

**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, 2008**

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 (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

*For Federal Reserve Bank Use Only*

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.**

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

**RSSD ID:**  
1039502

**Schedule HI—Consolidated Income Statement**

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) <b>Loans secured by 1–4 family residential properties</b> .....	4435		11265000	1.a.(1)(a)
(b) <b>All other loans secured by real estate</b> .....	4436		18990000	1.a.(1)(b)
(c) <b>All other loans</b> .....	F821		21171000	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	4059		4561000	1.a.(2)
b. Income from lease financing receivables .....	4065		126000	1.b.
c. Interest income on balances due from depository institutions <sup>1</sup> .....	4115		2184000	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		78000	1.d.(1)
(2) Mortgage-backed securities .....	B489		4501000	1.d.(2)
(3) All other securities .....	4060		1648000	1.d.(3)
e. Interest income from trading assets .....	4069		17236000	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell .....	4020		8260000	1.f.
g. Other interest income .....	4518		250000	1.g.
h. Total interest income (sum of items 1.a through 1.g) .....	4107		73179000	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more .....	A517		3782000	2.a.(1)(a)
(b) Time deposits of less than \$100,000 .....	A518		1019000	2.a.(1)(b)
(c) Other deposits .....	6761		3619000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	4172		6126000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase .....	4180		4668000	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures) .....	4185		6670000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities .....	4397		8355000	2.d.
e. Other interest expense .....	4398		0	2.e.
f. Total interest expense (sum of items 2.a through 2.e) .....	4073		34239000	2.f.
3. Net interest income (item 1.h minus item 2.f) .....	4074		38940000	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) .....	4230		21237000	4.
5. Noninterest income:				
a. Income from fiduciary activities .....	4070		7425000	5.a.
b. Service charges on deposit accounts in domestic offices .....	4483		3977000	5.b.
c. Trading revenue <sup>2</sup> .....	A220		-9791000	5.c.
d. (1) Fees and commissions from securities brokerage .....	C886		3141000	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions .....	C888		6101000	5.d.(2)
(3) Fees and commissions from annuity sales .....	C887		363000	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities .....	C386		328000	5.d.(4)
(5) Income from other insurance activities .....	C387		68000	5.d.(5)
e. Venture capital revenue .....	B491		-908000	5.e.
f. Net servicing fees .....	B492		1328000	5.f.
g. Net securitization income .....	B493		3751000	5.g.
h. Not applicable				
i. Net gains (losses) on sales of loans and leases .....	8560		118000	5.i.
j. Net gains (losses) on sales of other real estate owned .....	8561		-223000	5.j.
k. Net gains (losses) on sales of other assets (excluding securities) .....	B496		115000	5.k.
l. Other noninterest income <sup>3</sup> .....	B497		10959000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l) .....	4079		26752000	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.

**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		1560000	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits .....	4135		22746000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest) .....	4217		7353000	7.b.
c. (1) Goodwill impairment losses.....	C216		0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets.....	C232		1263000	7.c.(2)
d. Other noninterest expense <sup>4</sup> .....	4092		11726000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d) .....	4093		43088000	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		2927000	8.
9. Applicable income taxes (foreign and domestic).....	4302		-926000	9.
10. Minority interest.....	4484		154000	10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10).....	4300		3699000	11.
12. Extraordinary items, net of applicable taxes and minority interest <sup>5</sup> .....	4320		1906000	12.
13. Net income (loss) (sum of items 11 and 12).....	4340		5605000	13.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

**MEMORANDA**

	Dollar Amounts in Thousands			
	BHCK			
1. Net interest income (item 3 above) on a fully taxable equivalent basis .....	4519		39518000	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis .....	4592		3506000	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		217000	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		50000	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number) .....	BHCK		Number	
	4150		217965	M.5.
6. Other noninterest income (from Schedule HI, item 5.I, above) ( <b>only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.I</b> ):	BHCK			
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. <b>Net change in the fair values of financial instruments accounted for under a fair value option</b> .....	F229		0	M.6.f.
g. <b>Bank card and credit card interchange fees</b> .....	F555		2005000	M.6.g.
h. TEXT 8562 PROCEEDS FROM SALE OF VISA SHARES IN IPO .....	8562		1500000	M.6.h.
i. TEXT 8563 AUTO OPERATING AND FINANCING LEASES .....	8563		518000	M.6.i.
j. TEXT 8564 LOAN COMMITMENT FEES .....	8564		429000	M.6.j.

**Schedule HI—Continued**

MEMORANDA (continued)

		Dollar Amounts in Thousands				BHCK			
7. Other noninterest expense (from Schedule HI, item 7.d, above) <b>(only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):</b>									
a.	Data processing expenses.....	C017						697000	M.7.a.
b.	Advertising and marketing expenses.....	0497						1913000	M.7.b.
c.	Directors' fees.....	4136						0	M.7.c.
d.	Printing, stationery, and supplies.....	C018						0	M.7.d.
e.	Postage.....	8403						434000	M.7.e.
f.	Legal fees and expenses.....	4141						527000	M.7.f.
g.	FDIC deposit insurance assessments.....	4146						0	M.7.g.
h.	<b>Accounting and auditing expenses</b> .....	F556						0	M.7.h.
i.	<b>Consulting and advisory expenses</b> .....	F557						4740000	M.7.i.
j.	<b>Automated teller machine (ATM) and interchange expenses</b> .....	F558						0	M.7.j.
k.	<b>Telecommunications expenses</b> .....	F559						0	M.7.k.
l.	TEXT TRAVEL AND ENTERTAINMENT EXPENSE 8565								
		8565						739000	M.7.l.
m.	TEXT RELEASE OF LITIGATION RESERVES 8566								
		8566						-647000	M.7.m.
n.	TEXT MERGER COSTS 8567								
		8567						432000	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):									
a. (1)	TEXT ACQUIRED WASHINGTON MUTUALS BANKING OPERATIONS 3571								
		3571						1906000	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.) <b>(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):</b>									
a.	Interest rate exposures.....	8757						-5258000	M.9.a.
b.	Foreign exchange exposures.....	8758						1840000	M.9.b.
c.	Equity security and index exposures.....	8759						-49000	M.9.c.
d.	Commodity and other exposures.....	8760						1089000	M.9.d.
e.	Credit exposures.....	F186						-7413000	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						250000	M.10.a.
b.	Net gains (losses) on credit derivatives held for purposes other than trading.....	C890						2795000	M.10.b.
11.	Credit losses on derivatives (see instructions).....	A251						724000	M.11.
12. a.	Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431						2051000	M.12.a.
b. (1)	Premiums on insurance related to the extension of credit.....	C242						186000	M.12.b.(1)
(2)	All other insurance premiums.....	C243						142000	M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities.....	B983						490000	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? <b>(Enter "1" for yes; enter "0" for no)</b> .....									
							BHCK		
							A530		0
									M.13.

### Schedule HI—Continued

MEMORANDA (continued)

		Dollar Amounts in Thousands			
		BHCK			
<i>Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.</i>					
14.	<b>Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:</b>				
a.	<b>Net gains (losses) on assets</b> .....	F551		-5070000	M.14.a.
(1)	<b>Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk</b> .....	F552		-12076000	M.14.a.(1)
b.	<b>Net gains (losses) on liabilities</b> .....	F553		18200000	M.14.b.
(1)	<b>Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk</b> .....	F554		1211000	M.14.b.(1)
15.	Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....	C409		1582000	M.15.

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

		Year-to-date			
		BHCK			
16.	Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a)).....	F228		3000	M.16.

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

		Dollar Amounts in Thousands			
		BHCK			
1.	Equity capital <b>most recently reported</b> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income).....	3217		123221000	1.
2.	Restatements due to corrections of material accounting errors and changes in accounting principles <sup>1</sup> .....	B507		0	2.
3.	Balance end of previous calendar year as restated (sum of items 1 and 2).....	B508		123221000	3.
		bhct			
4.	Net income (loss) (must equal Schedule HI, item 13).....	4340		5605000	4.
5.	Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK			
a.	Sale of perpetual preferred stock, gross.....	3577		31533000	5.a.
b.	Conversion or retirement of perpetual preferred stock.....	3578		352000	5.b.
6.	Sale of common stock:				
a.	Sale of common stock, gross.....	3579		284000	6.a.
b.	Conversion or retirement of common stock.....	3580		0	6.b.
7.	Sale of treasury stock.....	4782		3366000	7.
8.	LESS: Purchase of treasury stock.....	4783		0	8.
9.	Changes incident to business combinations, net.....	4356		0	9.
10.	LESS: Cash dividends declared on preferred stock.....	4598		674000	10.
11.	LESS: Cash dividends declared on common stock.....	4460		5633000	11.
12.	Other comprehensive income <sup>2</sup> .....	B511		-4770000	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		13600000	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		166884000	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 pension and other postretirement plan related changes other than net periodic benefit cost.

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

Dollar Amounts in Thousands	(Column A) Charge-offs <sup>1</sup>			(Column B) Recoveries			
	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:							
(1) 1-4 family residential construction loans .....	C891		88000	C892		0	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	C893		25000	C894		3000	1.a.(2)
b. Secured by farmland in domestic offices.....	3584		0	3585		0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....	5411		1184000	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		1713000	C217		13000	1.c.(2)(a)
(b) Secured by junior liens .....	C235		993000	C218		8000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		8000	3589		1000	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	C895		3000	C896		1000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	C897		9000	C898		2000	1.e.(2)
f. In foreign offices .....	B512		0	B513		0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. To U.S. banks and other U.S. depository institutions .....	4653		0	4663		0	2.a.
b. To foreign banks .....	4654		2000	4664		3000	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		1284000	4617		139000	4.a.
b. To non-U.S. addressees (domicile) .....	4646		36000	4618		16000	4.b.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards .....	B514		4409000	B515		577000	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516		924000	B517		140000	5.b.
6. Loans to foreign governments and official institutions .....							
	4643		0	4627		0	6.
7. All other loans .....							
	4644		78000	4628		10000	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures.....	F185		4000	F187		0	8.a.
b. All other leases.....	C880		4000	F188		1000	8.b.
9. Total (sum of items 1 through 8).....	4635		10764000	4605		929000	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 <sup>1</sup>				(Column B) Recoveries				
	Calendar year-to-date								
	BHCK				BHCK				
1. Loans to finance commercial real estate, construction, and land development activities <b>(not secured by real estate)</b> included in Schedule HI-B, part I, items 4 and 7 above .....	5409			0	5410			0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).	4652			0	4662			0	M.2.

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

Dollar Amounts in Thousands	Calendar year-to-date				
	BHCK				
	C388			1383000	
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.

Dollar Amounts in Thousands	Calendar year-to-date				
	BHCK				
II. Changes in allowance for loan and lease losses					
1. Balance <b>most recently reported</b> at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522			9234000	1.
	bhct				
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....	4605			929000	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			10764000	3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account .....	5523			0	4.
	bhct				
5. Provision for loan and lease losses (must equal Schedule HI, item 4) .....	4230			21237000	5.
	BHCK				
6. Adjustments (see instructions for this schedule).....	C233			2528000	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			23164000	7.

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

## Schedule HI-B—Continued

## MEMORANDA

	Dollar Amounts in Thousands			
	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		595000	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.
<b>Memorandum item 4 is to be completed by all bank holding companies.</b>				
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above) .....	C781		0	M.4.

## Notes to the Income Statement—Predecessor Financial Items

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

	Dollar 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		0	1.
2. 5352 SCHEDULE HI MEMO LINE ITEM 6.K LETTERS OF CREDIT COMMITMENT FEES					
		5352		439000	2.
3. 5353 SCHEDULE HI MEMO LINE ITEM 6.L CREDIT CARD FEES					
		5353		519000	3.
4. 5354 SCHEDULE HI MEMO LINE ITEM 6.M EQUITY INCOME					
		5354		-351000	4.
5. 5355 SCHEDULE HI MEMO LINE ITEM 6.N GAIN FROM JOINT VENTURE DISSOLUTION					
		5355		1048000	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
12.	B048						
			B048				0
13.	B049						
			B049				0
14.	B050						
			B050				0
15.	B051						
			B051				0
16.	B052						
			B052				0
17.	B053						
			B053				0
18.	B054						
			B054				0
19.	B055						
			B055				0
20.	B056						
			B056				0

For Federal Reserve Bank Use Only	
C.I.	—

JPMORGAN CHASE &amp; CO.

Name of Bank Holding Company

## Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20081231

### Schedule HC—Consolidated Balance Sheet

		Dollar Amounts in Thousands		BHCK			
<b>ASSETS</b>							
1.	Cash and balances due from depository institutions:						
a.	Noninterest-bearing balances and currency and coin <sup>1</sup>	0081				26896000	1.a.
b.	Interest-bearing balances: <sup>2</sup>						
(1)	In U.S. offices	0395				67046000	1.b.(1)
(2)	In foreign offices, Edge and Agreement subsidiaries, and IBFs	0397				89986000	1.b.(2)
2.	Securities:						
a.	Held-to-maturity securities (from Schedule HC-B, column A)	1754				34000	2.a.
b.	Available-for-sale securities (from Schedule HC-B, column D)	1773				199856000	2.b.
3.	Federal funds sold and securities purchased under agreements to resell:						
a.	Federal funds sold in domestic offices	BHDM	B987			2850000	3.a.
b.	Securities purchased under agreements to resell <sup>3</sup>	BHCK	B989			324265000	3.b.
4.	Loans and lease financing receivables:						
a.	Loans and leases held for sale			5369		14314000	4.a.
b.	Loans and leases, net of unearned income	B528				746872000	4.b.
c.	LESS: Allowance for loan and lease losses	3123				23164000	4.c.
d.	Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529				723708000	4.d.
5.	Trading assets (from Schedule HC-D)			3545		509912000	5.
6.	Premises and fixed assets (including capitalized leases)			2145		8475000	6.
7.	Other real estate owned (from Schedule HC-M)			2150		5252000	7.
8.	Investments in unconsolidated subsidiaries and associated companies			2130		5902000	8.
9.	Not applicable						
10.	Intangible assets:						
a.	Goodwill			3163		48027000	10.a.
b.	Other intangible assets (from Schedule HC-M)			0426		14984000	10.b.
11.	Other assets (from Schedule HC-F)			2160		133545000	11.
12.	Total assets (sum of items 1 through 11)			2170		2175052000	12.

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

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

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

**Schedule HC—Continued**

Dollar Amounts in Thousands		BHDM			
<b>LIABILITIES</b>					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing <sup>1</sup> .....	6631		210899000	13.a.(1)	
(2) Interest-bearing .....	6636		511077000	13.a.(2)	
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
(1) Noninterest-bearing .....	BHFN		7697000	13.b.(1)	
(2) Interest-bearing .....	6636		279604000	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices <sup>2</sup> .....	BHDM	B993	12333000	14.a.	
b. Securities sold under agreements to repurchase <sup>3</sup> .....	BHCK	B995	180533000	14.b.	
15. Trading liabilities (from Schedule HC-D) .....		3548	166876000	15.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) .....		3190	391978000	16.	
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures <sup>4</sup> .....		4062	40602000	19.a.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities .....		C699	18589000	19.b.	
20. Other liabilities (from Schedule HC-G) .....		2750	186805000	20.	
21. Total liabilities (sum of items 13 through 20) .....		2948	2006993000	21.	
22. Minority interest in consolidated subsidiaries and similar items .....		3000	1175000	22.	
<b>EQUITY CAPITAL</b>					
23. Perpetual preferred stock and related surplus .....		3283	31939000	23.	
24. Common stock (par value) .....		3230	3942000	24.	
25. Surplus (exclude all surplus related to preferred stock) .....		3240	92143000	25.	
26. a. Retained earnings .....		3247	54013000	26.a.	
b. Accumulated other comprehensive income <sup>5</sup> .....		B530	-5687000	26.b.	
27. Other equity capital components <sup>6</sup> .....		A130	-9466000	27.	
28. Total equity capital (sum of items 23 through 27) .....		3210	166884000	28.	
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28) .....		3300	2175052000	29.	

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

	BHCK		
1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0" for no) .....	C884		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. <sup>7</sup>			

a. PRICEWATERHOUSECOOPERS LLP  
 (1) Name of External Auditing Firm (TEXT C703)  
NEW YORK  
 (2) City (TEXT C708)  
NY 10017  
 (3) State Abbrev. (TEXT C714) (4) Zip Code (TEXT C715)

b. \_\_\_\_\_  
 (1) Name of Engagement Partner (TEXT C704)  
 \_\_\_\_\_  
 (2) E-mail Address (TEXT C705)

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

**Schedule HC-B—Securities**

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
1. U.S. Treasury securities.....	0211			0	0213			0	1286			616000	1287			611000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies <sup>1</sup> .....	1289			0	1290			0	1291			69000	1293			82000	2.a.
b. Issued by U.S. government- sponsored agencies <sup>2</sup> .....	1294			0	1295			0	1297			9717000	1298			9664000	2.b.
3. Securities issued by states and political subdivisions in the U.S.....	8496			0	8497			0	8498			3479000	8499			3335000	3.
4. Mortgage-backed securities (MBS)																	
a. Pass-through securities:																	
(1) Guaranteed by GNMA.....	1698			0	1699			0	1701			6267000	1702			6409000	4.a.(1)
(2) Issued by FNMA and FHLMC.....	1703			34000	1705			35000	1706			101890000	1707			103981000	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			7041000	1717			6995000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	1718			0	1719			0	1731			0	1732			0	4.b.(2)
(3) All other mortgage-backed securities.....	1733			0	1734			0	1735			15894000	1736			13102000	4.b.(3)
5. Asset-backed securities (ABS).....	C026			0	C988			0	C989			37753000	C027			34710000	5.
6. Other debt securities:																	
a. Other domestic debt securities.....	1737			0	1738			0	1739			8776000	1741			8977000	6.a.
b. Foreign debt securities.....	1742			0	1743			0	1744			8755000	1746			8921000	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 <sup>1</sup>		
	BHCK		BHCK		BHCK		BHCK		
7. Investments in mutual funds and other equity securities with readily determinable fair values .....					A510	3073000	A511	3068000	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	34000	1771	35000	1772	203331000	1773	199856000	

MEMORANDA

	Dollar Amounts in Thousands			
	BHCK			
1. Pledged securities <sup>1</sup> .....	0416		31024000	M.1.
2. Remaining maturity or next repricing date of debt securities <sup>2,3</sup> (Schedule HC-B, items 1 through 6.b in columns A and D above):				
a. 1 year and less .....	0383		18003000	M.2.a.
b. Over 1 year to 5 years .....	0384		24962000	M.2.b.
c. Over 5 years .....	0387		153857000	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.

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 <sup>1</sup>		
	BHCK		BHCK		BHCK		BHCK		
<b>Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.</b>									
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	13651000	B841	11391000	M.5.a.
b. Home equity lines.....	B842	0	B843	0	B844	0	B845	0	M.5.b.
c. Automobile loans.....	B846	0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans.....	B850	0	B851	0	B852	1008000	B853	878000	M.5.d.
e. Commercial and industrial loans .....	B854	0	B855	0	B856	11847000	B857	11195000	M.5.e.
f. Other .....	B858	0	B859	0	B860	11247000	B861	11246000	M.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.



### 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		367711000				1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1-4 family residential construction loans .....				F158		2653000	1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159		7748000	1.a.(2)
b. Secured by farmland .....				BHDM			
c. Secured by 1-4 family residential properties:				1420		161000	1.b.
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....							
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens .....				1797		111502000	1.c.(1)
(b) Secured by junior liens .....				5367		168072000	1.c.(2)(a)
d. Secured by multifamily (5 or more) residential properties .....				5368		19934000	1.c.(2)(b)
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....				1460		32283000	1.d.
(2) Loans secured by other nonfarm nonresidential properties .....				BHCK			
2. Loans to depository institutions and acceptances of other banks .....				F160		11134000	1.e.(1)
a. To U.S. banks and other U.S. depository institutions .....				F161		12968000	1.e.(2)
b. To foreign banks .....				BHDM			
3. Loans to finance agricultural production and other loans to farmers .....				1288		1926000	2.
4. Commercial and industrial loans .....	1292		247000				2.a.
a. To U.S. addressees (domicile) .....	1296		11751000				2.b.
b. To non-U.S. addressees (domicile) .....							
5. Not applicable				1590		433000	3.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .....				1766		107387000	4.
a. Credit cards .....	1763		105908000				4.a.
b. Other revolving credit plans.....	1764		45329000				4.b.
c. Other consumer loans (includes single payment, installment, and all student loans) .....							
7. Loans to foreign governments and official institutions (including foreign central banks) .....				1975		149090000	6.
8. Not applicable							
9. a. Loans for purchasing and carrying securities (secured and unsecured) .....	B538		94051000				6.a.
b. All other loans.....	B539		2260000				6.b.
10. Lease financing receivables (net of unearned income).....				2011		55034000	6.c.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) .....							
b. All other leases.....	2081		329000	2081		198000	7.
11. LESS: Any unearned income on loans reflected in items 1-9 above.....							
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) .....	1545		20472000	1545		19738000	9.a.
	1564		54653000	1564		38655000	9.b.
				2165		2849000	10.
	F162		80000				10.a.
	F163		2902000				10.b.
	2123		0	2123		0	11.
	2122		761186000	2122		686731000	12.

**Schedule HC-C—Continued**

MEMORANDA

Dollar Amounts in Thousands

	BHDM			
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1):				
a. <b>Loans secured by 1–4 family residential properties in domestic offices</b> .....	F576		4108000	M.1.a.
b. <b>Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures)</b> .....	BHCK			
	1616		5000	M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities ( <b>not secured by real estate</b> ) included in Schedule HC-C, items 4 and 9, column A, above .....	BHCK			
	2746		11947000	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A) .....	B837		1774000	M.3.
<i>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)</i>				
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A) .....	C391		3446000	M.4.
<b>Memorandum item 5 is to be completed by all bank holding companies.</b>				
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		117227000	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9.....	C780		89037000	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		39021000	M.6.a.
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of <b>December 31, 2007</b>, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>				
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties.....	F231		9756000	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		2204000	M.6.c.
7.–8. <b>Not applicable.</b>				
9. <b>Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))</b> .....	BHDM			
	F577		8609000	M.9.

**Schedule HC-C—Continued**

MEMORANDA (continued)

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

Dollar Amounts in Thousands	(Column A)				(Column B)				
	Consolidated				Domestic Of ces				
	BHCK				BHDM				
<b>10. Loans measured at fair value:</b>									
<b>a. Loans secured by real estate</b> .....	F608			0				M.10.a.	
(1) <b>Construction, land development, and other land loans</b> .....					F578			0	M.10.a.(1)
(2) <b>Secured by farmland (including farm residential and other improvements)</b> .....					F579			0	M.10.a.(2)
(3) <b>Secured by 1-4 family residential properties:</b>									
(a) <b>Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit</b> .....					F580			0	M.10.a.(3)(a)
(b) <b>Closed-end loans secured by 1-4 family residential properties:</b>									
(i) <b>Secured by first liens</b> .....					F581			0	M.10.a.(3)(b)(i)
(ii) <b>Secured by junior liens</b> .....					F582			0	M.10.a.(3)(b)(ii)
(4) <b>Secured by multifamily (5 or more) residential properties</b> .....					F583			0	M.10.a.(4)
(5) <b>Secured by nonfarm nonresidential properties</b> .....					F584			0	M.10.a.(5)
<b>b. Commercial and industrial loans</b> .....	F585			5479000	F585			1817000	M.10.b.
<b>c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>									
(1) <b>Credit cards</b> .....	F586			0	F586			0	M.10.c.(1)
(2) <b>Other revolving credit plans</b> .....	F587			0	F587			0	M.10.c.(2)
(3) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	F588			0	F588			0	M.10.c.(3)
<b>d. Other loans</b> .....	F589			2013000	F589			585000	M.10.d.
<b>11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):</b>									
<b>a. Loans secured by real estate</b> .....	F609			0					M.11.a.
(1) <b>Construction, land development, and other land loans</b> .....					F590			0	M.11.a.(1)
(2) <b>Secured by farmland (including farm residential and other improvements)</b> .....					F591			0	M.11.a.(2)
(3) <b>Secured by 1-4 family residential properties:</b>									
(a) <b>Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit</b> .....					F592			0	M.11.a.(3)(a)
(b) <b>Closed-end loans secured by 1-4 family residential properties:</b>									
(i) <b>Secured by first liens</b> .....					F593			0	M.11.a.(3)(b)(i)
(ii) <b>Secured by junior liens</b> .....					F594			0	M.11.a.(3)(b)(ii)
(4) <b>Secured by multifamily (5 or more) residential properties</b> .....					F595			0	M.11.a.(4)
(5) <b>Secured by nonfarm nonresidential properties</b> .....					F596			0	M.11.a.(5)
<b>b. Commercial and industrial loans</b> .....	F597			7360000	F597			3511000	M.11.b.
<b>c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>									
(1) <b>Credit cards</b> .....	F598			0	F598			0	M.11.c.(1)
(2) <b>Other revolving credit plans</b> .....	F599			0	F599			0	M.11.c.(2)
(3) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	F600			0	F600			0	M.11.c.(3)
<b>d. Other loans</b> .....	F601			2447000	F601			683000	M.11.d.

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

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

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCM			BHCK			
<b>ASSETS</b>							
1. U.S. Treasury securities.....	3531	22121000		3531	20587000		1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532	9184000		3532	8961000		2.
3. Securities issued by states and political subdivisions in the U.S. ....	3533	13002000		3533	12655000		3.
4. Mortgage-backed securities (MBS):							
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534	51951000		3534	51951000		4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	3535	6957000		3535	6922000		4.b.
c. All other mortgage-backed securities.....	3536	6813000		3536	4301000		4.c.
5. Other debt securities.....	3537	114178000		3537	20359000		5.
6. <b>Loans:</b>	BHCK						
a. <b>Loans secured by real estate</b> .....	F610	21466000					6.a.
(1) <b>Construction, land development, and other land loans</b> .....				BHDM			
(2) <b>Secured by farmland (including farm residential and other improvements)</b> .....				F604	68000		6.a.(1)
(3) <b>Secured by 1-4 family residential properties:</b>							
(a) <b>Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit</b> .....				F605	0		6.a.(2)
(b) <b>Closed-end loans secured by 1-4 family residential properties:</b>							
(i) <b>Secured by first liens</b> .....				F606	0		6.a.(3)(a)
(ii) <b>Secured by junior liens</b> .....							
(b) <b>Secured by first liens</b> .....				F607	11660000		6.a.(3)(b)(i)
(c) <b>Secured by junior liens</b> .....				F611	0		6.a.(3)(b)(ii)
(4) <b>Secured by multifamily (5 or more) residential properties</b> .....							
(5) <b>Secured by nonfarm nonresidential properties</b> .....				F612	62000		6.a.(4)
b. <b>Commercial and industrial loans</b> .....	F613	3448000		F613	3448000		6.a.(5)
c. <b>Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>	F614	6997000		F614	2556000		6.b.
(1) <b>Credit cards</b> .....	F615	0		F615	0		6.c.(1)
(2) <b>Other revolving credit plans</b> .....	F616	0		F616	0		6.c.(2)
(3) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	F617	346000		F617	346000		6.c.(3)
d. <b>Other loans</b> .....	F618	2993000		F618	296000		6.d.
7.-8. <b>Not applicable</b>							
	BHCM			BHCK			
9. Other trading assets.....	3541	91349000		3541	14266000		9.
10. Not applicable							
11. Derivatives with a positive fair value.....	3543	162555000		3543	73106000		11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct			BHDM			
	3545	509912000		3545	231544000		12.
<b>LIABILITIES</b>							
	BHCK						
13. a. Liability for short positions.....	3546	45234000		3546	18213000		13.a.
b. <b>All other trading liabilities</b> .....	F624	40000		F624	40000		13.b.
14. Derivatives with a negative fair value.....	3547	121602000		3547	50763000		14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct						
	3548	166876000		3548	69016000		15.

**Schedule HC-D—Continued**

MEMORANDA

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Of ces			
	BHCK			BHDM			
<b>1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)</b>							
<b>a. Loans secured by real estate</b> .....	F790		24604000				M.1.a.
(1) Construction, land development, and other land loans.....				F625		118000	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....				F626		0	M.1.a.(2)
(3) Secured by 1-4 family residential properties:							
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....				F627		0	M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:							
(i) Secured by first liens.....				F628		13158000	M.1.a.(3)(b)(i)
(ii) Secured by junior liens.....				F629		0	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties .....				F630		87000	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties .....				F631		4672000	M.1.a.(5)
<b>b. Commercial and industrial loans</b> .....	F632		15116000	F632		6959000	M.1.b.
<b>c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>							
(1) Credit cards .....	F633		0	F633		0	M.1.c.(1)
(2) Other revolving credit plans .....	F634		0	F634		0	M.1.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans) .....	F635		391000	F635		391000	M.1.c.(3)
<b>d. Other loans</b> .....	F636		4112000	F636		426000	M.1.d.
<b>2. Not applicable</b>							
<b>3. Loans measured at fair value that are past due 90 days or more:</b>							
<b>a. Fair value</b> .....	F639		0	F639		0	M.3.a.
<b>b. Unpaid principal balance</b> .....	F640		0	F640		0	M.3.b.

Dollar Amounts in Thousands	BHCK						
<i>Memoranda items 4 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>							
<b>4. Asset-backed securities:</b>							
<b>a. Residential mortgage-backed securities</b> .....	F641		62905000				M.4.a.
<b>b. Commercial mortgage-backed securities</b> .....	F642		2816000				M.4.b.
<b>c. Credit card receivables</b> .....	F643		1296000				M.4.c.
<b>d. Home equity lines</b> .....	F644		3000				M.4.d.
<b>e. Automobile loans</b> .....	F645		722000				M.4.e.
<b>f. Other consumer loans</b> .....	F646		1343000				M.4.f.
<b>g. Commercial and industrial loans</b> .....	F647		1604000				M.4.g.
<b>h. Other</b> .....	F648		684000				M.4.h.

### Schedule HC-D—Continued

MEMORANDA (continued)

		Dollar Amounts in Thousands			BHCK					
<b>5. Collateralized debt obligations:</b>										
a.	<b>Synthetic</b> .....	F649					922000	M.5.a.		
b.	<b>Other</b> .....	F650					2946000	M.5.b.		
<b>6. Retained beneficial interests in securitizations (first-loss or equity tranches)</b> .....										
<b>7. Equity securities:</b>										
a.	<b>Readily determinable fair values</b> .....	F652					76764000	M.7.a.		
b.	<b>Other</b> .....	F653					1782000	M.7.b.		
<b>8. Loans pending securitization</b> .....										
<b>9. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9 that are greater than \$25,000 and exceed 25% of the item)</b>										
a.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F655</td></tr></table> .....	BHTX	F655	F655					0	M.9.a.
BHTX										
F655										
b.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F656</td></tr></table> .....	BHTX	F656	F656					0	M.9.b.
BHTX										
F656										
c.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F657</td></tr></table> .....	BHTX	F657	F657					0	M.9.c.
BHTX										
F657										
<b>10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceed 25% of the item)</b>										
a.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F658</td></tr></table> .....	BHTX	F658	F658					0	M.10.a.
BHTX										
F658										
b.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F659</td></tr></table> .....	BHTX	F659	F659					0	M.10.b.
BHTX										
F659										
c.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F660</td></tr></table> .....	BHTX	F660	F660					0	M.10.c.
BHTX										
F660										

### Schedule HC-E—Deposit Liabilities<sup>1</sup>

		Dollar Amounts in Thousands			BHCB			
<b>1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:</b>								
a.	<b>Demand deposits</b> .....	2210					60744000	1.a.
b.	<b>NOW, ATS, and other transaction accounts</b> .....	3187					13639000	1.b.
c.	<b>Money market deposit accounts and other savings accounts</b> .....	2389					429333000	1.c.
d.	<b>Time deposits of less than \$100,000</b> .....	6648					70767000	1.d.
e.	<b>Time deposits of \$100,000 or more</b> .....	2604					147493000	1.e.
<b>2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:</b>								
<b>BHOD</b>								
a.	<b>Noninterest-bearing balances</b> .....	3189					0	2.a.
b.	<b>NOW, ATS, and other transaction accounts</b> .....	3187					0	2.b.
c.	<b>Money market deposit accounts and other savings accounts</b> .....	2389					0	2.c.
d.	<b>Time deposits of less than \$100,000</b> .....	6648					0	2.d.
e.	<b>Time deposits of \$100,000 or more</b> .....	2604					0	2.e.

#### MEMORANDA

	BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less .....	A243			9862000
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year .....	A164			4210000
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less .....	A242			142441000
<b>BHFN</b>				
4. Foreign office time deposits with a remaining maturity of one year or less .....	A245			77918000

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 <sup>1</sup> .....	B556		8482000	1.
2. Net deferred tax assets <sup>2</sup> .....	2148		12827000	2.
3. Interest-only strips receivable (not in the form of a security) <sup>3</sup> on:				
a. Mortgage loans.....	A519		158000	3.a.
b. Other financial assets.....	A520		507000	3.b.
4. Equity securities that DO NOT have readily determinable fair values <sup>4</sup> .....	1752		7058000	4.
5. Life insurance assets .....	C009		18048000	5.
6. Other .....	2168		86465000	6.
	bhct			
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		133545000	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 <sup>1</sup> .....	3049		0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557		636000	3.
4. Other .....	B984		186169000	4.
	bhct			
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750		186805000	5.

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

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

	Dollar Amounts in Thousands			
	BHCK			
1. Earning assets that are repriceable within one year or mature within one year .....	3197		979943000	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		504058000	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....	3298		112388000	3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock) .....	3408		6000000	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		3732000	5.

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

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

### 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			
<b>ASSETS</b>					
1. Reinsurance recoverables .....		B988		159000	1.
2. Total assets .....		C244		1860000	2.
<b>LIABILITIES</b>					
3. Claims and claims adjustment expense reserves .....		B990		850000	3.
4. Unearned premiums.....		B991		91000	4.
5. Total equity .....		C245		853000	5.
6. Net income .....		C246		-147000	6.

### II. Life and Health Underwriting

		BHCK			
<b>ASSETS</b>					
1. Reinsurance recoverables .....		C247		0	1.
2. Separate account assets.....		B992		5670000	2.
3. Total assets .....		C248		6011000	3.
<b>LIABILITIES</b>					
4. Policyholder benefits and contractholder funds .....		B994		15000	4.
5. Separate account liabilities .....		B996		5670000	5.
6. Total equity .....		C249		329000	6.
7. Net income .....		C250		52000	7.

## Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
<b>ASSETS</b>					
1. Securities .....		3515		188519000	1.
2. Federal funds sold and securities purchased under agreements to resell.....		3365		328706000	2.
3. Loans and leases .....		3516		772478000	3.
<b>BHDM</b>					
a. Loans secured by 1–4 family residential properties in domestic offices .....		3465		301448000	3.a.
b. All other loans secured by real estate in domestic offices .....		3466		67041000	3.b.
c. All other loans in domestic offices .....		F724		322610000	3.c.
<b>BHCK</b>					
4. a. Trading assets .....		3401		513148000	4.a.
b. Other earning assets.....		B985		132335000	4.b.
5. Total consolidated assets .....		3368		2172037000	5.
<b>LIABILITIES</b>					
6. Interest-bearing deposits (domestic).....		3517		515173000	6.
7. Interest-bearing deposits (foreign) .....		3404		262431000	7.
8. Federal funds purchased and securities sold under agreements to repurchase .....		3353		203568000	8.
9. All other borrowed money .....		2635		381243000	9.
10. Not applicable					
<b>EQUITY CAPITAL</b>					
11. Equity capital (excludes limited-life preferred stock) .....		3519		167423000	11.

For Federal Reserve Bank Use Only

C.I.

(Report only transactions with nonrelated institutions)

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

Dollar Amounts in Thousands

	BHCK			
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		97585000	1.a.
b. Credit card lines .....	3815		626471000	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		4735000	1.c.(1)
(a) 1–4 family residential construction loan commitments .....	F164		1426000	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments ...	F165		3309000	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate .....	6550		4578000	1.c.(2)
d. Securities underwriting .....	3817		0	1.d.
e. Other unused commitments .....	3818		259439000	1.e.
2. Financial standby letters of credit and foreign office guarantees.....	6566		113175000	2.
a. Amount of financial standby letters of credit conveyed to others .....	3820		21794000	2.a.
3. Performance standby letters of credit and foreign office guarantees.....	6570		11951000	3.
a. Amount of performance standby letters of credit conveyed to others .....	3822		5442000	3.a.
4. Commercial and similar letters of credit.....	3411		5436000	4.
5. Not applicable				
6. Securities lent.....	3433		183979000	6.

7. Credit derivatives:

a. Notional amounts:

	(Column A) Guarantor			(Column B) Beneficiary		
	BHCK			BHCK		
(1) Credit default swaps .....	C968		4099141000	C969		4262368000
(2) Total return swaps.....	C970		1497000	C971		17042000
(3) Credit options.....	C972		2053000	C973		953000
(4) Other credit derivatives .....	C974		476000	C975		4349000

b. Gross fair values:

(1) Gross positive fair value.....	C219		20430000	C221		518346000
(2) Gross negative fair value .....	C220		495805000	C222		22312000

- 8. Spot foreign exchange contracts.....
- 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.....
- b. Commitments to purchase when-issued securities .....
- c. Commitments to sell when-issued securities .....

	BHCK			
8.	8765		389411000	8.
9.	3430		226734000	9.
9.a.	3432		85977000	9.a.
9.b.	3434		61839000	9.b.
9.c.	3435		57015000	9.c.
9.d.	6561		0	9.d.
9.e.	6562		0	9.e.
9.f.	6568		0	9.f.
9.g.	6586		0	9.g.

d.	TEXT 6561			
e.	TEXT 6562			
f.	TEXT 6568			
g.	TEXT 6586			

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	
<b>Derivatives Position Indicators</b>					
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.....	1039669000	15530000	37434000	70932000	11.a.
	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	
b. Forward contracts.....	5237824000	3338615000	18793000	43804000	11.b.
c. Exchange-traded option contracts:					
	BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704	
(1) Written options.....	565955000	778000	269948000	62802000	11.c.(1)
	BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708	
(2) Purchased options.....	418110000	773000	276921000	59315000	11.c.(2)
d. Over-the-counter option contracts:					
	BHCK 8709	BHCK 8710	BHCK 8711	BHCK8712	
(1) Written options.....	4237306000	970890000	357895000	143433000	11.d.(1)
	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	
(2) Purchased options.....	4238188000	958551000	374608000	138844000	11.d.(2)
	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	
e. Swaps.....	54524046000	1681478000	76634000	233959000	11.e.
12. Total gross notional amount of derivative contracts held for trading.....					
	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	
	70210586000	6950843000	1412233000	753089000	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading.....					
	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	
	50512000	15772000	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.....	1791214000	278236000	74661000	63077000	14.a.(1)
	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	
(2) Gross negative fair value....	1738673000	278942000	70505000	61109000	14.a.(2)
b. Contracts held for purposes other than trading:					
	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	
(1) Gross positive fair value.....	5246000	1569000	0	0	14.b.(1)
	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	
(2) Gross negative fair value....	355000	164000	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	3732800635				
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	92785000				
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	74907000				
4.	Other assets acquired in satisfaction of debts previously contracted .....	6557	238000				
5.	Securities purchased under agreements to resell <b>offset</b> against securities sold under agreements to repurchase on Schedule HC.....	A288	112880000				
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	1	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	1	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	9403000		12.
	(1) Estimated fair value of mortgage servicing assets.....	6438	9403000		12.a.(1)
b.	Purchased credit card relationships and nonmortgage servicing assets .....	B026	1661000		12.b.
c.	All other identifiable intangible assets .....	5507	3920000		12.c.
		bhct			
d.	Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) .....	0426	14984000		12.d.
13.	Other real estate owned:	BHCK			
a.	Real estate acquired in satisfaction of debts previously contracted.....	2744	2899000		13.a.
b.	Other real estate owned.....	2745	2353000		13.b.
		bhct			
c.	Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7) .....	2150	5252000		13.c.
14.	Other borrowed money:	BHCK			
a.	Commercial paper.....	2309	37845000		14.a.
b.	Other borrowed money with a remaining maturity of one year or less.....	2332	141660000		14.b.
c.	Other borrowed money with a remaining maturity of more than one year .....	2333	212473000		14.c.
		bhct			
d.	Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....	3190	391978000		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.
-----	--	------	------	---	-----

16.	Assets under management in proprietary mutual funds and annuities .....	BHCK	B570	693584000	16.
-----	---	------	------	-----------	-----

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).....

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

BHCK	
C700	
C701	

19.a.

19.b.

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

	Dollar Amounts in Thousands		BHCK			
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	318943000				20.a.
b. Balances due from related institutions:						
(1) Due from the bank holding company (parent company only), gross.....	4832	24000				20.b.(1)
(2) Due from subsidiary banks of the bank holding company, gross.....	4833	100745000				20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834	24780000				20.b.(3)
c. Balances due to related institutions:						
(1) Due to bank holding company (parent company only), gross.....	5041	49691000				20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross .....	5043	72073000				20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross .....	5045	58891000				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	14530000				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](http://INVESTOR.SHAREHOLDER.COM/JPMORGANCHASE)

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		119402000					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:									
(1) 1–4 family residential construction loans...	F172	67000		F174	68000		F176	243000	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	F173	177000		F175	0		F177	58000	1.a.(2)
b. Secured by farmland in domestic offices.....	3493	3000		3494	22000		3495	2000	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	2432000		5399	1190000		5400	861000	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:									
(a) Secured by first liens .....	C236	7767000		C237	8100000		C229	7764000	1.c.(2)(a)
(b) Secured by junior liens .....	C238	640000		C239	123000		C230	353000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	3499	349000		3500	28000		3501	344000	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:									
(1) Loans secured by owner-occupied nonfarm non-residential properties .....	F178	175000		F180	11000		F182	203000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	F179	11000		F181	0		F183	11000	1.e.(2)
f. In foreign offices .....	B572	0		B573	0		B574	0	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		58000		5381		0		5382		35000		2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1594		9000		1597		12000		1583		20000		3.
4. Commercial and industrial loans.....	1606		1386000		1607		328000		1608		1416000		4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards.....	B575		2705000		B576		2368000		B577		4000		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	B578		1455000		B579		496000		B580		171000		5.b.
6. Loans to foreign governments and official institutions .....	5389		0		5390		0		5391		0		6.
7. All other loans .....	5459		307000		5460		7000		5461		602000		7.
8. Lease financing receivables:													
a. Leases to individuals for household, family, and other personal expenditures.....	F166		3000		F167		0		F168		1000		8.a.
b. All other leases.....	F169		9000		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		1079000		9.
10. TOTAL (sum of items 1 through 9).....	5524		17556000		5525		12753000		5526		13170000		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		1001000		5613		515000		5614		2988000		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above..	5615		749000		5616		416000		5617		19000		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above .....	C866		227000		C867		0		C868		2969000		11.b.

**MEMORANDA**

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1)													
a. <b>Loans secured by 1-4 family residential properties in domestic offices</b> .....	F661		1220000		F662		965000		F663		761000		M.1.a.
b. <b>Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures)</b> ...	1658		0		1659		0		1661		18000		M.1.b.

### Schedule HC-N—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
2. Loans to finance commercial real estate, construction, and land development activities <b>(not secured by real estate)</b> included in Schedule HC-N, items 4 and 7 above.....	6558		112000		6559		0		6560		33000		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		397000		1912		22000		1913		261000		M.3.
4. Not applicable													
5. Loans and leases held-for-sale <b>and loans measured at fair value</b> (included in Schedule HC-N, items 1 through 8 above)													
a. Loans and leases held for sale.....	C240		1000		C241		0		C226		32000		M.5.a.
b. <b>Loans measured at fair value:</b>													
(1) <b>Fair value</b> .....	F664		0		F665		0		F666		20000		M.5.b.(1)
(2) <b>Unpaid principal balance</b> .....	F667		0		F668		0		F669		42000		M.5.b.(2)

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

Dollar Amounts in Thousands	BHCK				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.

Dollar Amounts in Thousands	BHCK			
7. Additions to nonaccrual assets during the quarter.....	C410		6715000	M.7.
8. Nonaccrual assets sold during the quarter.....	C411		45000	M.8.

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

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets<sup>1</sup> and (2) bank holding companies with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale<sup>2</sup> 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 1-4 family residential mortgage loans for sale: <sup>2</sup>					
a. <b>Closed-end</b> first liens.....		F066		7005000	1.a.
b. <b>Closed-end</b> junior liens.....		F067		0	1.b.
c. <b>Open-end loans extended under lines of credit:</b>					
(1) <b>Total commitment under the lines of credit</b> .....		F670		0	1.c.(1)
(2) <b>Principal amount funded under the lines of credit</b> .....		F671		0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: <sup>2</sup>					
a. <b>Closed-end</b> first liens.....		F068		18715000	2.a.
b. <b>Closed-end</b> junior liens.....		F069		0	2.b.
c. <b>Open-end loans extended under lines of credit:</b>					
(1) <b>Total commitment under the lines of credit</b> .....		F672		0	2.c.(1)
(2) <b>Principal amount funded under the lines of credit</b> .....		F673		0	2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:					
a. <b>Closed-end</b> first liens.....		F070		23337000	3.a.
b. <b>Closed-end</b> junior liens.....		F071		0	3.b.
c. <b>Open-end loans extended under lines of credit:</b>					
(1) <b>Total commitment under the lines of credit</b> .....		F674		0	3.c.(1)
(2) <b>Principal amount funded under the lines of credit</b> .....		F675		0	3.c.(2)
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):					
a. <b>Closed-end</b> first liens.....		F072		222000	4.a.
b. <b>Closed-end</b> junior liens.....		F073		0	4.b.
c. <b>Open-end loans extended under lines of credit:</b>					
(1) <b>Total commitment under the lines of credit</b> .....		F676		0	4.c.(1)
(2) <b>Principal amount funded under the lines of credit</b> .....		F677		0	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):					
a. <b>Closed-end</b> 1-4 family residential mortgage loans .....		F184		11000	5.a.
b. <b>Open-end</b> 1-4 family residential mortgage loans extended under lines of credit ....		F560		0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans <i>during the quarter:</i>					
a. <b>Closed-end</b> first liens.....		F678		2311000	6.a.
b. <b>Closed-end</b> junior liens.....		F679		0	6.b.
c. <b>Open-end loans extended under lines of credit:</b>					
(1) <b>Total commitment under the lines of credit</b> .....		F680		0	6.c.(1)
(2) <b>Principal amount funded under the lines of credit</b> .....		F681		0	6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of **June 30, 2007**.  
 2. Exclude originations and purchases of 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)																					
	(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
	BHCK				BHCK				BHCK				BHCK				BHCK				
Dollar Amounts in Thousands																					
<b>ASSETS</b>																					
1. Loans and leases.....	F243	7493000	F682	0	F690	0	F244	5029000	F245	2464000											1.
2. Trading assets.....	F246	509912000	F683	2579096000	F691	176382000	F247	2818215000	F248	94411000											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	F684	0	F692	0	F241	0	F242	0											2.a.
3. All other financial assets and servicing assets.....	F249	37238000	F685	0	F693	0	F250	24269000	F251	12969000											3.
<b>LIABILITIES</b>																					
4. Deposits.....	F252	5605000	F686	0	F694	0	F253	4370000	F254	1235000											4.
5. Trading liabilities.....	F255	166876000	F687	2547881000	F695	38198000	F256	2632787000	F257	43772000											5.
6. All other financial liabilities and servicing liabilities.....	F258	77655000	F688	0	F696	0	F259	61006000	F260	16649000											6.
7. Loan commitments (not accounted for as derivatives).....	F261	0	F689	0	F697	0	F262	0	F263	0											7.

For Federal Reserve Bank Use Only  
C.I.

RSSD ID:  
1039502

### Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

	BHCK			
<b>Tier 1 capital</b>				
1. Total equity capital (from Schedule HC, item 28) .....	3210		166884000	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value).....	BHCK			
	8434		-2101000	2.
3. LESS: Net unrealized loss on available-for-sale equity securities <sup>1</sup> (report loss as a positive value) .....	A221		5000	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value).....	4336		-2987000	4.
5. LESS: Nonqualifying perpetual preferred stock .....	B588		0	5.
6. a. Qualifying minority interests in consolidated subsidiaries and similar items .....	B589		415000	6.a.
b. Qualifying trust preferred securities <sup>2</sup> .....	C502		16842000	6.b.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets .....	B590		49234000	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		2358000	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		137632000	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships .....	B591		849000	9.a.
b. LESS: Disallowed deferred tax assets .....	5610		0	9.b.
10. Other additions to (deductions from) Tier 1 capital .....	B592		-679000	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b).....	8274		136104000	11.
<b>Tier 2 capital</b>				
12. Qualifying subordinated debt and redeemable preferred stock .....	5306		31659000	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		17187000	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....	2221		0	15.
16. Other Tier 2 capital components .....	B594		-230000	16.
17. Tier 2 capital (sum of items 12 through 16).....	5311		48616000	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17).....	8275		48616000	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		184720000	21.
<b>Total assets for leverage ratio</b>				
22. Average total assets (from Schedule HC-K, item 5) .....	bhct			
	3368		2172037000	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) ...	B590		49234000	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	B591		849000	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		33607000	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) .....	A224		2088347000	27.
28.–30. Not applicable				
<b>Capital ratios</b>				
31. Tier 1 leverage ratio (item 11 divided by item 27) .....	BHCK	Percentage		
	7204		6.92	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	7206		10.94	32.
33. Total risk-based capital ratio (item 21 divided by item 62) .....	7205		14.84	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).

		<b>C000</b>											
	(Column A) Totals (from Schedule HC)	(Column B) Items Not Subject to Risk-Weighting	(Column C)				(Column D)		(Column E)		(Column F)		
			Allocation by Risk Weight Category										
			0%		20%		50%		100%				
Dollar Amounts in Thousands													
<b>Balance Sheet Asset Categories</b>		BHCE	BHC0	BHC2	BHC5	BHC9							
34.	Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....	BHCK 0010	0	85809000	92281000		5838000	34.					
		bhcx 1754											
35.	Held-to-maturity securities .....	34000	0	0	34000	0	0	35.					
		bhcx 1773											
36.	Available-for-sale securities .....	199856000	-3354000	27966000	159733000	2228000	13283000	36.					
37.	Federal funds sold and securities purchased under agreements to resell.....	BHCK C225		237835000	79831000		9449000	37.					
		bhct 5369											
38.	Loans and leases held for sale .....	14314000	0	0	2148000	219000	11947000	38.					
		bhct B528											
39.	Loans and leases, net of unearned income .....	746872000	1419000	9800000	53041000	168317000	514295000	39.					
		bhcx 3123											
40.	LESS: Allowance for loan and lease losses .....	23164000	23164000					40.					
		bhcx 3545											
41.	Trading assets.....	509912000	509912000	0	0	0	0	41.					
		BHCK B639											
42.	All other assets <sup>1</sup> .....	216185000	59951000	22649000	11207000	173000	122205000	42.					
		bhct 2170											
43.	Total assets (sum of items 34 through 42) .....	2175052000	544764000	384059000	398275000	170937000	677017000	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 <sup>1</sup>	(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.....	113175000	1.00 or 12.5 <sup>2</sup>	113175000	5679000	33893000	3885000	69718000	44.			
45. Performance standby letters of credit .....	bhct 6570										
	11951000	.50	5975500	211500	2839000	0	2925000	45.			
46. Commercial and similar letters of credit .....	bhct 3411										
	5436000	.20	1087200	205200	432000	0	450000	46.			
47. Risk participations in bankers accep- tances acquired by the reporting institution.....	BHCK 3429										
	0	1.00	0	0	0		0	47.			
	bhct 3433										
48. Securities lent.....	183979000	1.00	183979000	128011000	48311000	0	7657000	48.			
49. Retained recourse on small business obligations sold with recourse.....	bhct A250										
	0	1.00	0	0	0	0	0	49.			
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.....	BHCK B541										
	5827000	12.5 <sup>3</sup>	41982000				41982000	50.			
51. All other financial assets sold with recourse .....	BHCK B675										
	3327000	1.00	3327000	0	0	3284000	43000	51.			
52. All other off-balance sheet liabilities.....	BHCK B681										
	134703000	1.00	134703000	131029000	3536000	0	138000	52.			
53. Unused commitments with an original maturity exceeding one year .....	BHCK 6572										
	140978000	.50	70489000	809000	23285000	1772000	44623000	53.			
54. Derivative contracts.....			BHCE A167								
			554423000	51014000	295570000	207839000		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					
<b>Totals</b>					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....	BHCK B696 701017700	BHCK B697 806141000	BHCK B698 387717000	BHCK B699 844553000	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 161228200	BHCK B702 193858500	BHCK B703 844553000	57.
58. Market risk equivalent assets.....				BHCK 1651 144453000	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 1344092700	59.
60. LESS: Excess allowance for loan and lease losses.....				BHCK A222 6613000	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 1337479700	62.

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards ..... 8764 248521000 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																			
3809		23929767000		8766		21289798000		8767		16905554000																	
3812		4863908000		8769		841687000		8770		239881000																	
8771		57376000		8772		23126000		8773		1963000																	
8774		3497000		8775		857000		8776		0																	
8777		130368000		8778		186888000		8779		12532000																	
A000		281459000		A001		151325000		A002		37251000																	
g. Credit derivative contracts:																											
(1) Investment grade.....				C980				360321000				C981				3577062000				C982				1565064000			
(2) Subinvestment grade.....				C983				230563000				C984				1834924000				C985				742813000			

2. Notional principal amounts of derivative contracts:<sup>1</sup>

a. Interest rate contracts..... M.2.a.

b. Foreign exchange contracts ..... M.2.b.

c. Gold contracts ..... M.2.c.

d. Other precious metals contracts..... M.2.d.

e. Other commodity contracts ..... M.2.e.

f. Equity derivative contracts ..... M.2.f.

g. Credit derivative contracts:

(1) Investment grade..... M.2.g.(1)

(2) Subinvestment grade..... M.2.g.(2)

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)..... M.3.a.

b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC) ..... M.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) ..... M.3.c.

d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (**excluding trust preferred securities**) (included in Schedule HC, item 20 or 22) ..... M.3.d.

4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27) ..... M.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..... M.5.a.

b. In the form of common stock ..... M.5.b.

6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)..... M.6.

BHCK			
5479		7800000	
5990		24139000	
C498		0	
A507		0	
2771		0	
5483		0	
5484		9466000	
F031		95043000	

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

For Federal Reserve Bank Use Only

C.I.

RSSD ID:

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													
<b>Securitization Activities</b>													
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....													
							BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711
							324442000	436000	85571000	1475000	1583000	0	31316000
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
							154000	1000	438000	5000	45000	0	11000
b. Subordinated securities and other residual interests .....													
							BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399
							1201000	0	5411000	150000	30000	0	953000
c. Standby letters of credit and other enhancements.....													
							BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406
							164000	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
							0	0	0	0	0	0	9000
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
							22827000	41000	2008000	32000	87000	0	319000
b. 90 days or more past due.....													
							BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746
							42587000	51000	1802000	4000	86000	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
							8265000	142000	5114000	50000	10000	0	16000
b. Recoveries .....													
							BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760
							3000	0	502000	21000	4000	0	0

Schedule HC-S—Continued

RSSD ID: 1039502

	(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 0	BHCK B762 0			BHCK B763 0		6.a.	
b. Loans (included in HC-C) .....		BHCK B500 0	BHCK B501 33250000			BHCK B502 0		6.b.	
7. Past due loan amounts included in interests reported in item 6.a:									
a. 30-89 days past due .....		BHCK B764 0	BHCK B765 0			BHCK B766 0		7.a.	
b. 90 days or more past due .....		BHCK B767 0	BHCK B768 0			BHCK B769 0		7.b.	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):									
a. Charge-offs .....		BHCK B770 0	BHCK B771 0			BHCK B772 0		8.a.	
b. Recoveries .....		BHCK B773 0	BHCK B774 0			BHCK B775 0		8.b.	
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>									
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements ....		BHCK B776 2142000	BHCK B777 0	BHCK B778 1368000	BHCK B779 398000	BHCK B780 467000	BHCK B781 98000	BHCK B782 1016000	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures .....		BHCK B783 83000	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 62000	BHCK B789 176000	10.
<b>Asset Sales</b>									
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized .....		BHCK B790 38585000	BHCK B791 0	BHCK B792 0	BHCK B793 0	BHCK B794 0	BHCK B795 0	BHCK B796 9035000	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11 .....		BHCK B797 3510000	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 313000	12.



**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 <b>(includes participations serviced for others)</b> :				
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements .....	B804		157439000	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements .....	B805		1004801000	M.2.b.
c. Other financial assets <sup>1</sup> .....	A591		542674000	M.2.c.
d. <b>1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)</b> .....	F699		40777000	M.2.d.
3. Asset-backed commercial paper conduits:				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company .....	B806		7236000	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions .....	B807		62000	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		68303000	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions .....	B809		4233000	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) <sup>2</sup> .....	C407		2678000	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			
	TEXT	BHCK			
1.	5356 THE AMOUNT OF ABCP PURCHASED USING PROCEEDS FROM THE ABCP LENDING FACILITY INCLUDED IN SCHEDULE HC-R, LINE 36, COLUMN				
		5356		11229000	1.
2.	5357 THE AVERAGE AMOUNT OF ABCP PURCHASED USING PROCEEDS FROM THE ABCP LENDING FACILITY THAT WERE EXCLUDED FROM SCHEDULE HC-R, LINE 2				
		5357		29195000	2.
3.	5358 THE AMOUNT OF BEAR STEARNS RISK-WEIGHTED ASSETS EXCLUDED FOR PURPOSES OF DETERMINING RISK BASED CAPITAL REQUIREMENT				
		5358		92821000	3.
4.	5359 THE AMOUNT OF BEAR STEARNS ASSETS EXCLUDED FOR PURPOSES OF DETERMINING THE LEVERAGE CAPITAL REQUIREMENT				
		5359		121452000	4.
5.	5360				
		5360		0	5.
6.	B027				
		B027		0	6.

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.