

Board of Governors of the Federal Reserve System

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

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

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).
This report form is to be filed by bank holding companies with total consolidated assets of \$500 million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for

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

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

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

Date of Report: **September 30, 2012**
Month / Day / Year (BHCK 9999)

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

Signature of Chief Financial Officer (or Equivalent)

11/05/2012

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

U.S. Bancorp

Legal Title of Bank Holding Company (TEXT 9010)

800 Nicollet Mall

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

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

C.I.

S.F.

Name / Title (BHTX 8901)

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 to 1,250 hours per response, with an average of 45 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, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

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RSSD ID

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	2,406,000	1.a.(1)(a)
(b) All other loans secured by real estate		4436	1,406,000	1.a.(1)(b)
(c) All other loans		F821	3,701,000	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs		4059	10,000	1.a.(2)
b. Income from lease financing receivables		4065	512,000	1.b.
c. Interest income on balances due from depository institutions [1]		4115	9,000	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	29,000	1.d.(1)
(2) Mortgage-backed securities		B489	1,054,000	1.d.(2)
(3) All other securities		4060	293,000	1.d.(3)
e. Interest income from trading assets		4069	17,000	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	250,000	1.g.
h. Total interest income (sum of items 1.a through 1.g)		4107	9,687,000	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more		A517	184,000	2.a.(1)(a)
(b) Time deposits of less than \$100,000		A518	191,000	2.a.(1)(b)
(c) Other deposits		6761	134,000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs		4172	21,000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase		4180	147,000	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)		4185	780,000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities		4397	152,000	2.d.
e. Other interest expense		4398	60,000	2.e.
f. Total interest expense (sum of items 2.a through 2.e)		4073	1,669,000	2.f.
3. Net interest income (item 1.h minus item 2.f)		4074	8,018,000	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)		4230	1,439,000	4.
5. Noninterest income:				
a. Income from fiduciary activities		4070	690,000	5.a.
b. Service charges on deposit accounts in domestic offices		4483	894,000	5.b.
c. Trading revenue [2]		A220	98,000	5.c.
d. (1) Fees and commissions from securities brokerage		C886	126,000	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions		C888	31,000	5.d.(2)
(3) Fees and commissions from annuity sales		C887	43,000	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities		C386	11,000	5.d.(4)
(5) Income from other insurance activities		C387	21,000	5.d.(5)
e. Venture capital revenue		B491	60,000	5.e.
f. Net servicing fees		B492	211,000	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	998,000	5.i.
j. Net gains (losses) on sales of other real estate owned		8561	-2,000	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)		B496	13,000	5.k.
l. Other noninterest income [3]		B497	3,826,000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)		4079	7,020,000	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	-18,000	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits		4135	3,968,000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)		4217	683,000	7.b.
c. (1) Goodwill impairment losses		C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets		C232	208,000	7.c.(2)
d. Other noninterest expense [4]		4092	2,923,000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)		4093	7,782,000	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	5,799,000	8.
9. Applicable income taxes (foreign and domestic)		4302	1,684,000	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)		4300	4,115,000	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	4,115,000	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	-112,000	13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)		4340	4,227,000	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	8,186,000	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis		4592	5,967,000	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	141,000	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	205,000	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)		BHCK	Number	
		4150	63,768	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	140,000	M.6.b.
c. Income and fees from automated teller machines (ATMs)		C016	263,000	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	248,000	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	650,000	M.6.g.
h. Gains on bargain purchases					J447	0	M.6.h.
i. TEXT							
8562 Merchant processing services					8562	1,041,000	M.6.i.
j. TEXT							
8563 Corporate payment products revenue					8563	566,000	M.6.j.
k. TEXT							
8564 Standby letters of credit fees					8564	144,000	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	283,000	M.7.a.
b. Advertising and marketing expenses					497	211,000	M.7.b.
c. Directors' fees					4136	0	M.7.c.
d. Printing, stationery, and supplies					C018	0	M.7.d.
e. Postage					8403	148,000	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	111,000	M.7.h.
i. Consulting and advisory expenses					F557	187,000	M.7.i.
j. Automated teller machine (ATM) and interchange expenses					F558	0	M.7.j.
k. Telecommunications expenses					F559	107,000	M.7.k.
l. TEXT							
8565 Costs of affordable housing and other tax-advantaged projects					8565	361,000	M.7.l.
m. TEXT							
8566 Capitalized computer software expense					8566	202,000	M.7.m.
n. TEXT							
8567 Mortgage servicing expense					8567	104,000	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.) Memorandum items 9.a through 9.e are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:							
a. Interest rate exposures					8757	48,000	M.9.a.
b. Foreign exchange exposures					8758	50,000	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	
<i>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]</i>				
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	20,000		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	-7,000		M.10.b.
11. Credit losses on derivatives (see instructions)	A251	2,000		M.11.
<i>Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets. [1]</i>				
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431	162,000		M.12.a.
b. (1) Premiums on insurance related to the extension of credit	C242	11,000		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	11,000		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	
<i>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.</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	1,000		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	-1,000		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	63,000		M.15.
<i>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</i>				
		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	1,000		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	61,000		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 17.b)	J321	64,000		M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2011.

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	33,978,000	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors		B507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)		B508	33,978,000	3.
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14)		bhct		
		4340	4,227,000	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):		BHCK		
a. Sale of perpetual preferred stock, gross		3577	2,163,000	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	384,000	7.
8. LESS: Purchase of treasury stock		4783	1,465,000	8.
9. Changes incident to business combinations, net		4356	0	9.
10. LESS: Cash dividends declared on preferred stock		4598	174,000	10.
11. LESS: Cash dividends declared on common stock		4460	1,108,000	11.
12. Other comprehensive income [1]		B511	597,000	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	59,000	14.
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13 and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)		3210	38,661,000	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	8,000	C892	6,000	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	78,000	C894	31,000	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	166,000	5412	12,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	358,000	C217	15,000	1.c.(2)(a)
(b) Secured by junior liens	C235	79,000	C218	7,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	6,000	3589	1,000	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	27,000	C896	2,000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	51,000	C898	16,000	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	1,000	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	3,000	4665	1,000	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	4645	230,000	4617	41,000	4.a.
b. To non-U.S. addressees (domicile)	4646	3,000	4618	2,000	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	585,000	B515	79,000	5.a.
b. Automobile loans	K129	48,000	K133	33,000	5.b.
c. Other consumer loans (includes single payment, installment, all student loans and revolving credit plans other than credit cards)	K205	203,000	K206	39,000	5.c.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	45,000	4628	8,000	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	F185	7,000	F187	6,000	8.a.
b. All other leases	C880	53,000	F188	23,000	8.b.
9. Total (sum of items 1 through 8)	4635	1,951,000	4605	322,000	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	4,000	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.
<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>						
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	85,000			M.3.
Dollar Amounts in Thousands		BHCK	Bil Mil Thou			
II. Changes in allowance for loan and lease losses						
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)		B522	4,753,000			1.
		bhct				
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)		4605	322,000			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	1,905,000			3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account		5523	46,000			4.
		bhct				
5. Provision for loan and lease losses (must equal Schedule HI, item 4)		4230	1,439,000			5.
		BHCK				
6. Adjustments (see instructions for this schedule)		C233	-82,000			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	4,481,000			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	71,000	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 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	57,000	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				
12.	B048		B047	0	11.
			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 September 30, 2012
Month/ Day/ Year

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	4,539,000	1.a.
b. Interest-bearing balances: [2]					
(1) In U.S. offices			0395	4,451,000	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397	392,000	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)			1754	34,509,000	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)			1773	39,636,000	2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices	BHDM		B987	54,000	3.a.
b. Securities purchased under agreements to resell [3]	BHCK		B989	112,000	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale			5369	9,879,000	4.a.
b. Loans and leases, net of unearned income	B528	216,611,000			4.b.
c. LESS: Allowances for loan and lease losses	3123	4,481,000			4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (items 4.b minus 4.c)			B529	212,130,000	4.d.
5. Trading assets (from Schedule HC-D)			3545	2,025,000	5.
6. Premises and fixed assets (including capitalized leases)			2145	2,650,000	6.
7. Other real estate owned (from Schedule HC-M)			2150	1,053,000	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	106,000	8.
9. Direct and indirect investments in real estate ventures			3656	0	9.
10. Intangible assets:					
a. Goodwill			3163	8,943,000	10.a.
b. Other intangible assets (from Schedule HC-M)			0426	2,533,000	10.b.
11. Other assets (from Schedule HC-F)			2160	29,241,000	11.
12. Total assets (sum of items 1 through 11)			2170	352,253,000	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	72,976,000	13.a.(1)	
(2) Interest-bearing	6636	149,027,000	13.a.(2)	
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN			
(1) Noninterest-bearing	6631	6,000	13.b.(1)	
(2) Interest-bearing	6636	22,223,000	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM			
a. Federal funds purchased in domestic offices [2]	B993	1,037,000	14.a.	
b. Securities sold under agreements to repurchase [3]	BHCK			
15. Trading liabilities (from Schedule HC-D)	B995	3,363,000	14.b.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3548	982,000	15.	
17. Not applicable	3190	42,679,000	16.	
18. Not applicable				
19. a. Subordinated notes and debentures [4]	4062	6,446,000	19.a.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	0	19.b.	
20. Other liabilities (from Schedule HC-G)	2750	13,689,000	20.	
21. Total liabilities (sum of items 13 through 20)	2948	312,428,000	21.	
22. Not applicable				
Equity capital				
Bank Holding Company Equity Capital				
23. Perpetual preferred stock and related surplus	3283	4,769,000	23.	
24. Common stock (par value)	3230	21,000	24.	
25. Surplus (exclude all surplus related to preferred stock)	3240	8,186,000	25.	
26. a. Retained earnings	3247	33,730,000	26.a.	
b. Accumulated other comprehensive income [5]	B530	-603,000	26.b.	
c. Other equity capital components [6]	A130	-7,442,000	26.c.	
27. a. Total bank holding company equity capital (sum of items 23 through 26.c)	3210	38,661,000	27.a.	
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000	1,164,000	27.b.	
28. Total equity capital (sum of items 27.a and 27.b)	G105	39,825,000	28.	
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	352,253,000	29.	

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

2. Report overnight Federal Home Loan Bank advances is 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 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 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")_____
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]

BHCK	YES / NO
C884	N/A

M.1

a.

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

b.

(1) Name of Engagement Partner (TEXT C704)

(2) City (TEXT C708)

(2) E-mail Address (TEXT C705)

(3) State Abbrev. (TEXT C714)

(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	2,417,000	0213	2,441,000	1286	502,000	1287	505,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. government agencies [1]	1289	140,000	1290	142,000	1291	209,000	1293	221,000	2.a.
b. Issued by U.S. government sponsored agencies [2]									
	1294	0	1295	0	1297	17,000	1298	17,000	2.b.
3. Securities issued by states and political subdivisions in the U.S.									
	8496	21,000	8497	22,000	8498	6,085,000	8499	6,457,000	3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	4,749,000	G301	4,950,000	G302	1,530,000	G303	1,670,000	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	10,618,000	G305	10,842,000	G306	7,598,000	G307	8,144,000	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	16,403,000	G313	16,675,000	G314	19,366,000	G315	19,548,000	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	1,000	G321	1,000	G322	1,067,000	G323	971,000	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	193,000	K153	202,000	4.c.(2)(a)
(b) All other commercial MBS	K154	3,000	K155	3,000	K156	0	K157	0	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	19,000	C988	15,000	C989	585,000	C027	598,000	5.a.
b. Structured financial products:									
(1) Cash	G336	9,000	G337	25,000	G338	33,000	G339	42,000	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	119,000	1738	100,000	1739	813,000	1741	709,000	6.a.
b. Foreign debt securities	1742	7,000	1743	7,000	1744	6,000	1746	6,000	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values									
					A510	516,000	A511	546,000	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	34,509,000	1771	35,226,000	1772	38,520,000	1773	39,636,000	8.

Memoranda

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Pledged securities [1]		0416	16,478,000	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	21,503,000	M.2.a.
b. Over 1 year to 5 years		0384	3,113,000	M.2.b.
c. Over 5 years		0387	48,978,000	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)		1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):				
a. Amortized cost		8782	0	M.4.a.
b. Fair value		8783	0	M.4.b.

- Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
- Exclude investments in mutual funds and other equity securities with readily determinable fair values.
- 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
b. Home equity lines	B842	19,000	B843	15,000	B844	3,000	B845	2,000
c. Automobile loans	B846	0	B847	0	B848	0	B849	0
d. Other consumer loans	B850	0	B851	0	B852	571,000	B853	583,000
e. Commercial and industrial loans	B854	0	B855	0	B856	0	B857	0
f. Other	B858	0	B859	0	B860	11,000	B861	13,000
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
b. Trust preferred securities issued by real estate investment trusts	G352	0	G353	0	G354	0	G355	0
c. Corporate and similar loans	G356	1,000	G357	4,000	G358	0	G359	0

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2011.

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	
6.d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)									M.6.d.
	G360	0	G361	0	G362	0	G363	0	
e. 1-4 family residential MBS not issued or guaranteed by GSEs									M.6.e.
	G364	0	G365	0	G366	0	G367	0	
f. Diversified (mixed) pools of structured financial products									M.6.f.
	G368	8,000	G369	21,000	G370	0	G371	0	
g. Other collateral or reference assets									M.6.g.
	G372	0	G373	0	G374	33,000	G375	42,000	

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	113,347,000			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1-4 family residential construction loans			F158	964,000	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	6,184,000	1.a.(2)
			BHDM		
b. Secured by farmland			1420	701,000	1.b.
c. Secured by 1-4 family residential properties:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			1797	16,120,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens			5367	56,751,000	1.c.(2)(a)
(b) Secured by junior liens			5368	1,797,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	4,279,000	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			BHCK		
			F160	10,041,000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties			F161	16,500,000	1.e.(2)
			BHDM		
2. Loans to depository institutions and acceptances of other banks			1288	499,000	2.
a. To U.S. banks and other U.S. depository institutions	1292	407,000			2.a.
b. To foreign banks	1296	92,000			2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	1,008,000	1590	1,008,000	3.
4. Commercial and industrial loans			1766	45,973,000	4.
a. To U.S. addressees (domicile)	1763	45,644,000			4.a.
b. To non-U.S. addressees (domestic)	1764	955,000			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	41,909,000	6.
a. Credit cards_____	B538	16,407,000			6.a.
b. Other revolving credit plans_____	B539	3,320,000			6.b.
c. Automobile loans_____	K137	12,431,000			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)_____	K207	9,751,000			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	1,344,000	J454	1,344,000	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)_____	1545	670,000	1545	670,000	9.b.(1)
(2) All other loans (exclude consumer loans)_____	J451	10,287,000	J451	10,287,000	9.b.(2)
10. Lease financing receivables (net of unearned income)_____			2165	10,810,000	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)_____	F162	5,332,000			10.a.
b. All other leases_____	F163	5,495,000			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	226,490,000	2122	225,837,000	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		36,000		M.1.a.(1)
(2) All other construction loans and all land development and other land loans	K159		240,000		M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices	F576		2,967,000		M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	K160		12,000		M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161		77,000		M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K162		488,000		M.1.d.(2)
e. Commercial and industrial loans:					
(1) To U.S. addressees (domicile)	K163	210,000			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)	K165		341,000		M.1.f.
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>					
(1) Loans secured by farmland in domestic offices					
	K166		0		M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks					
	K167		0		M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers					
	K168		0		M.1.f.(3)
(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	K212		0		M.1.f.(5)
(6) Other loans[1]	K267		0		M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9.b.(2), column A, above.....					
	2746		6,115,000		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)					
	B837		156,000		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		556,000		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		7,750,000		M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9	C780		5,515,000		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		1,341,000		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

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, 2011, 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	15,000		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	25,000		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	3,165,000		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	9,815,000				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	9,814,000	M.10.a.(3)(b)(i)
(ii) Secured by junior liens				F582	1,000	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	9,215,000			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	9,214,000	M.11.a.(3)(b)(i)
(ii) Secured by junior liens			F594	1,000	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) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition		(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:							
a. Loans secured by real estate	G091	75,000	G092	108,000	G093	20,000	M.12.a.
b. Commercial and industrial loans	G094	20,000	G095	25,000	G096	2,000	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097	1,000	G098	2,000	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	120,400,000	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	179,000	3531	179,000	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	137,000	3533	137,000	3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCK		BHDM		
	G379	0	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	25,000	F614	25,000	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	0	3541	0	9.
10. Not applicable					
11. Derivatives with a positive fair value:	3543	1,292,000	3543	1,292,000	11.
12. Total trading assets (sum of items 1 through 11)	bhct		BHDM		
(total of column A must equal Schedule HC, item 5)	3545	2,025,000	3545	2,025,000	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	592,000	G210	592,000	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	390,000	3547	390,000	14.
15. Total trading liabilities (sum of items 13.a through 14)	bhct				
(total of column A must equal Schedule HC, item 15)	3548	982,000	3548	982,000	15.

Memoranda

Dollar Amounts in Thousands	BHCK		BHDM		
	Bil Mil Thou		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	25,000	F632	25,000	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

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

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
<i>Memoranda items 5 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>				
5. Asset-backed securities:				
a. Credit card receivables		F643	0	M.5.a.
b. Home equity lines		F644	0	M.5.b.
c. Automobile loans		F645	0	M.5.c.
d. Other consumer loans		F646	0	M.5.d.
e. Commercial and industrial loans		F647	0	M.5.e.
f. Other		F648	0	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)		F651	0	M.6.
7. Equity securities:				
a. Readily determinable fair values		F652	0	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)
9.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				
(1) F655		F655	0	M.9.b.(1)
(2) BHTX				
(2) F656		F656	0	M.9.b.(2)
(3) BHTX				
(3) F657		F657	0	M.9.b.(3)

Schedule HC-D - Continued

Memoranda - Continued

Dollar Amounts in Thousands		(Column B) Domestic Offices		
		BHCK	Bil Mil Thou	
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 Liabilities¹

Dollar Amounts in Thousands		BHCB	Bil Mil Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:				
a. Noninterest-bearing balances [2]		2210	72,976,000	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts		3187	43,115,000	1.b.
c. Money market deposit accounts and other savings accounts		2389	78,116,000	1.c.
d. Time deposits of less than \$100,000		6648	14,189,000	1.d.
e. Time deposits of \$100,000 or more		2604	13,607,000	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:				
		BHOD		
a. Noninterest-bearing balances [2]		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	3,377,000	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	7,008,000	M.3.
		BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less		A245	21,019,000	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 [1]		B556	1,314,000	1.
2. Net deferred tax assets [2]		2148	0	2.
3. Interest-only strips receivable (not in the form of a security) [3] on:				
a. Mortgage loans		A519	0	3.a.
b. Other financial assets		A520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values [4]		1752	1,246,000	4.
5. Life insurance assets:				
a. General account life insurance assets		K201	1,057,000	5.a.
b. Separate account life insurance assets		K202	4,436,000	5.b.
c. Hybrid account life insurance assets		K270	429,000	5.c.
6. Other		2168	20,759,000	6.
		BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)		2160	29,241,000	7.

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

Schedule HC-G - Other Liabilities

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Not applicable				
2. Net deferred tax liabilities [1]		3049	1,605,000	2.
3. Allowance for credit losses on off-balance sheet credit exposures		8557	290,000	3.
4. Other		8984	11,794,000	4.
		bhct		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)		2750	13,689,000	5.

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

Schedule HC-H - Interest Sensitivity¹

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Earning assets that are repriceable within one year or mature within one year		3197	153,171,000	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	34,484,000	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet		3298	5,003,000	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	1,111,000	5.

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

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

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

I. Property and Casualty Underwriting

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
Assets				
1. Reinsurance recoverables		B988	0	1.
2. Total assets		C244	0	2.
Liabilities				
3. Claims and claims adjustment expense reserves		B990	0	3.
4. Unearned premiums		B991	0	4.
5. Total equity		C245	0	5.
6. Net income		C246	0	6.

II. Life and Health Underwriting

		BHCK	Bil Mil Thou	
Assets				
1. Reinsurance recoverables		C247	0	1.
2. Separate account assets		B992	0	2.
3. Total assets		C248	122,000	3.
Liabilities				
4. Policyholder benefits and contractholder funds		B994	6,000	4.
5. Separate account liabilities		B996	0	5.
6. Total equity		C249	112,000	6.
7. Net income		C250	1,000	7.

Schedule HC-K - Quarterly Averages

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
Assets				
1. Securities:				
a. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)		B558	3,323,000	1.a.
b. Mortgage-backed securities		B559	60,674,000	1.b.
c. All other securities (included securities issued by states and political subdivisions in the U.S.)		B560	8,457,000	1.c.
2. Federal funds sold and securities purchased under agreements to resell		3365	71,000	2.
		BHDM		
3. a. Total loans and leases in domestic offices		3516	223,143,000	3.a.
(1) Loans secured by 1-4 family residential properties		3465	72,602,000	3.a.(1)
(2) All other loans secured by real estate		3466	38,934,000	3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers		3386	983,000	3.a.(3)
(4) Commercial and industrial loans		3387	45,697,000	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards		B561	16,556,000	3.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		B562	25,394,000	3.a.(5)(b)
		BHFN		
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs		3360	613,000	3.b.
		BHCK		
4. a. Trading assets		3401	2,277,000	4.a.
b. Other earning assets		B985	11,732,000	4.b.
5. Total consolidated assets		3368	344,469,000	5.
Liabilities				
6. Interest-bearing deposits (domestic) [1]		3517	147,393,000	6.
7. Interest-bearing deposits (foreign) [1]		3404	23,761,000	7.
8. Federal funds purchased and securities sold under agreements to repurchase		3353	4,745,000	8.
9. All other borrowed money		2635	43,375,000	9.
10. Not applicable.				
Equity Capital				
11. Total equity capital (excludes limited-life preferred stock)		3519	38,619,000	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	16,920,000	1.a.
b. (1) Unused consumer credit card lines			J455	64,308,000	1.b.(1)
(2) Other unused credit card lines			J456	18,682,000	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	7,093,000	1.c.(1)
(a) 1-4 family residential construction loan commitments			F164	889,000	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments			F165	6,204,000	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate			6550	6,275,000	1.c.(2)
d. Securities underwriting			3817	142,000	1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans			J457	67,229,000	1.e.(1)
(2) Loans to financial institutions			J458	1,632,000	1.e.(2)
(3) All other unused commitments			J459	24,258,000	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees			6566	18,549,000	2.
<i>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets. [1]</i>					
a. Amount of financial standby letters of credit conveyed to others			3820	639,000	2.a.
3. Performance standby letters of credit and foreign office guarantees			6570	414,000	3.
<i>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets. [1]</i>					
a. Amount of performance standby letters of credit conveyed to others			3822	1,000	3.a.
4. Commercial and similar letters of credit			3411	277,000	4.
5. Not applicable					
6. Securities lent			3433	8,737,000	6.

		(Column A) Sold Protection		(Column B) Purchased Protection		
		BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
7. Credit derivatives:						
a. Notional amounts:						
(1) Credit default swaps		C968	200,000	C969	377,000	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	1,648,000	C975	689,000	7.a.(4)
b. Gross fair values:						
(1) Gross positive fair value		C219	2,000	C221	1,000	7.b.(1)
(2) Gross negative fair value		C220	7,000	C222	3,000	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	0			7.c.(1)(b)
(2) All other positions:						
(a) Sold protection		G403	1,848,000			7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes		G404	689,000			7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes		G405	377,000			7.c.(2)(c)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2011.

Schedule HC-L - Continued

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands		Remaining Maturity Of:						
		(Column A) One year or less		(Column B) Over One Year Through Five Years		(Column B) Over Five Years		
		BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
7. d. Notional amounts by remaining maturity:								
(1) Sold credit protection:								
(a) Investment grade		G406	8,000	G407	456,000	G408	16,000	7.d.(1)(a)
(b) Subinvestment grade		G409	62,000	G410	1,074,000	G411	232,000	7.d.(1)(b)
(2) Purchased credit Prot:								
(a) Investment grade		G412	100,000	G413	401,000	G414	75,000	7.d.(2)(a)
(b) Subinvestment grade		G415	38,000	G416	355,000	G417	97,000	7.d.(2)(b)
8. Spot foreign exchange contracts						BHCK	Bil Mil Thou	
						8765	2,242,000	8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of schedule HC, item 27.a, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)								
						3430	0	9.
a. Securities borrowed						3432	0	9.a.
b. Commitments to purchase when-issued securities						3434	0	9.b.
c. Commitments to sell when-issued securities						3435	0	9.c.
d.	TEXT 6561					6561	0	9.d.
e.	TEXT 6562					6562	0	9.e.
f.	TEXT 6568					6568	0	9.f.
g.	TEXT 6586					6586	0	9.g.
10. Not applicable.								

Schedule HC-L - Continued

Dollar Amounts in Thousands				(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts
Derivatives Position Indicators				Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal the sum of items 12 and 13):							
a. Future contracts				BHCK 8693	BHCK 8694	BHCK 8695	BHCK 8696
				250,000	0	0	0
b. Forward contracts				BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700
				35,409,000	21,663,000	0	0
c. Exchange-traded option contracts:							
(1) Written options				BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704
				3,250,000	0	0	0
(2) Purchased options				BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708
				0	0	0	0
d. Over-the-counter option contracts:							
(1) Written options				BHCK 8709	BHCK 8710	BHCK 8711	BHCK 8712
				7,750,000	346,000	0	0
(2) Purchased options				BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716
				3,438,000	346,000	0	0
e. Swaps				BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720
				51,277,000	0	65,000	0
12. Total gross notional amount of derivative contracts held for trading				BHCK A126	BHCK A127	BHCK 8723	BHCK 8724
				48,156,000	19,783,000	0	0
13. Total gross notional amount of derivative contracts held for purposes other than trading				BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728
				53,218,000	2,572,000	65,000	0
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				1,209,000	310,000	0	0
(2) Gross negative fair value				BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740
				1,171,000	292,000	0	0
b. Contracts held for purposes other than trading:				BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744
(1) Gross positive fair value				649,000	6,000	0	0
(2) Gross negative fair value				BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748
				1,163,000	4,000	1,000	0

Schedule HC-L - Continued

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

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

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2011.

Schedule HC-M - Memoranda

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Total number of bank holding company common shares outstanding	NUMBER (UNROUNDED)			1.
	3459 1,880,075,537			
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	18,795,000	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	8,061,000	3.
4. Other assets acquired in satisfaction of debts previously contracted		6557	11,000	4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC		A288	0	5.
6. Assets covered by loss-sharing agreements with the FDIC:				
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):				
(1) Loans secured by real estate in domestic offices:				
(a) Construction, land development, and other land loans:		BHDM		
(1) 1-4 family residential construction loans		K169	42,000	6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans		K170	1,119,000	6.a.(1)(a)(2)
(b) Secured by farmland		K171	1,000	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	784,000	6.a.(1)(c)(1)
(2) Closed-end loans secured by 1-4 family residential properties:				
(a) Secured by first liens		K173	5,034,000	6.a.(1)(c)(2)(a)
(b) Secured by junior liens		K174	14,000	6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties		K175	818,000	6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties		K176	437,000	6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties		K177	2,206,000	6.a.(1)(e)(2)
		BHCK		
(2) Loans to finance agricultural production and other loans to farmers		K178	0	6.a.(2)
(3) Commercial and industrial loans		K179	129,000	6.a.(3)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(a) Credit cards		K180	5,000	6.a.(4)(a)
(b) Automobile Loans		K181	0	6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)		K182	0	6.a.(4)(c)
(5) All other loans and leases		K183	30,000	6.a.(5)
<i>Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</i>				
(a) Loans to depository institutions and acceptances of other banks		K184	0	6.a.(5)(a)
(b) Loans to foreign governments and official institutions		K185	0	6.a.(5)(b)
(c) Other loans[1]		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	78,000	6.b.(1)
(2) Farmland in domestic offices		K188	0	6.b.(2)
(3) 1-4 family residential properties in domestic offices		K189	37,000	6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices		K190	18,000	6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices		K191	65,000	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	158,000	6.b.(7)
c. Debt securities (included in Schedule HC, items 2.a and 2.b) _____		J461	0	6.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets) _____		J462	0	6.d.
7. Captive insurance and reinsurance subsidiaries:				
a. Total assets of captive insurance subsidiaries [1] _____		K193	257,000	7.a.
b. Total assets of captive reinsurance subsidiaries[1] _____		K194	1,021,000	7.b.
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "YES" or "NO") _____		BHCK	YES / NO	
		C251	YES	8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "YES" or "NO") _____		BHCK	YES / NO	
		6689	NO	9.
10. Not applicable				
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FRY-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "YES" even if there are no changes to report; or enter "NO". If the answer to this question is no, complete the FRY-10. _____		BHCK	YES / NO	
		6416	YES	11.

TEXT	
6428	Galen O. Skarphol, Vice President
Name of bank holding company official verifying FR Y-10 reporting (Please type or print)	
	(612) 303-4304
	Area Code and Phone Number (TEXT 9009)

		BHCK	Bil Mil Thou	
12. Intangible assets other than goodwill:				
a. Mortgage servicing assets _____		3164	1,553,000	12.a.
(1) Estimated fair value of mortgage servicing assets _____	6438	1,553,000		12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets _____		B026	188,000	12.b.
c. All other identifiable intangible assets _____		5507	792,000	12.c.
		bhct		
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) _____		0426	2,533,000	12.d.
13. Other real estate owned _____		2150	1,053,000	13.
14. Other borrowed money:		BHCK		
a. Commercial paper _____		2309	17,385,000	14.a.
b. Other borrowed money with a remaining maturity of one year or less _____		2332	7,860,000	14.b.
c. Other borrowed money with a remaining maturity of more than one year _____		2333	17,434,000	14.c.
		bhct		
d. Total (sum of items 14.a., 14.b. and 14.c) (must equal Schedule HC, item 16) _____		3190	42,679,000	14.d.
15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "YES" or "NO") _____		BHCK	YES / NO	
		B569	YES	15.
16. Assets under management in proprietary mutual funds and annuities _____		BHCK	Bil Mil Thou	
		B570	45,458,000	16.

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

Schedule HC-M - Continued

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

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)4(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "YES" or "NO")_____

BHCK	YES / NO
C161	YES

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 "YES" or "NO")_____

BHCK	YES / NO
C159	YES

18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period?
(Enter "YES" or "NO")_____

BHCK	YES / NO
C700	N/A

19.a.

- b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others?
(Enter "YES" or "NO")_____

BHCK	YES / NO
C701	N/A

19.b.

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

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:				
a. Net Assets		C252	1,877,000	20.a.
b. Balances due from related institutions:				
1. Due from the bank holding company (parent company only), gross		4832	0	20.b.(1)
2. Due from subsidiary banks of the bank holding company, gross		4833	31,000	20.b.(2)
3. Due from nonbank subsidiaries of the bank holding company, gross		4834	1,000	20.b.(3)
c. Balances due to related institutions:				
1. Due to bank holding company (parent company only), gross		5041	250,000	20.c.(1)
2. Due to subsidiary banks of the bank holding company, gross		5043	2,000	20.c.(2)
3. Due to nonbank subsidiaries of the bank holding company, gross		5045	0	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	0	20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act		C253	0	21.

Schedule HC-M - Continued

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

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

TEXT C497

http://phx.corporate-ir.net/phoenix.zhtml?c=117565&p=irol-10q-callreports

22.

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
Memoranda items 23 and 24 are to be completed by all bank holding companies.				
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	14,453,000	23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:				
a. Senior perpetual preferred stock or similar items		G234	0	24.a.
b. Warrants to purchase common stock or similar items		G235	0	24.b.

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. Loans secured by real estate:							
a. Construction, land develop- ment, and other land loans in domestic offices:							
(1) 1-4 family residential construction loans	F172	1,000	F174	14,000	F176	23,000	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	36,000	F175	96,000	F177	417,000	1.a.(2)
b. Secured by farmland in domestic offices	3493	2,000	3494	1,000	3495	8,000	1.b.
c. Secured by 1-4 family residen- tial properties in domestic offices:							
(1) Revolving, open-end loans secured by 1-4 family resi- dential properties and exten- ded under lines of credit	5398	109,000	5399	44,000	5400	138,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C236	1,029,000	C237	3,758,000	C229	791,000	1.c.(2)(a)
(b) Secured by junior liens	C238	40,000	C239	12,000	C230	43,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	14,000	3500	11,000	3501	75,000	1.d.
e. Secured by nonfarm non- residential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm non- residential properties	F178	25,000	F180	11,000	F182	106,000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	70,000	F181	84,000	F183	370,000	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	11,000	1597	0	1583	4,000	3.
4. Commercial and industrial loans	1606	151,000	1607	39,000	1608	121,000	4.

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
5. Loans to individuals for house- hold, family, and other personal expenditures:							
a. Credit cards	B575	230,000	B576	194,000	B577	163,000	5.a.
b. Automobile loans	K213	52,000	K214	7,000	K215	2,000	5.b.
c. Other consumer loans (includes single pay- ment, installment, all student loans, and revolving credit plans other than credit cards)							
	K216	265,000	K217	251,000	K218	28,000	5.c.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	6,000	5460	0	5461	53,000	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F166	9,000	F167	1,000	F168	1,000	8.a.
b. All other leases	F169	51,000	F170	1,000	F171	19,000	8.b.

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

Schedule HC-N - Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)_____	3505	6,000	3506	0	3507	5,000	9.
10. TOTAL (sum of items 1 through 9)_____	5524	2,107,000	5525	4,524,000	5526	2,367,000	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	641,000	K037	3,201,000	K038	47,000	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above _____	K039	171,000	K040	213,000	K041	36,000	11.a.
b. Rebooked "GNMA loans" that have been repur- chased or are eligible for repurchase included in item 11 above _____	K042	462,000	K043	2,982,000	K044	0	11.b.
12. Loans and leases reported in items 1 through 8 above which are covered by sharing agreements with the loss- 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 K045	0	BHDM K046	12,000	BHDM K047	5,000	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans _____	K048	30,000	K049	92,000	K050	196,000	12.a.(1)(b)
(2) Secured by farmland_____	K051	0	K052	1,000	K053	0	12.a.(2)

Schedule HC-N - Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHDM	Bil Mil Thou	BHDM	Bil Mil Thou	BHDM	Bil Mil Thou	
12.a.(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	9,000	K055	2,000	K056	1,000	12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:							
(1) Secured by first liens	K057	174,000	K058	475,000	K059	34,000	12.a.(3)(b)(1)
(2) Secured by junior liens	K060	0	K061	0	K062	1,000	12.a.(3)(b)(2)
(4) Secured by multi-family (5 or more) residential properties	K063	13,000	K064	11,000	K065	37,000	12.a.(4)
(5) Secured by nonfarm nonresidential properties:							
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066	13,000	K067	8,000	K068	28,000	12.a.(5)(a)
(b) Loans secured by other nonfarm nonresidential properties	K069	27,000	K070	81,000	K071	138,000	12.a.(5)(b)
12. b. Loans to finance agricultural production and other loans to farmers	BHCK		BHCK		BHCK		
	K072	0	K073	0	K074	0	12.b.
c. Commercial and industrial loans	K075	3,000	K076	0	K077	8,000	12.c.

Schedule HC-N - Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
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	1,000	12.e.
<i>Itemize the past due and nonaccrual amounts included in item 12.e above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>							
(1) Loans to depository institutions and acceptances of other banks	K091	0	K092	0	K093	0	12.e.(1)
(2) Loans to foreign governments and official institutions	K095	0	K096	0	K097	0	12.e.(2)
(3) Other loans [1]	K099	0	K100	0	K101	0	12.e.(3)
(4) Lease financing receivables	K269	0	K271	0	K272	0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	K102	216,000	K103	546,000	K104	360,000	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.

Schedule HC-N - Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual	
	BHDM	Bil Mil Thou	BHDM	Bil Mil Thou	BHDM	Bil Mil Thou
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	16,000
(2) Other construction loans and all land development and other land loans	K108	15,000	K109	5,000	K110	163,000
b. Loans secured by 1–4 family residential properties in domestic offices	BHCK		BHCK		BHCK	
	F661	386,000	F662	1,138,000	F663	369,000
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM		BHDM		BHDM	
	K111	0	K112	0	K113	40,000
d. Secured by nonfarm nonresidential properties in domestic offices:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114	1,000	K115	0	K116	24,000
(2) Loans secured by other nonfarm nonresidential properties	K117	0	K118	34,000	K119	93,000

Schedule HC-N - Continued

Memoranda - Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. e. Commercial and industrial loans:							
(1) To U.S. addressees (domicile)	K120	9,000	K121	3,000	K122	69,000	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K123	0	K124	0	K125	0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	K126	36,000	K127	22,000	K128	201,000	M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>							
(1) Loans secured by farmland in domestic offices	BHDM		BHDM		BHDM		
	K130	0	K131	0	K132	0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCK		BHCK		BHCK		
	K134	0	K135	0	K136	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)

Schedule HC-N - Continued

Memoranda - Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1.f.(4) (b) Automobile loans _____	K277	0	K278	0	K279	0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) _____	K280	0	K281	0	K282	0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions _____	K283	0	K284	0	K285	0	M.1.f.(5)
(6) Other loans [1] _____	K286	0	K287	0	K288	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above _____	6558	4,000	6559	0	6560	16,000	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non- U.S. addressees _____	3508	1,000	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	5,000	C241	2,000	C226	8,000	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 bank holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

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

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
7. Additions to nonaccrual assets during the quarter		C410	617,000	M.7.
8. Nonaccrual assets sold during the quarter		C411	104,000	M.8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):							
a. Outstanding balance	L183	374,000	L184	1,173,000	L185	413,000	M.9.a.
b. Carrying amount included in Schedule HC-N, items 1 through 7, above	L186	243,000	L187	674,000	L188	118,000	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 bank holding companies with \$1 billion or more in total assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: [2]				
a. Closed-end first liens		F066	5,377,000	1.a.
b. Closed-end Junior liens		F067	0	1.b.
c. Open-end loans extended under lines of credit:		BHDM		
(1) Total commitment under the lines of credit		F670	0	1.c.(1)
(2) Principal amount funded under the lines of credit		F671	0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: [2]				
		BHCK		
a. Closed-end first liens		F068	14,597,000	2.a.
b. Closed-end Junior liens		F069	4,000	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	18,710,000	3.a.
b. Closed-end Junior liens		F071	4,000	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	9,814,000	4.a.
b. Closed-end Junior liens		F073	1,000	4.b.
c. Open-end loans extended under lines of credit:		BHDM		
(1) Total commitment under the lines of credit		F676	0	4.c.(1)
(2) Principal amount funded under the lines of credit		F677	0	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):				
		BHCK		
a. Closed-end 1-4 family residential mortgage loans		F184	380,000	5.a.
		BHDM		
b. Open-end 1-4 family residential mortgage loans extended under lines of credit		F560	0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:				
		F678	58,000	6.a.
a. Closed-end first liens		F679	0	6.b.
b. Closed-end junior liens				
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	218,000	7.a.
b. For representations and warranties made to other parties		L192	2,000	7.b.
c. Total representations and warranty reserves (sum of item 7.a and 7.b)		M288	220,000	7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2011.

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

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

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

	(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Assets	bhcy 1773	BHCK G474	BHCK G475	BHCK G476	BHCK G477	
1. Available-for-sale securities	39,636,000	0	760,000	37,880,000	996,000	1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK G478	BHCK G479	BHCK G480	BHCK G481	BHCK G482	
	0	0	0	0	0	2.
3. Loans and leases held for sale	BHCK G483	BHCK G484	BHCK G485	BHCK G486	BHCK G487	
	9,815,000	0	0	9,815,000	0	3.
4. Loans and leases held for investment	BHCK G488	BHCK G489	BHCK G490	BHCK G491	BHCK G492	
	0	0	0	0	0	4.
5. Trading assets:	bhct 3543	BHCK G493	BHCK G494	BHCK G495	BHCK G496	
a. Derivative assets	1,292,000	228,000	0	455,000	1,065,000	5.a.
b. Other trading assets	BHCK G497	BHCK G498	BHCK G499	BHCK G500	BHCK G501	
	733,000	0	179,000	554,000	0	5.b.
1. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b above)						
	BHCK F240	BHCK F684	BHCK F692	BHCK F241	BHCK F242	
	0	0	0	0	0	5.b.(1)
6. All other assets	BHCK G391	BHCK G392	BHCK G395	BHCK G396	BHCK G804	
	2,083,000	126,000	0	182,000	2,027,000	6.
7. Total assets measured at fair value on a recurring basis	BHCK G502	BHCK G503	BHCK G504	BHCK G505	BHCK G506	
	53,559,000	354,000	939,000	48,886,000	4,088,000	7.
Liabilities	BHCK F252	BHCK F686	BHCK F694	BHCK F253	BHCK F254	
8. Deposits	0	0	0	0	0	8.
9. Federal funds purchased and securities sold under agreements to repurchase	BHCK G507	BHCK G508	BHCK G509	BHCK G510	BHCK G511	
	0	0	0	0	0	9.
10. Trading liabilities:	bhct 3547	BHCK G512	BHCK G513	BHCK G514	BHCK G515	
a. Derivative liabilities	390,000	1,074,000	0	1,424,000	40,000	10.a.
b. Other trading liabilities	BHCK G516	BHCK G517	BHCK G518	BHCK G519	BHCK G520	
	592,000	0	39,000	553,000	0	10.b.
11. Other borrowed money	BHCK G521	BHCK G522	BHCK G523	BHCK G524	BHCK G525	
	0	0	0	0	0	11.
12. Subordinated notes and debentures	BHCK G526	BHCK G527	BHCK G528	BHCK G529	BHCK G530	
	0	0	0	0	0	12.
13. All other liabilities	BHCK G805	BHCK G806	BHCK G807	BHCK G808	BHCK G809	
	563,000	613,000	0	1,167,000	9,000	13.
14. Total liabilities measured at fair value on a recurring basis	BHCK G531	BHCK G532	BHCK G533	BHCK G534	BHCK G535	
	1,545,000	1,687,000	39,000	3,144,000	49,000	14.

Schedule HC-Q - Continued

Memoranda

Dollar Amounts in Thousands

		(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
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 rights		BHCK G536	BHCK G537	BHCK G538	BHCK G539	BHCK G540	
		1,553,000	0	0	0	1,553,000	M.1.a.
b. Nontrading derivative assets		BHCK G541	BHCK G542	BHCK G543	BHCK G544	BHCK G545	
		530,000	126,000	0	182,000	474,000	M.1.b.
c.	BHTX G546	BHCK G546	BHCK G547	BHCK G548	BHCK G549	BHCK G550	
		0	0	0	0	0	M.1.c.
d.	BHTX G551	BHCK G551	BHCK G552	BHCK G553	BHCK G554	BHCK G555	
		0	0	0	0	0	M.1.d.
e.	BHTX G556	BHCK G556	BHCK G557	BHCK G558	BHCK G559	BHCK G560	
		0	0	0	0	0	M.1.e.
f.	BHTX G561	BHCK G561	BHCK G562	BHCK G563	BHCK G564	BHCK G565	
		0	0	0	0	0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):							
a. Loan commitments (not accounted for as derivatives)		BHCK F261	BHCK F689	BHCK F697	BHCK F262	BHCK F263	
		0	0	0	0	0	M.2.a.
b. Nontrading derivative liabilities		BHCK G566	BHCK G567	BHCK G568	BHCK G569	BHCK G570	
		563,000	613,000	0	1,167,000	9,000	M.2.b.
c.	BHTX G571	BHCK G571	BHCK G572	BHCK G573	BHCK G574	BHCK G575	
		0	0	0	0	0	M.2.c.
d.	BHTX G576	BHCK G576	BHCK G577	BHCK G578	BHCK G579	BHCK G580	
		0	0	0	0	0	M.2.d.
e.	BHTX G581	BHCK G581	BHCK G582	BHCK G583	BHCK G584	BHCK G585	
		0	0	0	0	0	M.2.e.
f.	BHTX G586	BHCK G586	BHCK G587	BHCK G588	BHCK G589	BHCK G590	
		0	0	0	0	0	M.2.f.

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Schedule HC-R - Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands		BHCX	Bil Mil Thou	
Tier 1 capital				
1. Total bank holding company equity capital (from Schedule HC, item 27.a)		3210	38,661,000	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities [1] (if a gain, report as a positive value; if a loss, report as a negative value)		BHCK		
		8434	811,000	2.
3. LESS: Net unrealized loss on available-for-sale equity securities [1] (Report loss as a positive value)		A221	0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges [1] 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 as a positive value; if a loss, report as a negative value)		4336	-1,386,000	4.
5. LESS: Nonqualifying perpetual preferred stock		B588	0	5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries		G214	0	6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) [2]		G215	685,000	6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies		G216	0	6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets		B590	8,985,000	7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)		F264	0	7.b.
8. Subtotal (sum of items 1, 6.a., 6.b, and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)		C227	30,936,000	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships		B591	155,000	9.a.
b. LESS: Disallowed deferred tax assets		5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital		B592	-15,000	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)		8274	30,766,000	11.
Tier 2 capital				
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements [2] (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.		G217	3,239,000	12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital		G218	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital		5310	3,541,000	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital		2221	13,000	15.
16. Other Tier 2 capital components		B594	0	16.
17. Tier 2 capital (sum of items 12 through 16)		5311	6,793,000	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)		8275	6,793,000	18.

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

Dollar Amounts in Thousands		BHCX	Bil Mil Thou	
19. Tier 3 capital allocated for market risk		1395	0	19.
20. LESS: Deductions for total risk-based capital		B595	0	20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)		3792	37,559,000	21.
Total assets for leverage ratio		bhct		
22. Average total assets (from Schedule HC-K, item 5)		3368	344,469,000	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)		B590	8,985,000	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)		B591	155,000	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)		5610	0	25.
		BHCK		
26. LESS: Other deductions from assets for leverage capital purposes		B596	-190,000	26.
27. Average total assets for leverage capital purposes (item 22 less item 23 through 26)		A224	335,519,000	27.
28.-30. Not applicable				
		BHCK	Percentage	
Capital ratios				
31. Tier 1 leverage ratio (item 11 divided by item 27)		7204	9.17%	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)		7206	10.91%	32.
33. Total risk-based capital ratio (item 21 divided by item 62)		7205	13.32%	33.

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 64 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 of derivatives).

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

Schedule HC-R - Continued

	(Column A) Face Value of Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount [1]	(Column C)	(Column D)	(Column E)	(Column F)				
				Allocated by Risk Weight Category							
				0%	20%	50%	100%				
Dollar Amounts in Thousands	Bil Mil Thou		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou				
Derivatives and Off-Balance Sheet Items											
	BHCK B546	Note [2]	BHCE	BHC0	BHC2	BHC5	BHC9				
44. Financial standby letters of credit	18,549,000	1.000	18,549,000	31,000	3,348,000	3,244,000	11,926,000	44.			
	bhct 6570										
45. Performance standby letters of credit	414,000	.50	207,000	3,000	9,000	11,000	184,000	45.			
	bhct 3411										
46. Commercial and similar letters of credit	277,000	.20	55,400	200	1,000	200	54,000	46.			
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429										
	2,000	1.00	2,000	0	0		2,000	47.			
	bhct 3433										
48. Securities lent	8,737,000	1.00	8,737,000	8,737,000	0	0	0	48.			
49. Retained recourse on small business obligations sold with recourse	bhct A250										
	48,000	1.00	48,000	0	48,000	0	0	49.			
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement											
	BHCK B541	Note [3]									
	0	12.500						0			0
	BHCK B675										
51. All other financial assets sold with recourse	150,000	1.00	150,000	0	0	142,000	8,000	51.			
	BHCK B681										
52. All other off-balance sheet liabilities	247,000	1.00	247,000	0	0	86,000	161,000	52.			
53. Unused commitments:											
a. With an original maturity exceeding one year	BHCK 6572										
	88,612,000	.50	44,306,000	0	814,000	643,000	42,849,000	53.a.			
b. With an original maturity of one year or less to asset-backed commercial paper conduits											
	BHCK G591										
	0	.10	0	0	0	0	0	53.b.			
			BHCE A167								
54. Derivative contracts			1,656,000	59,000	269,000	1,328,000		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 12.50 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

	(Column C)	(Column D)	(Column E)	(Column F)	
	Allocated by Risk Weight Category				
	0%	20%	50%	100%	
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
	BHCK B696	BHCK B697	BHCK B698	BHCK B699	
	41,094,200	83,669,000	53,865,200	239,143,000	55.
	*0%	*20%	*50%	*100%	56.
	BHCK B700	BHCK B701	BHCK B702	BHCK B703	
	0	16,733,800	26,932,600	239,143,000	57.
				BHCK 1651	
				454,000	58.
				BHCK B704	
				283,263,400	59.
				BHCK A222	
				1,230,000	60.
				BHCK 3128	
				0	61.
				BHCK A223	
				282,033,400	62.

Schedule HC-R - Continued

Memoranda

Dollar Amounts in Thousands						BHCK	Bil Mil Thou					
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards						8764	1,354,000	M.1.				
Dollar Amounts in Thousands	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	BHCK	Tril Bil Mil Thou						
2. Notional principal amounts of derivative contracts: [1]												
a. Interest rate contracts						3809	42,689,000	8766	31,597,000	8767	15,838,000	M.2.a.
b. Foreign exchange contracts						3812	15,368,000	8769	3,250,000	8770	0	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	31,000	A001	34,000	A002	0	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 capital purposes:												
(1) Investment grade						G597	30,000	G598	347,000	G599	0	M.2.g.(1)
(2) Subinvestment grade						G600	0	G601	0	G602	0	M.2.g.(2)
								</				

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

Schedule HC-R - Continued

Memoranda - Continued

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)		F031	235,000	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	685,000	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)		5990	0	M.8.c.
d. Qualifying trust preferred securities [2] (included in Schedule HC, item 19.b)		C502	0	M.8.d.
9. Goodwill net of any associated deferred tax liability		G221	8,194,000	M.9.
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)		BHCK	Percentage	
		G222	2.16%	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 the consolidated special purpose entities, that qualify as Tier 1 capital.

	(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
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Securitization Activities							
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements	BHCK B705 0	BHCK B706 0	BHCK B707 0	BHCK B708 0	BHCK B709 0	BHCK B710 0	BHCK B711 0
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 0	BHCK B713 0	BHCK B714 0	BHCK B715 0	BHCK B716 0	BHCK B717 0	BHCK B718 0
b. Subordinated securities and other residual interests	BHCK C393 0	BHCK C394 0	BHCK C395 0	BHCK C396 0	BHCK C397 0	BHCK C398 0	BHCK C399 0
c. Standby letters of credit and other enhancements	BHCK C400 0	BHCK C401 0	BHCK C402 0	BHCK C403 0	BHCK C404 0	BHCK C405 0	BHCK C406 0
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCK B726 0	BHCK B727 0	BHCK B728 0	BHCK B729 0	BHCK B730 0	BHCK B731 0	BHCK B732 0
4. Past due loan amounts included in item 1:	BHCK B733 0	BHCK B734 0	BHCK B735 0	BHCK B736 0	BHCK B737 0	BHCK B738 0	BHCK B739 0
a. 30-89 days past due	BHCK B740 0	BHCK B741 0	BHCK B742 0	BHCK B743 0	BHCK B744 0	BHCK B745 0	BHCK B746 0
b. 90 days or more past due	0	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 0	BHCK B748 0	BHCK B749 0	BHCK B750 0	BHCK B751 0	BHCK B752 0	BHCK B753 0
b. Recoveries	BHCK B754 0	BHCK B755 0	BHCK B756 0	BHCK B757 0	BHCK B758 0	BHCK B759 0	BHCK B760 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	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761 0	BHCK B762 0			BHCK B763 0		6.a.
b. Loans (included in HC-C)		BHCK B500 0	BHCK B501 0			BHCK B502 0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due		BHCK B764 0	BHCK B765 0			BHCK B766 0		7.a.
b. 90 days or more past due		BHCK B767 0	BHCK B768 0			BHCK B769 0		7.b.
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 0	BHCK B771 0			BHCK B772 0		8.a.
b. Recoveries		BHCK B773 0	BHCK B774 0			BHCK B775 0		8.b.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements								
	BHCK B776 0	BHCK B777 0	BHCK B778 0	BHCK B779 0	BHCK B780 0	BHCK B781 0	BHCK B782 0	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures								
	BHCK B783 0	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized								
	BHCK B790 142,000	BHCK B791 0	BHCK B792 0	BHCK B793 0	BHCK B794 0	BHCK B795 0	BHCK B796 8,000	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11								
	BHCK B797 142,000	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 8,000	12.

Schedule HC-S - Continued

Memoranda

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
a. Outstanding principal balance		A249	48,000	M.1.a.
b. Amount of retained recourse on these obligations as of the report date		A250	48,000	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	142,000	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements		B805	211,121,000	M.2.b.
c. Other financial assets [1]		A591	919,000	M.2.c.
d. 1-4 family residential mortgages serviced for other that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)		F699	2,373,000	M.2.d.
3. Asset-backed commercial paper conduits:				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company		B806	0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions		B807	0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company		B808	0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions		B809	0	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) [2]		C407	0	M.4.

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

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

Schedule HC-V—Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles		(Column B) AOPCP Conduities		(Column C) Other VIEs		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
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	0	1.a.
b. Held-to-maturity securities _____	J984	0	J985	0	J986	151,000	1.b.
c. Available-for-sale securities _____	J987	0	J988	0	J989	5,329,000	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	0	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	6,771,000	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank holding company:							
a. Securities sold under agreements to repurchase _____	K015	0	K016	0	K017	0	2.a.
b. Derivative trading liabilities _____	K018	0	K019	0	K020	0	2.b.
c. Commercial paper _____	K021	0	K022	0	K023	0	2.c.
d. Other borrowed money (exclude commercial paper) _____	K024	0	K025	0	K026	4,414,000	2.d.
e. Other liabilities _____	K027	0	K028	0	K029	508,000	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	5,042,000	4.

Notes to the Balance Sheet-Predecessor Financial Items

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

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

Notes to the Balance Sheet-Other

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

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

Example

A bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the bank holding company's long-term unsecured debt by a material amount. The bank holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT		BHCK	Bil Mil Thou
0000	Sch. HC, item 16, New loan to holding company's ESOP guaranteed by bank holding company		
		0000	750

Notes to the Balance Sheet (Other)

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1.	Outstanding issuances of perpetual preferred stock associated with the the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included inSchedule 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)			1.
		K141	0	
2.				
		5357	0	2.
3.				
		5358	0	3.
4.				
		5359	0	4.
5.				
		5360	0	5.
6.				
		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.