

Board of Governors of the Federal Reserve System



Consolidated Financial Statements for 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 C.F.R. § 225.5(b)) and Section 10 of the Home Owners Loan Act (12 U.S.C. § 1467a(b)).

This report form is to be filed by holding companies with total consolidated assets of \$500 million or more. In addition, 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 holding companies own or control, or are owned or controlled by, other 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 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 Holding Companies. The Consolidated Financial Statements for Holding Companies is to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).

Date of Report: _____
Month / Day / Year (BHCK 9999)

I, the undersigned CFO (or equivalent) of the named holding company, attest that the Consolidated Financial Statements for 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.

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

Legal Title of Holding Company (TEXT 9010)

Signature of Chief Financial Officer (or Equivalent)

(Mailing Address of the Holding Company) Street / PO Box (TEXT 9110)

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

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

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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RSSD ID _____
C.I. _____ S.F. _____

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

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 45.59 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

RSSD ID _____
S.F. _____

Report of Income for Holding Companies

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

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Interest income					
a. Interest and fee income on loans:					
(1) In domestic offices:					
(a) Loans secured by 1–4 family residential properties	4435				1.a.(1)(a)
(b) All other loans secured by real estate	4436				1.a.(1)(b)
(c) All other loans	F821				1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059				1.a.(2)
b. Income from lease financing receivables	4065				1.b.
c. Interest income on balances due from depository institutions ¹	4115				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				1.d.(1)
(2) Mortgage-backed securities	B489				1.d.(2)
(3) All other securities	4060				1.d.(3)
e. Interest income from trading assets	4069				1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020				1.f.
g. Other interest income	4518				1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107				1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more	A517				2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518				2.a.(1)(b)
(c) Other deposits	6761				2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172				2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180				2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185				2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397				2.d.
e. Other interest expense	4398				2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073				2.f.
3. Net interest income (item 1.h minus item 2.f)	4074				3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230				4.
5. Noninterest income:					
a. Income from fiduciary activities	4070				5.a.
b. Service charges on deposit accounts in domestic offices	4483				5.b.
c. Trading revenue ²	A220				5.c.
d. (1) Fees and commissions from securities brokerage	C886				5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888				5.d.(2)
(3) Fees and commissions from annuity sales	C887				5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386				5.d.(4)
(5) Income from other insurance activities	C387				5.d.(5)
e. Venture capital revenue	B491				5.e.
f. Net servicing fees	B492				5.f.
g. Net securitization income	B493				5.g.

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

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

Schedule HI—Continued

Dollar Amounts in Thousands		BHCK	Bil	Mil	Thou	
5. h. Not applicable						
i. Net gains (losses) on sales of loans and leases	8560					5.i.
j. Net gains (losses) on sales of other real estate owned	8561					5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496					5.k.
l. Other noninterest income ³	B497					5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079					5.m.
6. a. Realized gains (losses) on held-to-maturity securities						
b. Realized gains (losses) on available-for-sale securities	3521					6.a.
7. Noninterest expense:						
a. Salaries and employee benefits	3196					6.b.
7. Noninterest expense:						
a. Salaries and employee benefits	4135					7.a.
b. Expenses of premises and fixed assets (net of rental income (excluding salaries and employee benefits and mortgage interest)	4217					7.b.
c. (1) Goodwill impairment losses	C216					7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232					7.c.(2)
d. Other noninterest expense ⁴	4092					7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093					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)						
9. Applicable income taxes (foreign and domestic)	4301					8.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4302					9.
11. Extraordinary items and other adjustments, net of income taxes ⁵	4300					10.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	4320					11.
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)	G104					12.
14. Net income (loss) attributable to holding company (item 12 minus item 13)	G103					13.
	4340					14.

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

Memoranda

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

Schedule HI—Continued

Memoranda—Continued

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
6. g.	Bank card and credit card interchange fees	F555				M.6.g.
h.	Gains on bargain purchases	J447				M.6.h.
i.	TEXT 8562	8562				M.6.i.
j.	TEXT 8563	8563				M.6.j.
k.	TEXT 8564	8564				M.6.k.
7.	Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3 percent of the sum of Schedule HI, item 7.d):					
a.	Data processing expenses	C017				M.7.a.
b.	Advertising and marketing expenses	0497				M.7.b.
c.	Directors' fees	4136				M.7.c.
d.	Printing, stationery, and supplies	C018				M.7.d.
e.	Postage	8403				M.7.e.
f.	Legal fees and expenses	4141				M.7.f.
g.	FDIC deposit insurance assessments	4146				M.7.g.
h.	Accounting and auditing expenses	F556				M.7.h.
i.	Consulting and advisory expenses	F557				M.7. i.
j.	Automated teller machine (ATM) and interchange expenses	F558				M.7. j.
k.	Telecommunications expenses	F559				M.7.k.
l.	TEXT 8565	8565				M.7. l.
m.	TEXT 8566	8566				M.7.m.
n.	TEXT 8567	8567				M.7.n.
8.	Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):					
a. (1)	TEXT 3571	3571				M.8.a.(1)
	(2) Applicable income tax effect..... BHCK 3572					M.8.a.(2)
b. (1)	TEXT 3573	3573				M.8.b.(1)
	(2) Applicable income tax effect..... BHCK 3574					M.8.b.(2)
c. (1)	TEXT 3575	3575				M.8.c.(1)
	(2) Applicable income tax effect..... BHCK 3576					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.)					
<i>Memorandum items 9.a through 9.e are to be completed by 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:</i>						
a.	Interest rate exposures	8757				M.9.a.
b.	Foreign exchange exposures	8758				M.9.b.
c.	Equity security and index exposures	8759				M.9.c.
d.	Commodity and other exposures	8760				M.9.d.
e.	Credit exposures	F186				M.9.e.

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands				BHCK	Bil	Mil	Thou	
<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.¹</i>								
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....	K090							M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above).....	K094							M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:								
a. Net gains (losses) on credit derivatives held for trading.....	C889							M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading.....	C890							M.10.b.
11. Credit losses on derivatives (see instructions).....	A251							M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>								
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431							M.12.a.
b. (1) Premiums on insurance related to the extension of credit.....	C242							M.12.b.(1)
(2) All other insurance premiums.....	C243							M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities.....	B983							M.12.c.
13. Does the reporting 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.).....		0=No 1=Yes	BHCK A530					M.13.

Dollar Amounts in Thousands				BHCK	Bil	Mil	Thou	
<i>Memorandum item 14 is to be completed by 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							M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552							M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553							M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554							M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....	C409							M.15.
<i>Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>								
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							M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:								
a. Total other-than-temporary impairment losses.....	J319							M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes).....	J320							M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b).....	J321							M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HI-A—Changes in Holding Company Equity Capital

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Total holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217				1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507				2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508				3.
	BHCT				
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	4340				4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross	3577				5.a.
b. Conversion or retirement of perpetual preferred stock	3578				5.b.
6. Sale of common stock:					
a. Sale of common stock, gross	3579				6.a.
b. Conversion or retirement of common stock	3580				6.b.
7. Sale of treasury stock	4782				7.
8. LESS: Purchase of treasury stock	4783				8.
9. Changes incident to business combinations, net	4356				9.
10. LESS: Cash dividends declared on preferred stock	4598				10.
11. LESS: Cash dividends declared on common stock	4460				11.
12. Other comprehensive income ¹	B511				12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company	4591				13.
14. Other adjustments to equity capital (not included above)	3581				14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT				
	3210				15.

1. Includes, but is not limited to, 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

	(Column A) Charge-offs ¹				(Column B) Recoveries				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands									
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				C892				1.a.(1)
(2) Other construction loans and all land development and other land loans	C893				C894				1.a.(2)
b. Secured by farmland in domestic offices	3584				3585				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				5412				1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:									
(a) Secured by first liens	C234				C217				1.c.(2)(a)
(b) Secured by junior liens	C235				C218				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588				3589				1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895				C896				1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897				C898				1.e.(2)
f. In foreign offices	B512				B513				1.f.
2. Loans to depository institutions and acceptances of other banks:									
a. To U.S. banks and other U.S. depository institutions	4653				4663				2.a.
b. To foreign banks	4654				4664				2.b.
3. Loans to finance agricultural production and other loans to farmers	4655				4665				3.
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile)	4645				4617				4.a.
b. To non-U.S. addressees (domicile)	4646				4618				4.b.
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards	B514				B515				5.a.
b. Automobile loans	K129				K133				5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205				K206				5.c.
6. Loans to foreign governments and official institutions	4643				4627				6.
7. All other loans	4644				4628				7.
8. Lease financing receivables:									
a. Leases to individuals for household, family, and other personal expenditures	F185				F187				8.a.
b. All other leases	C880				F188				8.b.
9. Total (sum of items 1 through 8)	4635				4605				9.

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

Schedule HI-B—Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Charge-offs ¹				(Column B) Recoveries				
	Calendar Year-to-date								
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409				5410				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				4662				M.2.

Memorandum item 3 is to be completed by (1) 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) 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	Bil	Mil	Thou	
	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)	C388			

Dollar Amounts in Thousands	Calendar Year-to-date				
	BHCK	Bil	Mil	Thou	
II. Changes in allowance for loan and lease losses					
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income)	B522				1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	BHCT				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)	4605				3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	BHCK				4.
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	C079				5.
6. Adjustments (see instructions for this schedule)	5523				6.
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)	BHCT				7.
	4230				
	BHCK				
	C233				
	BHCT				
	C3123				

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

Memoranda

Dollar Amounts in Thousands	Calendar Year-to-date				
	BHCK	Bil	Mil	Thou	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435				M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) 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) 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				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				M.3.
<i>Memorandum item 4 is to be completed by all holding companies.</i>					
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781				M.4.

Schedule HI-C—Disaggregated Data on the Allowance for Loan and Lease Losses

Schedule HI-C is to be completed by holding companies with \$1 billion or more in total assets.¹

Dollar Amounts in Thousands	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)				(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)				(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)				(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)				(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)				(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Real estate loans:																									
a. Construction loans	M708				M709				M710				M711				M712				M713				1.a.
b. Commercial real estate loans	M714				M715				M716				M717				M719				M720				1.b.
c. Residential real estate loans	M721				M722				M723				M724				M725				M726				1.c.
2. Commercial loans ²	M727				M728				M729				M730				M731				M732				2.
3. Credit cards	M733				M734				M735				M736				M737				M738				3.
4. Other consumer loans	M739				M740				M741				M742				M743				M744				4.
5. Unallocated, if any													M745												5.
6. Total (sum of items 1.a. through 5.)	M746				M747				M748				M749				M750				M751				6.

1. The asset size test is generally based on the total assets reported as of June 30, 2013.

2. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

Notes to the Income Statement—Predecessor Financial Items

For 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 holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

	Dollar Amounts in Thousands				
	BHBC	Bil	Mil	Thou	
1. Total interest income	4107				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 holding company wishes to explain, that has been separately disclosed in the 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 holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK	Bil	Mil	Thou
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country				
	0000		1	350

Notes to the Income Statement (Other)

	TEXT	Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
1.	5351						
			5351				1.
2.	5352						
			5352				2.
3.	5353						
			5353				3.
4.	5354						
			5354				4.
5.	5355						
			5355				5.
6.	B042						
			B042				6.
7.	B043						
			B043				7.
8.	B044						
			B044				8.
9.	B045						
			B045				9.
10.	B046						
			B046				10.

Notes to the Income Statement (Other)—Continued

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

Consolidated Financial Statements for Holding Companies

Report at the close of business _____
Month / Day / Year

Schedule HC—Consolidated Balance Sheet

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

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

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

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

Schedule HC—Continued

	Dollar Amounts in Thousands				
	BHDM	Bil	Mil	Thou	
Liabilities					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631				13.a.(1)
(2) Interest-bearing	6636				13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN				
(1) Noninterest-bearing	6631				13.b.(1)
(2) Interest-bearing	6636				13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM				
a. Federal funds purchased in domestic offices ²	B993				14.a.
	BHCK				
b. Securities sold under agreements to repurchase ³	B995				14.b.
15. Trading liabilities (from Schedule HC-D)	3548				15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190				16.
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures ⁴	4062				19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699				19.b.
20. Other liabilities (from Schedule HC-G)	2750				20.
21. Total liabilities (sum of items 13 through 20)	2948				21.
22. Not applicable					
Equity Capital					
Holding Company Equity Capital					
23. Perpetual preferred stock and related surplus	3283				23.
24. Common stock (par value)	3230				24.
25. Surplus (exclude all surplus related to preferred stock)	3240				25.
26. a. Retained earnings	3247				26.a.
b. Accumulated other comprehensive income ⁵	B530				26.b.
c. Other equity capital components ⁶	A130				26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)	3210				27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000				27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105				28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300				29.

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

2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

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

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

5. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.

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

Schedule HC—Continued

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

0=No	BHCK	
1=Yes	C884	

M.1.

1. Has the 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.)

2. If response to Memoranda item 1 is yes, indicate below the name and address of the 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. _____
 (1) Name of External Auditing Firm (TEXT C703)

(2) City (TEXT C708)

(3) State Abbreviation (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	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. U.S. Treasury securities.....	0211				0213				1286				1287				1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies ¹	1289				1290				1291				1293				2.a.
b. Issued by U.S. government-sponsored agencies ²	1294				1295				1297				1298				2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496				8497				8498				8499				3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA.....	G300				G301				G302				G303				4.a.(1)
(2) Issued by FNMA and FHLMC.....	G304				G305				G306				G307				4.a.(2)
(3) Other pass-through securities.....	G308				G309				G310				G311				4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G312				G313				G314				G315				4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G316				G317				G318				G319				4.b.(2)
(3) All other residential mortgage-backed securities.....	G320				G321				G322				G323				4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities:																	
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	K142				K143				K144				K145				4.c.(1)(a)
(b) Other pass-through securities.....	K146				K147				K148				K149				4.c.(1)(b)
(2) Other commercial MBS:																	
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	K150				K151				K152				K153				4.c.(2)(a)
(b) All other commercial MBS.....	K154				K155				K156				K157				4.c.(2)(b)

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.
2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.
3. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale											
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value							
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou				
5. Asset-backed securities and structured financial products:																				
a. Asset-backed Securities (ABS)	C026				C988				C989				C027				5.a.			
b. Structured financial products:																				
(1) Cash	G336				G337				G338				G339				5.b.(1)			
(2) Synthetic	G340				G341				G342				G343				5.b.(2)			
(3) Hybrid	G344				G345				G346				G347				5.b.(3)			
6. Other debt securities:																				
a. Other domestic debt securities	1737				1738				1739				1741				6.a.			
b. Other foreign debt securities	1742				1743				1744				1746				6.b.			
7. Investments in mutual funds and other equity securities with readily determinable fair values									A510				A511				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				1771				1772				1773							

Memoranda

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
1. Pledged securities ¹	0416				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				M.2.a.
b. Over 1 year to 5 years	0384				M.2.b.
c. Over 5 years	0387				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				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				M.4.a.
b. Fair value	8783				M.4.b.

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

Schedule HC-B—Continued

Memoranda—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
<i>Memorandum item 5 is to be completed by holding companies with total assets over \$1 billion or with foreign offices.¹</i>																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables	B838				B839				B840				B841				M.5.a.
b. Home equity lines	B842				B843				B844				B845				M.5.b.
c. Automobile loans	B846				B847				B848				B849				M.5.c.
d. Other consumer loans	B850				B851				B852				B853				M.5.d.
e. Commercial and industrial loans	B854				B855				B856				B857				M.5.e.
f. Other	B858				B859				B860				B861				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				G349				G350				G351				M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352				G353				G354				G355				M.6.b.
c. Corporate and similar loans	G356				G357				G358				G359				M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360				G361				G362				G363				M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs	G364				G365				G366				G367				M.6.e.
f. Diversified (mixed) pools of structured financial products	G368				G369				G370				G371				M.6.f.
g. Other collateral or reference assets	G372				G373				G374				G375				M.6.g.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HC-C—Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
1. Loans secured by real estate	1410								1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1–4 family residential construction loans					F158				1.a.(1)
(2) Other construction loans and all land development and other land loans.....					F159				1.a.(2)
b. Secured by farmland.....					BHDM				
c. Secured by 1–4 family residential properties:					1420				1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					1797				1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:									
(a) Secured by first liens.....					5367				1.c.(2)(a)
(b) Secured by junior liens					5368				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....					1460				1.d.
e. Secured by nonfarm nonresidential properties:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties					BHCK				
(2) Loans secured by other nonfarm nonresidential properties					F160				1.e.(1)
					F161				1.e.(2)
					BHDM				
2. Loans to depository institutions and acceptances of other banks					1288				2.
a. To U.S. banks and other U.S. depository institutions	1292								2.a.
b. To foreign banks	1296								2.b.
3. Loans to finance agricultural production and other loans to farmers	1590				1590				3.
4. Commercial and industrial loans					1766				4.
a. To U.S. addressees (domicile)	1763								4.a.
b. To non-U.S. addressees (domicile)	1764								4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)					1975				6.
a. Credit cards	B538								6.a.
b. Other revolving credit plans.....	B539								6.b.
c. Automobile loans.....	K137								6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207								6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081				2081				7.
8. Not applicable									
9. Loans to nondepository financial institutions and other loans:									
a. Loans to nondepository financial institutions	J454				J454				9.a.
b. Other loans									
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545				1545				9.b.(1)
(2) All other loans (exclude consumer loans).....	J451				J451				9.b.(2)
10. Lease financing receivables (net of unearned income)					2165				10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162								10.a.
b. All other leases	F163								10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above	2123				2123				11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122				2122				12.

Schedule HC-C—Continued

Memoranda

Dollar Amounts in Thousands

	BHDM	Bil	Mil	Thou	
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1–4 family residential construction loans	K158				M.1.a.(1)
(2) All other construction loans and all land development and other land loans.....	K159				M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576				M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	K160				M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161				M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K162				M.1.d.(2)
e. Commercial and Industrial loans:	BHCK				
(1) To U.S. addressees (domicile).....	K163				M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K164				M.1.e.(2)
f. All other loans (<i>include</i> loans to individuals for household, family, and other personal expenditures) ¹	K165				M.1.f.
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>					
(1) Loans secured by farmland in domestic offices	BHDM K166				M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks ...	BHCK K167				M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers.....	K168				M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	K098				M.1.f.(4)(a)
(b) Automobile loans	K203				M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K204				M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	K212				M.1.f.(5)
(6) Other loans ¹	K267				M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (<i>not secured by real estate</i>) included in Schedule HC-C, items 4 and 9, Column A, above	2746				M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837				M.3.
<i>Memorandum item 4 is to be completed by (1) 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) 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				M.4.
<i>Memorandum item 5 is to be completed by all holding companies.</i>					
5. Purchased credit-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				M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9	C780				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				M.6.a.

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

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
<i>Memorandum items 6.b and 6.c are to be completed by 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, 2013, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>					
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231				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				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				M.9.

Dollar Amounts in Thousands

	(Column A) Consolidated				(Column B) Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
<i>Memorandum items 10 and 11 are to be completed by holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>									
10. Loans measured at fair value:									
a. Loans secured by real estate.....	F608								M.10.a.
(1) Construction, land development, and other land loans.....					F578				M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....					F579				M.10.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F580				M.10.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens.....					F581				M.10.a.(3)(b)(i)
(ii) Secured by junior liens					F582				M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties					F583				M.10.a.(4)
(5) Secured by nonfarm nonresidential properties.....					F584				M.10.a.(5)
b. Commercial and industrial loans	F585				F585				M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards	F586				F586				M.10.c.(1)
(2) Other revolving credit plans	F587				F587				M.10.c.(2)
(3) Automobile loans.....	K196				K196				M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....	K208				K208				M.10.c.(4)
d. Other loans.....	F589				F589				M.10.d.

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):									
a. Loans secured by real estate	F609								M.11.a.
(1) Construction, land development, and other land loans					F590				M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F591				M.11.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F592				M.11.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens					F593				M.11.a.(3)(b)(i)
(ii) Secured by junior liens					F594				M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties					F595				M.11.a.(4)
(5) Secured by nonfarm nonresidential properties					F596				M.11.a.(5)
b. Commercial and industrial loans	F597				F597				M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards	F598				F598				M.11.c.(1)
(2) Other revolving credit plans	F599				F599				M.11.c.(2)
(3) Automobile loans	K195				K195				M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209				K209				M.11.c.(4)
d. Other loans	F601				F601				M.11.d.

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

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
13. Not applicable					
14. Pledged loans and leases	G378				M.14.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by 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.

	(Column A) Consolidated				(Column B) Domestic Offices				
	BHCM	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands									
Assets									
1. U.S. Treasury securities.....	3531				3531				1.
2. U.S. government agency obligations (exclude mortgage-backed securities) ..	3532				3532				2.
3. Securities issued by states and political subdivisions in the U.S.	3533				3533				3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK				BHDM				
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies ¹ (include CMOs, REMICs, and stripped MBS)	G379				G379				4.a.
c. All other residential mortgage-backed securities	G380				G380				4.b.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ¹	G381				G381				4.c.
e. All other commercial MBS	K197				K197				4.d.
5. Other debt securities	K198				K198				4.e.
a. Structured financial products:									
(1) Cash.....	G383				G383				5.a.(1)
(2) Synthetic	G384				G384				5.a.(2)
(3) Hybrid	G385				G385				5.a.(3)
b. All other debt securities	G386				G386				5.b.
6. Loans:									
a. Loans secured by real estate.....	F610								6.a.
(2) Secured by farmland (including farm residential and other improvements)					F604				6.a.(1)
(3) Secured by 1–4 family residential properties:					F605				6.a.(2)
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit ...					F606				6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens					F607				6.a.(3)(b)(i)
(ii) Secured by junior liens.....					F611				6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties					F612				6.a.(4)
(5) Secured by nonfarm nonresidential properties					F613				6.a.(5)
b. Commercial and industrial loans.....	F614				F614				6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards.....	F615				F615				6.c.(1)
(2) Other revolving credit plans	F616				F616				6.c.(2)
(3) Automobile loans	K199				K199				6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K210				K210				6.c.(4)
d. Other loans.....	F618				F618				6.d.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices				
	BHCM	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
7.–8. Not applicable									
9. Other trading assets	3541				3541				9.
10. Not applicable									
11. Derivatives with a positive fair value	3543				3543				11.
12. Total trading assets (sum of items 1 through 11) (total of Column A must equal Schedule HC, item 5)	BHCT				BHDM				
	3545				3545				12.
Liabilities									
13. a. Liability for short positions:	BHCK				BHDM				
(1) Equity securities	G209				G209				13.a.(1)
(2) Debt securities	G210				G210				13.a.(2)
(3) All other assets	G211				G211				13.a.(3)
b. All other trading liabilities	F624				F624				13.b.
14. Derivatives with a negative fair value	3547				3547				14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15)	BHCT								
	3548				3548				15.

Memoranda

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)									
a. Loans secured by real estate	F790								M.1.a.
(1) Construction, land development, and other land loans					F625				M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F626				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				M.1.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens					F628				M.1.a.(3)(b)(i)
(ii) Secured by junior liens					F629				M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties					F630				M.1.a.(4)
(5) Secured by nonfarm nonresidential properties					F631				M.1.a.(5)
b. Commercial and industrial loans	F632				F632				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				F633				M.1.c.(1)
(2) Other revolving credit plans	F634				F634				M.1.c.(2)
(3) Automobile loans	K200				K200				M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K211				K211				M.1.c.(4)
d. Other loans	F636				F636				M.1.d.
2. Loans measured at fair value that are past due 90 days or more:									
a. Fair value	F639				F639				M.2.a.
b. Unpaid principal balance	F640				F640				M.2.b.

Schedule HC-D—Continued

Memoranda—Continued

	Dollar Amounts in Thousands				Dollar Amounts in Thousands					
	(Column A) Consolidated				(Column B) Domestic Offices					
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou		
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):										
a. Trust preferred securities issued by financial institutions.....	G299				G299				M.3.a.	
b. Trust preferred securities issued by real estate investment trusts.....	G332				G332				M.3.b.	
c. Corporate and similar loans.....	G333				G333				M.3.c.	
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G334				G334				M.3.d.	
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G335				G335				M.3.e.	
f. Diversified (mixed) pools of structured financial products.....	G651				G651				M.3.f.	
g. Other collateral or reference assets	G652				G652				M.3.g.	
4. Pledged trading assets:										
a. Pledged securities.....	G387				G387				M.4.a.	
b. Pledged loans	G388				G388				M.4.b.	
Dollar Amounts in Thousands										
<i>Memoranda items 5 through 10 are to be completed by 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>	BHCK	Bil	Mil	Thou						
5. Asset-backed securities:										
a. Credit card receivables	F643								M.5.a.	
b. Home equity lines	F644								M.5.b.	
c. Automobile loans	F645								M.5.c.	
d. Other consumer loans.....	F646								M.5.d.	
e. Commercial and industrial loans	F647								M.5.e.	
f. Other.....	F648								M.5.f.	
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651								M.6.	
7. Equity securities:										
a. Readily determinable fair values	F652								M.7.a.	
b. Other.....	F653								M.7.b.	
8. Loans pending securitization	F654								M.8.	
9. a. (1) Gross fair value of commodity contracts.....	G212								M.9.a.(1)	
(2) Gross fair value of physical commodities held in inventory	G213								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 percent 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 F655</td></tr></table>	BHTX F655	F655								M.9.b.(1)
BHTX F655										
(2) <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX F656</td></tr></table>	BHTX F656	F656								M.9.b.(2)
BHTX F656										
(3) <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX F657</td></tr></table>	BHTX F657	F657								M.9.b.(3)
BHTX F657										
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than \$25,000 and exceed 25 percent of the item)										
a. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX F658</td></tr></table>	BHTX F658	F658								M.10.a.
BHTX F658										
b. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX F659</td></tr></table>	BHTX F659	F659								M.10.b.
BHTX F659										
c. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX F660</td></tr></table>	BHTX F660	F660								M.10.c.
BHTX F660										

Schedule HC-E—Deposit Liabilities¹

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

Memoranda

	Dollar Amounts in Thousands				
	BHDM	Bil	Mil	Thou	
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243				M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164				M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242				M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245				M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).
2. Includes noninterest-bearing demand, time, and savings deposits.

Schedule HC-F—Other Assets

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Accrued interest receivable ¹	B556				1.
2. Net deferred tax assets ²	2148				2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans	A519				3.a.
b. Other financial assets.....	A520				3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752				4.
5. Life insurance assets:					
a. General account life insurance assets	K201				5.a.
b. Separate account life insurance assets	K202				5.b.
c. Hybrid account life insurance assets.....	K270				5.c.
6. Other.....	2168				6.
	BHCT				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160				7.

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

Schedule HC-G—Other Liabilities

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

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

Schedule HC-H—Interest Sensitivity¹

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

1. Holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such 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 holding company's assets in foreign countries and 10 percent of the 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 holding companies. (See instructions for additional information.)

I. Property and Casualty Underwriting

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

II. Life and Health Underwriting

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

Schedule HC-K—Quarterly Averages

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
Assets						
1. Securities:						
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B558					1.a.
b. Mortgage-backed securities	B559					1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	B560					1.c.
2. Federal funds sold and securities purchased under agreements to resell	3365					2.
	BHDM					
3. a. Total loans and leases in domestic offices	3516					3.a.
(1) Loans secured by 1–4 family residential properties	3465					3.a.(1)
(2) All other loans secured by real estate	3466					3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386					3.a.(3)
(4) Commercial and industrial loans	3387					3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:						
(a) Credit cards	B561					3.a.(5)(a)
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards)	B562					3.a.(5)(b)
	BHFN					
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs	3360					3.b.
	BHCK					
4. a. Trading assets	3401					4.a.
b. Other earning assets	B985					4.b.
5. Total consolidated assets	3368					5.
Liabilities						
6. Interest-bearing deposits (domestic) ¹	3517					6.
7. Interest-bearing deposits (foreign) ¹	3404					7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353					8.
9. All other borrowed money	2635					9.
10. Not applicable						
Equity Capital						
11. Total equity capital (excludes limited-life preferred stock)	3519					11.

1. Includes interest-bearing demand deposits.

C.I. _____

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

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines) ..	3814				1.a.
b. (1) Unused consumer credit card lines	J455				1.b.(1)
(2) Other unused credit card lines	J456				1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	3816				1.c.(1)
(a) 1–4 family residential construction loan commitments	F164				1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165				1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550				1.c.(2)
d. Securities underwriting	3817				1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans	J457				1.e.(1)
(2) Loans to financial institutions	J458				1.e.(2)
(3) All other unused commitments	J459				1.e.(3)
2. Financial standby letters of credit and foreign office guarantees	6566				2.
<i>Item 2.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of financial standby letters of credit conveyed to others	3820				2.a.
3. Performance standby letters of credit and foreign office guarantees	6570				3.
<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of performance standby letters of credit conveyed to others	3822				3.a.
4. Commercial and similar letters of credit	3411				4.
5. Not applicable					
6. Securities lent	3433				6.
7. Credit derivatives:					
a. Notional amounts:					
(1) Credit default swaps	C968				7.a.(1)
(2) Total return swaps	C970				7.a.(2)
(3) Credit options	C972				7.a.(3)
(4) Other credit derivatives	C974				7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value	C219				7.b.(1)
(2) Gross negative fair value	C220				7.b.(2)
c. Notional amounts by regulatory capital treatment:					
(1) Positions covered under the Market Risk Rule:					
(a) Sold protection	G401				7.c.(1)(a)
(b) Purchased protection	G402				7.c.(1)(b)
(2) All other positions:					
(a) Sold protection	G403				7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404				7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405				7.c.(2)(c)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HC-L—Continued

(Report only transactions with nonrelated institutions)

													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	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
7. d. Notional amounts by remaining maturity:																									
(1) Sold credit protection:																									
(a) Investment grade													G406				G407				G408				7.d.(1)(a)
(b) Subinvestment grade													G409				G410				G411				7.d.(1)(b)
(2) Purchased credit protection:																									
(a) Investment grade													G412				G413				G414				7.d.(2)(a)
(b) Subinvestment grade													G415				G416				G417				7.d.(2)(b)
8. Spot foreign exchange contracts													BHCK	Bil	Mil	Thou									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 percent of Schedule HC, item 27.a, "Total holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25 percent of Schedule HC, item 27.a)													8765												
a. Securities borrowed													3430												9.
b. Commitments to purchase when-issued securities													3432												9.a.
c. Commitments to sell when-issued securities													3434												9.b.
													3435												9.c.
d. TEXT 6561																	6561								9.d.
e. TEXT 6562																	6562								9.e.
f. TEXT 6568																	6568								9.f.
g. TEXT 6586																	6586								9.g.
10. Not applicable																									

Schedule HC-L—Continued

Dollar Amounts in Thousands Derivatives Position Indicators	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):																	
a. Futures contracts.....	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				11.a.
b. Forward contracts.....	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				11.b.
c. Exchange-traded option contracts:																	
(1) Written options.....	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				11.c.(1)
(2) Purchased options..	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				11.c.(2)
d. Over-the-counter option contracts:																	
(1) Written options.....	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				11.d.(1)
(2) Purchased options..	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				11.d.(2)
e. Swaps.....	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				11.e.
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				12.
13. Total gross notional amount of derivative contracts held for purposes other than trading.....	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728				13.
14. Gross fair values of derivative contracts:																	
a. Contracts held for trading:																	
(1) Gross positive fair value.....	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				14.a.(1)
(2) Gross negative fair value.....	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				14.a.(2)
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value.....	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				14.b.(1)
(2) Gross negative fair value.....	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				14.b.(2)

Schedule HC-L—Continued

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

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

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HC-M—Memoranda

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Total number of holding company common shares outstanding	Number (Unrounded)				
		3459				1.
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				2.
3.	Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	6556				3.
4.	Other assets acquired in satisfaction of debts previously contracted	6557				4.
5.	Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC	A288				5.
6.	Assets covered by loss-sharing agreements with the FDIC:					
a.	Loans and leases (included in Schedule HC, items 4.a and 4.b):					
(1)	Loans secured by real estate in domestic offices:					
(a)	Construction, land development, and other land loans:	BHDM				
(1)	1–4 family residential construction loans	K169				6.a.(1)(a)(1)
(2)	Other construction loans and all land development and other land loans	K170				6.a.(1)(a)(2)
(b)	Secured by farmland	K171				6.a.(1)(b)
(c)	Secured by 1–4 family residential properties:					
(1)	Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K172				6.a.(1)(c)(1)
(2)	Closed-end loans secured by 1–4 family residential properties:					
(a)	Secured by first liens	K173				6.a.(1)(c)(2)(a)
(b)	Secured by junior liens	K174				6.a.(1)(c)(2)(b)
(d)	Secured by multifamily (5 or more) residential properties	K175				6.a.(1)(d)
(e)	Secured by nonfarm nonresidential properties:					
(1)	Loans secured by owner-occupied nonfarm nonresidential properties	K176				6.a.(1)(e)(1)
(2)	Loans secured by other nonfarm nonresidential properties	K177				6.a.(1)(e)(2)
		BHCK				
(2)	Loans to finance agricultural production and other loans to farmers	K178				6.a.(2)
(3)	Commercial and industrial loans	K179				6.a.(3)
(4)	Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(a)	Credit cards	K180				6.a.(4)(a)
(b)	Automobile loans	K181				6.a.(4)(b)
(c)	Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)	K182				6.a.(4)(c)
(5)	All other loans and leases	K183				6.a.(5)
	<i>Itemize and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</i>					
(a)	Loans to depository institutions and acceptances of other banks	K184				6.a.(5)(a)
(b)	Loans to foreign governments and official institutions	K185				6.a.(5)(b)
(c)	Other loans ¹	K186				6.a.(5)(c)
(d)	Lease financing receivables	K273				6.a.(5)(d)
b.	Other real estate owned (included in Schedule HC, item 7):	BHDM				
(1)	Construction, land development, and other land in domestic offices	K187				6.b.(1)
(2)	Farmland in domestic offices	K188				6.b.(2)
(3)	1–4 family residential properties in domestic offices	K189				6.b.(3)
(4)	Multifamily (5 or more) residential properties in domestic offices	K190				6.b.(4)
(5)	Nonfarm nonresidential properties in domestic offices	K191				6.b.(5)

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

Schedule HC-M—Continued

		Dollar Amounts in Thousands				
		BHFN	Bil	Mil	Thou	
6. b. (6)	In foreign offices	K260				6. b.(6)
	(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements	BHCK				
		K192				6. b.(7)
c.	Debt securities (included in Schedule HC, items 2.a and 2.b)	J461				6. c.
d.	Other assets (exclude FDIC loss-sharing indemnification assets)	J462				6. d.
7.	Captive insurance and reinsurance subsidiaries:					
a.	Total assets of captive insurance subsidiaries ¹	K193				7. a.
b.	Total assets of captive reinsurance subsidiaries ¹	K194				7. b.
8.	Has the 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.)	0=No	BHCK			
		1=Yes	C251			8.
9.	Has the 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.)	0=No	BHCK			
		1=Yes	6689			9.
10.	Not applicable					
11.	Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A." The 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	0=No	BHCK			
		1=Yes	6416			11.
	TEXT					
	6428					
Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)		Area Code / Phone Number (TEXT 9009)				

12.	Intangible assets other than goodwill:	BHCK	Bil	Mil	Thou	
a.	Mortgage servicing assets	3164				12. a.
	(1) Estimated fair value of mortgage servicing assets	6438				12. a.(1)
b.	Purchased credit card relationships and nonmortgage servicing assets	B026				12. b.
c.	All other identifiable intangible assets	5507				12. c.
		BHCT				
d.	Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	0426				12. d.
13.	Other real estate owned	2150				13.
14.	Other borrowed money:	BHCK				
a.	Commercial paper	2309				14. a.
b.	Other borrowed money with a remaining maturity of one year or less	2332				14. b.
c.	Other borrowed money with a remaining maturity of more than one year	2333				14. c.
		BHCT				
d.	Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	3190				14. d.
15.	Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.)	0=No	BHCK			
		1=Yes	B569			15.

16.	Assets under management in proprietary mutual funds and annuities	BHCK	Bil	Mil	Thou	
		B570				16.

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

Schedule HC-M—Continued

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

17. Does the 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.)
- | | | |
|-------|------|--|
| 0=No | BHCK | |
| 1=Yes | C161 | |
- 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 holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for Yes; enter "0" for No.).....
- | | | |
|-------|------|--|
| 0=No | BHCK | |
| 1=Yes | C159 | |
- 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 holding companies that are not required to file the FR Y-12.

19. a. Has the 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.).....
- | | | |
|-------|------|--|
| 0=No | BHCK | |
| 1=Yes | C700 | |
- 19.a.
- b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for Yes; enter "0" for No.)
- | | | |
|-------|------|--|
| 0=No | | |
| 1=Yes | C701 | |
- 19.b.

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
<i>Memoranda items 20 and 21 are to be completed only by holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.</i>					
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				20.a.
b. Balances due from related institutions:					
(1) Due from the holding company (parent company only), gross	4832				20.b.(1)
(2) Due from subsidiary banks of the holding company, gross	4833				20.b.(2)
(3) Due from nonbank subsidiaries of the holding company, gross	4834				20.b.(3)
c. Balances due to related institutions:					
(1) Due to holding company (parent company only), gross	5041				20.c.(1)
(2) Due to subsidiary banks of the holding company, gross	5043				20.c.(2)
(3) Due to nonbank subsidiaries of the holding company, gross	5045				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				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 (12 U.S.C. § 1843(k)(4)(B)) ¹	C253				21.

1. A savings and loan holding company that wishes to engage in financial holding company activities must have an effective election to be treated as a financial holding company or conducts activities under section 10(c)(2)(H)(i) of the HOLA (12 U.S.C. 1467a(c)(2)(H)(i)).

Schedule HC-M—Continued

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

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

TEXT
C497

http:// _____

22.

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
<i>Memoranda items 23 and 24 are to be completed by all holding companies.</i>						
23.	Secured liabilities:					
	a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)	F064				23.a.
	b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d).....	F065				23.b.
24.	Issuances associated with the U.S. Department of Treasury Capital Purchase Program:					
	a. Senior perpetual preferred stock or similar items	G234				24.a.
	b. Warrants to purchase common stock or similar items	G235				24.b.

C.I. _____

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans ..	F172				F174				F176				1.a.(1)
(2) Other construction loans and all land development and other land loans	F173				F175				F177				1.a.(2)
b. Secured by farmland in domestic offices.....	3493				3494				3495				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				5399				5400				1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:													
(a) Secured by first liens	C236				C237				C229				1.c.(2)(a)
(b) Secured by junior liens	C238				C239				C230				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499				3500				3501				1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178				F180				F182				1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179				F181				F183				1.e.(2)
f. In foreign offices	B572				B573				B574				1.f.
2. Loans to depository institutions and acceptances of other banks:													
a. U.S. banks and other U.S. depository institutions	5377				5378				5379				2.a.
b. Foreign banks	5380				5381				5382				2.b.
3. Loans to finance agricultural production and other loans to farmers	1594				1597				1583				3.
4. Commercial and industrial loans	1606				1607				1608				4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575				B576				B577				5.a.
b. Automobile loans	K213				K214				K215				5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ..	K216				K217				K218				5.c.
6. Loans to foreign governments and official institutions	5389				5390				5391				6.
7. All other loans	5459				5460				5461				7.
8. Lease financing receivables:													
a. Leases to individuals for household, family, and other personal expenditures	F166				F167				F168				8.a.
b. All other leases	F169				F170				F171				8.b.

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

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505				3506				3507				9.
10. TOTAL (sum of items 1 through 9)	5524				5525				5526				10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)	K036				K037				K038				11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039				K040				K041				11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above ...	K042				K043				K044				11.b.
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate in domestic offices:													
(1) Construction, land development, and other land loans:													
(a) 1–4 family residential construction loans	BHDM K045				BHDM K046				BHDM K047				12.a.(1)(a)
(b) Other construction loans and all land development and other land loans	K048				K049				K050				12.a.(1)(b)
(2) Secured by farmland	K051				K052				K053				12.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	K054				K055				K056				12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:													
(1) Secured by first liens	K057				K058				K059				12.a.(3)(b)(1)
(2) Secured by junior liens	K060				K061				K062				12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties	K063				K064				K065				12.a.(4)
(5) Secured by nonfarm nonresidential properties:													
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066				K067				K068				12.a.(5)(a)
(b) Loans secured by other non-farm nonresidential properties	K069				K070				K071				12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers	BHCK K072				BHCK K073				BHCK K074				12.b.
c. Commercial and industrial loans	K075				K076				K077				12.c.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
12.d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):													
(1) Credit cards	K078				K079				K080				12.d.(1)
(2) Automobile loans	K081				K082				K083				12.d.(2)
(3) Other consumer loans	K084				K085				K086				12.d.(3)
e. All other loans and leases	K087				K088				K089				12.e.
<i>Itemize and describe the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>													
(1) Loans to depository institutions and acceptances of other banks	K091				K092				K093				12.e.(1)
(2) Loans to foreign governments and official institutions	K095				K096				K097				12.e.(2)
(3) Other loans ¹	K099				K100				K101				12.e.(3)
(4) Lease financing receivables	K269				K271				K272				12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	K102				K103				K104				12.f.

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

Memoranda

Dollar Amounts in Thousands	BHDM	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans	K105				K106				K107				M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K108				K109				K110				M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	BHCK				BHCK				BHCK				M.1.b.
F661					F662				F663				
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM				BHDM				BHDM				M.1.c.
K111					K112				K113				
d. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114				K115				K116				M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117				K118				K119				M.1.d.(2)

Schedule HC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. e. Commercial and industrial loans:													
(1) To U.S. addressees (domicile).....	K120				K121				K122				M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K123				K124				K125				M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....													M.1.f.
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>													
(1) Loans secured by farmland in domestic offices	BHDM				BHDM				BHDM				M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCK				BHCK				BHCK				M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers.....	K138				K139				K140				M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:													
(a) Credit cards	K274				K275				K276				M.1.f.(4)(a)
(b) Automobile loan	K277				K278				K279				M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards													
K280					K281				K282				M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	K283				K284				K285				M.1.f.(5)
(6) Other loans ¹	K286				K287				K288				M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558				6559				6560				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				1912				1913				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				C241				C226				M.5.a.
b. Loans measured at fair value:													
(1) Fair value.....	F664				F665				F666				M.5.b.(1)
(2) Unpaid principal balance	F667				F668				F669				M.5.b.(2)

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

Schedule HC-N—Continued

Memoranda—Continued

Item 6 is to be reported only by 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	(Column A) Past due 30 through 89 days				(Column B) Past due 90 days or more				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
6. Derivative contracts:									
Fair value of amounts carried as assets	3529				3530				M.6.

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):													
a. Outstanding balance	L183				L184				L185				M.9.a.
b. Carrying amount included in Schedule HC-N, items 1 through 7, above	L186				L187				L188				M.9.b.

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

Schedule HC-P is to be completed by (1) all holding companies with \$1 billion or more in total assets¹ and (2) holding companies with less than \$1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed \$10 million for two consecutive quarters.

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale: ²					
a. Closed-end first liens	F066				1.a.
b. Closed-end junior liens	F067				1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F670				1.c.(1)
(2) Principal amount funded under the lines of credit	F671				1.c.(2)
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale: ²					
a. Closed-end first liens	F068				2.a.
b. Closed-end junior liens	F069				2.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F672				2.c.(1)
(2) Principal amount funded under the lines of credit	F673				2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:					
a. Closed-end first liens	F070				3.a.
b. Closed-end junior liens	F071				3.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F674				3.c.(1)
(2) Principal amount funded under the lines of credit	F675				3.c.(2)
4. 1–4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):					
a. Closed-end first liens	F072				4.a.
b. Closed-end junior liens	F073				4.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F676				4.c.(1)
(2) Principal amount funded under the lines of credit	F677				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.c, 5.f, 5.g, and 5.i):					
a. Closed-end 1–4 family residential mortgage loans	F184				5.a.
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	F560				5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:					
a. Closed-end first liens	F678				6.a.
b. Closed-end junior liens	F679				6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	F680				6.c.(1)
(2) Principal amount funded under the lines of credit	F681				6.c.(2)
7. Representation and warranty reserves for 1–4 family residential mortgage loans sold:					
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	L191				7.a.
b. For representations and warranties made to other parties	L192				7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	M288				7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

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 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				
	BHCY	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands																					
Assets																					
1. Available-for-sale securities	1773				G474				G475				G476				G477				1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK																				2.
3. Loans and leases held for sale	G478				G479				G480				G481				G482				3.
4. Loans and leases held for investment	G483				G484				G485				G486				G487				3.
5. Trading assets:	G488				G489				G490				G491				G492				4.
a. Derivative assets	BHCT																				5.a.
	3543				G493				G494				G495				G496				5.a.
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)	G497				G498				G499				G500				G501				5.b.
6. All other assets																					5.b.(1)
7. Total assets measured at fair value on a recurring basis	F240				F684				F692				F241				F242				6.
	G391				G392				G395				G396				G804				6.
																					7.
	G502				G503				G504				G505				G506				7.
Liabilities																					
8. Deposits																					8.
9. Federal funds purchased and securities sold under agreements to repurchase	F252				F686				F694				F253				F254				9.
10. Trading liabilities:	G507				G508				G509				G510				G511				9.
a. Derivative liabilities	BHCT																				10.a.
	3547				G512				G513				G514				G515				10.a.
b. Other trading liabilities	BHCK																				10.b.
11. Other borrowed money	G516				G517				G518				G519				G520				11.
12. Subordinated notes and debentures	G521				G522				G523				G524				G525				12.
13. All other liabilities	G526				G527				G528				G529				G530				13.
14. Total liabilities measured at fair value on a recurring basis	G805				G806				G807				G808				G809				13.
																					14.
	G531				G532				G533				G534				G535				14.

Schedule HC-Q—Continued

Memoranda

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

Schedule HC-R—Regulatory Capital

C.I. _____

Part I.A. Regulatory Capital Components and Ratios

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

	BHCX	Bil	Mil	Thou	
Tier 1 Capital					
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210				1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK				2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221				3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value)	4336				4.
5. LESS: Nonqualifying perpetual preferred stock	B588				5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214				6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) ²	G215				6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216				6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590				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				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				8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591				9.a.
b. LESS: Disallowed deferred tax assets	5610				9.b.
10. Other additions to (deductions from) Tier 1 capital	B592				10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274				11.
Tier 2 Capital					
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements ² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217				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				13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310				14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221				15.
16. Other Tier 2 capital components	B594				16.
17. Tier 2 capital (sum of items 12 through 16)	5311				17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275				18.
19. Not applicable					
20. LESS: Deductions for total risk-based capital	B595				20.
21. Total risk-based capital (sum of items 11 and 18, less item 20)	3792				21.
Total Assets for Leverage Ratio					
22. Average total assets (from Schedule HC-K, item 5)	BHCT				22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	3368				23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B590				24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	B591				25.
26. LESS: Other deductions from assets for leverage capital purposes	5610				26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	BHCK				27.
28.-30. Not applicable	B596				
	A224				

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

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

Schedule HC-R—Continued

Part I.A.—Continued

	BHCK	Percentage	
Capital Ratios			
31. Tier 1 leverage ratio (item 11 divided by item 27).....	7204	__._--	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62).....	7206	__._--	32.
33. Total risk-based capital ratio (item 21 divided by item 62).....	7205	__._--	33.

Part I.B. Regulatory Capital Components and Ratios

Advanced approaches holding companies (except savings and loan holding companies (SLHCs)) must complete this Schedule HC-R, Part I.B, starting on March 31, 2014. Starting on March 31, 2015, all other holding companies must complete Part I.B. On that date, Schedule HC-R, Part I.A, will be removed and Part I.B will be designated Part I. Part I.B. is to be submitted on a consolidated basis.

	Dollar Amounts in Thousands				
	BHCA	Bil	Mil	Thou	
Common Equity Tier 1 Capital					
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	P742				1.
	BHCT				
2. Retained earnings	3247				2.
	BHCA				
3. Accumulated other comprehensive income (AOCI).....	B530				3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.)					3.a.
	0=No	BHCA			
	1=Yes	P838			
	BHCA	Bil	Mil	Thou	
4. Common equity tier 1 minority interest includable in common equity tier 1 capital	P839				4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)	P840				5.
Common Equity Tier 1 Capital: Adjustments and Deductions					
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)	P841				6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	P842				7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs	P843				8.
9. AOCI-related adjustments (items 9.a. through 9.e. are effective January 1, 2015) (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):					
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value)					9.a.
b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value)					9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value)					9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value)					9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value)					9.e.
f. To be completed only by holding companies that entered "0" for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value)	P849				9.f.

Schedule HC-R—Continued

Part I.B.—Continued

	Dollar Amounts in Thousands				
	BHCA	Bil	Mil	Thou	
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:					
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value).....	Q258				10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions	P850				10.b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments	P851				11.
12. Subtotal (item 5 minus items 6 through 11)	P852				12.
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	P853				13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	P854				14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P855				15.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold	P856				16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions.....	P857				17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858				18.
19. Common equity tier 1 capital (item 12 minus item 18)	P859				19.
Additional Tier 1 Capital					
20. Additional tier 1 capital instruments plus related surplus	P860				20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	P861				21.
22. Tier 1 minority interest not included in common equity tier 1 capital.....	P862				22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	P863				23.
24. LESS: Additional tier 1 capital deductions	P864				24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero).....	P865				25.
Tier 1 Capital					
26. Tier 1 capital (sum of items 19 and 25)	8274				26.
Tier 2 Capital					
27. Tier 2 capital instruments plus related surplus	P866				27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital	P867				28.
29. Total capital minority interest that is not included in tier 1 capital.....	P868				29.
30. a. Allowance for loan and lease losses includable in tier 2 capital	5310				30.a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital.....	BHCW 5310				30.b.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital	BHCA Q257				31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31)	P870				32.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31)	BHCW P870				32.b.
33. LESS: Tier 2 capital deductions	BHCA P872				33.

Schedule HC-R—Continued

Part I.B.—Continued

		Dollar Amounts in Thousands				
		BHCA	Bil	Mil	Thou	
34. a.	Tier 2 capital (greater of item 32.a minus item 33, or zero).....	5311				34.a.
b.	(Advanced approaches holding companies that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero).....	BHCW				34.b.
		5311				
Total Capital		BHCA				
35. a.	Total capital (sum of items 26 and 34.a).....	3792				35.a.
b.	(Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b).....	BHCW				35.b.
		3792				
Total Assets for the Leverage Ratio		BHCX				
36.	Average total consolidated assets.....	3368				36.
37.	LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions) ...	BHCA				37.
		P875				
38.	LESS: Other deductions from (additions to) assets for leverage ratio purposes.....	B596				38.
39.	Total assets for the leverage ratio (item 36 minus items 37 and 38).....	A224				39.
Total Risk-Weighted Assets						
40. a.	Total risk-weighted assets (from Schedule HC-R, Part II item 62).....	A223				40.a.
b.	(Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60).....	BHCW				40.b.
		A223				

		Column A		Column B		
		BHCA	Percentage	BHCW	Percentage	
Risk-Based Capital Ratios						
41.	Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19 divided by item 40.b).....	P793	___'___	P793	___'___	41.
42.	Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 40.b)....	7206	___'___	7206	___'___	42.
43.	Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 35.b divided by item 40.b)...	7205	___'___	7205	___'___	43.

		BHCA	Percentage	
Leverage Capital Ratios				
44.	Tier 1 leverage ratio (item 26 divided by item 39).....	7204	___'___	44.
45.	Advanced approaches holding companies only: Supplementary leverage ratio (from FFIEC 101 Schedule A, item 98) (effective January 1, 2015).....		___'___	45.

		BHCA	Percentage	
Capital Buffer				
46.	Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments (effective January 1, 2016):			
a.	Capital conservation buffer.....		___'___	46.a.
b.	(Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer.....		___'___	46.b.

		Dollar Amounts in Thousands				
		BHCA	Bil	Mil	Thou	
Effective January 1, 2016: Institutions must complete items 47 and 48 if the amount in item 46.a (or the lower of 46.a or 46.b for an advanced approaches holding company that has exited parallel run) is less than or equal to the applicable minimum capital conservation buffer:						
47.	Eligible retained income.....					47.
48.	Distributions and discretionary bonus payments during the quarter.....					48.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets

This schedule is to be submitted on a consolidated basis.

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	◀																
																		(Column C)			(Column D)			(Column E)			(Column F)								
																		Allocation by Risk-Weight Category																	
																		0%			20%			50%			100%								
Dollar Amounts in Thousands																		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
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))																						34.													
35. Held-to-maturity securities																						35.													
36. Available-for-sale securities																						36.													
37. Federal funds sold and securities purchased under agreements to resell.....																						37.													
38. Loans and leases held for sale																						38.													
39. Loans and leases, net of unearned income																						39.													
40. LESS: Allowance for loan and lease losses																						40.													
41. Trading assets																						41.													
42. All other assets ¹																						42.													
43. Total assets (sum of items 34 through 42).....																						43.													

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

Part II—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%		
	Bil	Mil	Thou		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
Dollar Amounts in Thousands																			
Derivatives and Off-Balance-Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9		
44. Financial standby letters of credit.....				1.00 or 12.5 ²														44.	
	BHCT 6570																		
45. Performance standby letters of credit.....				.50														45.	
	BHCT 3411																		
46. Commercial and similar letters of credit....				.20														46.	
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429																		
				1.00														47.	
	BHCT 3433																		
48. Securities lent.....				1.00														48.	
49. Retained recourse on small business obligations sold with recourse	BHCT A250																		
				1.00														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																		
				12.5 ³														50.	
	BHCK B675																		
51. All other financial assets sold with recourse..				1.00														51.	
	BHCK B681																		
52. All other off-balance-sheet liabilities.....				1.00														52.	
53. Unused commitments:																			
a. With an original maturity exceeding one year.....	BHCK 6572																		
				.50														53.a.	
b. With an original maturity of one year or less to asset-backed commercial paper conduits.....	BHCK G591																		
				.10														53.b.	
54. Derivative contracts					BHCE A167													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

Part II—Continued

Dollar Amounts in Thousands

	(Column C)			(Column D)			(Column E)			(Column F)			
	Allocation by Risk-Weight Category												
	0%			20%			50%			100%			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
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			BHCK B697			BHCK B698			BHCK B699			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			BHCK B701			BHCK B702			BHCK B703			57.
58. Market risk equivalent assets										BHCK 1651			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			59.
60. LESS: Excess allowance for loan and lease losses										BHCK A222			60.
61. LESS: Allocated transfer risk reserve										BHCK 3128			61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)										BHCK A223			62.

Schedule HC-R—Continued

Part II—Continued

Memoranda

															Dollar Amounts in Thousands																
															BHCK	Bil	Mil	Thou													
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards															8764										M.1.						
															With a remaining maturity of																
															(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years						
															BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou		
2. Notional principal amounts of derivative contracts: ¹																															
a. Interest rate contracts															3809					8766					8767						M.2.a.
b. Foreign exchange contracts															3812					8769					8770						M.2.b.
c. Gold contracts															8771					8772					8773						M.2.c.
d. Other precious metals contracts.....															8774					8775					8776						M.2.d.
e. Other commodity contracts															8777					8778					8779						M.2.e.
f. Equity derivative contracts															A000					A001					A002						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					G598					G599						M.2.g.(1)
(2) Subinvestment grade															G600					G601					G602						M.2.g.(2)
															Dollar Amounts in Thousands																
															BHCK	Bil	Mil	Thou													
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															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															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															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															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															M.5.a.	
b. In the form of common stock															5484															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

Part II—Continued

Memoranda—Continued

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
6.	Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, Part II, item 58)	F031				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				M.8.a
b.	Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220				M.8.b.
c.	Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990				M.8.c.
d.	Qualifying trust preferred securities ² (included in Schedule HC, item 19.b)	C502				M.8.d.
9.	Goodwill net of any associated deferred tax liability	G221				M.9.
		BHCK	Percentage			
10.	Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	G222	--:--			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			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands																						
Securitization Activities																						
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....	BHCK B705			BHCK B706			BHCK B707			BHCK B708			BHCK B709			BHCK B710			BHCK B711			1.
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:																						
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)	BHCK B712			BHCK B713			BHCK B714			BHCK B715			BHCK B716			BHCK B717			BHCK B718			2.a.
b. Subordinated securities and other residual interests	BHCK C393			BHCK C394			BHCK C395			BHCK C396			BHCK C397			BHCK C398			BHCK C399			2.b.
c. Standby letters of credit and other enhancements	BHCK C400			BHCK C401			BHCK C402			BHCK C403			BHCK C404			BHCK C405			BHCK C406			2.c.
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCK B726			BHCK B727			BHCK B728			BHCK B729			BHCK B730			BHCK B731			BHCK B732			3.
4. Past due loan amounts included in item 1:																						
a. 30-89 days past due	BHCK B733			BHCK B734			BHCK B735			BHCK B736			BHCK B737			BHCK B738			BHCK B739			4.a.
b. 90 days or more past due	BHCK B740			BHCK B741			BHCK B742			BHCK B743			BHCK B744			BHCK B745			BHCK B746			4.b.
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):																						
a. Charge-offs	BHCK B747			BHCK B748			BHCK B749			BHCK B750			BHCK B751			BHCK B752			BHCK B753			5.a.
b. Recoveries	BHCK B754			BHCK B755			BHCK B756			BHCK B757			BHCK B758			BHCK B759			BHCK B760			5.b.

	(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			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands																						
6. Amount of ownership (or seller's) interests carried as:																						
a. Securities (included in HC-B)				BHCK B761			BHCK B762									BHCK B763						6.a.
b. Loans (included in HC-C)							BHCK B500			BHCK B501						BHCK B502						6.b.
7. Past due loan amounts included in interests reported in item 6.a:																						
a. 30-89 days past due.....				BHCK B764			BHCK B765									BHCK B766						7.a.
b. 90 days or more past due.....							BHCK B767			BHCK B768						BHCK B769						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			BHCK B771									BHCK B772						8.a.
b. Recoveries.....				BHCK B773			BHCK B774									BHCK B775						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			BHCK B777			BHCK B778			BHCK B779			BHCK B780			BHCK B781			BHCK B782			
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures	BHCK B783			BHCK B784			BHCK B785			BHCK B786			BHCK B787			BHCK B788			BHCK B789			
Asset Sales																						
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790			BHCK B791			BHCK B792			BHCK B793			BHCK B794			BHCK B795			BHCK B796			
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	BHCK B797			BHCK B798			BHCK B799			BHCK B800			BHCK B801			BHCK B802			BHCK B803			

Schedule HC-S—Continued

Memoranda

				Dollar Amounts in Thousands					
				BHCK	Bil	Mil	Thou		
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:									
a. Outstanding principal balance.....				A249				M.1.a.	
b. Amount of retained recourse on these obligations as of the report date				A250				M.1.b.	
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):									
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements				B804				M.2.a.	
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements				B805				M.2.b.	
c. Other financial assets ¹				A591				M.2.c.	
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				M.2.d.	
3. Asset-backed commercial paper conduits:									
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:									
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company				B806				M.3.a.(1)	
(2) Conduits sponsored by other unrelated institutions				B807				M.3.a.(2)	
b. Unused commitments to provide liquidity to conduit structures:									
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company				B808				M.3.b.(1)	
(2) Conduits sponsored by other unrelated institutions				B809				M.3.b.(2)	
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²				C407				M.4.	

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

2. Memorandum item 4 is to be completed by (1) 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles				(Column B) ABCP Conduits				(Column C) Other VIEs				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:													
a. Cash and balances due from depository institutions	J981				J982				J983				1.a.
b. Held-to-maturity securities	J984				J985				J986				1.b.
c. Available-for-sale securities	J987				J988				J989				1.c.
d. Securities purchased under agreements to resell...	J990				J991				J992				1.d.
e. Loans and leases held for sale	J993				J994				J995				1.e.
f. Loans and leases, net of unearned income	J996				J997				J998				1.f.
g. Less: Allowance for loan and lease losses.....	J999				K001				K002				1.g.
h. Trading assets (other than derivatives)	K003				K004				K005				1.h.
i. Derivative trading assets	K006				K007				K008				1.i.
j. Other real estate owned	K009				K010				K011				1.j.
k. Other assets	K012				K013				K014				1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:													
a. Securities sold under agreements to repurchase ...	K015				K016				K017				2.a.
b. Derivative trading liabilities.....	K018				K019				K020				2.b.
c. Commercial paper.....	K021				K022				K023				2.c.
d. Other borrowed money (exclude commercial paper).....	K024				K025				K026				2.d.
e. Other liabilities	K027				K028				K029				2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above)	K030				K031				K032				3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above)	K033				K034				K035				4.

Notes to the Balance Sheet—Predecessor Financial Items

For 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 holding company's total consolidated assets as of the previous quarter-end, whichever is less.

		Dollar Amounts in Thousands				
		BHBC	Bil	Mil	Thou	
1.	Average loans and leases (net of unearned income)	3516				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 holding company wishes to explain, that has been separately disclosed in the 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 holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the holding company's long-term unsecured debt by a material amount. The holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

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

Notes to the Balance Sheet (Other)

TEXT	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)	K141				1.
2. 5357					
	5357				2.
3. 5358					
	5358				3.
4. 5359					
	5359				4.
5. 5360					
	5360				5.
6. B027					
	B027				6.

Notes to the Balance Sheet (Other)—Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
7.	B028						
			B028				7.
8.	B029						
			B029				8.
9.	B030						
			B030				9.
10.	B031						
			B031				10.
11.	B032						
			B032				11.
12.	B033						
			B033				12.
13.	B034						
			B034				13.
14.	B035						
			B035				14.
15.	B036						
			B036				15.
16.	B037						
			B037				16.
17.	B038						
			B038				17.
18.	B039						
			B039				18.
19.	B040						
			B040				19.
20.	B041						
			B041				20.