

Board of Governors of the Federal Reserve System

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

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

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

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

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

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

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

Date of Report:

December 31, 2011

Month / Date / Year (BHCK 9999)

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

U.S. Bancorp

Legal Title of Bank Holding Company (TEXT 9010)

Signature of Chief Financial Officer (or Equivalent)

800 Nicollet Mall

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

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

Minneapolis, MN 55402-7020

City (TEXT 9130) State (TEXT 9200) ZIP Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

RSSD ID _____

Name / Title (BHTX 8901)

C.I. _____ S.F. _____

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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

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

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RSSD Number _____

S.F. _____

Report of Income for Bank Holding Companies

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

Schedule HI - Consolidated Income Statement

Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
1. Interest income			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by 1-4 family residential properties	4435	3,051,000	1.a.(1)(a)
(b) All other loans secured by real estate	4436	1,907,000	1.a.(1)(b)
(c) All other loans	F821	4,750,000	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	11,000	1.a.(2)
b. Income from lease financing receivables	4065	742,000	1.b.
c. Interest income on balances due from depository institutions [1]	4115	22,000	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	53,000	1.d.(1)
(2) Mortgage-backed securities	B489	1,337,000	1.d.(2)
(3) All other securities	4060	430,000	1.d.(3)
e. Interest income from trading assets	4069	29,000	1.e.
f. Interest income of federal funds sold and securities purchased under agreements to resell	4020	0	1.f.
g. Other interest income	4518	307,000	1.g.
h. Total interest income (sum of items 1.a through 1.g.)	4107	12,639,000	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$100,000 or more	A517	262,000	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518	291,000	2.a.(1)(b)
(c) Other deposits	6761	251,000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172	36,000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	242,000	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	1,057,000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	238,000	2.d.
e. Other interest expense	4398	139,000	2.e.
f. Total interest expense (sum of items 2.a through 2.e.)	4073	2,516,000	2.f.
3. Net interest income (item 1.h minus item 2.f.)	4074	10,123,000	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	2,343,000	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	919,000	5.a.
b. Service charges on deposit accounts in domestic offices	4483	1,210,000	5.b.
c. Trading revenue [2]	A220	103,000	5.c.
d. (1) Fees and commissions from securities brokerage	C886	142,000	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888	6,000	5.d.(2)
(3) Fees and commissions from annuity sales	C887	62,000	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	19,000	5.d.(4)
(5) Income from other insurance activities	C387	39,000	5.d.(5)
e. Venture capital revenue	B491	29,000	5.e.
f. Net servicing fees	B492	437,000	5.f.
g. Net securitization income	B493	0	5.g.
h. Not applicable			

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

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

Schedule HI - Continued

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
5. i. Net gains (losses) on sales of loans and leases	8560	546,000	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	(77,000)	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496	9,000	5.k.
l. Other noninterest income [3]	B497	5,292,000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	8,736,000	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	(31,000)	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	4,887,000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	999,000	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	299,000	7.c.(2)
d. Other noninterest expense [4]	4092	3,671,000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	9,856,000	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	6,629,000	8.
9. Applicable income taxes (foreign and domestic)	4302	1,841,000	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300	4,788,000	10.
11. Extraordinary items and other adjustments, net of income taxes [5]	4320	0	11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104	4,788,000	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	(84,000)	13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	4340	4,872,000	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	10,348,000	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592	6,854,000	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	170,000	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	294,000	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK	Number	
	4150	62,529	M.5.
6. Other noninterest income (from schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):			
a. Income and fees from the printing and sale of checks	C013	0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014	199,000	M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016	452,000	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	231,000	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	1,073,000	M.6.g.
h.	Gains on bargain purchases					J447	0	M.6.h.
i.	TEXT							
	8562	Merchant processing services				8562	1,355,000	M.6.i.
j.	TEXT							
	8563	Corporate payment products revenue				8563	734,000	M.6.j.
k.	TEXT							
	8564	Merchant processing agreement settlement				8564	263,000	M.6.k.
7.	Other noninterest expense (from schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):							
a.	Data processing expenses					C017	347,000	M.7.a.
b.	Advertising and marketing expenses					497	278,000	M.7.b.
c.	Directors' fees					4136	0	M.7.c.
d.	Printing, stationery, and supplies					C018	0	M.7.d.
e.	Postage					8403	198,000	M.7.e.
f.	Legal fees and expenses					4141	0	M.7.f.
g.	FDIC deposit insurance assessments					4146	282,000	M.7.g.
h.	Accounting and auditing expenses					F556	0	M.7.h.
i.	Consulting and advisory expenses					F557	216,000	M.7.i.
j.	Automated teller machine (ATM) and interchange expenses					F558	0	M.7.j.
k.	Telecommunications expenses					F559	151,000	M.7.k.
l.	TEXT							
	8565	Costs of affordable housing and other tax-advantaged projects				8565	528,000	M.7.l.
m.	TEXT							
	8566	Capitalized computer software expense				8566	242,000	M.7.m.
n.	TEXT							
	8567	Mortgage servicing matters				8567	130,000	M.7.n.
8.	Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):							
a. (1)	TEXT							
	3571					3571	0	M.8.a.(1)
(2)	Applicable income tax effect			BHCK	3572	0		M.8.a.(2)
b. (1)	TEXT							
	3573					3573	0	M.8.b.(1)
(2)	Applicable income tax effect			BHCK	3574	0		M.8.b.(2)
c. (1)	TEXT							
	3575					3575	0	M.8.c.(1)
(2)	Applicable income tax effect			BHCK	3576	0		M.8.c.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):							
a.	Interest rate exposures					8757	27,000	M.9.a.
b.	Foreign exchange exposures					8758	76,000	M.9.b.
c.	Equity security and index exposures					8759	0	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	
Memoranda items 9.f and 9.g are to be completed by bank holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above. [1]			
9. f. Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank holding company's derivative assets (included in Memorandum items 9.a through 9.e above)	K090	196	M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the bank holding company on the bank holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)	K094	0	M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			
a. Net gains (losses) on credit derivatives held for trading	C889	0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890	1,000	M.10.b.
11. Credit losses on derivatives (see instructions)	A251	3,000	M.11.
Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets. [1]			
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431	175,000	M.12.a.
b. (1) Premiums on insurance related to the extension of credit	C242	19,000	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	16,000	M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "YES" or "NO")	BHCK	YES / NO	
	A530	NO	M.13.
	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.			
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets	F551	(777,000)	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	(2,000)	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	73,000	M.15.
Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c			
	Year-to-date		
	BHCK	Bil Mil Thou	
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a))	F228	5,000	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	60,000	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	J320	25,000	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 17.b)	J321	35,000	M.17.c.

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

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

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Total bank holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	29,519,000	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507	(2,000)	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	29,517,000	3.
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14)	bhct		
	4340	4,872,000	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK		
a. Sale of perpetual preferred stock, gross	3577	676,000	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	0	6.a.
b. Conversion or retirement of common stock	3580	0	6.b.
7. Sale of treasury stock	4782	193,000	7.
8. LESS: Purchase of treasury stock	4783	550,000	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	129,000	10.
11. LESS: Cash dividends declared on common stock	4460	961,000	11.
12. Other comprehensive income [1]	B511	269,000	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	91,000	14.
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13 and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	bhct		
	3210	33,978,000	15.

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

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

Dollar Amounts in Thousands	(Column A) Charge-offs ¹		(Column B) Recoveries		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1-4 family residential construction loans	C891	34,000	C892	4,000	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	287,000	C894	20,000	1.a.(2)
b. Secured by farmland in domestic offices	3584	2,000	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	215,000	5412	11,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	503,000	C217	13,000	1.c.(2)(a)
(b) Secured by junior liens	C235	112,000	C218	8,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	32,000	3589	3,000	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	42,000	C896	1,000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	143,000	C898	17,000	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	2,000	4665	2,000	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	4645	380,000	4617	63,000	4.a.
b. To non-U.S. addressees (domicile)	4646	2,000	4618	1,000	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	922,000	B515	88,000	5.a.
b. Automobile loans	K129	80,000	K133	44,000	5.b.
c. Other consumer loans (includes single payment, installment, all student loans and revolving credit plans other than credit cards)	K205	316,000	K206	56,000	5.c.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	54,000	4628	9,000	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	F185	10,000	F187	10,000	8.a.
b. All other leases	C880	93,000	F188	36,000	8.b.
9. Total (sum of items 1 through 8)	4635	3,229,000	4605	386,000	9.

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

Schedule HI-B - Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Charge-offs ¹		(Column B) Recoveries		
	Calendar year-to-date				
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409	14,000	5410	1,000	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.
<p><i>Memorandum item 3 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i></p>					
3. Uncollectable retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)			Calendar year-to-date		
	BHCK	Bil Mil Thou			
	C388	134,000			M.3.
<p>Dollar Amounts in Thousands</p>					
II. Changes in allowance for loan and lease losses					
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522	5,310,000			1.
	bhct				
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605	386,000			2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, Item 4)	BHCK				
	C079	3,116,000			3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523	113,000			4.
	bhct				
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230	2,343,000			5.
	BHCK				
6. Adjustments (see instructions for this schedule)	C233	(57,000)			6.
	bhct				
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	3123	4,753,000			7.

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

Schedule HI-B - Continued

MEMORANDA

	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7		C435	0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>				
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges		C389	77,000	M.2.
3. Amount of allowance for loan lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)		C390	0	M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>				
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)		C781	28,000	M.4.

Notes to the Income Statement-Predecessor Financial Items

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

	Dollar Amounts in Thousands	BHBC	Bil Mil Thou	
1. Total interest income		4107	N/A	1.
a. Interest income on loans and leases		4094	N/A	1.a.
a. Interest income on investment securities		4218	N/A	1.b.
2. Total interest expense		4073	N/A	2.
a. Interest expense on deposits		4421	N/A	2.a.
3. Net interest income		4074	N/A	3.
4. Provision for loan and lease losses		4230	N/A	4.
5. Total noninterest income		4079	N/A	5.
a. Income from fiduciary activities		4070	N/A	5.a.
b. Trading revenue		A220	N/A	5.b.
c. Investment banking, advisory, brokerage and underwriting fees and commissions		B490	N/A	5.c.
d. Venture capital revenue		B491	N/A	5.d.
e. Net securitization income		B493	N/A	5.e.
f. Insurance commissions and fees		B494	N/A	5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities		4091	N/A	6.
7. Total noninterest expense		4093	N/A	7.
a. Salaries and employee benefits		4135	N/A	7.a.
b. Goodwill impairment losses		C216	N/A	7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments		4301	N/A	8.
9. Applicable income taxes		4302	N/A	9.
10. Noncontrolling (minority) interest		4484	N/A	10.
11. Extraordinary items, net of applicable income taxes and minority interest		4320	N/A	11.
12. Net income (loss)		4340	N/A	12.
13. Cash dividends declared		4475	N/A	13.
14. Net charge-offs		6061	N/A	14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis		4519	N/A	15.

Notes to the Income Statement-Other

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Exclude any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

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

Example

A bank holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC.

Enter on the line item below the following information:

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

Notes to the Income Statement-Other

	TEXT	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
1.	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

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

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business December 31, 2011

For Federal Reserve Bank Use Only

C.I.

Schedule HC - Consolidated Balance Sheet

Dollar Amounts in Thousands			BHCK	Bil Mil Thou	
ASSETS					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin [1]			0081	4,762,000	1.a.
b. Interest-bearing balances: [2]					
(1) In U.S. offices			0395	8,536,000	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397	664,000	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)			1754	18,877,000	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)			1773	51,937,000	2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices	BHDM		B987	12,000	3.a.
b. Securities purchased under agreements to resell [3]		BHCK	B989	52,000	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale			5369	7,156,000	4.a.
b. Loans and leases, net of unearned income	B528	207,309,000			4.b.
c. LESS: Allowances for loan and lease losses	3123	4,753,000			4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (items 4.b minus 4.c)			B529	202,556,000	4.d.
5. Trading assets (from Schedule HC-D)			3545	2,001,000	5.
6. Premises and fixed assets (including capitalized leases)			2145	2,657,000	6.
7. Other real estate owned (from Schedule HC-M)			2150	1,370,000	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	122,000	8.
9. Direct and indirect investments in real estate ventures			3656	0	9.
10. Intangible assets:					
a. Goodwill			3163	8,927,000	10.a.
b. Other intangible assets (from Schedule HC-M)			0426	2,736,000	10.b.
11. Other assets (from Schedule HC-F)			2160	27,757,000	11.
12. Total assets (sum of items 1 through 11)			2170	340,122,000	12.

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

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

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

Schedule HC - Continued

	Dollar Amounts in Thousands		
	BHDM	Bil Mil Thou	
LIABILITIES			
13. Deposits:			
a. In domestic offices (from Schedule HC-E):			
(1) Noninterest-bearing [1]	6631	68,572,000	13.a.(1)
(2) Interest-bearing	6636	146,005,000	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:			
(1) Noninterest-bearing	BHFN	7,000	13.b.(1)
(2) Interest-bearing	6636	16,301,000	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:			
a. Federal funds purchased in domestic offices [2]			
	BHDM		
	B993	1,036,000	14.a.
	BHCK		
b. Securities sold under agreements to repurchase [3]	B995	6,986,000	14.b.
15. Trading liabilities (from Schedule HC-D)	3548	991,000	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190	45,850,000	16.
17. Not applicable			
18. Not applicable			
19. a. Subordinated notes and debentures [4]	4062	5,245,000	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	2,691,000	19.b.
20. Other liabilities (from Schedule HC-G)	2750	11,467,000	20.
21. Total liabilities (sum of items 13 through 20)	2948	305,151,000	21.
22. Not applicable			
EQUITY CAPITAL			
Bank Holding Company Equity Capital			
23. Perpetual preferred stock and related surplus	3283	2,606,000	23.
24. Common stock (par value)	3230	21,000	24.
25. Surplus (exclude all surplus related to preferred stock)	3240	8,238,000	25.
26. a. Retained earnings	3247	30,785,000	26.a.
b. Accumulated other comprehensive income [5]	B530	(1,200,000)	26.b.
c. Other equity capital components [6]	A130	(6,472,000)	26.c.
27. a. Total bank holding company equity capital (sum of items 23 through 26.c)	3210	33,978,000	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000	993,000	27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105	34,971,000	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	340,122,000	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 repurchased agreements in domestic and foreign offices regardless of maturity.

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

5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

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

Schedule HC - Continued

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

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "YES" or "NO")

BHCK	YES / NO
C884	YES

M.1

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

a. Ernst & Young, LLP
(1) Name of External Auditing Firm (TEXT C703)

b. Michael L. Richards
(1) Name of Engagement Partner (TEXT C704)

Minneapolis
(2) City (TEXT C708)

michael.richards4@ey.com
(2) E-mail Address (TEXT C705)

MN
(3) State Abbrev. (TEXT C714)

55402
(4) Zip Code (TEXT C715)

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

Schedule HC-B - Securities

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. U.S. Treasury securities	0211	2,420,000	0213	2,454,000	1286	558,000	1287	562,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. government agencies [1]	1289	140,000	1290	141,000	1291	181,000	1293	188,000	2.a.
b. Issued by U.S. government sponsored agencies [2]	1294	0	1295	0	1297	306,000	1298	307,000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	23,000	8497	23,000	8498	6,394,000	8499	6,539,000	3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	4,770,000	G301	4,904,000	G302	2,017,000	G303	2,166,000	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	0	G305	0	G306	15,472,000	G307	16,108,000	4.a.(2)
(3) Other pass-through securities	G308	3,000	G309	3,000	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 [3]	G312	11,312,000	G313	11,508,000	G314	21,848,000	G315	22,040,000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies [3]	G316	0	G317	0	G318	0	G319	0	4.b.(2)

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

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
4 b.(3) All other residential mortgage-backed securities	G320	2,000	G321	2,000	G322	1,958,000	G323	1,605,000	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	0	K145	0	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 [1]									
	K150	0	K151	0	K152	133,000	K153	140,000	4.c.(2)(a)
(b) All other commercial MBS									
	K154	4,000	K155	2,000	K156	42,000	K157	42,000	4.c.(2)(b)

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-B - Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	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	23,000	C988	17,000	C989	694,000	C027	681,000	5.a.
b. Structured financial products:									
(1) Cash	G336	52,000	G337	63,000	G338	180,000	G339	206,000	5.b.(1)
(2) Synthetic	G340	0	G341	0	G342	0	G343	0	5.b.(2)
(3) Hybrid	G344	0	G345	0	G346	0	G347	0	5.b.(3)
6. Other debt securities:									
a. Other domestic debt securities	1737	121,000	1738	92,000	1739	1,166,000	1741	950,000	6.a.
b. Foreign debt securities	1742	7,000	1743	7,000	1744	129,000	1746	94,000	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	278,000	A511	309,000	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct						bhct		
	1754	18,877,000	1771	19,216,000	1772	51,356,000	1773	51,937,000	8.

MEMORANDA

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Pledged securities [1]	0416	20,674,000	M.1.
2. Remaining maturity or next repricing date of debt securities [2], [3] (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less	0383	25,280,000	M.2.a.
b. Over 1 year to 5 years	0384	3,549,000	M.2.b.
c. Over 5 years	0387	41,671,000	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	300,000	M.4.a.
b. Fair value	8783	301,000	M.4.b.

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

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
<i>Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. [1]</i>									
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):									
a. Credit card receivables	B838	0	B839	0	B840	0	B841	0	M.5.a.
b. Home equity lines	B842	23,000	B843	17,000	B844	85,000	B845	85,000	M.5.b.
c. Automobile loans	B846	0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans	B850	0	B851	0	B852	585,000	B853	571,000	M.5.d.
e. Commercial and industrial loans	B854	0	B855	0	B856	14,000	B857	15,000	M.5.e.
f. Other	B858	0	B859	0	B860	10,000	B861	10,000	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	4,000	G351	4,000	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352	0	G353	0	G354	0	G355	0	M.6.b.
c. Corporate and similar loans	G356	32,000	G357	35,000	G358	61,000	G359	65,000	M.6.c.

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

Schedule HC-B - Continued

MEMORANDA - Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
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	20,000	G369	28,000	G370	3,000	G371	2,000	M.6.f.
g. Other collateral or reference assets									
	G372	0	G373	0	G374	112,000	G375	135,000	M.6.g.

Schedule HC-C - Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
1. Loans secured by real estate	1410	107,482,000			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1-4 family residential construction loans			F158	977,000	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	7,450,000	1.a.(2)
b. Secured by farmland			BHDM		
c. Secured by 1-4 family residential properties:			1420	717,000	1.b.
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit					
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens			1797	16,906,000	1.c.(1)
(b) Secured by junior liens					
d. Secured by multifamily (5 or more) residential properties			5367	49,200,000	1.c.(2)(a)
e. Secured by nonfarm nonresidential properties:			5368	2,092,000	1.c.(2)(b)
(1) Loans secured by owner-occupied nonfarm nonresidential properties					
(2) Loans secured by other nonfarm nonresidential properties			1460	3,905,000	1.d.
2. Loans to depository institutions and acceptances of other banks					
a. To U.S. banks and other U.S. depository institutions	1292	508,000			2.a.
b. To foreign banks	1296	117,000			2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	1,035,000	1590	1,035,000	3.
4. Commercial and industrial loans			1766	41,223,000	4.
a. To U.S. addressees (domicile)	1763	41,061,000			4.a.
b. To non-U.S. addressees (domestic)	1764	587,000			4.b.
5. Not applicable.					

Schedule HC-C - Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	42,404,000	6.
a. Credit cards	B538	17,366,000			6.a.
b. Other revolving credit plans	B539	3,344,000			6.b.
c. Automobile loans	K137	11,508,000			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)					
	K207	10,186,000			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	0	2081	0	7.
8. Not applicable.					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions	J454	1,146,000	J454	1,146,000	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)	1545	716,000	1545	716,000	9.b.(1)
(2) All other loans (exclude consumer loans)	J451	8,377,000	J451	8,377,000	9.b.(2)
10. Lease financing receivables (net of unearned income)			2165	11,019,000	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	5,118,000			10.a.
b. All other leases	F163	5,914,000			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	0	2123	0	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	214,465,000	2122	214,017,000	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	38,000	M.1.a.(1)
(2) All other construction loans and all land development and other land loans				K159	247,000	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices						
c. Secured by multifamily (5 or more) residential properties in domestic offices				F576	2,975,000	M.1.b.
d. Secured by nonfarm nonresidential properties in domestic offices:				K160	38,000	M.1.c.
(1) Loans secured by owner-occupied nonfarm nonresidential properties						
(2) Loans secured by other nonfarm nonresidential properties				K161	64,000	M.1.d.(1)
				K162	331,000	M.1.d.(2)
e. Commercial and industrial loans:						
(1) To U.S. addressees (domicile)		K163	320,000			M.1.e.(1)
(2) To non-U.S. addressees (domicile)		K164	0			M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)						
				BHCK		
				K165	353,000	M.1.f.
Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):						
				BHDM		
(1) Loans secured by farmland in domestic offices				K166	0	M.1.f.(1)
				BHCK		
(2) Loans to depository institutions and acceptances of other banks				K167	0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers				K168	0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:						
(a) Credit cards				K098	0	M.1.f.(4)(a)
(b) Automobile loans				K203	0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)						
				K204	0	M.1.f.(4)
(5) Loans to foreign governments and official institutions						
(6) Other loans[1]				K212	0	M.1.f.(5)
				K267	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not Scheduled by real estate) included in Schedule HC-C, items 4 and (.b.(2) column A above....						
				2746	5,108,000	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)						
				B837	102,000	M.3.
<i>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)</i>						
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)						
				C391	532,000	M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>						
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):						
a. Outstanding balance				C779	8,902,000	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9				C780	6,003,000	M.5.b.
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:						
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))				F230	1,493,000	M.6.a.

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

Schedule HC-C - Continued

MEMORANDA - Continued

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

Dollar Amounts in Thousands	BHDM	Bil Mil Thou	
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule HC-C, Memorandum 6.a) as of December 31, 2010, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>			
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	F231	479,000	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	46,000	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	2,660,000	M.9.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
<i>Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option</i>					
10. Loans measured at fair value:					
a. Loans secured by real estate	F608	6,925,000			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	6,923,000	M.10.a.(3)(b)(i)
(ii) Secured by junior liens			F582	2,000	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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):					
a. Loans secured by real estate	F609	6,635,000			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	6,633,000	M.11.a.(3)(b)(i)
(ii) Secured by junior liens			F594	2,000	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.

Schedule HC-C - Continued

MEMORANDA - Continued

	Dollar Amounts in Thousands		(Column A) Consolidated		(Column B) Domestic Offices		
			BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date	(Column B) Gross contractual amounts receivable at acquisition	(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected				
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	BHCK G091	Bil Mil Thou 679,000	BHCK G092	Bil Mil Thou 1,021,000	BHCK G093	Bil Mil Thou 168,000	M.12.a.
b. Commercial and industrial loans	G094	133,000	G095	163,000	G096	12,000	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097	16,000	G098	20,000	G099	4,000	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	114,170,000	M.14.

Schedule HC-D - Trading Assets and Liabilities

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Bil Mil Thou	BHCK	Bil Mil Thou	
ASSETS					
1. U.S. Treasury securities	3531	145,000	3531	145,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532	0	3532	0	2.
3. Securities issued by states and political subdivisions in the U.S.	3533	54,000	3533	54,000	3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCK G379	0	BHDM G379	0	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies [1] (include CMOs, REMICs, and stripped MBS)	G380	0	G380	0	4.b.
c. All other residential mortgage-backed securities	G381	0	G381	0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies [1]	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	392,000	G386	392,000	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	21,000	F614	21,000	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					

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 - Trading Assets and Liabilities

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Bil Mil Thou	BHCK	Bil Mil Thou	
6. c. (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.

Schedule HC-D - Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
7.-8. Not applicable.	BHCM		BHCK		
9. Other trading assets	3541	1,000	3541	1,000	9.
10. Not applicable					
11. Derivatives with a positive fair value:	3543	1,388,000	3543	1,388,000	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5)	bhct		BHDM		
	3545	2,001,000	3545	2,001,000	12.
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
LIABILITIES					
13. a. Liability for short positions					
(1) Equity securities	G209	0	G209	0	13.a.(1)
(2) Debt securities	G210	613,000	G210	613,000	13.a.(2)
(3) All other assets	G211	0	G211	0	13.a.(3)
b. All other trading liabilities	F624	0	F624	0	13.b.
14. Derivatives with a negative fair value	3547	378,000	3547	378,000	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15)	bhct				
	3548	991,000	3548	991,000	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 loans secured by 1-4 family residential properties and extended under lines of credit			F627	0	M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			F628	0	M.1.a.(3)(b)(i)
(ii) Secured by junior liens			F629	0	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F630	0	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties			F631	0	M.1.a.(5)
b. Commercial and industrial loans	F632	21,000	F632	21,000	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.

Schedule HC-D - Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
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.

