

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, 2009

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)

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RSSD ID _____

C.I. _____

S.F. _____

Report of Income for Bank Holding Companies

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

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) Loans secured by 1–4 family residential properties	4435	13612000		1.a.(1)(a)
(b) All other loans secured by real estate	4436	3322000		1.a.(1)(b)
(c) All other loans.....	F821	19947000		1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	2037000		1.a.(2)
b. Income from lease financing receivables	4065	155000		1.b.
c. Interest income on balances due from depository institutions ¹	4115	1089000		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	849000		1.d.(1)
(2) Mortgage-backed securities.....	B489	7101000		1.d.(2)
(3) All other securities.....	4060	4353000		1.d.(3)
e. Interest income from trading assets	4069	12098000		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	4020	1754000		1.f.
g. Other interest income	4518	216000		1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	66533000		1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517	1389000		2.a.(1)(a)
(b) Time deposits of less than \$100,000.....	A518	1421000		2.a.(1)(b)
(c) Other deposits	6761	971000		2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	1045000		2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	573000		2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	3490000		2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	6309000		2.d.
e. Other interest expense	4398	0		2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	15198000		2.f.
3. Net interest income (item 1.h minus item 2.f).....	4074	51335000		3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230	31735000		4.
5. Noninterest income:				
a. Income from fiduciary activities	4070	5125000		5.a.
b. Service charges on deposit accounts in domestic offices	4483	5589000		5.b.
c. Trading revenue ²	A220	9870000		5.c.
d. (1) Fees and commissions from securities brokerage.....	C886	2904000		5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions.....	C888	9231000		5.d.(2)
(3) Fees and commissions from annuity sales	C887	328000		5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	325000		5.d.(4)
(5) Income from other insurance activities.....	C387	92000		5.d.(5)
e. Venture capital revenue.....	B491	-74000		5.e.
f. Net servicing fees.....	B492	1464000		5.f.
g. Net securitization income	B493	2100000		5.g.
h. Not applicable				
i. Net gains (losses) on sales of loans and leases	8560	281000		5.i.
j. Net gains (losses) on sales of other real estate owned.....	8561	-91000		5.j.

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

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

Schedule HI—Continued

	Dollar Amounts in Thousands			
	BHCK			
5. k. Net gains (losses) on sales of other assets (excluding securities).....	B496		220000	5.k.
l. Other noninterest income ³	B497		11121000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	4079		48485000	5.m.
6. a. Realized gains (losses) on held-to-maturity securities.....	3521		0	6.a.
b. Realized gains (losses) on available-for-sale securities.....	3196		1110000	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits.....	4135		27424000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217		8290000	7.b.
c. (1) Goodwill impairment losses.....	C216		0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets.....	C232		1050000	7.c.(2)
d. Other noninterest expense ⁴	4092		16282000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d).....	4093		53046000	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		16149000	8.
9. Applicable income taxes (foreign and domestic).....	4302		4415000	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9).....	4300		11734000	10.
11. Extraordinary items and other adjustments , net of income taxes ⁵	4320		76000	11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104		11810000	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103		82000	13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	4340		11728000	14.

- 3. See Schedule HI, memoranda item 6.
- 4. See Schedule HI, memoranda item 7.
- 5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

	Dollar Amounts in Thousands			
	BHCK			
1. Net interest income (item 3 above) on a fully taxable equivalent basis.....	4519		51665000	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592		16478000	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		161000	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		237000	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number		
	4150		211517	M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):				
a. Income and fees from the printing and sale of checks.....	C013		0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance.....	C014		808000	M.6.b.
c. Income and fees from automated teller machines (ATMs).....	C016		0	M.6.c.
d. Rent and other income from other real estate owned.....	4042		0	M.6.d.
e. Safe deposit box rent.....	C015		0	M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option.....	F229		2214000	M.6.f.

Schedule HI—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands

		BHCK				
6. g.	Bank card and credit card interchange fees.....	F555			2508000	M.6.g.
h.	Gains on bargain purchases	J447			0	M.6.h.
i.	TEXT 8562 AUTO OPERATING AND FINANCING LEASES	8562			663000	M.6.i.
j.	TEXT 8563 LOAN COMMITMENT FEES	8563			609000	M.6.j.
k.	TEXT 8564 LETTERS OF CREDIT COMMITMENT FEES	8564			572000	M.6.k.
7.	Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):					
a.	Data processing expenses.....	C017			932000	M.7.a.
b.	Advertising and marketing expenses.....	0497			1777000	M.7.b.
c.	Directors' fees.....	4136			0	M.7.c.
d.	Printing, stationery, and supplies.....	C018			0	M.7.d.
e.	Postage.....	8403			548000	M.7.e.
f.	Legal fees and expenses.....	4141			670000	M.7.f.
g.	FDIC deposit insurance assessments.....	4146				M.7.g.
h.	Accounting and auditing expenses.....	F556			0	M.7.h.
i.	Consulting and advisory expenses.....	F557			4530000	M.7.i.
j.	Automated teller machine (ATM) and interchange expenses.....	F558			0	M.7.j.
k.	Telecommunications expenses.....	F559			0	M.7.k.
l.	TEXT 8565 TRAVEL & ENTERTAINMENT EXPENSES	8565			493000	M.7.l.
m.	TEXT 8566 OPERATING LOSSES	8566			592000	M.7.m.
n.	TEXT 8567 FORECLOSURE EXPENSE	8567			1422000	M.7.n.
8.	Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):					
a. (1)	TEXT 3571 GAIN RESULTING FROM FINAL REFINEMENT OF PURCHASE PRICE ALLOCATION. RE: WAMU	3571			76000	M.8.a.(1)
(2)	Applicable income tax effect.....	BHCK	3572		0	M.8.a.(2)
b. (1)	TEXT 3573	3573			0	M.8.b.(1)
(2)	Applicable income tax effect.....	BHCK	3574		0	M.8.b.(2)
c. (1)	TEXT 3575	3575			0	M.8.c.(1)
(2)	Applicable income tax effect.....	BHCK	3576		0	M.8.c.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):					
a.	Interest rate exposures.....	8757			3681000	M.9.a.
b.	Foreign exchange exposures.....	8758			2317000	M.9.b.
c.	Equity security and index exposures.....	8759			2056000	M.9.c.
d.	Commodity and other exposures.....	8760			1270000	M.9.d.
e.	Credit exposures.....	F186			546000	M.9.e.

Schedule HI—Continued

MEMORANDA—Continued

		Dollar Amounts in Thousands							
		BHCK							
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	-176000		M.10.a.				
b.	Net gains (losses) on credit derivatives held for purposes other than trading.....	C890	-3875000		M.10.b.				
11.	Credit losses on derivatives (see instructions).....	A251	215000		M.11.				
Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹									
12. a.	Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431	2136000		M.12.a.				
b. (1)	Premiums on insurance related to the extension of credit	C242	117000		M.12.b.(1)				
(2)	All other insurance premiums	C243	208000		M.12.b.(2)				
c.	Benefits, losses, and expenses from insurance-related activities.....	B983	272000		M.12.c.				
13.	Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no).....	<table border="1"> <tr> <td>BHCK</td> <td></td> </tr> <tr> <td>A530</td> <td>0</td> </tr> </table>		BHCK		A530	0		M.13.
BHCK									
A530	0								

		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. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a.	Net gains (losses) on assets	F551	5868000		M.14.a.
(1)	Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552	-555000		M.14.a.(1)
b.	Net gains (losses) on liabilities	F553	-7036000		M.14.b.
(1)	Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554	-1748000		M.14.b.(1)
15.	Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....	C409	2046000		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	8000		M.16.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

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

	Dollar Amounts in Thousands			
	BHCK			
1. Total bank holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income).....	3217	166884000		1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	B507	0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	166884000		3.
	bhct			
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).....	4340	11728000		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK			
a. Sale of perpetual preferred stock, gross	3577	1213000		5.a.
b. Conversion or retirement of perpetual preferred stock.....	3578	-2500000		5.b.
6. Sale of common stock:				
a. Sale of common stock, gross	3579	163000		6.a.
b. Conversion or retirement of common stock.....	3580	0		6.b.
7. Sale of treasury stock.....	4782	2202000		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	2440000		10.
11. LESS: Cash dividends declared on common stock	4460	820000		11.
12. Other comprehensive income ¹	B511	5596000		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	5839000		14.
	bhct			
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	3210	165365000		15.

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

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

Dollar Amounts in Thousands	(Column A) Charge-offs ¹			(Column B) Recoveries			
	BHCK			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	128000		C892	3000		1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	160000		C894	1000		1.a.(2)
b. Secured by farmland in domestic offices.....	3584	5000		3585	1000		1.b.
c. Secured by 1–4 family residential properties in domestic offices:							
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5411	2990000		5412	48000		1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:							
(a) Secured by first liens	C234	3564000		C217	18000		1.c.(2)(a)
(b) Secured by junior liens	C235	1730000		C218	22000		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588	306000		3589	1000		1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	150000		C896	4000		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	C897	106000		C898	1000		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	3000		4663	0		2.a.
b. To foreign banks	4654	18000		4664	0		2.b.
3. Loans to finance agricultural production and other loans to farmers	4655	6000		4665	0		3.
4. Commercial and industrial loans:							
a. To U.S. addressees (domicile)	4645	3688000		4617	135000		4.a.
b. To non-U.S. addressees (domicile)	4646	92000		4618	1000		4.b.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B514	8694000		B515	626000		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516	1228000		B517	156000		5.b.
6. Loans to foreign governments and official institutions	4643	0		4627	0		6.
7. All other loans	4644	1124000		4628	35000		7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures.....	F185	0		F187	1000		8.a.
b. All other leases.....	C880	26000		F188	0		8.b.
9. Total (sum of items 1 through 8).....	4635	24018000		4605	1053000		9.

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

Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Charge-offs ¹				(Column B) Recoveries				
	Calendar year-to-date								
	BHCK				BHCK				
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409		38000		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		2493000		
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 most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522		23164000		1.
	bhct				
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605		1053000		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		24018000		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		31735000		5.
	BHCK				
6. Adjustments (see instructions for this schedule).....	C233		-332000		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		31602000		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		665000	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7).....	C390		0	M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>				
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781		1581000	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. Noncontrolling (minority) interest	4484			10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (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 of the initial application of FSP FAS 115-2 on other-than-temporary impairment							
				G894			0
2. 5352 SCHEDULE HI MEMO LINE 6.L CREDIT CARD FEES							
				5352			1275000
3. 5353							
				5353			0
4. 5354							
				5354			0
5. 5355							
				5355			0
6. B042							
				B042			0
7. B043							
				B043			0
8. B044							
				B044			0
9. B045							
				B045			0
10. B046							
				B046			0

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

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20091231

Schedule HC—Consolidated Balance Sheet

		Dollar Amounts in Thousands		BHCK			
ASSETS							
1. Cash and balances due from depository institutions:							
a. Noninterest-bearing balances and currency and coin ¹				0081		26240000	1.a.
b. Interest-bearing balances: ²							
(1) In U.S. offices				0395		46393000	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs				0397		20928000	1.b.(2)
2. Securities:							
a. Held-to-maturity securities (from Schedule HC-B, column A)				1754		25000	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)				1773		357715000	2.b.
3. Federal funds sold and securities purchased under agreements to resell:							
a. Federal funds sold in domestic offices				BHDM	B987	75000	3.a.
b. Securities purchased under agreements to resell ³				BHCK	B989	314959000	3.b.
4. Loans and lease financing receivables:							
a. Loans and leases held for sale					5369	4956000	4.a.
b. Loans and leases, net of unearned income	B528		645859000				4.b.
c. LESS: Allowance for loan and lease losses	3123		31602000				4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)				B529		614257000	4.d.
5. Trading assets (from Schedule HC-D)					3545	411119000	5.
6. Premises and fixed assets (including capitalized leases)					2145	9560000	6.
7. Other real estate owned (from Schedule HC-M)					2150	2127000	7.
8. Investments in unconsolidated subsidiaries and associated companies					2130	8509000	8.
9. Direct and indirect investments in real estate ventures					3656	2330000	9.
10. Intangible assets:							
a. Goodwill					3163	48357000	10.a.
b. Other intangible assets (from Schedule HC-M)					0426	20152000	10.b.
11. Other assets (from Schedule HC-F)					2160	144287000	11.
12. Total assets (sum of items 1 through 11)					2170	2031989000	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			
LIABILITIES				
13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing ¹	6631		204003000	13.a.(1)
(2) Interest-bearing.....	6636		439104000	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:				
(1) Noninterest-bearing	BHFN			
(1) Noninterest-bearing	6631		8082000	13.b.(1)
(2) Interest-bearing.....	6636		287178000	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased in domestic offices ²				
	B993		8578000	14.a.
b. Securities sold under agreements to repurchase ³				
	B995		253527000	14.b.
15. Trading liabilities (from Schedule HC-D).....	3548		125054000	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....	3190		322276000	16.
17. Not applicable				
18. Not applicable				
19. a. Subordinated notes and debentures ⁴				
	4062		36494000	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities				
	C699		19615000	19.b.
20. Other liabilities (from Schedule HC-G).....	2750		162052000	20.
21. Total liabilities (sum of items 13 through 20).....	2948		1865963000	21.
22. Not applicable				
EQUITY CAPITAL				
Bank Holding Company Equity Capital				
23. Perpetual preferred stock and related surplus	3283		8152000	23.
24. Common stock (par value)	3230		4105000	24.
25. Surplus (exclude all surplus related to preferred stock).....	3240		97982000	25.
26. a. Retained earnings	3247		62481000	26.a.
b. Accumulated other comprehensive income ⁵	B530		-91000	26.b.
c. Other equity capital components ⁶	A130		-7264000	26.c.
27. a. Total bank holding company equity capital (sum of items 23 through 26.c).....	3210		165365000	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000		661000	27.b.
28. Total equity capital (sum of items 27.a and 27.b).....	G105		166026000	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300		2031989000	29.

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.

Schedule HC—Continued

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

BHCK	
C884	1

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

a. PRICEWATERHOUSECOOPERS LLP

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

(2) City (TEXT C708)
NY 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)

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	414000	1287	403000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. government agencies ¹	1289	0	1290	0	1291	26000	1293	29000	2.a.
b. Issued by U.S. government-sponsored agencies ²	1294	0	1295	0	1297	29604000	1298	29565000	2.b.
3. Securities issued by states and political subdivisions in the U.S. .	8496	0	8497	0	8498	6270000	8499	6537000	3.
4. Mortgage-backed securities (MBS)									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	0	G301	0	G302	42865000	G303	42544000	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	25000	G305	27000	G306	111281000	G307	113276000	4.a.(2)
(3) Other pass-through securities.....	G308	0	G309	0	G310	641000	G311	640000	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	G312	0	G313	0	G314	10791000	G315	10889000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	G316	0	G317	0	G318	0	G319	0	4.b.(2)
(3) All other residential mortgage-backed securities	G320	0	G321	0	G322	14613000	G323	14158000	4.b.(3)
c. Commercial MBS:									
(1) Commercial pass-through securities	G324	0	G325	0	G326	996000	G327	1014000	4.c.(1)
(2) Other commercial MBS	G328	0	G329	0	G330	4682000	G331	4765000	4.c.(2)
5. Asset-backed securities and structured financial products:									
a. Asset-backed Securities (ABS)	C026	0	C988	0	C989	31985000	C027	32536000	5.a.
b. Structured financial products:									
(1) Cash	G336	0	G337	0	G338	12172000	G339	12149000	5.b.(1)
(2) Synthetic	G340	0	G341	0	G342	0	G343	0	5.b.(2)
(3) Hybrid	G344	0	G345	0	G346	0	G347	0	5.b.(3)
6. Other debt securities:									
a. Other domestic debt securities.....	1737	0	1738	0	1739	12441000	1741	12744000	6.a.
b. Foreign debt securities.....	1742	0	1743	0	1744	73105000	1746	73767000	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	2518000	A511	2699000	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	25000	1771	27000	1772	354404000	1773	357715000	

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

MEMORANDA

		Dollar Amounts in Thousands								
1. Pledged securities ¹		BHCK								M.1.
2. Remaining maturity or next repricing date of debt securities ^{2,3} (Schedule HC-B, items 1 through 6.b in columns A and D above):										
a. 1 year and less		0383						35185000		M.2.a.
b. Over 1 year to 5 years		0384						97446000		M.2.b.
c. Over 5 years		0387						222410000		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						
	BHCK		BHCK		BHCK		BHCK						
<i>Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.⁴</i>													
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):													
a. Credit card receivables.....	B838		0	B839		0	B840		25266000	B841		25742000	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		1232000	B849		1237000	M.5.c.
d. Other consumer loans.....	B850		0	B851		0	B852		2617000	B853		2679000	M.5.d.
e. Commercial and industrial loans	B854		0	B855		0	B856		0	B857		0	M.5.e.
f. Other	B858		0	B859		0	B860		2870000	B861		2878000	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):													
a. Trust preferred securities issued by financial institutions	G348		0	G349		0	G350		0	G351		0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352		0	G353		0	G354		0	G355		0	M.6.b.

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.
 4. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

Schedule HC-B—Continued

MEMORANDA—Continued

		Held-to-Maturity				Available-for-Sale				
		(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
Dollar Amounts in Thousands		BHCK		BHCK		BHCK		BHCK		
6. c.	Corporate and similar loans	G356	0	G357	0	G358	12166000	G359	12144000	M.6.c.
d.	1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360	0	G361	0	G362	0	G363	0	M.6.d.
e.	1-4 family residential MBS not issued or guaranteed by GSEs	G364	0	G365	0	G366	0	G367	0	M.6.e.
f.	Diversified (mixed) pools of structured financial products	G368	0	G369	0	G370	0	G371	0	M.6.f.
g.	Other collateral or reference assets	G372	0	G373	0	G374	6000	G375	5000	M.6.g.

Schedule HC-C—Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) In Domestic Offices			
	BHCK			BHDM			
1. Loans secured by real estate	1410		334932000				1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1-4 family residential construction loans				F158		1335000	1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159		6100000	1.a.(2)
b. Secured by farmland				BHDM			
c. Secured by 1-4 family residential properties:				1420		142000	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:				1797		105069000	1.c.(1)
(a) Secured by first liens							
(b) Secured by junior liens				5367		152292000	1.c.(2)(a)
d. Secured by multifamily (5 or more) residential properties.....				5368		12836000	1.c.(2)(b)
e. Secured by nonfarm nonresidential properties:				1460		33452000	1.d.
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....				BHCK			
(2) Loans secured by other nonfarm nonresidential properties.....				F160		10992000	1.e.(1)
2. Loans to depository institutions and acceptances of other banks.....				F161		11560000	1.e.(2)
a. To U.S. banks and other U.S. depository institutions	1292		103000	BHDM			
b. To foreign banks	1296		8537000	1288		1952000	2.
3. Loans to finance agricultural production and other loans to farmers	1590		377000				2.a.
4. Commercial and industrial loans							2.b.
a. To U.S. addressees (domicile)	1763		81424000	1590		349000	3.
b. To non-U.S. addressees (domicile)	1764		31392000				4.
5. Not applicable							4.a.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)							4.b.
a. Credit cards	B538		68133000				
b. Other revolving credit plans.....	B539		2139000				
c. Other consumer loans (includes single payment, installment, and all student loans).....	2011		59272000	1975		126915000	6.
7. Loans to foreign governments and official institutions (including foreign central banks).....							6.a.
8. Not applicable							6.b.
9. a. Loans for purchasing and carrying securities (secured and unsecured)							6.c.
b. All other loans.....	1545		19349000	2081		28000	7.
10. Lease financing receivables (net of unearned income).....	1564		41276000				
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)							
b. All other leases.....	F162		32000				
11. LESS: Any unearned income on loans reflected in items 1-9 above	F163		2466000				
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).....	2123		0	2123		0	11.
	2122		650815000	2122		595185000	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. Loans secured by 1–4 family residential properties in domestic offices.....	F576		7052000	M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	BHCK		626000	M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above.....	BHCK		10072000	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837		1790000	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		3805000	M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>				
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):				
a. Outstanding balance	C779		103705000	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9.....	C780		81396000	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		37576000	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 December 31, 2008, 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		8793000	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		1955000	M.6.c.
7.–8. Not applicable.				
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).....	BHDM			
	F577		18779000	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) Consolidated			(Column B) Domestic Offices		
	BHCK			BHDM		
10. Loans measured at fair value:						
a. Loans secured by real estate	F608		0			
(1) Construction, land development, and other land loans.....				F578		0
(2) Secured by farmland (including farm residential and other improvements)				F579		0
(3) Secured by 1-4 family residential properties:						
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....				F580		0
(b) Closed-end loans secured by 1-4 family residential properties:						
(i) Secured by first liens.....				F581		0
(ii) Secured by junior liens.....				F582		0
(4) Secured by multifamily (5 or more) residential properties.....				F583		0
(5) Secured by nonfarm nonresidential properties				F584		0
b. Commercial and industrial loans	F585		937000	F585		346000
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
(1) Credit cards.....	F586		0	F586		0
(2) Other revolving credit plans	F587		0	F587		0
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F588		0	F588		0
d. Other loans	F589		214000	F589		207000
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):						
a. Loans secured by real estate	F609		0			
(1) Construction, land development, and other land loans.....				F590		0
(2) Secured by farmland (including farm residential and other improvements)				F591		0
(3) Secured by 1-4 family residential properties:						
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....				F592		0
(b) Closed-end loans secured by 1-4 family residential properties:						
(i) Secured by first liens.....				F593		0
(ii) Secured by junior liens.....				F594		0
(4) Secured by multifamily (5 or more) residential properties.....				F595		0
(5) Secured by nonfarm nonresidential properties				F596		0
b. Commercial and industrial loans	F597		1958000	F597		1123000
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
(1) Credit cards.....	F598		0	F598		0
(2) Other revolving credit plans	F599		0	F599		0
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F600		0	F600		0
d. Other loans	F601		375000	F601		365000

Schedule HC-C—Continued

MEMORANDA—Continued

	(Column A) Fair value of acquired loans and leases at acquisition date				(Column B) Gross contractual amounts receivable at acquisition				(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected				
	BHCK				BHCK				BHCK				
Dollar Amounts in Thousands													
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:													
a. Loans secured by real estate	G091			0	G092			0	G093			0	M.12.a.
b. Commercial and industrial loans	G094			0	G095			0	G096			0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097			0	G098			0	G099			0	M.12.c.
d. All other loans and all leases	G100			0	G101			0	G102			0	M.12.d.
Dollar Amounts in Thousands													
13. Not applicable.													
14. Pledged loans and leases	G378			288966000									M.14.

Schedule HC-D—Trading Assets and Liabilities

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

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCM			BHCK			
ASSETS							
1. U.S. Treasury securities	3531	15813000		3531	14615000		1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532	7446000		3532	7408000		2.
3. Securities issued by states and political subdivisions in the U.S.	3533	7652000		3533	7451000		3.
4. Mortgage-backed securities (MBS):							
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK G379	33973000		BHDM G379	33971000		4.a.
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	G380	6952000		G380	6942000		4.b.
c. All other residential mortgage-backed securities	G381	3399000		G381	2320000		4.c.
d. Commercial MBS	G382	3107000		G382	1742000		4.d.
5. Other debt securities							
a. Structured financial products:							
(1) Cash	G383	5048000		G383	596000		5.a.(1)
(2) Synthetic	G384	1957000		G384	40000		5.a.(2)
(3) Hybrid	G385	0		G385	0		5.a.(3)
b. All other debt securities	G386	119344000		G386	17681000		5.b.
6. Loans:							
a. Loans secured by real estate	F610	23426000					6.a.
(1) Construction, land development, and other land loans.....				F604	1000		6.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....				F605	0		6.a.(2)
(3) Secured by 1–4 family residential properties:							
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....				F606	0		6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:							
(i) Secured by first liens.....				F607	15397000		6.a.(3)(b)(i)
(ii) Secured by junior liens.....				F611	0		6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....				F612	2000		6.a.(4)
(5) Secured by nonfarm nonresidential properties				F613	1734000		6.a.(5)
b. Commercial and industrial loans	F614	6131000		F614	2704000		6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards.....	F615	0		F615	0		6.c.(1)
(2) Other revolving credit plans	F616	0		F616	0		6.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F617	0		F617	0		6.c.(3)
d. Other loans	F618	1991000		F618	247000		6.d.
7.–8. Not applicable							
	BHCM			BHCK			
9. Other trading assets.....	3541	94679000		3541	14153000		9.
10. Not applicable							
11. Derivatives with a positive fair value	3543	80201000		3543	30705000		11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct 3545	411119000		BHDM 3545	157709000		12.

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCK			BHDM			
LIABILITIES							
13. a. Liability for short positions:							
(1) Equity securities	G209	9425000		G209	1039000		13.a.(1)
(2) Debt securities	G210	55036000		G210	22319000		13.a.(2)
(3) All other assets	G211	53000		G211	53000		13.a.(3)
b. All other trading liabilities.....	F624	432000		F624	432000		13.b.
14. Derivatives with a negative fair value.....	3547	60108000		3547	15983000		14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct						
	3548	125054000		3548	39826000		15.

MEMORANDA

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCK			BHDM			
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)							
a. Loans secured by real estate	F790	26461000					M.1.a.
(1) Construction, land development, and other land loans.....				F625	25000		M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)				F626	0		M.1.a.(2)
(3) Secured by 1-4 family residential properties:							
(a) Revolving, open-end land secured by 1-4 family residential properties and extended under lines of credit				F627	0		M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:							
(i) Secured by first liens.....				F628	17413000		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	25000		M.1.a.(4)
(5) Secured by nonfarm nonresidential properties				F631	2649000		M.1.a.(5)
b. Commercial and industrial loans	F632	12941000		F632	6922000		M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards.....	F633	0		F633	0		M.1.c.(1)
(2) Other revolving credit plans	F634	0		F634	0		M.1.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F635	0		F635	0		M.1.c.(3)
d. Other loans.....	F636	3044000		F636	493000		M.1.d.
2. Loans measured at fair value that are past due 90 days or more:							
a. Fair value.....	F639	0		F639	0		M.2.a.
b. Unpaid principal balance	F640	0		F640	0		M.2.b.
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):							
a. Trust preferred securities issued by financial institutions	G299	0		G299	0		M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332	0		G332	0		M.3.b.
c. Corporate and similar loans	G333	4679000		G333	526000		M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334	0		G334	0		M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs ..	G335	0		G335	0		M.3.e.
f. Diversified (mixed) pools of structured financial products	G651	177000		G651	70000		M.3.f.
g. Other collateral or reference assets	G652	2149000		G652	40000		M.3.g.

Schedule HC-D—Continued

MEMORANDA (continued)

	(Column A) Consolidated			(Column B) Domestic Offices		
	BHCK			BHDM		
Dollar Amounts in Thousands						
4. Pledged trading assets:						
a. Pledged securities.....	G387	76347000		G387	54392000	M.4.a.
b. Pledged loans.....	G388	0		G388	0	M.4.b.

	Dollar Amounts in Thousands			BHCK					
<i>Memoranda items 5 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>									
5. Asset-backed securities:									
a. Credit card receivables.....				F643	595000		M.5.a.		
b. Home equity lines.....				F644	12000		M.5.b.		
c. Automobile loans.....				F645	246000		M.5.c.		
d. Other consumer loans.....				F646	1277000		M.5.d.		
e. Commercial and industrial loans.....				F647	91000		M.5.e.		
f. Other.....				F648	178000		M.5.f.		
6. Retained beneficial interests in securitizations (first-loss or equity tranches).....				F651	48000		M.6.		
7. Equity securities:									
a. Readily determinable fair values.....				F652	78604000		M.7.a.		
b. Other.....				F653	1855000		M.7.b.		
8. Loans pending securitization.....				F654	16516000		M.8.		
9. a. (1) Gross fair value of commodity contracts.....				G212	36988000		M.9.a.(1)		
(2) Gross fair value of physical commodities held in inventory.....				G213	10036000		M.9.a.(2)		
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):									
(1) <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX</td><td>F655</td></tr></table>	BHTX	F655				F655	0		M.9.b.(1)
BHTX	F655								
(2) <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX</td><td>F656</td></tr></table>	BHTX	F656				F656	0		M.9.b.(2)
BHTX	F656								
(3) <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX</td><td>F657</td></tr></table>	BHTX	F657				F657	0		M.9.b.(3)
BHTX	F657								
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)									
a. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX</td><td>F658</td></tr></table>	BHTX	F658				F658	0		M.10.a.
BHTX	F658								
b. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX</td><td>F659</td></tr></table>	BHTX	F659				F659	0		M.10.b.
BHTX	F659								
c. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX</td><td>F660</td></tr></table>	BHTX	F660				F660	0		M.10.c.
BHTX	F660								

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. Demand deposits	2210		5780	2000	1.a.
b. NOW, ATS, and other transaction accounts	3187		1590	6000	1.b.
c. Money market deposit accounts and other savings accounts.....	2389		4373	72000	1.c.
d. Time deposits of less than \$100,000.....	6648		4147	5000	1.d.
e. Time deposits of \$100,000 or more.....	2604		9055	2000	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
BHOD					
a. Noninterest-bearing balances	3189			0	2.a.
b. NOW, ATS, and other transaction accounts	3187			0	2.b.
c. Money market deposit accounts and other savings accounts.....	2389			0	2.c.
d. Time deposits of less than \$100,000.....	6648			0	2.d.
e. Time deposits of \$100,000 or more.....	2604			0	2.e.

MEMORANDA

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243		140	1000	M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164		294	5000	M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242		830	6000	M.3.
BHFN					
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		976	4000	M.4.

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

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable ¹	B556		658	4000	1.
2. Net deferred tax assets ²	2148		1258	7000	2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans.....	A519			0	3.a.
b. Other financial assets.....	A520		53	000	3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		726	8000	4.
5. Life insurance assets	C009		1582	1000	5.
6. Other	2168		1019	74000	6.
bhct					
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		1442	87000	7.

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

Schedule HC-G—Other Liabilities

	Dollar Amounts in Thousands			
	BHCK			
1. Not applicable				
2. Net deferred tax liabilities ¹	3049		0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557		939000	3.
4. Other.....	B984		161113000	4.
	bhct			
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750		162052000	5.

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

Schedule HC-H—Interest Sensitivity¹

	Dollar Amounts in Thousands			
	BHCK			
1. Earning assets that are repriceable within one year or mature within one year.....	3197		844235000	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		411947000	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....	3298		111992000	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		1713000	5.

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

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

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

I. Property and Casualty Underwriting

Dollar Amounts in Thousands		BHCK			
ASSETS					
1. Reinsurance recoverables		B988		110000	1.
2. Total assets		C244		2012000	2.
LIABILITIES					
3. Claims and claims adjustment expense reserves		B990		999000	3.
4. Unearned premiums.....		B991		103000	4.
5. Total equity		C245		868000	5.
6. Net income		C246		21000	6.

II. Life and Health Underwriting

		BHCK			
ASSETS					
1. Reinsurance recoverables		C247		0	1.
2. Separate account assets.....		B992		6964000	2.
3. Total assets		C248		7247000	3.
LIABILITIES					
4. Policyholder benefits and contractholder funds		B994		5000	4.
5. Separate account liabilities		B996		6964000	5.
6. Total equity		C249		275000	6.
7. Net income		C250		-56000	7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
ASSETS					
1. Securities		3515		364963000	1.
2. Federal funds sold and securities purchased under agreements to resell.....		3365		282300000	2.
3. Loans and leases		3516		659755000	3.
BHDM					
a. Loans secured by 1–4 family residential properties in domestic offices.....		3465		274711000	3.a.
b. All other loans secured by real estate in domestic offices.....		3466		62837000	3.b.
c. All other loans in domestic offices.....		F724		263005000	3.c.
BHCK					
4. a. Trading assets		3401		417757000	4.a.
b. Other earning assets.....		B985		67363000	4.b.
5. Total consolidated assets		3368		1990059000	5.
LIABILITIES					
6. Interest-bearing deposits (domestic).....		3517		418294000	6.
7. Interest-bearing deposits (foreign)		3404		248975000	7.
8. Federal funds purchased and securities sold under agreements to repurchase		3353		283263000	8.
9. All other borrowed money		2635		325679000	9.
10. Not applicable					
EQUITY CAPITAL					
11. Total equity capital (excludes limited-life preferred stock)		3519		159860000	11.

(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		58357000	1.a.	
b. Credit card lines	3815		571321000	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		1798000	1.c.(1)	
(a) 1–4 family residential construction loan commitments	F164		236000	1.c.(1)(a)	
(b) Commercial real estate, other construction loan, and land development loan commitments	F165		1562000	1.c.(1)(b)	
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550		3432000	1.c.(2)	
d. Securities underwriting	3817		0	1.d.	
e. Other unused commitments	3818		232724000	1.e.	
2. Financial standby letters of credit and foreign office guarantees	6566		111036000	2.	
Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹					
a. Amount of financial standby letters of credit conveyed to others	3820		21099000	2.a.	
3. Performance standby letters of credit and foreign office guarantees	6570		10238000	3.	
Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹					
a. Amount of performance standby letters of credit conveyed to others	3822		4144000	3.a.	
4. Commercial and similar letters of credit	3411		5643000	4.	
5. Not applicable					
6. Securities lent	3433		187734000	6.	
7. Credit derivatives:					
a. Notional amounts:					
(1) Credit default swaps	C968	2937442000	C969	3006108000	7.a.(1)
(2) Total return swaps	C970	1110000	C971	15034000	7.a.(2)
(3) Credit options	C972	8536000	C973	7945000	7.a.(3)
(4) Other credit derivatives	C974	929000	C975	16784000	7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value	C219	53656000	C221	117208000	7.b.(1)
(2) Gross negative fair value	C220	107017000	C222	57773000	7.b.(2)
c. Notional amounts by regulatory capital treatment:					
(1) Positions covered under the Market Risk Rule:					
(a) Sold protection	G401		2947846000	7.c.(1)(a)	
(b) Purchased protection	G402		3014582000	7.c.(1)(b)	
(2) All other positions:					
(a) Sold protection	G403		171000	7.c.(2)(a)	
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404		31289000	7.c.(2)(b)	
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405		0	7.c.(2)(c)	

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

(Report only transactions with nonrelated institutions)

Schedule HC-L—Continued

		Remaining Maturity of:								
		(Column A) One year or less			(Column B) Over One Year Through Five Years			(Column C) Over Five Years		
Dollar Amounts in Thousands		BHCK			BHCK			BHCK		
7. d. Notional amounts by remaining maturity:										
(1) Sold credit protection:										
(a) Investment grade										
	G406		215580000	G407		1140088000	G408		366015000	7.d.(1)(a)
	G409		150036000	G410		806038000	G411		270258000	7.d.(1)(b)
(2) Purchased credit protection:										
(a) Investment grade										
	G412		219449000	G413		1124835000	G414		410426000	7.d.(2)(a)
	G415		169638000	G416		833120000	G417		288403000	7.d.(2)(b)
8. Spot foreign exchange contracts.....										
		BHCK								
		8765				61128000				8.
9. All other off-balance sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)										
		3430				235429000				9.
a.	Securities borrowed.....	3432				86224000				9.a.
b.	Commitments to purchase when-issued securities.....	3434				0				9.b.
c.	Commitments to sell when-issued securities	3435				0				9.c.
d.	TEXT 6561									
		6561				66514000				9.d.
e.	TEXT 6562 FORWARD REPO AGREEMENTS									
		6562				0				9.e.
f.	TEXT 6568									
		6568				0				9.f.
g.	TEXT 6586									
		6586				0				9.g.
10. Not applicable										

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
	BHCK 8693	BHCK 8694	BHCK 8695	BHCK 8696	
a. Futures contracts.....	1099859000	20426000	26757000	55610000	11.a.
	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	
b. Forward contracts.....	5885926000	3496362000	18275000	49389000	11.b.
c. Exchange-traded option contracts:					
	BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704	
(1) Written options.....	765880000	703000	197727000	88867000	11.c.(1)
	BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708	
(2) Purchased options.....	731457000	2592000	198772000	77202000	11.c.(2)
d. Over-the-counter option contracts:					
	BHCK 8709	BHCK 8710	BHCK 8711	BHCK8712	
(1) Written options.....	3787432000	684226000	304035000	112631000	11.d.(1)
	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	
(2) Purchased options.....	3852457000	696726000	250875000	128210000	11.d.(2)
e. Swaps.....	47663254000	2216817000	80795000	177844000	11.e.
12. Total gross notional amount of derivative contracts held for trading.....					
	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	
	63696885000	7073853000	1077236000	688053000	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading.....					
	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	
	89380000	43999000	0	1700000	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.....	1148901000	141790000	57871000	36988000	14.a.(1)
	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	
(2) Gross negative fair value....	1121978000	137865000	58494000	35082000	14.a.(2)
b. Contracts held for purposes other than trading:					
	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	
(1) Gross positive fair value.....	6568000	2497000	0	39000	14.b.(1)
	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	
(2) Gross negative fair value....	427000	353000	0	194000	14.b.(2)

Schedule HC-L—Continued

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

	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties				
	BHCK				BHCK				BHCK				BHCK				BHCK				
Dollar Amounts in Thousands																					
15. Over-the counter derivatives:																					
a. Net current credit exposure	G418		81755000		G419		330000		G420		2564000		G421		4292000		G422		57438000		15.a.
b. Fair value of collateral:																					
(1) Cash—U.S. dollar	G423		19810000		G424		1000		G425		9487000		G426		1000		G427		3466000		15.b.(1)
(2) Cash—Other currencies	G428		49653000		G429		0		G430		358000		G431		0		G432		2803000		15.b.(2)
(3) U.S. Treasury securities	G433		0		G434		0		G435		0		G436		0		G437		0		15.b.(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities	G438		820000		G439		0		G440		184000		G441		0		G442		2202000		15.b.(4)
(5) Corporate bonds	G443		0		G444		0		G445		0		G446		0		G447		0		15.b.(5)
(6) Equity securities	G448		0		G449		0		G450		0		G451		0		G452		731000		15.b.(6)
(7) All other collateral	G453		5182000		G454		0		G455		105000		G456		0		G457		3043000		15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458		75465000		G459		1000		G460		10134000		G461		1000		G462		12245000		15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2008.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands

	BHCK			
1. Total number of bank holding company common shares outstanding.....	NUMBER (UNROUNDED)			
	3459	3941959112		
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	56495000		
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	55571000		
4. Other assets acquired in satisfaction of debts previously contracted	6557	361000		
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....	A288	121244000		
6. Not applicable				
7. Not applicable				
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no).....	BHCK		C251	0
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
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 question is no, complete the FR Y-10.....	BHCK		6416	1

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	15531000		
(1) Estimated fair value of mortgage servicing assets.....	6438	15531000		
b. Purchased credit card relationships and nonmortgage servicing assets	B026	1254000		
c. All other identifiable intangible assets	5507	3367000		
	bhct			
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	0426	20152000		
13. Other real estate owned	2150	2127000		
14. Other borrowed money:	BHCK			
a. Commercial paper.....	2309	41794000		
b. Other borrowed money with a remaining maturity of one year or less.....	2332	91488000		
c. Other borrowed money with a remaining maturity of more than one year	2333	188994000		
	bhct			
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	3190	322276000		
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
16. Assets under management in proprietary mutual funds and annuities	BHCK		B570	757815000

Schedule HC-M—Continued

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

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

BHCK	
C161	1

17.

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

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

BHCK	
C159	1

18.

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

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

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

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

BHCK	
C700	

19.a.

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

C701	
------	--

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	320313000		20.a.
b. Balances due from related institutions:				
(1) Due from the bank holding company (parent company only), gross.....	4832	0		20.b.(1)
(2) Due from subsidiary banks of the bank holding company, gross.....	4833	35603000		20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834	3996000		20.b.(3)
c. Balances due to related institutions:				
(1) Due to bank holding company (parent company only), gross.....	5041	21000000		20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross.....	5043	68104000		20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045	18526000		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	11530000		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	524000		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](http://INVESTOR.SHAREHOLDER.COM) } JPMORGANCHASE } _____ 22.

Memoranda items 23 and 24 are 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	53886000		23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:					
a.	Senior perpetual preferred stock or similar items	G234		0	24.a.
b.	Warrants to purchase common stock or similar items	G235	1250000		24.b.

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual		
	BHCK			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	72000		F174	79000		F176	256000	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	202000		F175	101000		F177	557000	1.a.(2)
b. Secured by farmland in domestic offices	3493	8000		3494	0		3495	4000	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	1901000		5399	1450000		5400	1052000	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:									
(a) Secured by first liens	C236	6855000		C237	16209000		C229	17034000	1.c.(2)(a)
(b) Secured by junior liens	C238	498000		C239	153000		C230	350000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	228000		3500	5000		3501	1111000	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:									
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178	96000		F180	0		F182	361000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	129000		F181	6000		F183	413000	1.e.(2)
f. In foreign offices	B572	1000		B573	0		B574	0	1.f.
2. Loans to depository institutions and acceptances of other banks:									
a. U.S. banks and other U.S. depository institutions	5377	0		5378	0		5379	0	2.a.
b. Foreign banks	5380	0		5381	0		5382	14000	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594	18000		1597	0		1583	11000	3.
4. Commercial and industrial loans	1606	1246000		1607	624000		1608	4030000	4.
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards	B575	2267000		B576	3024000		B577	3000	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578	1209000		B579	593000		B580	237000	5.b.
6. Loans to foreign governments and official institutions	5389	0		5390	0		5391	0	6.
7. All other loans	5459	360000		5460	76000		5461	1281000	7.
8. Lease financing receivables:									
a. Leases to individuals for household, family, and other personal expenditures	F166	0		F167	0		F168	0	8.a.
b. All other leases	F169	7000		F170	0		F171	14000	8.b.

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

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual			
	BHCK			BHCK			BHCK			
Dollar Amounts in Thousands										
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505		0	3506		0	3507		529000	9.
10. TOTAL (sum of items 1 through 9)	5524		15097000	5525		22320000	5526		27257000	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (including loans and leases covered by FDIC loss-sharing agreements)	5612		1190000	5613		614000	5614		8992000	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	5615		761000	5616		601000	5617		71000	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	C866		419000	C867		0	C868		8921000	11.b.

MEMORANDA

	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual			
	BHCK			BHCK			BHCK			
Dollar Amounts in Thousands										
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1)										
a. Loans secured by 1-4 family residential properties in domestic offices.....	F661		1235000	F662		2539000	F663		984000	M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	1658		1000	1659		1000	1661		508000	M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558		105000	6559		1000	6560		264000	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		187000	1912		130000	1913		1058000	M.3.
4. Not applicable										
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)										
a. Loans and leases held for sale.....	C240		3000	C241		0	C226		234000	M.5.a.
b. Loans measured at fair value:										
(1) Fair value	F664		0	F665		0	F666		111000	M.5.b.(1)
(2) Unpaid principal balance.....	F667		0	F668		0	F669		924000	M.5.b.(2)

Schedule HC-N—Continued

MEMORANDA—Continued

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

Dollar Amounts in Thousands	BHCK				BHCK			
6. Derivative 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		10296000	M.7.
8. Nonaccrual assets sold during the quarter.....	C411		790000	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 assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale in domestic offices exceed \$10 million for two consecutive quarters.

		Dollar Amounts in Thousands			
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: ²		BHCK			
a.	Closed-end first liens.....	F066	11806000		1.a.
b.	Closed-end junior liens.....	F067	0		1.b.
c. Open-end loans extended under lines of credit:		BHDM			
(1)	Total commitment under the lines of credit	F670	0		1.c.(1)
(2)	Principal amount funded under the lines of credit.....	F671	0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: ²		BHCK			
a.	Closed-end first liens.....	F068	22490000		2.a.
b.	Closed-end junior liens.....	F069	0		2.b.
c. Open-end loans extended under lines of credit:		BHDM			
(1)	Total commitment under the lines of credit	F672	0		2.c.(1)
(2)	Principal amount funded under the lines of credit.....	F673	0		2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:		BHCK			
a.	Closed-end first liens.....	F070	34462000		3.a.
b.	Closed-end junior liens.....	F071	0		3.b.
c. Open-end loans extended under lines of credit:		BHDM			
(1)	Total commitment under the lines of credit	F674	0		3.c.(1)
(2)	Principal amount funded under the lines of credit.....	F675	0		3.c.(2)
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):		BHCK			
a.	Closed-end first liens.....	F072	458000		4.a.
b.	Closed-end junior liens.....	F073	0		4.b.
c. Open-end loans extended under lines of credit:		BHDM			
(1)	Total commitment under the lines of credit	F676	0		4.c.(1)
(2)	Principal amount funded under the lines of credit.....	F677	0		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):		BHCK			
a.	Closed-end 1-4 family residential mortgage loans	F184	24000		5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit		BHDM			
		F560	0		5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:					
a.	Closed-end first liens.....	F678	2735000		6.a.
b.	Closed-end junior liens.....	F679	0		6.b.
c. Open-end loans extended under lines of credit:					
(1)	Total commitment under the lines of credit	F680	0		6.c.(1)
(2)	Principal amount funded under the lines of credit.....	F681	0		6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of **June 30, 2008**.
 2. Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

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

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

		(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements			
Dollar Amounts in Thousands																					
ASSETS																					
bncy																					
1.	Available-for-sale securities	1773	357715000	G474	0	G475	167335000	G476	177187000	G477	13193000										
2. Federal funds sold and securities purchased under agreements to resell		BHCK																			
2.		G478	27568000	G479	0	G480	0	G481	27568000	G482	0										
3.	3. Loans and leases held for sale	G483	80000	G484	0	G485	0	G486	56000	G487	24000										
4.	4. Loans and leases held for investment	G488	1071000	G489	0	G490	0	G491	318000	G492	753000										
5. Trading assets:		bhct																			
5.a.	a. Derivative assets	3543	80201000	G493	1485308000	G494	2344000	G495	1516481000	G496	46684000										
b. Other trading assets		BHCK																			
5.b.	(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above).....	F240	0	F684	0	F692	0	F241	0	F242	0										
6.	6. All other assets	G391	42580000	G392	0	G395	7405000	G396	3347000	G804	31828000										
7.	7. Total assets measured at fair value on a recurring basis	G502	840133000	G503	1485308000	G504	334065000	G505	1863728000	G506	127648000										
LIABILITIES																					
8.	8. Deposits	F252	4455000	F686	0	F694	0	F253	3979000	F254	476000										
9.	9. Federal funds purchased and securities sold under agreements to repurchase	G507	3396000	G508	0	G509	0	G510	3396000	G511	0										
10. Trading liabilities:		bhct																			
10.a.	a. Derivative liabilities	3547	60108000	G512	1459058000	G513	2038000	G514	1481796000	G515	35332000										
b. Other trading liabilities		BHCK																			
10.b.		G516	64946000	G517	0	G518	50577000	G519	14359000	G520	10000										
11.	11. Other borrowed money	G521	55894000	G522	0	G523	0	G524	36440000	G525	19454000										
12.	12. Subordinated notes and debentures	G526	125000	G527	0	G528	0	G529	125000	G530	0										
13.	13. All other liabilities	G805	374000	G806	0	G807	0	G808	19000	G809	355000										
14.	14. Total liabilities measured at fair value on a recurring basis	G531	189298000	G532	1459058000	G533	52615000	G534	1540114000	G535	55627000										

Schedule HC-Q—Continued

	(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																				
Memoranda																				
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):																				
a. Mortgage servicing assets	G536		15531000	G537			0	G538			0	G539			0	G540			15531000	M.1.a.
b. Nontrading derivative assets	G541		0	G542			0	G543			0	G544			0	G545			0	M.1.b.
c. <small>BHTX G546</small>	G546		0	G547			0	G548			0	G549			0	G550			0	M.1.c.
d. <small>BHTX G551</small>	G551		0	G552			0	G553			0	G554			0	G555			0	M.1.d.
e. <small>BHTX G556</small>	G556		0	G557			0	G558			0	G559			0	G560			0	M.1.e.
f. <small>BHTX G561</small>	G561		0	G562			0	G563			0	G564			0	G565			0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):																				
a. Loan commitments (not accounted for as derivatives)	F261		0	F689			0	F697			0	F262			0	F263			0	M.2.a.
b. Nontrading derivative liabilities	G566		0	G567			0	G568			0	G569			0	G570			0	M.2.b.
c. <small>BHTX G571</small> ACCOUNTS PAYABLE AND OTHER LIABILITIES	G571		357000	G572			0	G573			0	G574		2000	G575			355000		M.2.c.
d. <small>BHTX G576</small>	G576		0	G577			0	G578			0	G579			0	G580			0	M.2.d.
e. <small>BHTX G581</small>	G581		0	G582			0	G583			0	G584			0	G585			0	M.2.e.
f. <small>BHTX G586</small>	G586		0	G587			0	G588			0	G589			0	G590			0	M.2.f.

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

	BHCX				
Tier 1 capital					
1. Total bank holding company equity capital (from Schedule HC, item 27.a).....	3210		165365000		1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities¹ (if a gain, report as a positive value; if a loss, report as a negative value).....					
	BHCK				
	8434		2032000		2.
3. LESS: Net unrealized loss on available-for-sale equity securities¹ (report loss as a positive value).....					
	A221		0		3.
4. LESS: Accumulated net gains (losses) on cash flow hedges¹ (if a gain, report as a positive value; if a loss, report as a negative value).....					
	4336		-2107000		4.
5. LESS: Nonqualifying perpetual preferred stock.....					
	B588		0		5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries.....					
	G214		2000		6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock)².....					
	G215		19533000		6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies.....					
	G216		0		6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets.....					
	B590		49185000		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		912000		7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b).....					
	C227		134878000		8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships.....					
	B591		1105000		9.a.
b. LESS: Disallowed deferred tax assets.....					
	5610		0		9.b.
10. Other additions to (deductions from) Tier 1 capital.....					
	B592		-802000		10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b).....					
	8274		132971000		11.
Tier 2 capital					
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.					
	G217		28977000		12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital.....					
	G218		0		13.
14. Allowance for loan and lease losses includible in Tier 2 capital.....					
	5310		15296000		14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....					
	2221		81000		15.
16. Other Tier 2 capital components.....					
	B594		-252000		16.
17. Tier 2 capital (sum of items 12 through 16).....					
	5311		44102000		17.
18. Allowable Tier 2 capital (lesser of item 11 or 17).....					
	8275		44102000		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		177073000		21.
Total assets for leverage ratio					
	bhct				
22. Average total assets (from Schedule HC-K, item 5).....					
	3368		1990059000		22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above).....					
	B590		49185000		23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....					
	B591		1105000		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		6002000		26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26).....					
	A224		1933767000		27.
28.–30. Not applicable					
Capital ratios					
	BHCK		Percentage		
31. Tier 1 leverage ratio (item 11 divided by item 27).....					
	7204		6.88 %		31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62).....					
	7206		11.10 %		32.
33. Total risk-based capital ratio (item 21 divided by item 62).....					
	7205		14.78 %		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, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.

Schedule HC-R—Continued

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

													C000										
													Allocation by Risk Weight Category										
													(Column C) 0%		(Column D) 20%		(Column E) 50%		(Column F) 100%				
Dollar Amounts in Thousands																							
Balance Sheet Asset Categories																							
													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)).....													0		60868000		31677000				1016000		34.
BHCK 0010																							
bhcx 1754																							
35. Held-to-maturity securities													0		0		25000		0		0		35.
bhcx 1773																							
36. Available-for-sale securities													18341000		116566000		201972000		5939000		14897000		36.
37. Federal funds sold and securities purchased under agreements to resell.....															268191000		38668000				8175000		37.
BHCK C225																							
bhct 5369																							
38. Loans and leases held for sale													0		0		1772000		450000		2734000		38.
bhct B528																							
39. Loans and leases, net of unearned income													2214000		13577000		45405000		163333000		421330000		39.
bhcx 3123																							
40. LESS: Allowance for loan and lease losses													31602000										40.
bhcx 3545																							
41. Trading assets.....													411119000		0		0		0		0		41.
BHCK B639																							
42. All other assets ¹													71308000		28379000		20144000		321000		115170000		42.
bhct 2170																							
43. Total assets (sum of items 34 through 42)													471380000		487581000		339663000		170043000		563322000		43.
2031989000																							

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

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹	(Column C)	(Column D)	(Column E)	(Column F)				
				Allocation by Risk Weight Category							
				0%	20%	50%	100%				
Dollar Amounts in Thousands											
Derivatives and Off-Balance Sheet Items	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9				
44. Financial standby letters of credit.....	111568000	1.00 or 12.5 ²	111568000	8815000	30931000	3946000	67876000	44.			
45. Performance standby letters of credit	bhct 6570										
	10238000	.50	5119000	112000	2180000	10000	2817000	45.			
46. Commercial and similar letters of credit	bhct 3411										
	5643000	.20	1128600	297600	397000	0	434000	46.			
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429										
	0	1.00	0	0	0		0	47.			
	bhct 3433										
48. Securities lent.....	187734000	1.00	187734000	134803000	43299000	0	9632000	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										
	1477000	12.5 ³	9992000				9992000	50.			
51. All other financial assets sold with recourse	BHCK B675										
	93668000	1.00	93668000	0	1073000	2091000	90504000	51.			
52. All other off-balance sheet liabilities.....	BHCK B681										
	86752000	1.00	86752000	83597000	2538000	0	617000	52.			
53. Unused commitments:											
a. With an original maturity exceeding one year	BHCK 6572										
	132468000	.50	66234000	443000	13413000	1684000	50694000	53.a.			
b. With an original maturity of one year or less to asset-backed commercial paper conduits.....	BHCK G591										
	28378000	.10	2837800	0	640800	18000	2179000	53.b.			
54. Derivative contracts.....			BHCE A167								
			348329000	6435000	203434000	138460000		54.			

1. Column A multiplied by credit conversion factor.

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

3. Or institution-specific factor.

Schedule HC-R—Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
Allocation by Risk Weight Category					
	0%	20%	50%	100%	
Dollar Amounts in Thousands					
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....	BHCK B696 722083600	BHCK B697 637568800	BHCK B698 316252000	BHCK B699 798067000	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 127513760	BHCK B702 158126000	BHCK B703 798067000	57.
58. Market risk equivalent assets.....				BHCK 1651 131544000	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 1215250760	59.
60. LESS: Excess allowance for loan and lease losses.....				BHCK A222 17245000	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 1198005760	62.

Schedule HC-R—Continued

MEMORANDA

		Dollar Amounts in Thousands												
		BHCK												
1.	Current credit exposure across all derivative contracts covered by the risk-based capital standards	8764						146380000						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				
		Dollar Amounts in Thousands												
		BHCK						BHCK						
2.	Notional principal amounts of derivative contracts: ¹													
a.	Interest rate contracts	3809	34992236000		8766	11864501000		8767	8455822000				M.2.a.	
b.	Foreign exchange contracts	3812	4718042000		8769	831978000		8770	278486000				M.2.b.	
c.	Gold contracts	8771	57430000		8772	23329000		8773	1410000				M.2.c.	
d.	Other precious metals contracts	8774	6761000		8775	845000		8776	0				M.2.d.	
e.	Other commodity contracts	8777	109567000		8778	145888000		8779	10211000				M.2.e.	
f.	Equity derivative contracts	A000	201159000		A001	112571000		A002	36215000				M.2.f.	
g.	Credit derivative contracts:													
	Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:													
(1)	Investment grade	G597	216459000		G598	1115385000		G599	408336000				M.2.g.(1)	
(2)	Subinvestment grade	G600	157737000		G601	828601000		G602	288064000				M.2.g.(2)	
		Dollar Amounts in Thousands												
		BHCK												
3.	Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:													
a.	Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	5479			7800000									M.3.a.
b.	Not applicable.													
c.	Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b)	C498			0									M.3.c.
d.	Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)	A507			0									M.3.d.
4.	Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)	2771			0									M.4.
5.	Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):													
a.	In the form of perpetual preferred stock	5483			0									M.5.a.
b.	In the form of common stock	5484			7264000									M.5.b.

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

Schedule HC-R—Continued

MEMORANDA—Continued

		Dollar Amounts in Thousands				
6.	Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	BHCK				
		F031		92484000		M.6.
7.	Not applicable					
8.	Restricted core capital elements included in Tier 1 capital:					
a.	Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219		0		M.8.a
b.	Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220		360000		M.8.b.
c.	Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990		352000		M.8.c.
d.	Qualifying trust preferred securities² (included in Schedule HC, item 19.b)	C502		19174000		M.8.d.
9.	Goodwill net of any associated deferred tax liability	G221		46630000		M.9.
10.	Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	BHCK	Percentage			
		G222		14.37 %		M.10.
2.	Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.					

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

							C000						
							(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands													
Securitization Activities													
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....													
							BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711
							242988000	286000	84626000	579000	1472000	198000	47845000
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
							6000	0	11000	1000	50000	0	0
b. Subordinated securities and other residual interests													
							BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399
							490000	0	6924000	12000	24000	27000	964000
c. Standby letters of credit and other enhancements.....													
							BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406
							91000	0	91221000	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
							39000	0	0	0	0	0	0
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
							15141000	24000	1789000	4000	80000	0	607000
b. 90 days or more past due.....													
							BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746
							57681000	47000	2385000	1000	86000	0	1630000
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
							12065000	131000	8045000	26000	4000	0	193000
b. Recoveries													
							BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760
							10000	0	459000	11000	1000	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 16678000			BHCK B502 0		6.b.	
7. Past due loan amounts included in interests reported in item 6.a:									
a. 30-89 days past due		BHCK B764 0	BHCK B765 0			BHCK B766 0		7.a.	
b. 90 days or more past due		BHCK B767 0	BHCK B768 0			BHCK B769 0		7.b.	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):									
a. Charge-offs		BHCK B770 0	BHCK B771 0			BHCK B772 0		8.a.	
b. Recoveries		BHCK B773 0	BHCK B774 0			BHCK B775 0		8.b.	
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions									
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements		BHCK B776 568000	BHCK B777 2000	BHCK B778 1470000	BHCK B779 143000	BHCK B780 90000	BHCK B781 63000	BHCK B782 2811000	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures		BHCK B783 329000	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 79000	BHCK B789 105000	10.
Asset Sales									
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized		BHCK B790 32383000	BHCK B791 0	BHCK B792 0	BHCK B793 0	BHCK B794 0	BHCK B795 0	BHCK B796 8717000	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 2761000	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 304000	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
b. Amount of retained recourse on these obligations as of the report date	A250			0
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others) :				
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804			94504000
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805			971394000
c. Other financial assets ¹	A591			440727000
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	F699			48208000
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			7201000
(2) Conduits sponsored by other unrelated institutions	B807			10000
b. Unused commitments to provide liquidity to conduit structures:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808			44436000
(2) Conduits sponsored by other unrelated institutions	B809			2016000
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407			3744000

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 Amounts 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 Amounts in Thousands			BHCK			
1.	Amount of excess restricted core capital elements included in Schedule HC-R, item 10.							1.
		G914		0				
2.	5357							
		5357		0				2.
3.	5358							
		5358		0				3.
4.	5359							
		5359		0				4.
5.	5360							
		5360		0				5.
6.	B027							
		B027		0				6.

Notes to the Balance Sheet—Other, Continued

TEXT		Dollar Amounts in Thousands	BHCK			
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.