
a. Credit cards.....	B538		0					6.a.
b. Other revolving credit plans.....	B539		10,000					6.b.
c. Automobile loans.....	K137		0					6.c.
d. Other consumer loans (includes single payment, installment, and all student loans).....	K207		2,396,000					6.d.
7. Loans to foreign governments and official institutions (including foreign central banks).....				2081		423,000		2081
8. Not applicable								0
9. Loans to nondepository financial institutions and other loans:								
a. Loans to nondepository financial institutions.....	J454		4,293,000	J454		1,630,000		9.a.
b. Other loans								
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545		19,958,000	1545		19,656,000		9.b.(1)
(2) All other loans (exclude consumer loans).....	J451		4,567,000	J451		3,833,000		9.b.(2)
10. Lease financing receivables (net of unearned income).....								
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	F162		0					2165
b. All other leases.....	F163		2,168,000					2,168,000
11. LESS: Any unearned income on loans reflected in items 1-9 above.....	2123		31,000	2123		29,000		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		53,987,000	2122		38,897,000		12.

Schedule HC-C—Continued

Memoranda

	Dollar Amounts in Thousands			
	BHDM	Bil	Mil	Thou
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):				
a. Construction, land development, and other land loans in domestic offices:				
(1) 1–4 family residential construction loans.....	K158			0
(2) All other construction loans and all land development and other land loans.....	K159			0
b. Loans secured by 1–4 family residential properties in domestic offices.....	F576		45,000	
c. Secured by multifamily (5 or more) residential properties in domestic offices.....	K160			0
d. Secured by nonfarm nonresidential properties in domestic offices:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	K161			0
(2) Loans secured by other nonfarm nonresidential properties.....	K162			0
e. Commercial and industrial loans:	BHCK			
(1) To U.S. addressees (domicile).....	K163			0
(2) To non-U.S. addressees (domicile).....	K164			0
f. All other loans (include loans to individuals for household, family, and other personal expenditures) <sup>1</sup> .....	K165			0
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>	BHDM			
(1) Loans secured by farmland in domestic offices.....	K166			0
(2) Loans to depository institutions and acceptances of other banks.....	K167			0
(3) Loans to finance agricultural production and other loans to farmers.....	K168			0
(4) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards.....	K098			0
(b) Automobile loans.....	K203			0
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K204			0
(5) Loans to foreign governments and official institutions.....	K212			0
(6) Other loans <sup>1</sup> .....	K267			0
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above.....	2746		370,000	
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837			0
<i>Memorandum item 4 is to be completed by (1) 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>				
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A).....	C391			0
<i>Memorandum item 5 is to be completed by all holding companies.</i>				
5. Purchased credit-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
b. Carrying amount included in Schedule HC-C, items 1 through 9.....	C780			0
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

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

### Schedule HC-C—Continued

#### Memoranda—Continued

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
<i>Memorandum items 6.b and 6.c are to be completed by 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, 2013, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>					
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties.....	F231			0	M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above.....	F232			0	M.6.c.
7. –8. Not applicable.					
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).....	BHDM F577			31,000	M.9.

	Dollar Amounts in Thousands									
	(Column A) Consolidated				(Column B) In Domestic Offices					
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou		
<i>Memorandum items 10 and 11 are to be completed by holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>										
10. Loans measured at fair value:										
a. Loans secured by real estate.....	F608			0						M.10.a.
(1) Construction, land development, and other land loans.....					F578			0		M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....					F579			0		M.10.a.(2)
(3) Secured by 1–4 family residential properties:										
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....					F580			0		M.10.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:										
(i) Secured by first liens.....					F581			0		M.10.a.(3)(b)(i)
(ii) Secured by junior liens.....					F582			0		M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....					F583			0		M.10.a.(4)
(5) Secured by nonfarm nonresidential properties.....					F584			0		M.10.a.(5)
b. Commercial and industrial loans.....	F585			0	F585			0		M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):										
(1) Credit cards.....	F586			0	F586			0		M.10.c.(1)
(2) Other revolving credit plans.....	F587			0	F587			0		M.10.c.(2)
(3) Automobile loans.....	K196			0	K196			0		M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....	K208			0	K208			0		M.10.c.(4)
d. Other loans.....	F589			0	F589			0		M.10.d.

**Schedule HC-C—Continued**

**Memoranda—Continued**

	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
	Dollar Amounts in Thousands								
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):									
a. Loans secured by real estate.....	F609			0					M.11.a.
(1) Construction, land development, and other land loans.....					F590			0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....					F591			0	M.11.a.(2)
(3) Secured by 1-4 family residential properties:									
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....					F592			0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:									
(i) Secured by first liens.....					F593			0	M.11.a.(3)(b)(i)
(ii) Secured by junior liens.....					F594			0	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....					F595			0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties.....					F596			0	M.11.a.(5)
b. Commercial and industrial loans.....	F597			0	F597			0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards.....	F598			0	F598			0	M.11.c.(1)
(2) Other revolving credit plans.....	F599			0	F599			0	M.11.c.(2)
(3) Automobile loans.....	K195			0	K195			0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....	K209			0	K209			0	M.11.c.(4)
d. Other loans.....	F601			0	F601			0	M.11.d.

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

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
13. Not applicable					
14. Pledged loans and leases.....	G378		5,264,000		M.14.

### Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more in any of the four preceding quarters.

	(Column A) Consolidated				(Column B) Domestic Offices				
	BHCM	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands									
<b>Assets</b>									
1. U.S. Treasury securities.....	3531		1,523,000		3531		1,522,000		1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532		65,000		3532		65,000		2.
3. Securities issued by states and political subdivisions in the U.S. ....	3533		172,000		3533		172,000		3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK				BHDM				
G379			756,000		G379		756,000		4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>1</sup> (include CMOs, REMICs, and stripped MBS).....	G380		248,000		G380		248,000		4.b.
c. All other residential mortgage-backed securities.....	G381		0		G381		0		4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>1</sup> .....	K197		0		K197		0		4.d.
e. All other commercial MBS.....	K198		0		K198		0		4.e.
5. Other debt securities									
a. Structured financial products:									
(1) Cash.....	G383		0		G383		0		5.a.(1)
(2) Synthetic.....	G384		0		G384		0		5.a.(2)
(3) Hybrid.....	G385		0		G385		0		5.a.(3)
b. All other debt securities.....	G386		1,720,000		G386		1,696,000		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		9,896,000		F614		97,000		6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards.....	F615		0		F615		0		6.c.(1)
(2) Other revolving credit plans.....	F616		0		F616		0		6.c.(2)
(3) Automobile loans.....	K199		0		K199		0		6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....	K210		0		K210		0		6.c.(4)
d. Other loans.....	F618		0		F618		0		6.d.

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

Schedule HC-D—Continued

	(Column A)				(Column B)				
	Consolidated				Domestic Offices				
Dollar Amounts in Thousands	BHCM	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
7.-8. Not applicable									
9. Other trading assets.....	3541		3,843,000		3541		3,671,000		9.
10. Not applicable									
11. Derivatives with a positive fair value.....	3543		2,869,000		3543		2,196,000		11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	BHCT				BHDM				
	3545		21,092,000		3545		10,423,000		12.
<b>Liabilities</b>									
13. a. Liability for short positions:	BHCK				BHDM				
(1) Equity securities.....	G209		201,000		G209		201,000		13.a.(1)
(2) Debt securities.....	G210		2,269,000		G210		2,269,000		13.a.(2)
(3) All other assets.....	G211		1,000		G211		1,000		13.a.(3)
b. All other trading liabilities.....	F624		0		F624		0		13.b.
14. Derivatives with a negative fair value.....	3547		4,069,000		3547		3,350,000		14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	BHCT								
	3548		6,540,000		3548		5,821,000		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		9,896,000		F632		97,000		M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards.....	F633			0	F633			0	M.1.c.(1)
(2) Other revolving credit plans.....	F634			0	F634			0	M.1.c.(2)
(3) Automobile loans.....	K200			0	K200			0	M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....	K211			0	K211			0	M.1.c.(4)
d. Other loans.....	F636			0	F636			0	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:									
a. Fair value.....	F639			0	F639			0	M.2.a.
b. Unpaid principal balance.....	F640			0	F640			0	M.2.b.



Schedule HC-D—Continued

Memoranda — Continued

	(Column A) Consolidated				(Column B) Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
Dollar Amounts in Thousands									
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):									
a. Trust preferred securities issued by financial institutions.....	G299			0	G299			0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts.....	G332			0	G332			0	M.3.b.
c. Corporate and similar loans.....	G333			0	G333			0	M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G334			0	G334			0	M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	G335			0	G335			0	M.3.e.
f. Diversified (mixed) pools of structured financial products.....	G651			0	G651			0	M.3.f.
g. Other collateral or reference assets.....	G652			0	G652			0	M.3.g.
4. Pledged trading assets:									
a. Pledged securities.....	G387			3,149,000	G387			3,149,000	M.4.a.
b. Pledged loans.....	G388			0	G388			0	M.4.b.
Dollar Amounts in Thousands									
<i>Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>									
5. Asset-backed securities:									
a. Credit card receivables.....	F643							0	M.5.a.
b. Home equity lines.....	F644							0	M.5.b.
c. Automobile loans.....	F645							0	M.5.c.
d. Other consumer loans.....	F646							0	M.5.d.
e. Commercial and industrial loans.....	F647							0	M.5.e.
f. Other.....	F648							0	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches) .....	F651							0	M.6.
7. Equity securities:									
a. Readily determinable fair values.....	F652							3,408,000	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	F655							0	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.b 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<sup>1</sup>

	Dollar Amounts in Thousands				
	BHCB	Bil	Mil	Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances <sup>2</sup> .....	2210		70,020,000		1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts.....	3187		2,121,000		1.b.
c. Money market deposit accounts and other savings accounts.....	2389		17,098,000		1.c.
d. Time deposits of less than \$100,000.....	6648		859,000		1.d.
e. Time deposits of \$100,000 or more.....	2604		42,990,000		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:	BHOD				
a. Noninterest-bearing balances <sup>2</sup> .....	3189		0		2.a.
b. Interest-bearing demand deposits, 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		42,988,000		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		4,830,000		M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).  
 2. Includes noninterest-bearing demand, time, and savings deposits.

### Schedule HC-F—Other Assets

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Accrued interest receivable <sup>1</sup> .....	B556		532,000		1.
2. Net deferred tax assets <sup>2</sup> .....	2148		70,000		2.
3. Interest-only strips receivable (not in the form of a security) <sup>3</sup> on:					
a. Mortgage Loans.....	A519		0		3.a.
b. Other financial assets.....	A520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values <sup>4</sup> .....	1752		1,337,000		4.
5. Life insurance assets:					
a. General account life insurance assets.....	K201		1,822,000		5.a.
b. Separate account life insurance assets.....	K202		1,606,000		5.b.
c. Hybrid account life insurance assets.....	K270		1,082,000		5.c.
6. Other.....	2168		17,536,000		6.
	BHCT				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		23,985,000		7.

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

**Schedule HC-G—Other Liabilities**

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Not applicable					
2. Net deferred tax liabilities <sup>1</sup>	3049		3,682,000		2.
3. Allowance for credit losses on off-balance sheet credit exposures	B557		129,000		3.
4. Other	B984		26,838,000		4.
	BHCT				
5. Total (sum for items 2 through 4) (must equal Schedule HC, item 20)	2750		30,649,000		5.

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

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

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Earning assets that are repriceable within one year or mature within one year	3197		220,085,000		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		163,171,000		2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298		2,900,000		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		1,317,000		5.

1. Holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such 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 holding company's assets in foreign countries and 10 percent of the 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 holding companies. (See instructions for additional information.)

### I. Property and Casualty Underwriting

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
<b>Assets</b>					
1. Reinsurance recoverables.....	B988			0	1.
2. Total assets.....	C244		106,000		2.
<b>Liabilities</b>					
3. Claims and claims adjustment expense reserves.....	B990		1,000		3.
4. Unearned premiums.....	B991		2,000		4.
5. Total equity.....	C245		102,000		5.
6. Net income.....	C246			0	6.

### II. Life and Health Underwriting

	BHCK	Bil	Mil	Thou	
<b>Assets</b>					
1. Reinsurance recoverables.....	C247			0	1.
2. Separate account assets.....	B992			0	2.
3. Total assets.....	C248		25,000		3.
<b>Liabilities</b>					
4. Policyholder benefits and contractholder funds.....	B994			0	4.
5. Separate account liabilities.....	B996			0	5.
6. Total equity.....	C249		24,000		6.
7. Net income.....	C250			0	7.

### Schedule HC-K—Quarterly Averages

		Dollar Amounts in Thousands			
		BHCK	Bil	Mil	Thou
<b>Assets</b>					
1. Securities:					
a.	U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities).....	B558		18,773,000	1.a.
b.	Mortgage-backed securities.....	B559		50,190,000	1.b.
c.	All other securities (included securities issued by states and political subdivisions in the U.S.).....	B560		30,893,000	1.c.
2. Federal funds sold and securities purchased under agreements to resell.....		3365		11,118,000	2.
		BHDM			
3. a. Total loans and leases in domestic offices.....		3516		37,781,000	3.a.
	(1) Loans secured by 1-4 family residential properties.....	3465		6,062,000	3.a.(1)
	(2) All other loans secured by real estate.....	3466		1,526,000	3.a.(2)
	(3) Loans to finance agricultural production and other loans to farmers.....	3386		9,000	3.a.(3)
	(4) Commercial and industrial loans.....	3387		711,000	3.a.(4)
	(5) Loans to individuals for household, family, and other personal expenditures:				
	(a) Credits cards.....	B561		0	3.a.(5)(a)
	(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards).....	B562		2,066,000	3.a.(5)(b)
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs.....		3360		13,805,000	3.b.
		BHCK			
4. a. Trading assets.....		3401		22,591,000	4.a.
b. Other earning assets.....		B985		115,659,000	4.b.
5. Total consolidated assets.....		3368		354,314,000	5.
<b>Liabilities</b>					
6. Interest-bearing deposits (domestic) <sup>1</sup> .....		3517		51,911,000	6.
7. Interest-bearing deposits (foreign) <sup>1</sup> .....		3404		101,075,000	7.
8. Federal funds purchased and securities sold under agreements to repurchase.....		3353		14,505,000	8.
9. All other borrowed money.....		2635		30,410,000	9.
10. Not applicable					
<b>Equity Capital</b>					
11. Total equity capital (excludes limited-life preferred stock).....		3519		37,851,000	11.

1. Includes interest-bearing demand deposits.

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

(Report only transactions with nonrelated institutions)

		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		134,000		1.a.				
b.	(1) Unused consumer credit card lines.....	J455		0		1.b.(1)				
	(2) Other unused credit card lines.....	J456		0		1.b.(2)				
c.	(1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)).....	3816		371,000		1.c.(1)				
	(a) 1–4 family residential construction loan commitments.....	F164		0		1.c.(1)(a)				
	(b) Commercial real estate, other construction loan, and land development loan commitments.....	F165		371,000		1.c.(1)(b)				
	(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....	6550		25,000		1.c.(2)				
d.	Securities underwriting.....	3817		0		1.d.				
e.	Other unused commitments:									
	(1) Commercial and industrial loans.....	J457		16,230,000		1.e.(1)				
	(2) Loans to financial institutions.....	J458		5,253,000		1.e.(2)				
	(3) All other unused commitments.....	J459		12,845,000		1.e.(3)				
2.	Financial standby letters of credit and foreign office guarantees.....	6566		7,452,000		2.				
	<i>Item 2.a is to be completed by holding companies with \$1 billion or more in total assets. <sup>1</sup></i>									
a.	Amount of financial standby letters of credit conveyed to others.....	3820		684,000		2.a.				
3.	Performance standby letters of credit and foreign office guarantees.....	6570		166,000		3.				
	<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. <sup>1</sup></i>									
a.	Amount of performance standby letters of credit conveyed to others.....	3822		4,000		3.a.				
4.	Commercial and similar letters of credit.....	3411		280,000		4.				
5.	Not applicable									
6.	Securities lent.....	3433		342,356,000		6.				
7.	Credit derivatives:									
		(Column A)				(Column B)				
		Sold Protection				Purchased Protection				
		BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
a.	Notional amounts:									
	(1) Credit default swaps.....	C968		0		C969		51,000		7.a.(1)
	(2) Total return swaps.....	C970		0		C971		0		7.a.(2)
	(3) Credit options.....	C972		0		C973		0		7.a.(3)
	(4) Other credit derivatives.....	C974		0		C975		0		7.a.(4)
b.	Gross fair values:									
	(1) Gross positive fair value.....	C219		0		C221		0		7.b.(1)
	(2) Gross negative fair value.....	C220		0		C222		0		7.b.(2)
c.	Notional amounts by regulatory capital treatment:									
	(1) Positions covered under the Market Risk Rule:									
	(a) Sold protection.....	G401		0						7.c.(1)(a)
	(b) Purchased protection.....	G402		51,000						7.c.(1)(b)
	(2) All other positions:									
	(a) Sold protection.....	G403		0						7.c.(2)(a)
	(b) Purchased protections that is recognized as a guarantee for regulatory capital purposes.....	G404		0						7.c.(2)(b)
	(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes.....	G405		0						7.c.(2)(c)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

**Schedule HC-L—Continued**  
**(Report only transactions with nonrelated institutions)**

	Remaining Maturity of:												
	(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands													
7. d. Notional amounts by remaining maturity:													
(1) Sold credit protection:													
(a) Investment grade.....	G406			0	G407			0	G408			0	7.d.(1)(a)
(b) Subinvestment grade.....	G409			0	G410			0	G411			0	7.d.(1)(b)
(2) Purchased credit protection:													
(a) Investment grade.....	G412			50,000	G413			0	G414			0	7.d.(2)(a)
(b) Subinvestment grade.....	G415			1,000	G416			0	G417			0	7.d.(2)(b)
8. Spot foreign exchange contracts.....	BHCK	Bil	Mil	Thou									8.
	8765			64,909,000									
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total 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).....													
a. Securities borrowed.....	3430			0									9.
b. Commitments to purchase when-issued securities.....	3432			0									9.a.
c. Commitments to sell when-issued securities.....	3434			0									9.b.
	3435			0									9.c.
d. <b>TEXT</b> .....													
	6561			0									9.d.
e. <b>TEXT</b> .....													
	6562			0									9.e.
f. <b>TEXT</b> .....													
	6568			0									9.f.
g. <b>TEXT</b> .....													
	6586			0									9.g.
10. Not applicable													

**Schedule HC-L—Continued**

Dollar Amounts in Thousands Derivatives Position Indicators	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
	11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):																
	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
a. Futures contracts.....	36,961,000				40,000				0				0				11.a.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
b. Forward contracts.....	82,130,000				309,396,000				84,000				0				11.b.
c. Exchange-traded option contracts:																	
	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(1) Written options.....	200,000				0				3,219,000				0				11.c.(1)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
(2) Purchased options.....	100,000				0				5,275,000				0				11.c.(2)
d. Over-the-counter option contracts:																	
	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(1) Written options.....	93,819,000				787,000				9,128,000				0				11.d.(1)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
(2) Purchased options.....	71,041,000				919,000				5,155,000				0				11.d.(2)
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
e. Swaps.....	500,496,000				97,015,000				1,750,000				0				11.e.
12. Total gross notional amount of derivative contracts held for trading.....																	
	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				
	763,323,000				400,293,000				24,603,000				0				12.
13. Total gross notional amount of derivative contracts held for purposes other than trading.....																	
	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728				
	21,424,000				7,864,000				8,000				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.....	14,232,000				2,422,000				569,000				0				14.a.(1)
	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				
(2) Gross negative fair value.....	14,664,000				2,354,000				798,000				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.....	930,000				35,000				3,000				0				14.b.(1)
	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				
(2) Gross negative fair value.....	220,000				191,000				3,000				0				14.b.(2)



Schedule HC-L—Continued

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

	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands																					
15. Over-the counter derivatives:																					
a. Net current credit exposure.....	G418	5,464,000			G419	7,000			G420	524,000			G421	301,000			G422	2,671,000			15.a.
b. Fair value of collateral:																					
(1) Cash—U.S. dollar.....	G423	617,000			G424	0			G425	368,000			G426	0			G427	255,000			15.b.(1)
(2) Cash—Other currencies.....	G428	130,000			G429	0			G430	163,000			G431	5,000			G432	1,000			15.b.(2)
(3) U.S. Treasury securities.....	G433	40,000			G434	24,000			G435	4,000			G436	3,000			G437	56,000			15.b.(3)
(4) U.S. government agency and U.S. government-sponsored agency debt securities.....	G438	316,000			G439	0			G440	31,000			G441	0			G442	4,000			15.b.(4)
(5) Corporate bonds.....	G443	0			G444	0			G445	0			G446	0			G447	135,000			15.b.(5)
(6) Equity securities.....	G448	0			G449	0			G450	0			G451	0			G452	49,000			15.b.(6)
(7) All other collateral.....	G453	23,000			G454	0			G455	0			G456	3,000			G457	10,000			15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)).....	G458	1,126,000			G459	24,000			G460	566,000			G461	11,000			G462	510,000			15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HC-M—Memoranda

	Dollar Amounts in Thousands		BHCK	Bil	Mil	Thou	
1. Total number of holding company common shares outstanding.....	Number (Unrounded)						
	3459	1,140,372,916					1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....	6555			1,170,000			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			772,000			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			1,238,000			5.
6. Assets covered by loss-sharing agreements with the FDIC:							
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):							
(1) Loans secured by real estate in domestic offices:							
(a) Construction, land development, and other land loans:	BHDM						
(1) 1-4 family residential construction loans.....	K169			0			6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans.....	K170			0			6.a.(1)(a)(2)
(b) Secured by farmland.....	K171			0			6.a.(1)(b)
(c) Secured by 1-4 family residential properties:							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	K172			0			6.a.(1)(c)(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens.....	K173			0			6.a.(1)(c)(2)(a)
(b) Secured by junior liens.....	K174			0			6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties.....	K175			0			6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	K176			0			6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K177			0			6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers.....	BHCK						
(3) Commercial and industrial loans.....	K178			0			6.a.(2)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(a) Credit cards.....	K179			0			6.a.(3)
(b) Automobile loans.....							
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards.....	K180			0			6.a.(4)(a)
(d) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards.....	K181			0			6.a.(4)(b)
(e) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards.....							
(1) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards.....	K182			0			6.a.(4)(c)
(5) All other loans and leases.....	K183			0			6.a.(5)
<i>Itemize and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</i>							
(a) Loans to depository institutions and acceptances of other banks.....	K184			0			6.a.(5)(a)
(b) Loans to foreign governments and official institutions.....	K185			0			6.a.(5)(b)
(c) Other loans <sup>1</sup> .....	K186			0			6.a.(5)(c)
(d) Lease financing receivables.....	K273			0			6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):	BHDM						
(1) Construction, land development, and other land in domestic offices.....	K187			0			6.b.(1)
(2) Farmland in domestic offices.....	K188			0			6.b.(2)
(3) 1-4 family residential properties in domestic offices.....	K189			0			6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices.....	K190			0			6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices.....	K191			0			6.b.(5)

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

Schedule HC-M—Continued

	Dollar Amounts in Thousands				
	BHFN	Bil	Mil	Thou	
6. b. (6) In foreign offices.....	K260			0	6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements.....	BHCK				
	K192			0	6.b.(7)
c. Debt securities (included in Schedule HC, items 2.a and 2.b).....	J461			0	6.c
d. Other assets (exclude FDIC loss-sharing indemnification assets).....	J462			0	6.d.
7. Captive insurance and reinsurance subsidiaries:					
a. Total assets of captive insurance subsidiaries <sup>1</sup> .....	K193		1,476,000		7.a.
b. Total assets of captive reinsurance subsidiaries <sup>1</sup> .....	K194			0	7.b.

8. Has the 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).....	0=No	BHCK			
	1=Yes	C251		0	8.

9. Has the 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).....	0=No	BHCK			
	1=Yes	6689		1	9.

10. Not Applicable

11. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A." The 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.....	0=No	BHCK			
	1=Yes	6416		1	11.

TEA  
T  
6428

Name of Holding Company Official Verifying FR Y-10 Reporting  
(Please Type or Print)

Area Code and Phone Number (TEXT 9009)

	BHCK	Bil	Mil	Thou	
12. Intangible assets other than goodwill:					
a. Mortgage servicing assets.....	3164			0	12.a.
(1) Estimated fair value of mortgage servicing assets.....	6438			0	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets.....	B026			0	12.b.
c. All other identifiable intangible assets.....	5507		4,380,000		12.c.
	BHCT				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b).....	0426		4,380,000		12.d.
13. Other real estate owned.....	2150		20,000		13.
14. Other borrowed money:					
a. Commercial paper.....	2309		27,000		14.a.
b. Other borrowed money with a remaining maturity of one year or less.....	2332		13,859,000		14.b.
c. Other borrowed money with a remaining maturity of more than one year.....	2333		13,620,000		14.c.
	BHCT				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16).....	3190		27,506,000		14.d.

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

	BHCK	Bil	Mil	Thou	
16. Assets under management in proprietary mutual funds and annuities.....	B570		321,292,000		16.

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

**Schedule HC-M—Continued**

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

17. Does the 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.).....

0=No	BHCK		
1=Yes	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).....

0=No	BHCK		
1=Yes	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 holding companies that are not required to file the FR Y-12.

19. a. Has the 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).....

0=No	BHCK		
1=Yes	C700	0	19.a.

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

0=No			
1=Yes	C701	0	19.b.

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
<i>Memoranda items 20 and 21 are to be completed only by holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.</i>					
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		5,270,000		20.a.
b. Balances due from related institutions:					
(1) Due from the holding company (parent company only), gross.....	4832		0		20.b.(1)
(2) Due from subsidiary banks of the holding company, gross.....	4833		47,000		20.b.(2)
(3) Due from nonbank subsidiaries of the holding company, gross.....	4834		16,000		20.b.(3)
c. Balances due to related institutions:					
(1) Due to holding company (parent company only), gross.....	5041		75,000		20.c.(1)
(2) Due to subsidiary banks of the holding company, gross.....	5043		31,000		20.c.(2)
(3) Due to nonbank subsidiaries of the holding company, gross.....	5045		1,501,000		20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors.....	5047		50,000		20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B)) <sup>1</sup> .....	C253		51,000		21.

1. A savings and loan holding company that wishes to engage in financial holding company activities must have an effective election to be treated as a financial holding company or conducts activities under section 10(c)(2)(H)(i) of the HOLA (12 U.S.C. 1467a(c)(2)(H)(i)).

**Schedule HC-M—Continued**

*Memoranda item 22 is to be completed by holding companies with total assets of \$30 billion or more.*

22. Address (URL) for the reporting holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

TEXT

C497 http:// bnymellon.com

22.

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
<i>Memoranda items 23 and 24 are to be completed by all holding companies.</i>						
23.	Secured liabilities:					
	a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a).....	F064			0	23.a.
	b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d).....	F065		7,722,000		23.b.
24.	Issuances associated with the U.S. Department of Treasury Capital Purchase Program:					
	a. Senior perpetual preferred stock or similar items.....	G234			0	24.a.
	b. Warrants to purchase common stock or similar items.....	G235			0	24.b.

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

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands													
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans.....	F172			0	F174			0	F176			0	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173			4,000	F175			0	F177			4,000	1.a.(2)
b. Secured by farmland in domestic offices.....	3493			0	3494			0	3495			0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:													
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5398			0	5399			0	5400			3,000	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:													
(a) Secured by first liens.....	C236			27,000	C237			7,000	C229			112,000	1.c.(2)(a)
(b) Secured by junior liens.....	C238			0	C239			0	C230			0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499			0	3500			0	3501			0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	F178			0	F180			0	F182			0	1.e.(1)
(2) Loans secured by other nonfarm non-residential properties.....	F179			37,000	F181			0	F183			6,000	1.e.(2)
f. In foreign offices.....	B572			0	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			0	1607			0	1608			17,000	4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards.....	B575			0	B576			0	B577			0	5.a.
b. Automobile loans.....	K213			0	K214			0	K215			0	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K216			15,000	K217			0	K218			0	5.c.
6. Loans to foreign governments and official institutions.....	5389			0	5390			0	5391			0	6.
7. All other loans.....	5459			36,000	5460			312,000	5461			12,000	7.
8. Lease financing receivables:													
a. Leases to individuals for household, family, and other personal expenditures.....	F166			0	F167			0	F168			0	8.a.
b. All other leases.....	F169			0	F170			0	F171			0	8.b.

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands													
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505		5,000		3506		7,000		3507		74,000		9.
10. TOTAL (sum of items 1 through 9).....	5524		124,000		5525		326,000		5526		228,000		10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC).....	K036		0		K037		0		K038		0		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above.....	K039		0		K040		0		K041		0		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	K042		0		K043		0		K044		0		11.b.
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate in domestic offices:													
(1) Construction, land development, and other land loans:													
(a) 1-4 family residential construction loans.....	BHDM				BHDM				BHDM				
(b) Other construction loans and all land development and other land loans.....	K045		0		K046		0		K047		0		12.a.(1)(a)
(b) Other construction loans and all land development and other land loans.....	K048		0		K049		0		K050		0		12.a.(1)(b)
(2) Secured by farmland.....	K051		0		K052		0		K053		0		12.a.(2)
(3) Secured by 1-4 family residential properties:													
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	K054		0		K055		0		K056		0		12.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:													
(1) Secured by first liens.....	K057		0		K058		0		K059		0		12.a.(3)(b)(1)
(2) Secured by junior liens.....	K060		0		K061		0		K062		0		12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties.....	K063		0		K064		0		K065		0		12.a.(4)
(5) Secured by nonfarm nonresidential properties:													
(a) Loans secured by owner-occupied nonfarm nonresidential properties.....	K066		0		K067		0		K068		0		12.a.(5)(a)
(b) Loans secured by other nonfarm nonresidential properties.....	K069		0		K070		0		K071		0		12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers.....	BHCK				BHCK				BHCK				12.b.
c. Commercial and industrial loans.....	K072		0		K073		0		K074		0		12.c.
	K075		0		K076		0		K077		0		

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands													
12. d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):													
(1) Credit cards.....	K078			0	K079			0	K080			0	12.d.(1)
(2) Automobile loans.....	K081			0	K082			0	K083			0	12.d.(2)
(3) Other consumer loans.....	K084			0	K085			0	K086			0	12.d.(3)
e. All other loans and leases.....	K087			0	K088			0	K089			0	12.e.
<i>Itemize and describe the past due and nonaccrual amounts included in item 12.e above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>													
(1) Loans to depository institutions and acceptances of other banks.....	K091			0	K092			0	K093			0	12.e.(1)
(2) Loans to foreign governments and official institutions.....	K095			0	K096			0	K097			0	12.e.(2)
(3) Other loans <sup>1</sup> .....	K099			0	K100			0	K101			0	12.e.(3)
(4) Lease financing receivables.....	K269			0	K271			0	K272			0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements.....	K102			0	K103			0	K104			0	12.f.

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

Memoranda

	BHDM				BHDM				BHDM				
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou				
Dollar Amounts in Thousands													
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1-4 family residential construction loans.....	K105			0	K106			0	K107			0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans.....	K108			0	K109			0	K110			0	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices.....	BHCK				BHCK				BHCK				M.1.b.
	F661			0	F662			0	F663			69,000	
c. Secured by multifamily (5 or more) residential properties in domestic offices.....	BHDM				BHDM				BHDM				M.1.c.
	K111			0	K112			0	K113			0	
d. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	K114			0	K115			0	K116			0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K117			0	K118			0	K119			2,000	M.1.d.(2)



**Schedule HC-N—Continued**  
**Memoranda—Continued**

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands													
1. e. Commercial and industrial loans:													
(1) To U.S. addressees (domicile).....	K120			0	K121			0	K122			0	M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K123			0	K124			0	K125			0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....	K126			0	K127			0	K128			9,000	M.1.f.
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>													
(1) Loans secured by farmland in domestic offices.....	BHDM			0	BHDM			0	BHDM			0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks.....	BHCK			0	BHCK			0	BHCK			0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers.....	K138			0	K139			0	K140			0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:													
(a) Credit cards.....	K274			0	K275			0	K276			0	M.1.f.(4)(a)
(b) Automobile loans.....	K277			0	K278			0	K279			0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K280			0	K281			0	K282			0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions.....	K283			0	K284			0	K285			0	M.1.f.(5)
(6) Other loans <sup>1</sup> .....	K286			0	K287			0	K288			0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558			0	6559			0	6560			0	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			12,000	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)

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

**Schedule HC-N—Continued**

**Memoranda—Continued**

Item 6 is to be reported only by 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			0	M.6.	

		Dollar Amounts in Thousands								
		BHCK	Bil	Mil	Thou					
7.	Additions to nonaccrual assets during the quarter.....	C410							67,000	M.7.
8.	Nonaccrual assets sold during the quarter.....	C411							5,000	M.8.

		(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.	Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) :													
	a. Outstanding balance.....	L183			0	L184			0	L185			0	M.9.a.
	b. Carrying amount included in Schedule HC-N, items 1 through 7, above.....	L186			0	L187			0	L188			0	M.9.b.

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

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

	Dollar Amounts in Thousands			
	BHCK	Bil	Mil	Thou
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: <sup>2</sup>				
a. Closed-end first liens.....	F066		0	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: <sup>2</sup>	BHCK			
a. Closed-end first liens.....	F068		0	2.a.
b. Closed-end junior liens.....	F069		0	2.b.
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit.....	F672		0	2.c.(1)
(2) Principal amount funded under the lines of credit.....	F673		0	2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:	BHCK			
a. Closed-end first liens.....	F070		0	3.a.
b. Closed-end junior liens.....	F071		0	3.b.
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit.....	F674		0	3.c.(1)
(2) Principal amount funded under the lines of credit.....	F675		0	3.c.(2)
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):	BHCK			
a. Closed-end first liens.....	F072		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.c, 5.f, 5.g, and 5.i):	BHCK			
a. Closed-end 1-4 family residential mortgage loans.....	F184		0	5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	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)
7. Representation and warranty reserves for 1 - 4 family residential mortgage loans sold:				
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies.....	BHCK	L191		7.a.
b. For representations and warranties made to other parties.....		L192		7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b).....		M288		7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

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

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

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

	(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
	Dollar Amounts in Thousands																				
	BHCY	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
<b>Assets</b>																					
1. Available-for-sale securities.....	1773		80,216,000	G474			0	G475		16,679,000		G476		63,526,000		G477			11,000	1.	
2. Federal funds sold and securities purchased under agreements to resell.....	BHCK																				2.
	G478		0	G479			0	G480		0		G481		0		G482			0		
3. Loans and leases held for sale.....	G483		0	G484			0	G485		0		G486		0		G487			0	3.	
4. Loans and leases held for investment.....	G488		0	G489			0	G490		0		G491		0		G492			0	4.	
5. Trading assets:	BHCT																				
a. Derivative assets.....	3543		2,869,000	G493		14,401,000		G494		191,000		G495		17,060,000		G496			19,000	5.a.	
b. Other trading assets.....	BHCK																				
(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		2,946,000	G392			0	G395		1,197,000		G396		1,639,000		G804			110,000	6.	
7. Total assets measured at fair value on a recurring basis.....	G502		104,254,000	G503		14,401,000		G504		23,160,000		G505		95,354,000		G506			141,000	7.	
<b>Liabilities</b>																					
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		4,069,000	G512		13,856,000		G513		108,000		G514		17,776,000		G515			41,000	10.a.	
b. Other trading liabilities.....	BHCK																				
	G516		2,471,000	G517			0	G518		1,819,000		G519		652,000		G520			0	10.b.	
11. Other borrowed money.....	G521		329,000	G522			0	G523		0		G524		329,000		G525			0	11.	
12. Subordinated notes and debentures.....	G526		0	G527			0	G528		0		G529		0		G530			0	12.	
13. All other liabilities.....	G805		10,553,000	G806			0	G807		147,000		G808		10,406,000		G809			0	13.	
14. Total liabilities measured at fair value on a recurring basis.....	G531		17,422,000	G532		13,856,000		G533		2,074,000		G534		29,163,000		G535			41,000	14.	

Schedule HC-Q—Continued

Memoranda

	(Column A)				(Column B)				(Column C)				(Column D)				(Column E)					
	Total Fair Value Reported on Schedule HC				LESS: Amounts Netted in the Determination of Total Fair Value				Level 1 Fair Value Measurements				Level 2 Fair Value Measurements				Level 3 Fair Value Measurements					
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou		
Dollar Amounts in Thousands																						
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			945,000	G542			0	G543			0	G544			945,000	G545			0	M.1.b.	
c. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX G546</td></tr></table> VIE Assets	BHTX G546	G546			1,049,000	G547			0	G548			1,049,000	G549			0	G550			0	M.1.c.
BHTX G546																						
d. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX G551</td></tr></table>	BHTX G551	G551			0	G552			0	G553			0	G554			0	G555			0	M.1.d.
BHTX G551																						
e. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX G556</td></tr></table>	BHTX G556	G556			0	G557			0	G558			0	G559			0	G560			0	M.1.e.
BHTX G556																						
f. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX G561</td></tr></table>	BHTX G561	G561			0	G562			0	G563			0	G564			0	G565			0	M.1.f.
BHTX G561																						
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25 percent 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. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX G571</td></tr></table> VIE Obligations	BHTX G571	G571			10,011,000	G572			0	G573			0	G574			10,011,000	G575			0	M.2.c.
BHTX G571																						
d. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX G576</td></tr></table>	BHTX G576	G576			0	G577			0	G578			0	G579			0	G580			0	M.2.d.
BHTX G576																						
e. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX G581</td></tr></table>	BHTX G581	G581			0	G582			0	G583			0	G584			0	G585			0	M.2.e.
BHTX G581																						
f. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX G586</td></tr></table>	BHTX G586	G586			0	G587			0	G588			0	G589			0	G590			0	M.2.f.
BHTX G586																						

## Schedule HC-R—Regulatory Capital

### Part I.A. Regulatory Capital Components and Ratios

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

	BHGX	Bil	Mil	Thou	
<b>Tier 1 capital</b>					
1. Total bank holding company equity capital (from Schedule HC, item 27.a).....	3210				1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value).....	BHCK	8434			2.
3. LESS: Net unrealized loss on available-for-sale equity securities <sup>1</sup> (report loss as a positive value).....	A221				3.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>1</sup> and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value).....	4336				4.
5. LESS: Nonqualifying perpetual preferred stock.....	B588				5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries.....	G214				6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) <sup>2</sup> .....	G215				6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies.....	G216				6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets.....	B590				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				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				8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships.....	B591				9.a.
b. LESS: Disallowed deferred tax assets.....	5610				9.b.
10. Other additions to (deductions from) Tier 1 capital.....	B592				10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b).....	8274				11.
<b>Tier 2 capital</b>					
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements <sup>2</sup> (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.....	G217				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				13.
14. Allowance for loan and lease losses includible in Tier 2 capital.....	5310				14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....	2221				15.
16. Other Tier 2 capital components.....	B594				16.
17. Tier 2 capital (sum of items 12 through 16).....	5311				17.
18. Allowable Tier 2 capital (lesser of item 11 or 17).....	8275				18.
19. <b>Not applicable</b> .....					
20. LESS: Deductions for total risk-based capital.....	B595				20.
21. Total risk-based capital (sum of items 11 and 18, less item 20).....	3792				21.
<b>Total assets for leverage ratio</b>					
22. Average total assets (from Schedule HC-K, item 5).....	BHCT	3368			22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above).....	B590				23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	B591				24.
25. LESS: Disallowed deferred tax assets (from item 9.b above).....	5610				25.
26. LESS: Other deductions from assets for leverage capital purposes.....	BHCK	B596			26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26).....	A224				27.
28.-30. Not applicable					

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

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

### Part I.A.—Continued

	BHCK	Percentage	
<b>Capital Ratios</b>			
31. Tier 1 leverage ratio (item 11 divided by item 27).....	7204		31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62).....	7206		32.
33. Total risk-based capital ratio (item 21 divided by item 62).....	7205		33.

### Part I.B. Regulatory Capital Components and Ratios

Advanced approaches holding companies (except savings and loan holding companies (SLHCs)) must complete this Schedule HC-R, Part I.B, starting on March 31, 2014. Starting on March 31, 2015, all other holding companies must complete Part I.B. On that date, Schedule HC-R, Part I.A, will be removed and Part I.B will be designated Part I. Part I.B. is to be submitted on a consolidated basis.

	Dollar Amounts in Thousands				
	BHCA	Bil	Mil	Thou	
<b>Common Equity Tier 1 Capital</b>					
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares.....	P742		20,674,000		1.
	BHCT				
2. Retained earnings.....	3247		16,439,000		2.
	BHCA				
3. Accumulated other comprehensive income (AOCI).....	B530		(414,000)		3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.).....	0=No 1=Yes	BHCA			3.a.
	P838		0		
	BHCA	Bil	Mil	Thou	
4. Common equity tier 1 minority interest includable in common equity tier 1 capital.....	P839			0	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4).....	P840		36,699,000		5.
<b>Common Equity Tier 1 Capital: Adjustments and Deductions</b>					
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs).....	P841		17,093,000		6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs.....	P842		650,000		7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs.....	P843		3,000		8.
9. AOCI-related adjustments (items 9.a through 9.e are effective January 1, 2015) (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):					
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value).....					9.a.
b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value).....					9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value).....					9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value).....					9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value).....					9.e.
f. To be completed only by holding companies that entered "0" for No in 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value).....	P849		10,000		9.f.

Schedule HC-R – Continued

Part I.B. – Continued

	Dollar Amounts in Thousands			
	BHCA	Bil	Mil	Thou
10. Other deductions from (additions to) common equity Tier 1 capital before threshold-based deductions:				
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value).....	Q258		0	10.a.
b. LESS: All other deductions from (additions to) common equity Tier 1 capital before threshold-based deductions.....	P850		21,000	10.b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments.....	P851		0	11.
12. Subtotal (item 5 minus items 6 through 11).....	P852		18,922,000	12.
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity Tier 1 capital deduction threshold.....	P853		0	13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity Tier 1 capital deduction threshold.....	P854		0	14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity Tier 1 capital deduction threshold.....	P855		0	15.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity Tier 1 capital deduction threshold.....	P856		0	16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional Tier 1 capital and Tier 2 capital to cover deductions.....	P857		0	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17).....	P858		0	18.
19. <b>Common equity Tier 1 capital</b> (item 12 minus item 18).....	P859		18,922,000	19.
<b>Additional Tier 1 Capital</b>				
20. Additional Tier 1 capital instruments plus related surplus.....	P860		1,562,000	20.
21. Non-qualifying capital instruments subject to phase out from additional Tier 1 capital.....	P861		333,000	21.
22. Tier 1 minority interest not included in common equity Tier 1 capital.....	P862		0	22.
23. Additional Tier 1 capital before deductions (sum of items 20, 21, and 22).....	P863		1,895,000	23.
24. LESS: Additional Tier 1 capital deductions.....	P864		264,000	24.
25. <b>Additional Tier 1 capital</b> (greater of item 23 minus item 24 or zero).....	P865		1,631,000	25.
<b>Tier 1 Capital</b>				
26. <b>Tier 1 capital</b> (sum of items 19 and 25) .....	8274		20,553,000	26.
<b>Tier 2 Capital</b>				
27. Tier 2 capital instruments plus related surplus.....	P866		448,000	27.
28. Non-qualifying capital instruments subject to phase out from Tier 2 capital.....	P867		167,000	28.
29. Total capital minority interest that is not included in Tier 1 capital.....	P868		0	29.
30. a. Allowance for loan and lease losses includable in Tier 2 capital.....	5310		326,000	30.a.
b. (Advanced approaches holding companies that exit parallel run only): eligible credit reserves includable in Tier 2 capital.....	BHCW			
	5310			30.b.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in Tier 2 capital.....	BHCA			
	Q257		0	31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31).....	P870		941,000	32.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31).....	BHCW			
	P870			32.b.



Schedule HC-R – Continued

Part I.B.—Continued

		Dollar Amounts in Thousands				
		BHCA	Bil	Mil	Thou	
33.	LESS: Tier 2 capital deductions.....	P872			0	33.
34.	a. <b>Tier 2 capital</b> (greater of item 32.a minus item 33, or zero).....	5311		941,000		34.a.
	b. Advanced approaches holding companies that exit parallel run only: Tier 2 capital (greater of item 32.b minus item 33, or zero).....	BHCW				34.b.
		5311				
<b>Total Capital</b>		BHCA				
35.	a. <b>Total capital</b> (sum of items 26 and 34.a).....	3792		21,494,000		35.a.
	b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b).....	BHCW				35.b.
		3792				
<b>Total Assets for the Leverage Ratio</b>		BHCX				
36.	Average total consolidated assets.....	3368		354,314,000		36.
37.	LESS: Deductions from common equity Tier 1 capital and additional Tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and item 24).....	BHCA				37.
		P875		18,031,000		
38.	LESS: Other deductions from (additions to) assets for the leverage ratio purposes.....	B596		(1,127,000)		38.
39.	<b>Total assets for the leverage ratio</b> (item 36 minus items 37 and 38).....	A224		337,410,000		39.
<b>Total Risk-Weighted Assets</b>						
40.	a. <b>Total risk-weighted assets</b> (from Schedule HC-R, Part II, item 62).....	A223		120,746,800		40.a.
	b. (Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60).....	BHCW				40.b.
		A223				

		Column A		Column B		
		BHCA	Percentage	BHCW	Percentage	
<b>Risk-Based Capital ratios</b>						
41.	Common equity Tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19 divided by item 40.b).....	P793	15.67%	P793	0.00%	41.
42.	Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 40.b).....	7206	17.02%	7206	0.00%	42.
43.	Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 35.b divided by item 40.b).....	7205	17.80%	7205	0.00%	43.

		BHCA	Percentage	
<b>Leverage Capital Ratios</b>				
44.	Tier 1 leverage ratio (item 26 divided by item 39).....	7204	6.09%	44.
45.	Advanced approaches holding companies only: supplementary leverage ratio (FFIEC 101 Schedule A, item 98) (effective January 1, 2015) .....			45.

		BHCA	Percentage	
<b>Capital Buffer</b>				
46.	Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments (effective January 1, 2016):			
	a. Capital conservation buffer.....			46.a.
	b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer.....			46.b.

		Dollar Amounts in Thousands				
		BHCA	Bil	Mil	Thou	
Effective January 1, 2016: Institutions must complete items 47 and 48 if the amount in item 46.a (or the lower of 46.a or 46.b for an advanced approaches holding company that has exited parallel run) is less than or equal to the applicable minimum capital conservation buffer:						
47.	Eligible retained income.....					47.
48.	Distributions and discretionary bonus payments during the quarter.....					48.

## Schedule HC-R—Continued

### Part II. Risk-Weighted Assets

This schedule is to be submitted on a consolidated basis.

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

	Dollar Amounts in Thousands																	
	(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			C000 (Column F)		
	Allocation by Risk Weight Category																	
	0%			20%			50%			100%								
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
	BHCE			BHC0			BHC2			BHC5			BHC9					
<b>Balance Sheet Asset Categories</b>																		
34. Cash and due from depository institutions (Column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....	BHCK 0010			0			84,060,000			48,065,000			0			34.		
	BHCX 1754																	
35. Held-to-maturity securities.....	19,226,000			(73,000)			4,525,000			14,189,000			366,000			219,000	35.	
	BHCX 1773																	
36. Available-for-sale securities.....	80,216,000			122,000			25,699,000			41,479,000			5,231,000			7,685,000	36.	
37. Federal funds sold and securities purchased under agreements to resell.....	BHCK C225						7,458,000			4,765,000						0	37.	
	BHCT 5369																	
38. Loans and leases held for sale.....	12,000			0			0			0			0			12,000	38.	
	BHCT B528																	
39. Loans and leases, net of unearned income.....	53,975,000			4,465,000			2,784,000			13,866,000			6,301,000			26,559,000	39.	
	BHCX 3123																	
40. LESS: Allowance for loan and lease losses.....	197,000			197,000													40.	
	BHCX 3545																	
41. Trading assets.....	21,092,000			19,907,000			0			0			2,000			1,183,000	41.	
	BHCK B639																	
42. All other assets <sup>1</sup> .....	49,569,000			20,324,000			4,007,000			535,000			0			24,703,000	42.	
	BHCT 2170																	
43. Total assets (sum of items 34 through 42).....	368,241,000			44,548,000			128,533,000			122,899,000			11,900,000			60,361,000	43.	

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

Schedule HC-R—Continued

Part II—Continued

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount <sup>1</sup>			Allocation by Risk Weight Category												
	0%				20%			50%			100%									
	Bil	Mil	Thou		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou				
Dollar Amounts in Thousands																				
<b>Derivatives and Off-Balance Sheet Items</b>	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9			
44. Financial standby letters of credit.....	7,452,000			1.00 or 12.5 <sup>2</sup>	7,452,000			362,000			1,206,000			0			5,884,000			44.
	BHCT 6570																			
45. Performance standby letters of credit.....	166,000			.50	83,000			9,000			2,000			0			72,000			45.
	BHCT 3411																			
46. Commercial and similar letters of credit.....	280,000			.20	56,000			0			4,000			0			52,000			46.
	BHCK 3429																			
47. Risk participations in bankers acceptances acquired by the reporting institution.....	0			1.00	0			0			0			0			0			47.
	BHCT 3433																			
48. Securities lent.....	342,356,000			1.00	342,356,000			341,047,000			915,000			0			394,000			48.
	BHCT A250																			
49. Retained recourse on small business obligations sold with recourse.....	0			1.00	0			0			0			0			0			49.
	BHCK B541																			
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.....	78,880			12.5 <sup>3</sup>	986,000												986,000			50.
	BHCK B675																			
51. All other financial assets sold with recourse.	0			1.00	0			0			0			0			0			51.
	BHCK B681																			
52. All other off-balance sheet liabilities.....	392,000			1.00	392,000			0			0			0			392,000			52.
53. Unused commitments:	BHCK 6572																			
a. With an original maturity exceeding one year.....	25,778,000			.50	12,889,000			0			78,000			0			12,811,000			53.a.
	BHCK G591																			
b. With an original maturity of one year or less to asset-backed commercial paper conduits.....	0			.10	0			0			0			0			0			53.b.
	BHCE A167																			
54. Derivative contracts.....					9,898,000			767,000			3,665,000			5,466,000						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**

**Part II—Continued**

	Dollar Amounts in Thousands												
	(Column C)			(Column D)			(Column E)			(Column F)			
	Allocation by Risk Weight Category												
	0%			20%			50%			100%			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
<b>Totals</b>													
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....	BHCK B696			BHCK B697			BHCK B698			BHCK B699			55.
	470,718,000			128,769,000			17,366,000			80,952,000			
56. Risk weight factor.....	x 0%			x 20 %			x 50%			x 100%			56.
	BHCK B700			BHCK B701			BHCK B702			BHCK B703			
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56).....	0			25,753,800			8,683,000			80,952,000			57.
										BHCK 1651			
58. Market risk equivalent assets.....										5,358,000			58.
										BHCK B704			
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).....										120,746,800			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).....										120,746,800			62.

Schedule HC-R—Continued

Part II—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		4,698,000		M.1.		
		With a remaining maturity of										
		(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years		
		BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	
2.	Notional principal amounts of derivative contracts: <sup>1</sup>											
a.	Interest rate contracts.....	3809		90,660,000		8766		159,735,000		8767	148,772,000	M.2.a.
b.	Foreign exchange contracts.....	3812		361,532,000		8769		8,716,000		8770	8,430,000	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		6,437,000		A001		528,000		A002	41,000	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		50,000		G598		0		G599	0	M.2.g.(1)
	(2) Subinvestment grade.....	G600		1,000		G601		0		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		1,562,000								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		3,515,000								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**

**Part II—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, Part II, item 58).....	F031		2,870,000		M.6.
7.	Not applicable					
8.	Restricted core capital elements included in Tier 1 capital:					
a.	Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b).....	G219		0		M.8.a.
b.	Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b).....	G220		0		M.8.b.
c.	Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a).....	5990		0		M.8.c.
d.	Qualifying trust preferred securities <sup>2</sup> (included in Schedule HC, item 19.b).....	C502		333,000		M.8.d.
9.	Goodwill net of any associated deferred tax liability.....	G221		16,794,000		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		1.52%		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.

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

							C000															
	(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables				(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans, All Leases, and All Other Assets		
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
Dollar Amounts in Thousands																						
<b>Securitization Activities</b>																						
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....	BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711														1.	
	184,000	0	0	0	0	0	116,000															
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:																						
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F).....	BHCK B712	BHCK B713	BHCK B714	BHCK B715	BHCK B716	BHCK B717	BHCK B718														2.a.	
	0	0	0	0	0	0	0															
b. Subordinated securities and other residual interests.....	BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399														2.b.	
	0	0	0	0	0	0	0															
c. Standby letters of credit and other enhancements.....	BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406														2.c.	
	0	0	0	0	0	0	0															
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1.....	BHCK B726	BHCK B727	BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732														3.	
	0	0	0	0	0	0	120,000															
4. Past due loan amounts included in item 1:																						
a. 30-89 days past due.....	BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739														4.a.	
	2,000	0	0	0	0	0	0															
b. 90 days or more past due.....	BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746														4.b.	
	1,000	0	0	0	0	0	0															
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date)																						
a. Charge-offs.....	BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753														5.a.	
	0	0	0	0	0	0	0															
b. Recoveries.....	BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760														5.b.	
	0	0	0	0	0	0	0															

Schedule HC-S—Continued

	(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans, All Leases, and All Other Assets						
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou				
Dollar Amounts in Thousands																									
6. Amount of ownership (or seller's) interests carried as:																									
a. Securities (included in HC-B).....				BHCK B761			BHCK B762									BHCK B763						6.a.			
				0			0									0									
b. Loans (included in HC-C).....				BHCK B500			BHCK B501									BHCK B502						6.b.			
				0			0									0									
7. Past due loan amounts included in interests reported in item 6.a:																									
a. 30-89 days past due.....				BHCK B764			BHCK B765									BHCK B766						7.a.			
				0			0									0									
b. 90 days or more past due.....				BHCK B767			BHCK B768									BHCK B769						7.b.			
				0			0									0									
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):																									
a. Charge-offs.....				BHCK B770			BHCK B771									BHCK B772						8.a.			
				0			0									0									
b. Recoveries.....				BHCK B773			BHCK B774									BHCK B775						8.b.			
				0			0									0									
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>																									
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			9.
				0			0			0			0			0			0			0			
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures.....				BHCK B783			BHCK B784			BHCK B785			BHCK B786			BHCK B787			BHCK B788			BHCK B789			10.
				0			0			0			0			0			0			46,000			
<b>Asset Sales</b>																									
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			11.
				0			0			0			0			0			0			0			
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11.....				BHCK B797			BHCK B798			BHCK B799			BHCK B800			BHCK B801			BHCK B802			BHCK B803			12.
				0			0			0			0			0			0			0			



Schedule HC-S—Continued

Memoranda

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:					
a. Outstanding principal balance.....	A249			0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date.....	A250			0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):					
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	B804			0	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	B805		266,000		M.2.b.
c. Other financial assets <sup>1</sup> .....	A591			0	M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans).....	F699			0	M.2.d.
3. Asset-backed commercial paper conduits:					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the 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 holding company.....	B808			0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions.....	B809		290,000		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) <sup>2</sup> .....	C407			0	M.4.

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

2. Memorandum item 4 is to be completed by (1) 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

**Schedule HC-V—Variable Interest Entities**

	(Column A) Securitization Vehicles				(Column B) ABCP Conduits				(Column C) Other VIEs				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands													
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:													
a. Cash and balances due from depository institutions.....	J981			0	J982			0	J983			1,032,000	1.a.
b. Held-to-maturity securities.....	J984			0	J985			0	J986			0	1.b.
c. Available-for-sale securities.....	J987			492,000	J988			0	J989			0	1.c.
d. Securities purchased under agreements to resell.....	J990			0	J991			0	J992			0	1.d.
e. Loans and leases held for sale.....	J993			0	J994			0	J995			0	1.e.
f. Loans and leases, net of unearned income.....	J996			0	J997			0	J998			0	1.f.
g. Less: Allowance for loan and lease losses.....	J999			0	K001			0	K002			0	1.g.
h. Trading assets (other than derivatives).....	K003			0	K004			0	K005			10,260,000	1.h.
i. Derivative trading assets.....	K006			0	K007			0	K008			0	1.i.
j. Other real estate owned.....	K009			0	K010			0	K011			0	1.j.
k. Other assets.....	K012			0	K013			0	K014			159,000	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:													
a. Securities sold under agreements to repurchase.....	K015			0	K016			0	K017			0	2.a.
b. Derivative trading liabilities.....	K018			0	K019			0	K020			0	2.b.
c. Commercial paper.....	K021			0	K022			0	K023			0	2.c.
d. Other borrowed money (exclude commercial paper).....	K024			445,000	K025			0	K026			0	2.d.
e. Other liabilities.....	K027			0	K028			0	K029			10,158,000	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above).....													
	K030			0	K031			0	K032			0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above).....													
	K033			0	K034			0	K035			0	4.

### Notes to the Balance Sheet—Predecessor Financial Items

For 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 holding company's total consolidated assets as of the previous quarter-end, whichever is less.

	Dollar Amounts in Thousands				
	BHBC	Bil	Mil	Thou	
1. Average loans and leases (net of unearned income).....	3516			0	1.
2. Average earning assets.....	3402			0	2.
3. Average total consolidated assets.....	3368			0	3.
4. Average equity capital.....	3519			0	4.

### Notes to the Balance Sheet—Other

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the holding company wishes to explain, that has been separately disclosed in the 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 holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the holding company's long-term unsecured debt by a material amount. The 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 holding company				
	0000			750

### Notes to the Balance Sheet—Other

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)	K141			0	1.
2. 5357	5357			0	2.
3. 5358	5358			0	3.
4. 5359	5359			0	4.
5. 5360	5360			0	5.
6. B027	B027			0	6.

**Notes to the Balance Sheet—Other, Continued**

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

**FRY9C: Explanatory Notes**

--