

Board of Governors of the Federal Reserve System

RSSD ID: 1039502



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

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

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

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

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

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

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

Date of Report:

December 31, 2007

Month / Date / Year (BHCK 9999)

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

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

JPMORGAN CHASE & CO.

Legal Title of Bank Holding Company (TEXT 9010)

270 PARK AVENUE

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

NEW YORK

NY

10017

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:

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

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RSSD ID _____

C.I. _____

S.F. _____

Report of Income for Bank Holding Companies
Report all Schedules of the Report of Income on a calendar year-to-date basis.

RSSD ID:
1039502

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RSSD Number	_____
	S.F. ____

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices	4010		33826000	1.a.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		4302000	1.a.(2)
b. Income from lease financing receivables	4065		351000	1.b.
c. Interest income on balances due from depository institutions ¹	4115		1546000	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		137000	1.d.(1)
(2) Mortgage-backed securities	B489		4427000	1.d.(2)
(3) All other securities	4060		540000	1.d.(3)
e. Interest income from trading assets	4069		15240000	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020		11018000	1.f.
g. Other interest income	4518		147000	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		71534000	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		5384000	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		1262000	2.a.(1)(b)
(c) Other deposits	6761		6995000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		8012000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		9785000	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		6937000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		6606000	2.d.
e. Other interest expense	4398		0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		44981000	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074		26553000	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		6538000	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		8074000	5.a.
b. Service charges on deposit accounts in domestic offices	4483		2899000	5.b.
c. Trading revenue ²	A220		5085000	5.c.
d. (1) Fees and commissions from securities brokerage	C886		2703000	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888		7965000	5.d.(2)
(3) Fees and commissions from annuity sales	C887		163000	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		287000	5.d.(4)
(5) Income from other insurance activities	C387		138000	5.d.(5)
e. Venture capital revenue	B491		4279000	5.e.
f. Net servicing fees	B492		1179000	5.f.
g. Net securitization income	B493		3705000	5.g.
h. Not applicable				
i. Net gains (losses) on sales of loans and leases	8560		204000	5.i.
j. Net gains (losses) on sales of other real estate owned	8561		-43000	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		54000	5.k.
l. Other noninterest income ³	B497		8368000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		45060000	5.m.

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.
 3. See Schedule HI, memoranda item 6.

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Schedule HI—Continued

	Dollar Amounts in Thousands			
	BHCK			
6. a. Realized gains (losses) on held-to-maturity securities	3521		0	6.a.
b. Realized gains (losses) on available-for-sale securities	3196		164000	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits	4135		23094000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		6387000	7.b.
c. (1) Goodwill impairment losses	C216		0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		1394000	7.c.(2)
d. Other noninterest expense ⁴	4092		11335000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		42210000	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		23029000	8.
9. Applicable income taxes (foreign and domestic)	4302		7440000	9.
10. Minority interest.....	4484		224000	10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10).....	4300		15365000	11.
12. Extraordinary items, net of applicable taxes and minority interest ⁵	4320		0	12.
13. Net income (loss) (sum of items 11 and 12).....	4340		15365000	13.

4. See Schedule HI, memoranda item 7.
5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

1. Net interest income (item 3 above) on a fully taxable equivalent basis	BHCK				
	4519		26931000		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis					
	4592		23406000		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		151000		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		18000		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK		Number		
	4150		173581		M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):					
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		0		M.6.b.
c. Income and fees from automated teller machines (ATMs).....	C016		0		M.6.c.
d. Rent and other income from other real estate owned	4042		0		M.6.d.
e. Safe deposit box rent	C015		0		M.6.e.
f. TEXT CREDIT CARD INTERCHANGE INCOME, NET 8562	8562		2077000		M.6.f.
g. TEXT 8563	8563		0		M.6.g.
h. TEXT 8564	8564		0		M.6.h.
i. Net change in the fair values of financial instruments accounted for under a fair value option	F229		0		M.6.i.

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Schedule HI—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands

		BHCK					
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):							
a.	Data processing expenses	C017				0	M.7.a.
b.	Advertising and marketing expenses	0497			2070000		M.7.b.
c.	Directors' fees	4136				0	M.7.c.
d.	Printing, stationery, and supplies.....	C018				0	M.7.d.
e.	Postage	8403				0	M.7.e.
f.	Legal fees and expenses	4141				0	M.7.f.
g.	FDIC deposit insurance assessments.....	4146				0	M.7.g.
h.	TEXT 8565 PROFESSIONAL AND OUTSIDE SERVICES	8565				5140000	M.7.h.
i.	TEXT 8566	8566				0	M.7.i.
j.	TEXT 8567	8567				0	M.7.j.
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):							
a.	(1) TEXT 3571	3571				0	M.8.a.(1)
	(2) Applicable income tax effect	BHCK	3572			0	M.8.a.(2)
b.	(1) TEXT 3573	3573				0	M.8.b.(1)
	(2) Applicable income tax effect	BHCK	3574			0	M.8.b.(2)
c.	(1) TEXT 3575	3575				0	M.8.c.(1)
	(2) Applicable income tax effect	BHCK	3576			0	M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):							
a.	Interest rate exposures	8757			3301000		M.9.a.
b.	Foreign exchange exposures	8758			1772000		M.9.b.
c.	Equity security and index exposures.....	8759			1573000		M.9.c.
d.	Commodity and other exposures	8760			56000		M.9.d.
e.	Credit exposures	F186			-1617000		M.9.e.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:							
a.	Net gains (losses) on credit derivatives held for trading	C889			202000		M.10.a.
b.	Net gains (losses) on credit derivatives held for purposes other than trading	C890			265000		M.10.b.
11.	Credit losses on derivatives (see instructions).....	A251			13000		M.11.
12.	a. Income from the sale and servicing of mutual funds and annuities (in domestic offices) .	8431			1890000		M.12.a.
	b. (1) Premiums on insurance related to the extension of credit	C242			184000		M.12.b.(1)
	(2) All other insurance premiums	C243			102000		M.12.b.(2)
	c. Benefits, losses, and expenses from insurance-related activities	B983			94000		M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no)							
		BHCK					
		A530				0	M.13.

Schedule HI—Continued

MEMORANDA (continued)

14. Not applicable	BHCK				
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409			1215000	M.15.

Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.

	Year-to-date				
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))	BHCK				
	F228			0	M.16.

Schedule HI-A—Changes in Equity Capital

	Dollar Amounts in Thousands				
	BHCK				
1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217			115790000	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles ¹	B507			915000	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508			116705000	3.
	bhct				
4. Net income (loss) (must equal Schedule HI, item 13)	4340			15365000	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross	3577			0	5.a.
b. Conversion or retirement of perpetual preferred stock	3578			0	5.b.
6. Sale of common stock:					
a. Sale of common stock, gross	3579			0	6.a.
b. Conversion or retirement of common stock	3580			0	6.b.
7. Sale of treasury stock	4782			3064000	7.
8. LESS: Purchase of treasury stock	4783			8178000	8.
9. Changes incident to business combinations, net	4356			0	9.
10. LESS: Cash dividends declared on preferred stock	4598			0	10.
11. LESS: Cash dividends declared on common stock	4460			5165000	11.
12. Other comprehensive income ²	B511			640000	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			790000	14.
15. Total 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 28 on Schedule HC, Balance Sheet)	bhct				
	3210			123221000	15.

1. Include the cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option, and describe separately in the Notes to the Income Statement—Other, item 1.
2. 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 changes in minimum pension liability adjustments.

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

Dollar Amounts in Thousands	Charge-offs ¹ (Column A)			Recoveries (Column B)			
	BHCK			BHCK			
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.....	3582		24000	3583		2000	1.a.
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		257000	5412		15000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:							
(a) Secured by first liens	C234		359000	C217		8000	1.c.(2)(a)
(b) Secured by junior liens	C235		177000	C218		10000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		1000	3589		2000	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3590		15000	3591		6000	1.e.
f. In foreign offices	B512		3000	B513		0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. To U.S. banks and other U.S. depository institutions	4653		0	4663		0	2.a.
b. To foreign banks	4654		0	4664		0	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655		0	4665		0	3.
4. Commercial and industrial loans:							
a. To U.S. addressees (domicile)	4645		571000	4617		130000	4.a.
b. To non-U.S. addressees (domicile)	4646		2000	4618		21000	4.b.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B514		3300000	B515		497000	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516		634000	B517		119000	5.b.
6. Loans to foreign governments and official institutions	4643		0	4627		0	6.
7. All other loans	4644		11000	4628		13000	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F185		9000	F187		4000	8.a.
b. All other leases	C880		4000	F188		2000	8.b.
9. Total (sum of items 1 through 8)	4635		5367000	4605		829000	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				BHCK				
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		1000		5410			0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).	4652		3000		4662			0	M.2.

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

	Calendar year-to-date				
	BHCK				
	C388			1119000	
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)					M.3.

	(Column A) Charge-offs ¹				(Column B) Recoveries				
	Calendar year-to-date								
	BHCK				BHCK				
4. Construction, land development, and other land loans (sum of Memorandum items 4.a and 4.b must equal Schedule HI-B, part I, item 1.a):									
a. 1-4 family residential construction loans	C891		18000		C892			0	M.4.a.
b. Other construction loans and all land development and other land loans	C893		6000		C894			2000	M.4.b.
5. Loans secured by nonfarm nonresidential properties (sum of Memorandum items 5.a and 5.b must equal Schedule HI-B, part I, item 1.e):									
a. Loans secured by owner-occupied nonfarm nonresidential properties	C895		8000		C896			5000	M.5.a.
b. Loans secured by other nonfarm nonresidential properties	C897		7000		C898			1000	M.5.b.

II. Changes in allowance for loan and lease losses	BHCK			
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522		7279000	1.
	bhct			
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605		829000	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		5354000	3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	5523		13000	4.
	bhct			
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230		6538000	5.
	BHCK			
6. Adjustments (see instructions for this schedule)	C233		-45000	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		9234000	7.

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

Schedule HI-B—Continued

MEMORANDA

	BHCK				
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			303000	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390			0	M.3.
Memorandum item 4 is to be completed by all bank holding companies.					
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781			3000	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 Amount in Thousands			
	BHBC			
1. Total interest income	4107			1.
a. Interest income on loans and leases	4094			1.a.
b. Interest income on investment securities	4218			1.b.
2. Total interest expense	4073			2.
a. Interest expense on deposits	4421			2.a.
3. Net interest income	4074			3.
4. Provision for loan and lease losses	4230			4.
5. Total noninterest income	4079			5.
a. Income from fiduciary activities	4070			5.a.
b. Trading revenue	A220			5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490			5.c.
d. Venture capital revenue	B491			5.d.
e. Net securitization income	B493			5.e.
f. Insurance commissions and fees	B494			5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities	4091			6.
7. Total noninterest expense	4093			7.
a. Salaries and employee benefits	4135			7.a.
b. Goodwill impairment losses	C216			7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments	4301			8.
9. Applicable income taxes	4302			9.
10. Minority interest	4484			10.
11. Extraordinary items, net of applicable income taxes and minority interest	4320			11.
12. Net income (loss)	4340			12.
13. Cash dividends declared	4475			13.
14. Net charge-offs	6061			14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	4519			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			
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country				
	0000		1	350

Notes to the Income Statement—Other

TEXT	Dollar Amount in Thousands	BHCK			
1. Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option					
		F465		199000	1.
2. 5352					
		5352		0	2.
3. 5353					
		5353		0	3.
4. 5354					
		5354		0	4.
5. 5355					
		5355		0	5.
6. B042					
		B042		0	6.
7. B043					
		B043		0	7.
8. B044					
		B044		0	8.
9. B045					
		B045		0	9.
10. B046					
		B046		0	10.

Notes to the Income Statement—Other, Continued

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

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RSSD ID:
1039502

JPMORGAN CHASE & CO.

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20071231

Schedule HC—Consolidated Balance Sheet

		Dollar Amounts in Thousands		BHCK			
ASSETS							
1.	Cash and balances due from depository institutions:						
a.	Noninterest-bearing balances and currency and coin ¹	0081				40144000	1.a.
b.	Interest-bearing balances: ²						
(1)	In U.S. offices	0395				298000	1.b.(1)
(2)	In foreign offices, Edge and Agreement subsidiaries, and IBFs	0397				13378000	1.b.(2)
2.	Securities:						
a.	Held-to-maturity securities (from Schedule HC-B, column A)	1754				44000	2.a.
b.	Available-for-sale securities (from Schedule HC-B, column D)	1773				81095000	2.b.
3.	Federal funds sold and securities purchased under agreements to resell:						
a.	Federal funds sold in domestic offices	BHDM	B987			1592000	3.a.
b.	Securities purchased under agreements to resell ³	BHCK	B989			253489000	3.b.
4.	Loans and lease financing receivables:						
a.	Loans and leases held for sale			5369		60333000	4.a.
b.	Loans and leases, net of unearned income	B528				495191000	4.b.
c.	LESS: Allowance for loan and lease losses	3123				9234000	4.c.
d.	Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529				485957000	4.d.
5.	Trading assets (from Schedule HC-D)			3545		457651000	5.
6.	Premises and fixed assets (including capitalized leases)			2145		8049000	6.
7.	Other real estate owned (from Schedule HC-M)			2150		3161000	7.
8.	Investments in unconsolidated subsidiaries and associated companies			2130		7148000	8.
9.	Not applicable						
10.	Intangible assets:						
a.	Goodwill			3163		45270000	10.a.
b.	Other intangible assets (from Schedule HC-M)			0426		14731000	10.b.
11.	Other assets (from Schedule HC-F)			2160		89807000	11.
12.	Total assets (sum of items 1 through 11)			2170		1562147000	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

RSSD ID:

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Dollar Amounts in Thousands		BHDM			
LIABILITIES					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631		129406000	13.a.(1)	
(2) Interest-bearing	6636		376194000	13.a.(2)	
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
(1) Noninterest-bearing	BHFN	6631	6342000	13.b.(1)	
(2) Interest-bearing	BHFN	6636	228786000	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices ²	BHDM	B993	18725000	14.a.	
b. Securities sold under agreements to repurchase ³	BHCK	B995	137020000	14.b.	
15. Trading liabilities (from Schedule HC-D)		3548	157867000	15.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)		3190	234996000	16.	
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures ⁴		4062	39966000	19.a.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities		C699	15148000	19.b.	
20. Other liabilities (from Schedule HC-G)		2750	93556000	20.	
21. Total liabilities (sum of items 13 through 20)		2948	1438006000	21.	
22. Minority interest in consolidated subsidiaries and similar items		3000	920000	22.	
EQUITY CAPITAL					
23. Perpetual preferred stock and related surplus		3283	0	23.	
24. Common stock (par value)		3230	3658000	24.	
25. Surplus (exclude all surplus related to preferred stock)		3240	78597000	25.	
26. a. Retained earnings		3247	54715000	26.a.	
b. Accumulated other comprehensive income ⁵		B530	-917000	26.b.	
27. Other equity capital components ⁶		A130	-12832000	27.	
28. Total equity capital (sum of items 23 through 27)		3210	123221000	28.	
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)		3300	1562147000	29.	

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 "1" for yes, enter "0" for no)	BHCK	C884	1	M.1
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. ⁷				

a. PRICEWATERHOUSECOOPERS LLP

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

(2) City (TEXT C708)

NY

(3) State Abbrev. (TEXT C714)

100170000

(4) Zip Code (TEXT C715)

b.

(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

- Includes total demand deposits and noninterest-bearing time and savings deposits.
- Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."
- Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.
- Includes limited-life preferred stock and related surplus.
- Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
- Includes treasury stock and unearned Employee Stock Ownership Plan shares.
- The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.

RSSD ID:
1039502

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		BHCK		BHCK		BHCK		
1. U.S. Treasury securities	0211	0	0213	0	1286	2470000	1287	2482000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. government agencies ¹	1289	0	1290	0	1291	73000	1293	82000	2.a.
b. Issued by U.S. government- sponsored agencies ²	1294	0	1295	0	1297	7000	1298	8000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	92000	8499	91000	3.
4. Mortgage-backed securities (MBS)									
a. Pass-through securities:									
(1) Guaranteed by GNMA	1698	0	1699	0	1701	8000	1702	9000	4.a.(1)
(2) Issued by FNMA and FHLMC	1703	44000	1705	45000	1706	62480000	1707	63069000	4.a.(2)
(3) Other pass-through securities	1709	0	1710	0	1711	1000	1713	1000	4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714	0	1715	0	1716	0	1717	0	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718	0	1719	0	1731	24000	1732	22000	4.b.(2)
(3) All other mortgage-backed securities	1733	0	1734	0	1735	3934000	1736	3949000	4.b.(3)
5. Asset-backed securities (ABS)	C026	0	C988	0	C989	804000	C027	756000	5.
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	1000	1741	1000	6.a.
b. Foreign debt securities	1742	0	1743	0	1744	8730000	1746	8718000	6.b.

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.
2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Schedule HC-B—Continued

RSSD ID:
1039502

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 ¹		
	BHCK		BHCK		BHCK		BHCK		
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	1853000	A511	1907000	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct						bhct		8.
	1754	44000	1771	45000	1772	80477000	1773	81095000	

MEMORANDA

	BHCK			
1. Pledged securities ¹	0416		4480000	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		4633000	M.2.a.
b. Over 1 year to 5 years	0384		6291000	M.2.b.
c. Over 5 years	0387		68308000	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.

Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.

	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value ¹		
	BHCK		BHCK		BHCK		BHCK		
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	775000	B841	728000	5.a.
b. Home equity lines	B842	0	B843	0	B844	0	B845	0	5.b.
c. Automobile loans	B846	0	B847	0	B848	0	B849	0	5.c.
d. Other consumer loans	B850	0	B851	0	B852	0	B853	0	5.d.
e. Commercial and industrial loans	B854	0	B855	0	B856	0	B857	0	5.e.
f. Other	B858	0	B859	0	B860	29000	B861	28000	5.f.

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

RSSD ID:
1039502

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				BHDM				
1. Loans secured by real estate	1410		198461000						1.
a. Construction, land development, and other land loans					1415		6810000		1.a.
b. Secured by farmland					1420		158000		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		67450000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens					5367		87555000		1.c.(2)(a)
(b) Secured by junior liens					5368		17400000		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties					1460		699000		1.d.
e. Secured by nonfarm nonresidential properties					1480		17851000		1.e.
2. Loans to depository institutions and acceptances of other banks					1288		1638000		2.
a. To U.S. banks and other U.S. depository institutions	1292		376000						2.a.
b. To foreign banks	1296		13018000						2.b.
3. Loans to finance agricultural production and other loans to farmers	1590		613000	1590		559000			3.
4. Commercial and industrial loans				1766		100437000			4.
a. To U.S. addressees (domicile)	1763		98000000						4.a.
b. To non-U.S. addressees (domicile)	1764		42945000						4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)					1975		124174000		6.
a. Credit cards	B538		75690000						6.a.
b. Other revolving credit plans	B539		1616000						6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011		49297000						6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081		162000	2081		13000			7.
8. Not applicable									
9. a. Loans for purchasing and carrying securities (secured and unsecured)	1545		4827000	1545		4174000			9.a.
b. All other loans	1564		66528000	1564		39356000			9.b.
10. Lease financing receivables (net of unearned income)					2165		3921000		10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162		344000						10.a.
b. All other leases	F163		3647000						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		555524000	2122		472195000			12.

Schedule HC-C—Continued

MEMORANDA

		Consolidated			
		BHCK			
Dollar Amounts in Thousands					
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures)					
	1616		8000		M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above					
	2746		8986000		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)					
	B837		353000		M.3.
Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)					
	C391		2580000		M.4.
Memorandum item 5 is to be completed by all bank holding companies.					
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance	C779		18000		M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9.....	C780		12000		M.5.b.
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))					
	F230		0		M.6.a.
Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) as of December 31, 2006, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties					
	F231		0		M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 6.a above					
	F232		0		M.6.c.
7. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 7.a and 7.b must equal Schedule HC-C, item 1.a):					
a. 1-4 family residential construction loans.....	F158		2173000		M.7.a.
b. Other construction loans and all land development and other land loans	F159		4637000		M.7.b.
8. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 8.a and 8.b must equal Schedule HC-C, item 1.e):					
a. Loans secured by owner-occupied nonfarm nonresidential properties.....					
	F160		10238000		M.8.a.
b. Loans secured by other nonfarm nonresidential properties	F161		7613000		M.8.b.

Schedule HC-D—Trading Assets and Liabilities

RSSD ID:

1039502

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 for any quarter of the preceding calendar year.

Dollar Amounts in Thousands		BHCK			
ASSETS					
1. U.S. Treasury securities in domestic offices	3531		31919000		1.
2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities).....	3532		10673000		2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices	3533		13090000		3.
4. Mortgage-backed securities (MBS) in domestic offices:					
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534		29285000		4.a.
b. Other MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	3535		6889000		4.b.
c. All other mortgage-backed securities	3536		18937000		4.c.
5. Other debt securities in domestic offices	3537		32531000		5.
6.–8. Not applicable					
9. Other trading assets in domestic offices	3541		10853000		9.
10. Trading assets in foreign offices	3542		225696000		10.
11. Derivatives with a positive fair value:					
a. In domestic offices	3543		36539000		11.a.
	BHFN				
b. In foreign offices	3543		41239000		11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)	bhct				
	3545		457651000		12.
LIABILITIES					
	BHCK				
13. Liability for short positions.....	3546		88495000		13.
14. Derivatives with a negative fair value.....	3547		69372000		14.
	bhct				
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule HC, item 15)	3548		157867000		15.

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands					
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
	BHCB				
a. Demand deposits	2210		52071000		1.a.
b. NOW, ATS, and other transaction accounts	3187		12005000		1.b.
c. Money market deposit accounts and other savings accounts.....	2389		276914000		1.c.
d. Time deposits of less than \$100,000.....	6648		30081000		1.d.
e. Time deposits of \$100,000 or more.....	2604		134529000		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
	BHOD				
a. Noninterest-bearing balances	3189		0		2.a.
b. NOW, ATS, and other transaction accounts	3187		0		2.b.
c. Money market deposit accounts and other savings accounts.....	2389		0		2.c.
d. Time deposits of less than \$100,000.....	6648		0		2.d.
e. Time deposits of \$100,000 or more.....	2604		0		2.e.

MEMORANDA

	BHDM				
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243		0		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164		0		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242		133059000		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less	A245		83817000		M.4.

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

Schedule HC-F—Other Assets

	Dollar Amounts in Thousands			BHCK			
1. Accrued interest receivable ¹	B556		8432000				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		658000				3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		2646000				4.
5. Life insurance assets	C009		13681000				5.
6. Other	2168		64390000				6.
	bhct						
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		89807000				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			
1. Not applicable							
2. Net deferred tax liabilities ¹	3049		0				2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557		850000				3.
4. Other	B984		92706000				4.
	bhct						
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750		93556000				5.

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

Schedule HC-H—Interest Sensitivity¹

	Dollar Amounts in Thousands			BHCK			
1. Earning assets that are repriceable within one year or mature within one year	3197		625332000				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		391014000				2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298		105338000				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		1734000				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.

RSSD ID:
1039502

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

I. Property and Casualty Underwriting

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

Dollar Amounts in Thousands		BHCK			
ASSETS					
1. Reinsurance recoverables		B988		29000	1.
2. Total assets		C244		979000	2.
LIABILITIES					
3. Claims and claims adjustment expense reserves		B990		132000	3.
4. Unearned premiums		B991		81000	4.
5. Total equity		C245		748000	5.
6. Net income		C246		63000	6.

II. Life and Health Underwriting

		BHCK			
ASSETS					
1. Reinsurance recoverables		C247		0	1.
2. Separate account assets		B992		10484000	2.
3. Total assets		C248		10935000	3.
LIABILITIES					
4. Policyholder benefits and contractholder funds		B994		20000	4.
5. Separate account liabilities		B996		10484000	5.
6. Total equity		C249		433000	6.
7. Net income		C250		73000	7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
ASSETS					
1. Securities		3515		87806000	1.
2. Federal funds sold and securities purchased under agreements to resell		3365		225529000	2.
3. Loans and leases		3516		541514000	3.
4. a. Trading assets		3401		446656000	4.a.
b. Other earning assets		B985		44531000	4.b.
5. Total consolidated assets		3368		1529948000	5.
LIABILITIES					
6. Interest-bearing deposits (domestic)		3517		371384000	6.
7. Interest-bearing deposits (foreign)		3404		216093000	7.
8. Federal funds purchased and securities sold under agreements to repurchase		3353		171588000	8.
9. All other borrowed money		2635		229676000	9.
10. Not applicable					
EQUITY CAPITAL					
11. Equity capital (excludes limited-life preferred stock)		3519		121472000	11.

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C.I.	<input type="text"/>

(Report only transactions with nonrelated institutions)

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

Dollar Amounts in Thousands

	BHCK			
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		75856000	1.a.
b. Credit card lines	3815		710093000	1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)).....	3816		3724000	1.c.(1)
(a) 1–4 family residential construction loan commitments	F164		759000	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165		2965000	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550		4673000	1.c.(2)
d. Securities underwriting	3817		0	1.d.
e. Other unused commitments	3818		319827000	1.e.
2. Financial standby letters of credit and foreign office guarantees.....	6566		117863000	2.
a. Amount of financial standby letters of credit conveyed to others	3820		21780000	2.a.
3. Performance standby letters of credit and foreign office guarantees.....	6570		10672000	3.
a. Amount of performance standby letters of credit conveyed to others	3822		4861000	3.a.
4. Commercial and similar letters of credit.....	3411		6375000	4.
5. Not applicable				
6. Securities lent	3433		403978000	6.

7. Credit derivatives:

	Guarantor (Column A)			Beneficiary (Column B)		
	BHCK			BHCK		
a. Notional amounts:						
(1) Credit default swaps	C968		3887874000	C969		4046565000
(2) Total return swaps.....	C970		6535000	C971		12273000
(3) Credit options.....	C972		2816000	C973		1836000
(4) Other credit derivatives	C974		935000	C975		7030000
b. Gross fair values:						
(1) Gross positive fair value	C219		15163000	C221		116964000
(2) Gross negative fair value	C220		102602000	C222		24489000

	BHCK			
8. Spot foreign exchange contracts	8765		40312000	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 28, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 28)				
a. Securities borrowed	3430		170787000	9.
b. Commitments to purchase when-issued securities	3432		103541000	9.a.
c. Commitments to sell when-issued securities	3434		46182000	9.b.
	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					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
	BHCK 8693	BHCK 8694	BHCK 8695	BHCK 8696	
a. Futures contracts	1588195000	24852000	50871000	56074000	11.a.
	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	
b. Forward contracts	2960223000	3399489000	20728000	35072000	11.b.
c. Exchange-traded option contracts:					
	BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704	
(1) Written options	928173000	100000	485630000	37428000	11.c.(1)
	BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708	
(2) Purchased options	528959000	274000	472288000	37244000	11.c.(2)
d. Over-the-counter option contracts:					
	BHCK 8709	BHCK 8710	BHCK 8711	BHCK8712	
(1) Written options	4813383000	908976000	253699000	190089000	11.d.(1)
	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	
(2) Purchased options	4819955000	905768000	349206000	195399000	11.d.(2)
e. Swaps	52097878000	1360349000	105354000	276485000	11.e.
12. Total gross notional amount of derivative contracts held for trading					
	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	
	67700981000	6557252000	1737776000	827791000	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading					
	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	
	35785000	42556000	0	0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
	BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736	
(1) Gross positive fair value	579746000	103304000	52799000	40623000	14.a.(1)
	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	
(2) Gross negative fair value	578625000	102280000	45168000	37263000	14.a.(2)
b. Contracts held for purposes other than trading:					
	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	
(1) Gross positive fair value	520000	1147000	0	0	14.b.(1)
	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	
(2) Gross negative fair value	688000	53000	0	0	14.b.(2)

Schedule HC-M—Memoranda

		Dollar Amounts in Thousands		BHCK			
1.	Total number of bank holding company common shares outstanding	NUMBER (UNROUNDED)					
		3459	3367382694				
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	27087000				
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	73927000				
4.	Other assets acquired in satisfaction of debts previously contracted	6557	126000				
5.	Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....	A288	131869000				
6.	Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments).....	3656	0				
7.	Not applicable						

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

TEXT
6428

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

Area Code and Phone Number (TEXT 9009)

12.	Intangible assets other than goodwill:	BHCK						
a.	Mortgage servicing assets	3164	8632000					12.a.
	(1) Estimated fair value of mortgage servicing assets	6438	8632000					12.a.(1)
b.	Purchased credit card relationships and nonmortgage servicing assets	B026	2322000					12.b.
c.	All other identifiable intangible assets	5507	3777000					12.c.
		bhct						
d.	Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	0426	14731000					12.d.
13.	Other real estate owned:	BHCK						
a.	Real estate acquired in satisfaction of debts previously contracted.....	2744	890000					13.a.
b.	Other real estate owned.....	2745	2271000					13.b.
		bhct						
c.	Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7)	2150	3161000					13.c.
14.	Other borrowed money:	BHCK						
a.	Commercial paper.....	2309	49596000					14.a.
b.	Other borrowed money with a remaining maturity of one year or less.....	2332	61539000					14.b.
c.	Other borrowed money with a remaining maturity of more than one year	2333	123861000					14.c.
		bhct						
d.	Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	3190	234996000					14.d.

15.	Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no)	BHCK	B569	1				15.
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16.	Assets under management in proprietary mutual funds and annuities	BHCK	B570	608517000				16.
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Schedule HC-M—Continued

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

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for yes; enter "0" for no).....

BHCK	
C161	1

17.

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

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "0" for no).....

BHCK	
C159	1

18.

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

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

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

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for yes; enter "0" for no).....

BHCK	
C700	

19.a.

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

C701	
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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.

	BHCK			
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	187489000		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	63480000		20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834	1132000		20.b.(3)
c. Balances due to related institutions:				
(1) Due to bank holding company (parent company only), gross.....	5041	20394000		20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross.....	5043	97402000		20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045	1018000		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	8750000		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	496000		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:// INVESTOR.SHAREHOLDER.COM } JPMORGANCHASE } ANNUAL.CFM

22.

Memoranda item 23 is to be completed by all bank holding companies.

		Dollar Amounts in Thousands			
		BHCK			
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		29049000	23.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				BHCK				BHCK			
1. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic offices	2759		153000		2769		21000		3492		83000	1.a.
b. Secured by farmland in domestic offices	3493		0		3494		0		3495		1000	1.b.
c. Secured by 1-4 family residential properties in domestic offices:												
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398		599000		5399		0		5400		460000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:												
(a) Secured by first liens	C236		2201000		C237		0		C229		3372000	1.c.(2)(a)
(b) Secured by junior liens	C238		283000		C239		0		C230		245000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		21000		3500		2000		3501		27000	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3502		110000		3503		8000		3504		112000	1.e.
f. In foreign offices	B572		0		B573		0		B574		5000	1.f.

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				BHCK				BHCK				
2. Loans to depository institutions and acceptances of other banks:													
a. U.S. banks and other U.S. depository institutions	5377		3000		5378		0		5379		0		2.a.
b. Foreign banks	5380		57000		5381		0		5382		7000		2.b.
3. Loans to finance agricultural production and other loans to farmers	1594		8000		1597		0		1583		2000		3.
4. Commercial and industrial loans	1606		970000		1607		160000		1608		337000		4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575		1480000		B576		1407000		B577		7000		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		1140000		B579		355000		B580		109000		5.b.
6. Loans to foreign governments and official institutions	5389		5000		5390		0		5391		0		6.
7. All other loans	5459		375000		5460		8000		5461		568000		7.
8. Lease financing receivables:													
a. Leases to individuals for household, family, and other personal expenditures	F166		12000		F167		0		F168		2000		8.a.
b. All other leases	F169		6000		F170		0		F171		3000		8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		0		3506		0		3507		29000		9.
10. TOTAL (sum of items 1 through 9).....	5524		7423000		5525		1961000		5526		5369000		10.

Schedule HC-N—Continued

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.

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				BHCK				BHCK				
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612		802000		5613		339000		5614		1098000		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above..	5615		649000		5616		339000		5617		11000		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	C866		153000		C867		0		C868		1087000		11.b.

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			
	BHCK			BHCK			BHCK			
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1).....	1658		0	1659		0	1661		4000	M.1.
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		95000	6559		0	6560		1000	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		306000	1912		6000	1913		82000	M.3.
4. Not applicable										
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above)	C240		424000	C241		0	C226		430000	M.5.

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).

	BHCK			BHCK		
6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets.....	3529		0	3530		0

M.6.

7. Additions to nonaccrual assets during the quarter	BHCK			
	C410		3503000	M.7.
8. Nonaccrual assets sold during the quarter	C411		529000	M.8.

Schedule HC-N—Continued

MEMORANDA (continued)

	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual		
	BHCK			BHCK			BHCK		
Dollar Amounts in Thousands									
9. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 9.a and 9.b must equal Schedule HC-N, item 1.a):									
a. 1-4 family residential construction loans	F172		70000	F174		0	F176		42000
b. Other construction loans and all land development and other land loans	F173		83000	F175		21000	F177		41000
10. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 10.a. and 10.b must equal Schedule HC-N, item 1.e):									
a. Loans secured by owner-occupied nonfarm nonresidential properties	F178		82000	F180		8000	F182		103000
b. Loans secured by other nonfarm nonresidential properties	F179		28000	F181		0	F183		9000

Schedule HC-P—Closed-End 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 closed-end (first and junior lien) 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale in domestic offices exceed \$10 million for two consecutive quarters.

	Dollar Amounts in Thousands			BHCK			
1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale²:							
a. First liens	F066		7419000				1.a.
b. Junior liens	F067		0				1.b.
2. Wholesale originations and purchases during the quarter of closed-end 1-4 family residential mortgage loans for sale²:							
a. First liens	F068		20687000				2.a.
b. Junior liens	F069		0				2.b.
3. Closed-end 1-4 family residential mortgages sold during the quarter:							
a. First liens	F070		29136000				3.a.
b. Junior liens	F071		0				3.b.
4. Closed-end 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):							
a. First liens	F072		18537000				4.a.
b. Junior liens	F073		29000				4.b.
5. Noninterest income for the quarter from the sale, securitization, and servicing of closed-end 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i)	F184		83000				5.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2006.

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

Schedule HC-Q—Financial Assets and Liabilities Measured at Fair Value

Schedule HC-Q is to be completed by bank holding companies that have adopted FASB Statement No. 157, “Fair Value Measurements,” and (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule HC-D—Trading Assets and Liabilities.

Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule HC)													
Dollar Amounts in Thousands													
	(Column A) Total Fair Value Reported on Schedule HC				(Column B) Level 2 Fair Value Measurements				(Column C) Level 3 Fair Value Measurements				
	BHCK				BHCK				BHCK				
ASSETS													
1. Loans and leases	F243	42354000			F244	33974000			F245	8380000			1.
2. Trading assets	F246	457651000			F247	1025071000			F248	44254000			2.
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 2, above)	F240	0			F241	0			F242	0			2.a.
3. All other financial assets and servicing assets	F249	30910000			F250	19944000			F251	10966000			3.
LIABILITIES													
4. Deposits	F252	6390000			F253	5228000			F254	1162000			4.
5. Trading liabilities	F255	157867000			F256	867715000			F257	20035000			5.
6. All other financial liabilities and servicing liabilities	F258	90031000			F259	67881000			F260	22150000			6.
7. Loan commitments (not accounted for as derivatives)	F261	0			F262	0			F263	0			7.

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RSSD ID:
1039502

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

	bhcx			
Tier 1 capital				
1. Total equity capital (from Schedule HC, item 28)	3210		123221000	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		380000	2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221		0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	4336		-1306000	4.
5. LESS: Nonqualifying perpetual preferred stock	B588		0	5.
6. a. Qualifying minority interests in consolidated subsidiaries and similar items	B589		782000	6.a.
b. Qualifying trust preferred securities ²	C502		14223000	6.b.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590		47877000	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		882000	7.b.
8. Subtotal (sum of items 1, 6.a. and 6.b, less items 2, 3, 4, 5, 7.a, and 7.b)	C227		90393000	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		864000	9.a.
b. LESS: Disallowed deferred tax assets	5610		0	9.b.
10. Other additions to (deductions from) Tier 1 capital	B592		-783000	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		88746000	11.
Tier 2 capital				
12. Qualifying subordinated debt and redeemable preferred stock	5306		32817000	12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital	B593		0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310		10084000	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		24000	15.
16. Other Tier 2 capital components	B594		571000	16.
17. Tier 2 capital (sum of items 12 through 16)	5311		43496000	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275		43496000	18.
19. Tier 3 capital allocated for market risk	1395		0	19.
20. LESS: Deductions for total risk-based capital	B595		0	20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792		132242000	21.
Total assets for leverage ratio				
22. Average total assets (from Schedule HC-K, item 5)	bhct			
	3368		1529948000	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) ..	B590		47877000	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		864000	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610		0	25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCK			
	B596		7666000	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		1473541000	27.
28.–30. Not applicable				
Capital ratios				
31. Tier 1 leverage ratio (item 11 divided by item 27)	BHCK		Percentage	
	7204		6.02	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		8.44	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205		12.57	33.

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

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

Schedule HC-R—Continued

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

													C000																		
													Allocation by Risk Weight Category																		
													0%		20%		50%		100%												
Dollar Amounts in Thousands																															
(Column A) Totals (from Schedule HC)													(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)						
													BHCE			BHC0			BHC2			BHC5			BHC9						
Balance Sheet Asset Categories																															
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....													BHCK 0010			6823000			44400000			2597000			34.						
													53820000			0															
													bhcx 1754																		
35. Held-to-maturity securities													44000			0			44000			0			35.						
													bhcx 1773																		
36. Available-for-sale securities													81095000			645000			9288000			68247000			2915000			36.			
37. Federal funds sold and securities purchased under agreements to resell													BHCK C225			199021000			47506000			8554000			37.						
													255081000																		
													bhct 5369																		
38. Loans and leases held for sale													60333000			331000			0			7177000			17640000			35185000			38.
													bhct B528																		
39. Loans and leases, net of unearned income													495191000			1151000			4494000			40271000			68288000			380987000			39.
													bhcx 3123																		
40. LESS: Allowance for loan and lease losses													9234000			9234000												40.			
													bhcx 3545																		
41. Trading assets.....													457651000			456808000			0			0			0			843000			41.
													BHCK B639																		
42. All other assets ¹													168166000			60451000			17487000			10015000			96000			80117000			42.
													bhct 2170																		
43. Total assets (sum of items 34 through 42)													1562147000			510152000			237113000			217660000			86024000			511198000			43.

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

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹	(Column C)	(Column D)	(Column E)	(Column F)				
				Allocation by Risk Weight Category							
				0%	20%	50%	100%				
Dollar Amounts in Thousands											
	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9				
44. Financial standby letters of credit	117863000	1.00 or 12.5 ²	117863000	3787000	35156000	3548000	75372000	44.			
45. Performance standby letters of credit	10672000	.50	5336000	120000	2420000	14000	2782000	45.			
46. Commercial and similar letters of credit	6375000	.20	1275000	101000	584000	0	590000	46.			
47. Risk participations in bankers acceptances acquired by the reporting institution.....	0	1.00	0	0	0		0	47.			
48. Securities lent	403978000	1.00	403978000	332797000	70965000	0	216000	48.			
49. Retained recourse on small business obligations sold with recourse.....	0	1.00	0	0	0	0	0	49.			
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.....	4913000	12.5 ³	39081000				39081000	50.			
51. All other financial assets sold with recourse	409000	1.00	409000	0	0	382000	27000	51.			
52. All other off-balance sheet liabilities	57084000	1.00	57084000	48185000	7421000	468000	1010000	52.			
53. Unused commitments with an original maturity exceeding one year	154954000	.50	77477000	563000	19015000	3678000	54221000	53.			
54. Derivative contracts			469719000	26839000	243897000	198983000		54.			

¹ Column A multiplied by credit conversion factor.

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

³ Or institution-specific factor.

Schedule HC-R—Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
Allocation by Risk Weight Category					
	0%	20%	50%	100%	
Dollar Amounts in Thousands					
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....	BHCK B696 649505000	BHCK B697 597118000	BHCK B698 293097000	BHCK B699 684497000	55.
56. Risk weight factor.....	x 0%	x 20%	x 50%	x 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	BHCK B700 0	BHCK B701 119423600	BHCK B702 146548500	BHCK B703 684497000	57.
58. Market risk equivalent assets.....				BHCK 1651 101410000	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				BHCK B704 1051879100	59.
60. LESS: Excess allowance for loan and lease losses				BHCK A222 0	60.
61. LESS: Allocated transfer risk reserve				BHCK 3128 0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)				BHCK A223 1051879100	62.

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands	BHCK			
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards	8764		110264000	M.1.

	With a remaining maturity of													
	(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years					
	BHCK				BHCK				BHCK					
2. Notional principal amounts of derivative contracts: ¹														
a. Interest rate contracts	3809		24645898000		8766		19095399000		8767		14900508000			M.2.a.
b. Foreign exchange contracts	3812		4481859000		8769		629177000		8770		200611000			M.2.b.
c. Gold contracts	8771		45093000		8772		29035000		8773		2882000			M.2.c.
d. Other precious metals contracts	8774		3493000		8775		1425000		8776		10000			M.2.d.
e. Other commodity contracts	8777		154724000		8778		250789000		8779		18506000			M.2.e.
f. Equity derivative contracts	A000		271410000		A001		159655000		A002		43581000			M.2.f.
g. Credit derivative contracts:														
(1) Investment grade	C980		150892000		C981		1827298000		C982		1154047000			M.2.g.(1)
(2) Subinvestment grade	C983		79974000		C984		787292000		C985		266574000			M.2.g.(2)

	BHCK													
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:														
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	5479										0			3.a.
b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	5990										0			3.b.
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 22)	C498										0			3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 22)	A507										0			3.d.
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27)	2771										0			4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):														
a. In the form of perpetual preferred stock	5483										0			5.a.
b. In the form of common stock	5484										12832000			5.b.
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	F031										79919000			6.

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

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1039502

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

							C000	◀
	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
Securitization Activities								
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements	BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711	1.
	101232000	0	72701000	2869000	1689000	0	23475000	
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:								
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)	BHCK B712	BHCK B713	BHCK B714	BHCK B715	BHCK B716	BHCK B717	BHCK B718	2.a.
	118000	0	603000	9000	46000	0	0	
b. Subordinated securities and other residual interests	BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399	2.b.
	1110000	0	3125000	100000	57000	0	798000	
c. Standby letters of credit and other enhancements	BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406	2.c.
	10000	0	0	0	0	0	0	
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCK B726	BHCK B727	BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732	3.
	0	0	0	0	0	0	12000	
4. Past due loan amounts included in item 1:								
a. 30-89 days past due	BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739	4.a.
	3352000	0	1236000	42000	21000	0	4000	
b. 90 days or more past due	BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746	4.b.
	3846000	0	1050000	7000	17000	0	85000	
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):								
a. Charge-offs	BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753	5.a.
	393000	0	3587000	33000	7000	0	23000	
b. Recoveries	BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760	5.b.
	0	0	461000	12000	3000	0	0	

Schedule HC-S—Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761	BHCK B762			BHCK B763		
		0	33000			0		
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502		
		0	18551000			0		
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due		BHCK B764	BHCK B765			BHCK B766		
		0	1000			0		
b. 90 days or more past due		BHCK B767	BHCK B768			BHCK B769		
		0	1000			0		
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770	BHCK B771			BHCK B772		
		0	2000			0		
b. Recoveries		BHCK B773	BHCK B774			BHCK B775		
		0	0			0		
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements		BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782
		930000	0	922000	296000	460000	163000	3102000
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures		BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789
		191000	0	94000	0	1927000	149000	970000
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized		BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796
		24660000	0	0	0	0	0	0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11		BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803
		711000	0	0	0	0	0	0

6.a.

6.b.

7.a.

7.b.

8.a.

8.b.

9.

10.

11.

12. 3/06

Schedule HC-S—Continued

MEMORANDA

		Dollar Amounts in Thousands			
		BHCK			
1.	Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
a.	Outstanding principal balance	A249		0	M.1.a.
b.	Amount of retained recourse on these obligations as of the report date	A250		0	M.1.b.
2.	Outstanding principal balance of assets serviced for others (includes participations serviced for others):				
a.	1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804		73584000	M.2.a.
b.	1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805		537308000	M.2.b.
c.	Other financial assets ¹	A591		427669000	M.2.c.
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		4065000	M.3.a.(1)
(2)	Conduits sponsored by other unrelated institutions	B807		145000	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		98794000	M.3.b.(1)
(2)	Conduits sponsored by other unrelated institutions	B809		5243000	M.3.b.(2)
4.	Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407		2409000	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).

Notes to the Balance Sheet—Predecessor Financial Items

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

		Dollar Amount in Thousands			BHBC			
1.	Average loans and leases (net of unearned income).....	3516						1.
2.	Average earning assets	3402						2.
3.	Average total consolidated assets	3368						3.
4.	Average equity capital.....	3519						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			
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 Amount in Thousands			BHCK			
1.	5356							1.
		5356					0	
2.	5357							2.
		5357					0	
3.	5358							3.
		5358					0	
4.	5359							4.
		5359					0	
5.	5360							5.
		5360					0	
6.	B027							6.
		B027					0	

Notes to the Balance Sheet—Other, Continued

	TEXT	Dollar Amount in Thousands	BHCK			
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.