

Board of Governors of the Federal Reserve System



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

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

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

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

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

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

Date of Report:

March 31, 2012

Month / Date / Year (BHCK 9999)

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

Michael G. O Grady

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

Signature of Chief Financial Officer (or Equivalent)

05/15/2012

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

Northern Trust Corporation

Legal Title of Bank Holding Company (TEXT 9010)

50 South LaSalle Street

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

Chicago

City (TEXT 9130)

IL

State (TEXT 9200)

60603-

Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

Matthew A. Reece/Senior Vice President

Name / Title (BHTX 8901)

312-557-9735

Area Code / Phone Number (BHTX 8902)

312-630-6107

FAX Number (BHTX 9116)

mar30@ntrs.com

E-mail Address of Contact (BHTX 4086)

| | |
|--|------------------|
| <i>For Federal Reserve Bank Use Only</i> | |
| RSSD ID | _____ |
| C.I. | _____ S.F. _____ |

Report of Income for Bank Holding Companies

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

Schedule HI—Consolidated Income Statement

For Federal Reserve Bank Use Only
C.I. _____

| Dollar Amounts in Thousands | | 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 | BHCK4435 | 99,216 | | 1.a.(1)(a) |
| (b) All other loans secured by real estate | BHCK4436 | 36,787 | | 1.a.(1)(b) |
| (c) All other loans | BHCKF821 | 61,989 | | 1.a.(1)(c) |
| (2) In foreign offices, Edge and Agreement subsidiaries, and IBFs | | | | |
| BHCK4059 | 13,137 | | | 1.a.(2) |
| b. Income from lease financing receivables | | | | |
| BHCK4065 | 6,652 | | | 1.b. |
| c. Interest income on balances due from depository institutions (1) | | | | |
| BHCK4115 | 55,386 | | | 1.c. |
| d. Interest and dividend income on securities: | | | | |
| (1) U.S. Treasury securities and U.S. government agency obligations (excluding MBS) | | | | |
| BHCKB488 | 19,759 | | | 1.d.(1) |
| (2) Mortgage-backed securities | | | | |
| BHCKB489 | 24,462 | | | 1.d.(2) |
| (3) All other securities | | | | |
| BHCK4060 | 22,673 | | | 1.d.(3) |
| e. Interest income from trading assets | | | | |
| BHCK4069 | 23 | | | 1.e. |
| f. Interest income on federal funds sold and securities purchased under agreements to resell | | | | |
| BHCK4020 | 75 | | | 1.f. |
| g. Other interest income | | | | |
| BHCK4518 | 827 | | | 1.g. |
| h. Total interest income (sum of items 1.a through 1.g) | | | | |
| BHCK4107 | 340,986 | | | 1.h. |
| 2. Interest expense | | | | |
| a. Interest on deposits: | | | | |
| (1) In domestic offices: | | | | |
| (a) Time deposits of \$100,000 or more | BHCKA517 | 7,083 | | 2.a.(1)(a) |
| (b) Time deposits of less than \$100,000 | BHCKA518 | 901 | | 2.a.(1)(b) |
| (c) Other deposits | BHCK6761 | 2,383 | | 2.a.(1)(c) |
| (2) In foreign offices, Edge and Agreement subsidiaries, and IBFs | | | | |
| BHCK4172 | 35,970 | | | 2.a.(2) |
| b. Expense on federal funds purchased and securities sold under agreements to repurchase | | | | |
| BHCK4180 | 466 | | | 2.b. |
| c. Interest on trading liabilities and other borrowed money (excluding subordinated notes & debentures) ... | | | | |
| BHCK4185 | 29,214 | | | 2.c. |
| d. Interest on subordinated notes and debentures and on mandatory convertible securities | | | | |
| BHCK4397 | 7,766 | | | 2.d. |
| e. Other interest expense | | | | |
| BHCK4398 | 770 | | | 2.e. |
| f. Total interest expense (sum of items 2.a through 2.e) | | | | |
| BHCK4073 | 84,553 | | | 2.f. |
| 3. Net interest income (item 1.h minus item 2.f) | | | | |
| BHCK4074 | 256,433 | | | 3. |
| 4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) | | | | |
| BHCK4230 | 6,529 | | | 4. |
| 5. Noninterest income: | | | | |
| a. Income from fiduciary activities | | | | |
| BHCK4070 | 575,173 | | | 5.a. |
| b. Service charges on deposit accounts in domestic offices | | | | |
| BHCK4483 | 19,897 | | | 5.b. |
| c. Trading revenue (2) | | | | |
| BHCKA220 | 80,232 | | | 5.c. |
| d. | | | | |
| (1) Fees and commissions from securities brokerage | BHCKC886 | 89 | | 5.d.(1) |
| (2) Investment banking, advisory, and underwriting fees and commissions | BHCKC888 | 0 | | 5.d.(2) |
| (3) Fees and commissions from annuity sales | BHCKC887 | 0 | | 5.d.(3) |
| (4) Underwriting income from insurance and reinsurance activities | BHCKC386 | 0 | | 5.d.(4) |
| (5) Income from other insurance activities | BHCKC387 | 0 | | 5.d.(5) |
| e. Venture capital revenue | | | | |
| BHCKB491 | 0 | | | 5.e. |
| f. Net servicing fees | | | | |
| BHCKB492 | 0 | | | 5.f. |
| g. Net securitization income | | | | |
| BHCKB493 | 0 | | | 5.g. |

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

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

Schedule HI—Continued

| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|--|----------|-----|----------------|------|---------|
| h. Not applicable | | | | | |
| i. Net gains (losses) on sales of loans and leases | BHCK8560 | | 0 | | 5.i. |
| j. Net gains (losses) on sales of other real estate owned | BHCK8561 | | (181) | | 5.j. |
| k. Net gains (losses) on sales of other assets (excluding securities) | BHCKB496 | | 343 | | 5.k. |
| l. Other noninterest income (3) | BHCKB497 | | 35,828 | | 5.l. |
| m. Total noninterest income (sum of items 5.a through 5.l) | BHCK4079 | | 711,381 | | 5.m. |
| 6. | | | | | |
| a. Realized gains (losses) on held-to-maturity securities | BHCK3521 | | 0 | | 6.a. |
| b. Realized gains (losses) on available-for-sale securities | BHCK3196 | | (2,387) | | 6.b. |
| 7. Noninterest expense: | | | | | |
| a. Salaries and employee benefits | BHCK4135 | | 389,680 | | 7.a. |
| b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest) | BHCK4217 | | 67,012 | | 7.b. |
| c. | | | | | |
| (1) Goodwill impairment losses | BHCKC216 | | 0 | | 7.c.(1) |
| (2) Amortization expense and impairment for other intangible assets | BHCKC232 | | 4,571 | | 7.c.(2) |
| d. Other noninterest expense (4) | BHCK4092 | | 260,839 | | 7.d. |
| e. Total noninterest expense (sum of items 7.a through 7.d) | BHCK4093 | | 722,102 | | 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) | BHCK4301 | | 236,796 | | 8. |
| 9. Applicable income taxes (foreign and domestic) | BHCK4302 | | 75,611 | | 9. |
| 10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9) | BHCK4300 | | 161,185 | | 10. |
| 11. Extraordinary items and other adjustments, net of income taxes (5) | BHCK4320 | | 0 | | 11. |
| 12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11) | BHCKG104 | | 161,185 | | 12. |
| 13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value) | BHCKG103 | | 0 | | 13. |
| 14. Net income (loss) attributable to bank holding company (item 12 minus item 13) | BHCK4340 | | 161,185 | | 14. |

MEMORANDA

| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|---|----------|-----|---------|------|--------|
| 1. Net interest income (item 3 above) on a fully taxable equivalent basis | BHCK4519 | | 266,298 | | M.1. |
| 2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis | BHCK4592 | | 246,688 | | 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) | BHCK4313 | | 715 | | 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) | BHCK4507 | | 5,251 | | M.4. |
| 5. Number of full-time equivalent employees at end of current period (round to nearest whole number) | BHCK4150 | | 13910 | | M.5. |
| 6. Other noninterest income (from schedule HI, 5.l above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l): | | | | | |
| a. Income and fees from the printing and sale of checks | BHCKC013 | | 0 | | M.6.a. |
| b. Earnings on/increase in value of cash surrender value of life insurance | BHCKC014 | | 0 | | M.6.b. |
| c. Income and fees from automated teller machines (ATMs) | BHCKC016 | | 0 | | M.6.c. |
| d. Rent and other income from other real estate owned | BHCK4042 | | 0 | | M.6.d. |
| e. Safe deposit box rent | BHCKC015 | | 0 | | M.6.e. |
| f. Net change in the fair values of financial instruments accounted for under a fair value option | BHCKF229 | | 0 | | M.6.f. |

(3) See Schedule HI, memoranda item 6

(4) See Schedule HI, memoranda item 7.

(5) Describe on Schedule HI, memoranda item 8.

Schedule HI—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands

| | | Bil | Mil | Thou | |
|---|----------|-----|--------|------|-----------|
| g. Bank card and credit card interchange fees | BHCKF555 | | 0 | | M.6.g. |
| h. Gains on bargain purchases | BHCKJ447 | | 0 | | M.6.h. |
| i. TEXT8562 Loan related fees | BHCK8562 | | 16,759 | | M.6.i. |
| j. TEXT8563 Letter of credit fees | BHCK8563 | | 8,882 | | M.6.j. |
| k. TEXT8564 Rabbi trust income | BHCK8564 | | 3,330 | | M.6.k. |
| 7. Other noninterest expense (from schedule HI, 7.d above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 7.d): | | | | | |
| a. Data processing expenses | BHCKC017 | | 0 | | M.7.a. |
| b. Advertising and marketing expenses | BHCK0497 | | 17,685 | | M.7.b. |
| c. Directors' fees | BHCK4136 | | 0 | | M.7.c. |
| d. Printing, stationery, and supplies | BHCKC018 | | 0 | | M.7.d. |
| e. Postage | BHCK8403 | | 0 | | M.7.e. |
| f. Legal fees and expenses | BHCK4141 | | 0 | | M.7.f. |
| g. FDIC deposit insurance assessments | BHCK4146 | | 0 | | M.7.g. |
| h. Accounting and auditing expenses | BHCKF556 | | 0 | | M.7.h. |
| i. Consulting and advisory expenses | BHCKF557 | | 0 | | M.7.i. |
| j. Automated teller machine (ATM) and interchange expenses | BHCKF558 | | 0 | | M.7.j. |
| k. Telecommunications expenses | BHCKF559 | | 0 | | M.7.k. |
| l. TEXT8565 Computer software amortization expense | BHCK8565 | | 61,026 | | M.7.l. |
| m. TEXT8566 Subcustodian and depository fee expense | BHCK8566 | | 22,559 | | M.7.m. |
| n. TEXT8567 | BHCK8567 | | | | M.7.n. |
| 8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments): | | | | | |
| a. | | | | | |
| (1) TEXT3571 | BHCK3571 | | | | M.8.a.(1) |
| (2) Applicable income tax effect | BHCK3572 | | 0 | | M.8.a.(2) |
| b. | | | | | |
| (1) TEXT3573 | BHCK3573 | | | | M.8.b.(1) |
| (2) Applicable income tax effect | BHCK3574 | | 0 | | M.8.b.(2) |
| c. | | | | | |
| (1) TEXT3575 | BHCK3575 | | | | M.8.c.(1) |
| (2) Applicable income tax effect | BHCK3576 | | 0 | | M.8.c.(2) |
| 9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) | | | | | |
| <i>Memorandum items 9.a through 9.e are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:</i> | | | | | |
| a. Interest rate exposures | BHCK8757 | | 18,313 | | M.9.a. |
| b. Foreign exchange exposures | BHCK8758 | | 61,919 | | M.9.b. |
| c. Equity security and index exposures | BHCK8759 | | 0 | | M.9.c. |
| d. Commodity and other exposures | BHCK8760 | | 0 | | M.9.d. |
| e. Credit exposures | BHCKF186 | | 0 | | M.9.e. |
| Memoranda items 9.f and 9.g are to be completed by bank holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above. (1) | | | | | |
| f. Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank holding company's derivative assets (included in Memorandum items 9.a through 9.e above) | BHCKK090 | | N/A | | M.9.f. |
| g. Impact on trading revenue of changes in the creditworthiness of the bank holding company on the bank holding company's derivative liabilities (included in items 9.a through 9.e above) | BHCKK094 | | N/A | | M.9.g. |

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

Schedule HI—Continued

MEMORANDA (continued)

| | | Dollar Amounts in Thousands | | | |
|--|--|-----------------------------|---------|------|------------|
| | | Bil | Mil | Thou | |
| 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 | BHCKC889 | 0 | | M.10.a. |
| b. | Net gains (losses) on credit derivatives held for purposes other than trading | BHCKC890 | (1,068) | | M.10.b. |
| 11. | Credit losses on derivatives (see instructions) | BHCKA251 | 0 | | M.11. |
| Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets. (1) | | | | | |
| 12. | a. Income from the sale and servicing of mutual funds and annuities (in domestic offices) | BHCK8431 | 75,327 | | M.12.a. |
| | b. | | | | |
| | (1) Premiums on insurance related to the extension of credit | BHCKC242 | 0 | | M.12.b.(1) |
| | (2) All other insurance premiums | BHCKC243 | 0 | | M.12.b.(2) |
| | c. Benefits, losses, and expenses from insurance-related activities | BHCKB983 | 0 | | M.12.c. |
| | | | | | Yes/No |
| 13. | Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no) | BHCKA530 | NO | | M.13. |

| | | Dollar Amounts in Thousands | | | |
|---|--|-----------------------------|-------|------|------------|
| | | Bil | Mil | Thou | |
| <i>Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.</i> | | | | | |
| 14. | Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option: | | | | |
| a. | Net gains (losses) on assets | BHCKF551 | 0 | | M.14.a. |
| | (1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk | BHCKF552 | 0 | | M.14.a.(1) |
| b. | Net gains (losses) on liabilities | BHCKF553 | 0 | | M.14.b. |
| | (1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk | BHCKF554 | 0 | | M.14.b.(1) |
| 15. | Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method | BHCKC409 | 9,091 | | M.15. |

| | | Year-to-Date | | | |
|---|---|--------------|---|--|---------|
| <i>Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i> | | | | | |
| 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)) | BHCKF228 | | | 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 | BHCKJ319 | 0 | | M.17.a. |
| b. | Portion of losses recognized in other comprehensive income (before income taxes) | BHCKJ320 | 0 | | 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) | BHCKJ321 | 0 | | M.17.c. |

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

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

| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|---|----------|------------------|-----|------|------|
| 1. Total bank holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income) | BHCK3217 | 7,117,315 | | | 1. |
| 2. Cumulative effect of changes in accounting principles and corrections of material accounting errors | BHCKB507 | 0 | | | 2. |
| 3. Balance end of previous calendar year as restated (sum of items 1 and 2) | BHCKB508 | 7,117,315 | | | 3. |
| 4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14) | BHCT4340 | 161,185 | | | 4. |
| 5. Sale of perpetual preferred stock (excluding treasury stock transactions): | | | | | |
| a. Sale of perpetual preferred stock, gross | BHCK3577 | 0 | | | 5.a. |
| b. Conversion or retirement of perpetual preferred stock | BHCK3578 | 0 | | | 5.b. |
| 6. Sale of common stock: | | | | | |
| a. Sale of common stock, gross | BHCK3579 | 0 | | | 6.a. |
| b. Conversion or retirement of common stock | BHCK3580 | 4,460 | | | 6.b. |
| 7. Sale of treasury stock | BHCK4782 | 25,371 | | | 7. |
| 8. LESS: Purchase of treasury stock | BHCK4783 | 14,456 | | | 8. |
| 9. Changes incident to business combinations, net | BHCK4356 | 0 | | | 9. |
| 10. LESS: Cash dividends declared on preferred stock | BHCK4598 | 0 | | | 10. |
| 11. LESS: Cash dividends declared on common stock | BHCK4460 | 139,887 | | | 11. |
| 12. Other comprehensive income ⁽¹⁾ | BHCKB511 | 69,250 | | | 12. |
| 13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company | BHCK4591 | 0 | | | 13. |
| 14. Other adjustments to equity capital (not included above) | BHCK3581 | 0 | | | 14. |
| 15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items, 8, 10, and 11) (must equal item 27.a on Schedule HC) | BHCT3210 | 7,223,238 | | | 15. |

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

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

| Dollar Amounts in Thousands | (Column A) Charge-offs: Calendar YTD | | (Column B) Recoveries: Calendar YTD | | |
|---|---|---------------|--|--------------|------------|
| I. Charge-offs ⁽¹⁾ 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 | BHCKC891 | 0 | BHCKC892 | 0 | 1.a.(1) |
| (2) Other construction loans and all land development and other land loans | BHCKC893 | 287 | BHCKC894 | 1,599 | 1.a.(2) |
| b. Secured by farmland in domestic offices | | | | | |
| | BHCK3584 | 0 | BHCK3585 | 0 | 1.b. |
| c. Secured by 1-4 family residential properties in domestic offices: | | | | | |
| (1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit | BHCK5411 | 3,478 | BHCK5412 | 202 | 1.c.(1) |
| (2) Closed-end loans secured by 1-4 family residential properties in domestic offices: | | | | | |
| (a) Secured by first liens | BHCKC234 | 6,640 | BHCKC217 | 1,128 | 1.c.(2)(a) |
| (b) Secured by junior liens | BHCKC235 | 1,524 | BHCKC218 | 73 | 1.c.(2)(b) |
| d. Secured by multifamily (5 or more) residential properties in domestic offices | | | | | |
| | BHCK3588 | 235 | BHCK3589 | 14 | 1.d. |
| e. Secured by nonfarm nonresidential properties in domestic offices: | | | | | |
| (1) Loans secured by owner-occupied nonfarm nonresidential properties | BHCKC895 | 134 | BHCKC896 | 480 | 1.e.(1) |
| (2) Loans secured by other nonfarm nonresidential properties | BHCKC897 | 1,122 | BHCKC898 | 884 | 1.e.(2) |
| f. In foreign offices | | | | | |
| | BHCKB512 | 0 | BHCKB513 | 0 | 1.f. |
| 2. Loans to depository institutions and acceptances of other banks: | | | | | |
| a. To U.S. banks and other U.S. depository institutions | | | | | |
| | BHCK4653 | 0 | BHCK4663 | 0 | 2.a. |
| b. To foreign banks | | | | | |
| | BHCK4654 | 0 | BHCK4664 | 0 | 2.b. |
| 3. Loans to finance agricultural production and other loans to farmers ... | | | | | |
| | BHCK4655 | 0 | BHCK4665 | 0 | 3. |
| 4. Commercial and industrial loans: | | | | | |
| a. To U.S. addressees (domicile) | | | | | |
| | BHCK4645 | 408 | BHCK4617 | 365 | 4.a. |
| b. To non-U.S. addressees (domicile) | | | | | |
| | BHCK4646 | 0 | BHCK4618 | 0 | 4.b. |
| 5. Loans to individuals for household, family, and other personal expenditures: | | | | | |
| a. Credit cards | | | | | |
| | BHCKB514 | 0 | BHCKB515 | 0 | 5.a. |
| b. Automobile loans | | | | | |
| | BHCKK129 | 14 | BHCKK133 | 6 | 5.b. |
| c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ... | | | | | |
| | BHCKK205 | 527 | BHCKK206 | 151 | 5.c. |
| 6. Loans to foreign governments and official institutions | | | | | |
| | BHCK4643 | 0 | BHCK4627 | 0 | 6. |
| 7. All other loans | | | | | |
| | BHCK4644 | 0 | BHCK4628 | 3,656 | 7. |
| 8. Lease financing receivables: | | | | | |
| a. Leases to individuals for household, family, and other personal expenditures | | | | | |
| | BHCKF185 | 0 | BHCKF187 | 0 | 8.a. |
| b. All other leases | | | | | |
| | BHCKC880 | 0 | BHCKF188 | 0 | 8.b. |
| 9. Total (sum of items 1 through 8) | | | | | |
| | BHCK4635 | 14,369 | BHCK4605 | 8,558 | 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: Calendar YTD | | (Column B) Recoveries: Calendar YTD | | |
|---|---|---|--|---|------|
| | | | | | |
| 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 | BHCK5409 | 0 | BHCK5410 | 0 | M.1. |
| 2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above) | BHCK4652 | 0 | BHCK4662 | 0 | M.2. |

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

| | Calendar YTD | |
|---|--------------|------|
| 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) | BHCKC388 | M.3. |

| Dollar Amounts in Thousands | | | | |
|---|----------|---------|------|----|
| | Bil | Mil | Thou | |
| II. Changes in allowance for loan and lease losses | | | | |
| 1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income) | BHCKB522 | 294,795 | | 1. |
| 2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) | BHCT4605 | 8,558 | | 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) | BHCKC079 | 14,369 | | 3. |
| 4. Less: Write-downs arising from transfers of loans to a held-for-sale account | BHCK5523 | 0 | | 4. |
| 5. Provision for loan and lease losses (must equal Schedule HI, item 4) | BHCT4230 | 6,529 | | 5. |
| 6. Adjustments (see instructions for this schedule) | BHCKC233 | (12) | | 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) | BHCT3123 | 295,501 | | 7. |

Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands

| | | Bil | Mil | Thou | |
|--|----------|-----|-----|------|------|
| 1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7 | BHCKC435 | | | 0 | M.1. |
| <i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i> | | | | | |
| 2. Separate valuation allowance for uncollectable retail credit card fees and finance charges | BHCKC389 | | | | 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) | BHCKC390 | | | | M.3. |
| <i>Memorandum item 4 is to be completed by all bank holding companies.</i> | | | | | |
| 4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above) | BHCKC781 | | | 0 | M.4. |

Notes to the Income Statement—Predecessor Financial Items

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

| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|--|----------|-----|-----|------|------|
| 1. Total interest income | BHBC4107 | | | N/A | 1. |
| a. Interest income on loans and leases | BHBC4094 | | | N/A | 1.a. |
| b. Interest income on investment securities | BHBC4218 | | | N/A | 1.b. |
| 2. Total interest expense | BHBC4073 | | | N/A | 2. |
| a. Interest expense on deposits | BHBC4421 | | | N/A | 2.a. |
| 3. Net interest income | BHBC4074 | | | N/A | 3. |
| 4. Provision for loan and lease losses | BHBC4230 | | | N/A | 4. |
| 5. Total noninterest income | BHBC4079 | | | N/A | 5. |
| a. Income from fiduciary activities | BHBC4070 | | | N/A | 5.a. |
| b. Trading revenue | BHBCA220 | | | N/A | 5.b. |
| c. Investment banking, advisory, brokerage, and underwriting fees and commissions | BHBCB490 | | | N/A | 5.c. |
| d. Venture capital revenue | BHBCB491 | | | N/A | 5.d. |
| e. Net securitization income | BHBCB493 | | | N/A | 5.e. |
| f. Insurance commissions and fees | BHBCB494 | | | N/A | 5.f. |
| 6. Realized gains (losses) on held-to-maturity and available-for-sale securities | BHBC4091 | | | N/A | 6. |
| 7. Total noninterest expense | BHBC4093 | | | N/A | 7. |
| a. Salaries and employee benefits | BHBC4135 | | | N/A | 7.a. |
| b. Goodwill impairment losses | BHBC216 | | | N/A | 7.b. |
| 8. Income (loss) before taxes, extraordinary items, and other adjustments | BHBC4301 | | | N/A | 8. |
| 9. Applicable income taxes | BHBC4302 | | | N/A | 9. |
| 10. Noncontrolling (minority) interest | BHBC4484 | | | N/A | 10. |
| 11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest | BHBC4320 | | | N/A | 11. |
| 12. Net income (loss) | BHBC4340 | | | N/A | 12. |
| 13. Cash dividends declared | BHBC4475 | | | N/A | 13. |
| 14. Net charge-offs | BHBC6061 | | | N/A | 14. |
| 15. Net interest income (item 3 above) on a fully taxable equivalent basis | BHBC4519 | | | N/A | 15. |

Notes to the Income Statement—Other

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

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

Example
 A bank holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

| | | | Bil | Mil | Thou |
|----------|--|--|-----|------|------|
| TEXT0000 | Sch. HI., item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country | | | | |
| TEXT0000 | | | | 1350 | |

Notes to the Income Statement—Other

Dollar Amounts in Thousands

| | | | | Bil | Mil | Thou |
|-----|----------|--|--|----------|-----|------|
| 1. | TEXT5351 | | | | | |
| 2. | TEXT5352 | | | BHCK5351 | | 1. |
| 3. | TEXT5353 | | | BHCK5352 | | 2. |
| 4. | TEXT5354 | | | BHCK5353 | | 3. |
| 5. | TEXT5355 | | | BHCK5354 | | 4. |
| 6. | TEXTB042 | | | BHCK5355 | | 5. |
| 7. | TEXTB043 | | | BHCKB042 | | 6. |
| 8. | TEXTB044 | | | BHCKB043 | | 7. |
| 9. | TEXTB045 | | | BHCKB044 | | 8. |
| 10. | TEXTB046 | | | BHCKB045 | | 9. |
| | | | | BHCKB046 | | 10. |

Notes to the Income Statement—Other, Continued

Dollar Amounts in Thousands

| | | Bil | Mil | Thou | | |
|-----|----------|-----|-----|------|----------|-----|
| 11. | TEXTB047 | | | | | |
| | | | | | BHCKB047 | 11. |
| 12. | TEXTB048 | | | | | |
| | | | | | BHCKB048 | 12. |
| 13. | TEXTB049 | | | | | |
| | | | | | BHCKB049 | 13. |
| 14. | TEXTB050 | | | | | |
| | | | | | BHCKB050 | 14. |
| 15. | TEXTB051 | | | | | |
| | | | | | BHCKB051 | 15. |
| 16. | TEXTB052 | | | | | |
| | | | | | BHCKB052 | 16. |
| 17. | TEXTB053 | | | | | |
| | | | | | BHCKB053 | 17. |
| 18. | TEXTB054 | | | | | |
| | | | | | BHCKB054 | 18. |
| 19. | TEXTB055 | | | | | |
| | | | | | BHCKB055 | 19. |
| 20. | TEXTB056 | | | | | |
| | | | | | BHCKB056 | 20. |

Northern Trust Corporation
Name of Bank Holding Company

For Federal Reserve Bank Use Only
C.I. _____

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business **March 31, 2012**

Schedule HC—Consolidated Balance Sheet

| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|--|----------|------------|-------------------|------|---------|
| ASSETS | | | | | |
| 1. Cash and balances due from depository institutions: | | | | | |
| a. Noninterest-bearing balances and currency and coin (1) | BHCK0081 | | 4,267,443 | | 1.a. |
| b. Interest-bearing balances: (2) | | | | | |
| (1) In U.S. offices | BHCK0395 | | 2,407,856 | | 1.b.(1) |
| (2) In foreign offices, Edge and Agreement subsidiaries, and IBFs | BHCK0397 | | 21,101,453 | | 1.b.(2) |
| 2. Securities: | | | | | |
| a. Held-to-maturity securities (from Schedule HC-B, column A) | BHCK1754 | | 709,722 | | 2.a. |
| b. Available-for-sale securities (from Schedule HC-B, column D) | BHCK1773 | | 28,458,307 | | 2.b. |
| 3. Federal funds sold and securities purchased under agreements to resell: | | | | | |
| a. Federal funds sold in domestic offices | BHDMB987 | | 10,000 | | 3.a. |
| b. Securities purchased under agreements to resell (3) | BHCKB989 | | 280,906 | | 3.b. |
| 4. Loans and lease financing receivables: | | | | | |
| a. Loans and leases held for sale | BHCK5369 | | 59 | | 4.a. |
| b. Loans and leases, net of unearned income | BHCKB528 | 29,161,958 | | | 4.b. |
| c. LESS: Allowance for loan and lease losses | BHCK3123 | 295,501 | | | 4.c. |
| d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c) | BHCKB529 | | 28,866,457 | | 4.d. |
| 5. Trading assets (from Schedule HC-D) | BHCK3545 | | 642,238 | | 5. |
| 6. Premises and fixed assets (including capitalized leases) | BHCK2145 | | 481,187 | | 6. |
| 7. Other real estate owned (from Schedule HC-M) | BHCK2150 | | 22,441 | | 7. |
| 8. Investments in unconsolidated subsidiaries and associated companies | BHCK2130 | | 8,310 | | 8. |
| 9. Direct and indirect investments in real estate ventures | BHCK3656 | | 0 | | 9. |
| 10. Intangible assets: | | | | | |
| a. Goodwill | BHCK3163 | | 536,471 | | 10.a. |
| b. Other intangible assets (from Schedule HC-M) | BHCK0426 | | 120,039 | | 10.b. |
| 11. Other assets (from Schedule HC-F) | BHCK2160 | | 3,691,435 | | 11. |
| 12. Total assets (sum of items 1 through 11) | BHCK2170 | | 91,604,324 | | 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 | | Bil | Mil | Thou |
|--|----------|-------------------|-----|----------|
| LIABILITIES | | | | |
| 13. Deposits: | | | | |
| a. In domestic offices (from Schedule HC-E): | | | | |
| (1) Noninterest-bearing ⁽¹⁾ | BHDM6631 | 16,412,367 | | 13.a.(1) |
| (2) Interest-bearing | BHDM6636 | 17,464,781 | | 13.a.(2) |
| b. In foreign offices, Edge and Agreement subsidiaries, and IBFs: | | | | |
| (1) Noninterest-bearing | BHFN6631 | 3,502,439 | | 13.b.(1) |
| (2) Interest-bearing | BHFN6636 | 36,553,433 | | 13.b.(2) |
| 14. Federal funds purchased and securities sold under agreements to repurchase: | | | | |
| a. Federal funds purchased in domestic offices ⁽²⁾ | BHDMB993 | 1,387,000 | | 14.a. |
| b. Securities sold under agreements to repurchase ⁽³⁾ | BHCKB995 | 283,997 | | 14.b. |
| 15. Trading liabilities (from Schedule HC-D) | BHCK3548 | 620,737 | | 15. |
| 16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) | | | | |
| | BHCK3190 | 4,561,293 | | 16. |
| 17. Not applicable | | | | |
| 18. Not applicable | | | | |
| 19. | | | | |
| a. Subordinated notes and debentures ⁽⁴⁾ | BHCK4062 | 1,036,573 | | 19.a. |
| b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities | BHCKC699 | 276,970 | | 19.b. |
| 20. Other liabilities (from Schedule HC-G) | BHCK2750 | 2,281,488 | | 20. |
| 21. Total liabilities (sum of items 13 through 20) | BHCK2948 | 84,381,078 | | 21. |
| 22. Not applicable | | | | |
| EQUITY CAPITAL | | | | |
| Bank Holding Company Equity Capital | | | | |
| 23. Perpetual preferred stock and related surplus | | | | |
| | BHCK3283 | 0 | | 23. |
| 24. Common stock (par value) | | | | |
| | BHCK3230 | 408,619 | | 24. |
| 25. Surplus (exclude all surplus related to preferred stock) | | | | |
| | BHCK3240 | 981,962 | | 25. |
| 26. | | | | |
| a. Retained earnings | BHCK3247 | 6,323,548 | | 26.a. |
| b. Accumulated other comprehensive income ⁽⁵⁾ | BHCKB530 | (276,344) | | 26.b. |
| c. Other equity capital components ⁽⁶⁾ | BHCKA130 | (214,547) | | 26.c. |
| 27. | | | | |
| a. Total bank holding company equity capital (sum of items 23 through 26.c) | BHCK3210 | 7,223,238 | | 27.a. |
| b. Noncontrolling (minority) interests in consolidated subsidiaries | BHCK3000 | 8 | | 27.b. |
| 28. Total equity capital (sum of items 27.a and 27.b) | | | | |
| | BHCKG105 | 7,223,246 | | 28. |
| 29. Total liabilities and equity capital (sum of items 21 and 28) | | | | |
| | BHCK3300 | 91,604,324 | | 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 net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

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

Schedule HC—Continued

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

| | | Yes/No |
|--|--|--------|
| 1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0", for no) | | |
| 2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. (7) | | |
| <p>a. <u>N/A</u></p> <p>(1) Name of External Auditing Firm (TEXT C703)</p> <p><u>N/A</u></p> <p>(2) City (TEXT C708)</p> <p><u>N/A</u> <u>N/A</u></p> <p>(3) State Abbrev. (TEXT C714) (4) Zip Code (TEXT C715)</p> | | |
| <p>b. <u>N/A</u></p> <p>(1) Name of Engagement Partner (TEXT C704)</p> <p><u>N/A</u></p> <p>(2) E-mail Address (TEXT C705)</p> | | |

(7) The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.

Schedule HC-B—Securities

| Dollar Amounts in Thousands | | | | | |
|---|--|--|--|---|------------|
| | (Column A) Held-to-Maturity Amortized Cost | (Column B) Held-to-Maturity Fair Value | (Column C) Available-for- Sale Amortized Cost | (Column D) Available-for- Sale Fair Value | |
| 1. U.S. Treasury securities | BHCK0211 | BHCK0213 | BHCK1286 | BHCK1287 | |
| | 0 | 0 | 2,717,882 | 2,766,521 | 1. |
| 2. U.S. government agency obligations (exclude mortgage-backed securities): | | | | | |
| a. Issued by U.S. government agencies ⁽¹⁾ | BHCK1289 | BHCK1290 | BHCK1291 | BHCK1293 | |
| | 0 | 0 | 0 | 0 | 2.a. |
| b. Issued by U.S. government-sponsored agencies ⁽²⁾ | BHCK1294 | BHCK1295 | BHCK1297 | BHCK1298 | |
| | 0 | 0 | 12,345,421 | 12,377,618 | 2.b. |
| 3. Securities issued by states and political subdivisions in the U.S. | BHCK8496 | BHCK8497 | BHCK8498 | BHCK8499 | |
| | 460,452 | 482,679 | 14,140 | 15,015 | 3. |
| 4. Mortgage-backed securities (MBS) | | | | | |
| a. Residential pass-through securities: | | | | | |
| (1) Guaranteed by GNMA | BHCKG300 | BHCKG301 | BHCKG302 | BHCKG303 | |
| | 0 | 0 | 0 | 0 | 4.a.(1) |
| (2) Issued by FNMA and FHLMC | BHCKG304 | BHCKG305 | BHCKG306 | BHCKG307 | |
| | 150,216 | 154,335 | 2,567,511 | 2,617,464 | 4.a.(2) |
| (3) Other pass-through securities | BHCKG308 | BHCKG309 | BHCKG310 | BHCKG311 | |
| | 0 | 0 | 0 | 0 | 4.a.(3) |
| b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS): | | | | | |
| (1) Issued or guaranteed by U.S. Government agencies or sponsored agencies ⁽³⁾ | BHCKG312 | BHCKG313 | BHCKG314 | BHCKG315 | |
| | 0 | 0 | 2,608,639 | 2,610,177 | 4.b.(1) |
| (2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ⁽³⁾ | BHCKG316 | BHCKG317 | BHCKG318 | BHCKG319 | |
| | 0 | 0 | 25,159 | 21,056 | 4.b.(2) |
| (3) All other residential mortgage-backed securities | BHCKG320 | BHCKG321 | BHCKG322 | BHCKG323 | |
| | 0 | 0 | 403,315 | 403,232 | 4.b.(3) |
| c. Commercial MBS: | | | | | |
| (1) Commercial pass-through securities: | | | | | |
| (a) Issued or guaranteed by FNMA, FHLMC, or GNMA | BHCKK142 | BHCKK143 | BHCKK144 | BHCKK145 | |
| | 0 | 0 | 0 | 0 | 4.c.(1)(a) |
| (b) Other pass-through securities | BHCKK146 | BHCKK147 | BHCKK148 | BHCKK149 | |
| | 0 | 0 | 0 | 0 | 4.c.(1)(b) |

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

Schedule HC-B—Continued

| Dollar Amounts in Thousands | | | | | |
|---|--|--|--|---|------------|
| | (Column A) Held-to-Maturity Amortized Cost | (Column B) Held-to-Maturity Fair Value | (Column C) Available-for- Sale Amortized Cost | (Column D) Available-for- Sale Fair Value | |
| (2) Other commercial MBS: | | | | | |
| (a) Issued or guaranteed by U.S. Government agencies or sponsored agencies ⁽³⁾ | BHCKK150 | BHCKK151 | BHCKK152 | BHCKK153 | |
| | 0 | 0 | 0 | 0 | 4.c.(2)(a) |
| (b) All other commercial MBS | BHCKK154 | BHCKK155 | BHCKK156 | BHCKK157 | |
| | 0 | 0 | 0 | 0 | 4.c.(2)(b) |
| 5. Asset-backed securities and structured financial products: | | | | | |
| a. Asset-backed securities (ABS) | BHCKC026 | BHCKC988 | BHCKC989 | BHCKC027 | |
| | 0 | 0 | 2,172,036 | 2,151,571 | 5.a. |
| b. Structured financial products: | | | | | |
| (1) Cash | BHCKG336 | BHCKG337 | BHCKG338 | BHCKG339 | |
| | 0 | 0 | 0 | 0 | 5.b.(1) |
| (2) Synthetic | BHCKG340 | BHCKG341 | BHCKG342 | BHCKG343 | |
| | 0 | 0 | 0 | 0 | 5.b.(2) |
| (3) Hybrid | BHCKG344 | BHCKG345 | BHCKG346 | BHCKG347 | |
| | 0 | 0 | 0 | 0 | 5.b.(3) |
| 6. Other debt securities: | | | | | |
| a. Other domestic debt securities | BHCK1737 | BHCK1738 | BHCK1739 | BHCK1741 | |
| | 62,564 | 53,727 | 2,373,300 | 2,387,426 | 6.a. |
| b. Foreign debt securities | BHCK1742 | BHCK1743 | BHCK1744 | BHCK1746 | |
| | 36,490 | 36,492 | 3,100,043 | 3,108,227 | 6.b. |
| 7. Investments in mutual funds and other equity securities with readily determinable fair values | | | BHCKA510 | BHCKA511 | |
| | | | 0 | 0 | 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) | BHCT1754 | BHCK1771 | BHCK1772 | BHCT1773 | |
| | 709,722 | 727,233 | 28,327,446 | 28,458,307 | 8. |

(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 Association (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

MEMORANDA

| Dollar Amounts in Thousands | | | Bil | Mill | Thou |
|---|----------|------------|-----|------|--------|
| 1. Pledged securities (1) | BHCK0416 | 24,264,358 | | | M.1. |
| 2. Remaining maturity or next repricing date of debt securities (Schedule HC-B, items 1 through 6.b in columns A and D above): (2) (3) | | | | | |
| a. 1 year and less | BHCK0383 | 16,217,799 | | | M.2.a. |
| b. Over 1 year to 5 years | BHCK0384 | 9,274,942 | | | M.2.b. |
| c. Over 5 years | BHCK0387 | 3,675,288 | | | 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 | BHCK1778 | 0 | | | M.3. |
| 4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6): | | | | | |
| a. Amortized cost | BHCK8782 | 0 | | | M.4.a. |
| b. Fair value | BHCK8783 | 0 | | | M.4.b. |

| Dollar Amounts in Thousands | | | | | |
|---|--|--|--|---|--------|
| | (Column A) Held-to-Maturity Amortized Cost | (Column B) Held-to-Maturity Fair Value | (Column C) Available-for- Sale Amortized Cost | (Column D) Available-for- Sale Fair Value | |
| <i>Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. (4)</i> | | | | | |
| 5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a): | | | | | |
| a. Credit card receivables | BHCKB838 | BHCKB839 | BHCKB840 | BHCKB841 | |
| | 0 | 0 | 179,295 | 179,221 | M.5.a. |
| b. Home equity lines | BHCKB842 | BHCKB843 | BHCKB844 | BHCKB845 | |
| | 0 | 0 | 136,236 | 116,544 | M.5.b. |
| c. Automobile loans | BHCKB846 | BHCKB847 | BHCKB848 | BHCKB849 | |
| | 0 | 0 | 1,093,452 | 1,093,753 | M.5.c. |
| d. Other consumer loans | BHCKB850 | BHCKB851 | BHCKB852 | BHCKB853 | |
| | 0 | 0 | 472,493 | 471,068 | M.5.d. |
| e. Commercial and industrial loans | BHCKB854 | BHCKB855 | BHCKB856 | BHCKB857 | |
| | 0 | 0 | 0 | 0 | M.5.e. |
| f. Other | BHCKB858 | BHCKB859 | BHCKB860 | BHCKB861 | |
| | 0 | 0 | 290,560 | 290,985 | M.5.f. |

(1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
 (2) Exclude investments in mutual funds and other equity securities with readily determinable fair values.
 (3) Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.
 (4) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2011.

Schedule HC-B—Continued

MEMORANDA (continued)

| | (Column A) Held-to-Maturity Amortized Cost | (Column B) Held-to-Maturity Fair Value | (Column C) Available-for- Sale Amortized Cost | (Column D) Available-for- Sale Fair Value | |
|--|--|--|--|---|--------|
| Dollar Amounts in Thousands | | | | | |
| 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 | BHCKG348 | BHCKG349 | BHCKG350 | BHCKG351 | M.6.a. |
| | 0 | 0 | 0 | 0 | |
| b. Trust preferred securities issued by real estate investment trusts | BHCKG352 | BHCKG353 | BHCKG354 | BHCKG355 | M.6.b. |
| | 0 | 0 | 0 | 0 | |
| c. Corporate and similar loans | BHCKG356 | BHCKG357 | BHCKG358 | BHCKG359 | M.6.c. |
| | 0 | 0 | 0 | 0 | |
| d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) | BHCKG360 | BHCKG361 | BHCKG362 | BHCKG363 | M.6.d. |
| | 0 | 0 | 0 | 0 | |
| e. 1-4 family residential MBS not issued or guaranteed by GSEs | BHCKG364 | BHCKG365 | BHCKG366 | BHCKG367 | M.6.e. |
| | 0 | 0 | 0 | 0 | |
| f. Diversified (mixed) pools of structured financial products | BHCKG368 | BHCKG369 | BHCKG370 | BHCKG371 | M.6.f. |
| | 0 | 0 | 0 | 0 | |
| g. Other collateral or reference assets | BHCKG372 | BHCKG373 | BHCKG374 | BHCKG375 | M.6.g. |
| | 0 | 0 | 0 | 0 | |

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 | | |
|--|----------------------------|------------|-----------------------------------|------------|------------|
| | | | | | |
| 1. Loans secured by real estate | BHCK1410 | 14,570,670 | | | 1. |
| a. Construction, land development, and other land loans: | | | | | |
| (1) 1-4 family residential construction loans | | | BHCKF158 | 173,605 | 1.a.(1) |
| (2) Other construction loans and all land development and other land loans | | | BHCKF159 | 417,945 | 1.a.(2) |
| b. Secured by farmland | | | BHDM1420 | 21,728 | 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 | | | BHDM1797 | 2,574,285 | 1.c.(1) |
| (2) Closed-end loans secured by 1-4 family residential properties: | | | | | |
| (a) Secured by first liens | | | BHDM5367 | 7,955,059 | 1.c.(2)(a) |
| (b) Secured by junior liens | | | BHDM5368 | 112,436 | 1.c.(2)(b) |
| d. Secured by multifamily (5 or more) residential properties: | | | BHDM1460 | 669,380 | 1.d. |
| e. Secured by nonfarm nonresidential properties: | | | | | |
| (1) Loans secured by owner-occupied nonfarm nonresidential properties | | | BHCKF160 | 981,242 | 1.e.(1) |
| (2) Loans secured by other nonfarm nonresidential properties | | | BHCKF161 | 1,664,990 | 1.e.(2) |
| 2. Loans to depository institutions and acceptances of other banks | | | BHDM1288 | 0 | 2. |
| a. To U.S. banks and other U.S. depository institutions | BHCK1292 | 1 | | | 2.a. |
| b. To foreign banks | BHCK1296 | 10,960 | | | 2.b. |
| 3. Loans to finance agricultural production and other loans to farmers | BHCK1590 | 0 | BHDM1590 | 0 | 3. |
| 4. Commercial and industrial loans | | | BHDM1766 | 4,811,949 | 4. |
| a. To U.S. addressees (domicile) | BHCK1763 | 4,705,316 | | | 4.a. |
| b. To non-U.S. addressees (domicile) | BHCK1764 | 459,883 | | | 4.b. |
| 5. Not applicable | | | | | |
| 6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) | | | BHDM1975 | 437,211 | 6. |
| a. Credit cards | BHCKB538 | 0 | | | 6.a. |
| b. Other revolving credit plans | BHCKB539 | 13,433 | | | 6.b. |
| c. Automobile loans | BHCKK137 | 1,443 | | | 6.c. |
| d. Other consumer loans (includes single payment, installment, and all student loans) | BHCKK207 | 424,177 | | | 6.d. |
| 7. Loans to foreign governments and official institutions (including foreign central banks) | BHCK2081 | 95,477 | BHDM2081 | 0 | 7. |
| 8. Not applicable | | | | | |
| 9. Loans to nondepository financial institutions and other loans: | | | | | |
| a. Loans to nondepository financial institutions | BHCKJ454 | 246,339 | BHDMJ454 | 246,339 | 9.a. |
| b. Other loans | | | | | |
| (1) Loans for purchasing or carrying securities (secured or unsecured) | BHCK1545 | 305,140 | BHDM1545 | 305,140 | 9.b.(1) |
| (2) All other loans (exclude consumer loans) | BHCKJ451 | 7,310,977 | BHDMJ451 | 6,790,301 | 9.b.(2) |
| 10. Lease financing receivables (net of unearned income) | | | BHDM2165 | 1,018,201 | 10. |
| a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) | BHCKF162 | 0 | | | 10.a. |
| b. All other leases | BHCKF163 | 1,018,201 | | | 10.b. |
| 11. LESS: Any unearned income on loans reflected in items 1-9 above .. | BHCK2123 | 0 | BHDM2123 | 0 | 11. |
| 12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b) | BHCK2122 | 29,162,017 | BHDM2122 | 28,179,811 | 12. |

Schedule HC-C—Continued

MEMORANDA

| Dollar Amounts in Thousands | 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 | BHDMK158 | 0 | | M.1.a.(1) |
| (2) All other construction loans and all land development and other land loans | BHDMK159 | 2,500 | | M.1.a.(2) |
| b. Loans secured by 1-4 family residential properties in domestic offices | BHDMF576 | 22,651 | | M.1.b. |
| c. Secured by multifamily (5 or more) residential properties in domestic offices | BHDMK160 | 0 | | M.1.c. |
| d. Secured by nonfarm nonresidential properties in domestic offices: | | | | |
| (1) Loans secured by owner-occupied nonfarm nonresidential properties | BHDMK161 | 2,974 | | M.1.d.(1) |
| (2) Loans secured by other nonfarm nonresidential properties | BHDMK162 | 5,852 | | M.1.d.(2) |
| e. Commercial and industrial loans: | | | | |
| (1) To U.S. addressees (domicile) | BHCKK163 | 0 | | M.1.e.(1) |
| (2) To non-U.S. addressees (domicile) | BHCKK164 | 0 | | M.1.e.(2) |
| f. All other loans (include loans to individuals for household, family, and other personal expenditures) | BHCKK165 | 304 | | M.1.f. |
| Itemize loan categories included in Memorandum item 1.f. above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f): | | | | |
| (1) Loans secured by farmland in domestic offices | BHDMK166 | 0 | | M.1.f.(1) |
| (2) Loans to depository institutions and acceptances of other banks | BHCKK167 | 0 | | M.1.f.(2) |
| (3) Loans to finance agricultural production and other loans to farmers | BHCKK168 | 0 | | M.1.f.(3) |
| (4) Loans to individuals for household, family, and other personal expenditures: | | | | |
| (a) Credit cards | BHCKK098 | 0 | | M.1.f.(4)(a) |
| (b) Automobile loans | BHCKK203 | 0 | | M.1.f.(4)(b) |
| (c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) | BHCKK204 | 0 | | M.1.f.(4)(c) |
| (5) Loans to foreign governments and official institutions | BHCKK212 | 0 | | M.1.f.(5) |
| (6) Other loans (1) | BHCKK267 | 0 | | M.1.f.(6) |
| 2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9.b.(2), column A, above | BHCK2746 | 19,922 | | M.2. |
| 3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A) | BHCKB837 | 0 | | M.3. |
| <i>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i> | | | | |
| 4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A) | BHCKC391 | | | M.4. |
| <i>Memorandum item 5 is to be completed by all bank holding companies.</i> | | | | |
| 5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale): | | | | |
| a. Outstanding balance | BHCKC779 | 0 | | M.5.a. |
| b. Carrying amount included in Schedule HC-C, items 1 through 9 | BHCKC780 | 0 | | 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)) | BHCKF230 | 0 | | 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 | | Bil | Mil | Thou | |
|--|----------|-----|--------|------|--------|
| <p><i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2011, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i></p> | | | | | |
| b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties | BHCKF231 | | | | 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 | BHCKF232 | | | | M.6.c. |
| 7. Not applicable | | | | | |
| 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)) | BHDMF577 | | 53,657 | | M.9. |

| Dollar Amounts in Thousands | | (Column A) Consolidated | (Column B) In Domestic Offices | | |
|--|----------|----------------------------|-----------------------------------|---|----------------|
| <p><i>Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i></p> | | | | | |
| 10. Loans measured at fair value: | | | | | |
| a. Loans secured by real estate | BHCKF608 | 0 | | | M.10.a. |
| (1) Construction, land development, and other land loans | | | BHDMF578 | 0 | M.10.a.(1) |
| (2) Secured by farmland (including farm residential and other improvements) | | | BHDMF579 | 0 | M.10.a.(2) |
| (3) Secured by 1-4 family residential properties: | | | | | |
| (a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit | | | BHDMF580 | 0 | M.10.a.(3)(a) |
| (b) Closed-end loans secured by 1-4 family residential properties: | | | | | |
| (i) Secured by first liens | | | BHDMF581 | 0 | M.10.a.(3)b.i |
| (ii) Secured by junior liens | | | BHDMF582 | 0 | M.10.a.(3)b.ii |
| (4) Secured by multifamily (5 or more) residential properties | | | BHDMF583 | 0 | M.10.a.(4) |
| (5) Secured by nonfarm nonresidential properties | | | BHDMF584 | 0 | M.10.a.(5) |
| b. Commercial and industrial loans | BHCKF585 | 0 | BHDMF585 | 0 | M.10.b. |
| c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | | | |
| (1) Credit cards | BHCKF586 | 0 | BHDMF586 | 0 | M.10.c.(1) |
| (2) Other revolving credit plans | BHCKF587 | 0 | BHDMF587 | 0 | M.10.c.(2) |
| (3) Automobile loans | BHCKK196 | 0 | BHDMK196 | 0 | M.10.c.(3) |
| (4) Other consumer loans (includes single payment, installment, and all student loans) | BHCKK208 | 0 | BHDMK208 | 0 | M.10.c.(4) |
| d. Other loans | BHCKF589 | 0 | BHDMF589 | 0 | M.10.d. |

Schedule HC-C—Continued

MEMORANDA (continued)

| Dollar Amounts in Thousands | (Column A) Consolidated | (Column B) In Domestic Offices | | | |
|---|----------------------------|-----------------------------------|----------|----------------|------------|
| 11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10): | | | | | |
| a. Loans secured by real estate | BHCKF609 | 0 | M.11.a. | | |
| (1) Construction, land development, and other land loans | | BHDMF590 | 0 | M.11.a.(1) | |
| (2) Secured by farmland (including farm residential and other improvements) | | BHDMF591 | 0 | M.11.a.(2) | |
| (3) Secured by 1-4 family residential properties: | | | | | |
| (a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit | | BHDMF592 | 0 | M.11.a.(3)(a) | |
| (b) Closed-end loans secured by 1-4 family residential properties: | | | | | |
| (i) Secured by first liens | | BHDMF593 | 0 | M.11.a.(3)b.i | |
| (ii) Secured by junior liens | | BHDMF594 | 0 | M.11.a.(3)b.ii | |
| (4) Secured by multifamily (5 or more) residential properties | | BHDMF595 | 0 | M.11.a.(4) | |
| (5) Secured by nonfarm nonresidential properties | | BHDMF596 | 0 | M.11.a.(5) | |
| b. Commercial and industrial loans | BHCKF597 | 0 | BHDMF597 | 0 | M.11.b. |
| c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | | | |
| (1) Credit cards | BHCKF598 | 0 | BHDMF598 | 0 | M.11.c.(1) |
| (2) Other revolving credit plans | BHCKF599 | 0 | BHDMF599 | 0 | M.11.c.(2) |
| (3) Automobile loans | BHCKK195 | 0 | BHDMK195 | 0 | M.11.c.(3) |
| (4) Other consumer loans (includes single payment, installment, and all student loans) | BHCKK209 | 0 | BHDMK209 | 0 | M.11.c.(4) |
| d. Other loans | BHCKF601 | 0 | BHDMF601 | 0 | 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 contractual cash flows not expected to be collected | | | | |
|--|---|---|--|---|----------|---|---------|
| 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 | BHCKG091 | 0 | BHCKG092 | 0 | BHCKG093 | 0 | M.12.a. |
| b. Commercial and industrial loans | BHCKG094 | 0 | BHCKG095 | 0 | BHCKG096 | 0 | M.12.b. |
| c. Loans to individuals for household, family, and other personal expenditures | BHCKG097 | 0 | BHCKG098 | 0 | BHCKG099 | 0 | M.12.c. |
| d. All other loans and all leases | BHCKG100 | 0 | BHCKG101 | 0 | BHCKG102 | 0 | M.12.d. |

| Dollar Amounts in Thousands | | | | |
|------------------------------------|----------|-----------|------|-------|
| | Bil | Mil | Thou | |
| 13. Not applicable | | | | |
| 14. Pledged loans and leases | BHCKG378 | 2,907,144 | | M.14. |

Schedule HC-D—Trading Assets and Liabilities

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

| Dollar Amounts in Thousands | (Column A) Consolidated | | (Column B) Domestic Offices | | |
|--|----------------------------|----------------|--------------------------------|--------------|----------------|
| ASSETS | | | | | |
| 1. U.S. Treasury securities | BHCM3531 | 0 | BHCK3531 | 0 | 1. |
| 2. U.S. government agency obligations (exclude MBS) | BHCM3532 | 143 | BHCK3532 | 143 | 2. |
| 3. Securities issued by states and political subdivisions in the U.S. | BHCM3533 | 4,150 | BHCK3533 | 4,150 | 3. |
| 4. Mortgage-backed securities (MBS): | | | | | |
| a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA | BHCKG379 | 332 | BHDMG379 | 332 | 4.a. |
| b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies (include CMOs, REMICs, and stripped MBS) ⁽¹⁾ | BHCKG380 | 0 | BHDMG380 | 0 | 4.b. |
| c. All other residential mortgage-backed securities | BHCKG381 | 0 | BHDMG381 | 0 | 4.c. |
| d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ⁽¹⁾ | BHCKK197 | 0 | BHDMK197 | 0 | 4.d. |
| e. All other commercial MBS | BHCKK198 | 0 | BHDMK198 | 0 | 4.e. |
| 5. Other debt securities | | | | | |
| a. Structured financial products: | | | | | |
| (1) Cash | BHCKG383 | 0 | BHDMG383 | 0 | 5.a.(1) |
| (2) Synthetic | BHCKG384 | 0 | BHDMG384 | 0 | 5.a.(2) |
| (3) Hybrid | BHCKG385 | 0 | BHDMG385 | 0 | 5.a.(3) |
| b. All other debt securities | BHCKG386 | 4,727 | BHDMG386 | 4,727 | 5.b. |
| 6. Loans: | | | | | |
| a. Loans secured by real estate | BHCKF610 | 0 | | | 6.a. |
| (1) Construction, land development, and other land loans | | | BHDMF604 | 0 | 6.a.(1) |
| (2) Secured by farmland (including farm residential and other improvements) | | | BHDMF605 | 0 | 6.a.(2) |
| (3) Secured by 1-4 family residential properties: | | | | | |
| (a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit | | | BHDMF606 | 0 | 6.a.(3)(a) |
| (b) Closed-end loans secured by 1-4 family residential properties: | | | | | |
| (i) Secured by first liens | | | BHDMF607 | 0 | 6.a.(3)(b)(i) |
| (ii) Secured by junior liens | | | BHDMF611 | 0 | 6.a.(3)(b)(ii) |
| (4) Secured by multifamily (5 or more) residential properties | | | BHDMF612 | 0 | 6.a.(4) |
| (5) Secured by nonfarm nonresidential properties | | | BHDMF613 | 0 | 6.a.(5) |
| b. Commercial and industrial loans | BHCKF614 | 0 | BHDMF614 | 0 | 6.b. |
| c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | | | |
| (1) Credit cards | BHCKF615 | 0 | BHDMF615 | 0 | 6.c.(1) |
| (2) Other revolving credit plans | BHCKF616 | 0 | BHDMF616 | 0 | 6.c.(2) |
| (3) Automobile loans | BHCKK199 | 0 | BHDMK199 | 0 | 6.c.(3) |
| (4) Other consumer loans (includes single payment, installment, and all student loans) | BHCKK210 | 0 | BHDMK210 | 0 | 6.c.(4) |
| d. Other loans | BHCKF618 | 0 | BHDMF618 | 0 | 6.d. |
| 7. - 8. Not applicable | | | | | |
| 9. Other trading assets | BHCM3541 | 0 | BHCK3541 | 0 | 9. |
| 10. Not applicable | | | | | |
| 11. Derivatives with a positive fair value | BHCM3543 | 632,886 | BHCK3543 | 0 | 11. |
| 12. Total trading assets (sum of items 1 through 11) (total of column A must equal HC.5.) | BHCT3545 | 642,238 | BHDM3545 | 9,352 | 12. |

(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 Association (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 | | |
|--|----------------------------|----------------|--------------------------------|----------------|----------|
| LIABILITIES | | | | | |
| 13. | | | | | |
| a. Liability for short positions: | | | | | |
| (1) Equity securities | BHCKG209 | 11 | BHDMG209 | 11 | 13.a.(1) |
| (2) Debt securities | BHCKG210 | 0 | BHDMG210 | 0 | 13.a.(2) |
| (3) All other assets | BHCKG211 | 0 | BHDMG211 | 0 | 13.a.(3) |
| b. All other trading liabilities | BHCKF624 | 0 | BHDMF624 | 0 | 13.b. |
| 14. Derivatives with a negative fair value | BHCK3547 | 620,726 | BHDM3547 | 193,673 | 14. |
| 15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal HC.15.) | BHCT3548 | 620,737 | BHDM3548 | 193,684 | 15. |

MEMORANDA

| Dollar Amounts in Thousands | (Column A) Consolidated | | (Column B) Domestic Offices | | |
|--|----------------------------|---|--------------------------------|---|---------------|
| 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 | BHCKF790 | 0 | | | M.1.a. |
| (1) Construction, land development, and other land loans | | | BHDMF625 | 0 | M.1.a.(1) |
| (2) Secured by farmland (including farm residential and other improvements) | | | BHDMF626 | 0 | M.1.a.(2) |
| (3) Secured by 1-4 family residential properties: | | | | | |
| (a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit | | | BHDMF627 | 0 | M.1.a.(3)(a) |
| (b) Closed-end loans secured by 1-4 family residential properties: | | | | | |
| (i) Secured by first liens | | | BHDMF628 | 0 | M.1.a.(3)b.i |
| (ii) Secured by junior liens | | | BHDMF629 | 0 | M.1.a.(3)b.ii |
| (4) Secured by multifamily (5 or more) residential properties | | | BHDMF630 | 0 | M.1.a.(4) |
| (5) Secured by nonfarm nonresidential properties | | | BHDMF631 | 0 | M.1.a.(5) |
| b. Commercial and industrial loans | BHCKF632 | 0 | BHDMF632 | 0 | M.1.b. |
| c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | | | |
| (1) Credit cards | BHCKF633 | 0 | BHDMF633 | 0 | M.1.c.(1) |
| (2) Other revolving credit plans | BHCKF634 | 0 | BHDMF634 | 0 | M.1.c.(2) |
| (3) Automobile loans | BHCKK200 | 0 | BHDMK200 | 0 | M.1.c.(3) |
| (4) Other consumer loans (includes single payment, installment, and all student loans) | BHCKK211 | 0 | BHDMK211 | 0 | M.1.c.(4) |
| d. Other loans | BHCKF636 | 0 | BHDMF636 | 0 | M.1.d. |
| 2. Loans measured at fair value that are past due 90 days or more: | | | | | |
| a. Fair value | BHCKF639 | 0 | BHDMF639 | 0 | M.2.a. |
| b. Unpaid principal balance | BHCKF640 | 0 | BHDMF640 | 0 | M.2.b. |
| 3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)): | | | | | |
| a. Trust preferred securities issued by financial institutions | BHCKG299 | 0 | BHDMG299 | 0 | M.3.a. |
| b. Trust preferred securities issued by real estate investment trusts | BHCKG332 | 0 | BHDMG332 | 0 | M.3.b. |
| c. Corporate and similar loans | BHCKG333 | 0 | BHDMG333 | 0 | M.3.c. |
| d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) | BHCKG334 | 0 | BHDMG334 | 0 | M.3.d. |
| e. 1-4 family residential MBS not issued or guaranteed by GSEs | BHCKG335 | 0 | BHDMG335 | 0 | M.3.e. |
| f. Diversified (mixed) pools of structured financial products | BHCKG651 | 0 | BHDMG651 | 0 | M.3.f. |
| g. Other collateral or reference assets | BHCKG652 | 0 | BHDMG652 | 0 | M.3.g. |
| 4. Pledged trading assets: | | | | | |
| a. Pledged securities | BHCKG387 | 0 | BHDMG387 | 0 | M.4.a. |
| b. Pledged loans | BHCKG388 | 0 | BHDMG388 | 0 | M.4.b. |

Schedule HC-D—Continued

MEMORANDA (continued)

| | | Dollar Amounts in Thousands | | | | |
|---|---|-----------------------------|-----|-----|------|-----------|
| | | | Bil | Mil | Thou | |
| <i>Memoranda items 5 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i> | | | | | | |
| 5. | Asset-backed securities: | | | | | |
| | a. Credit card receivables | BHCKF643 | | | 0 | M.5.a. |
| | b. Home equity lines | BHCKF644 | | | 0 | M.5.b. |
| | c. Automobile loans | BHCKF645 | | | 0 | M.5.c. |
| | d. Other consumer loans | BHCKF646 | | | 0 | M.5.d. |
| | e. Commercial and industrial loans | BHCKF647 | | | 0 | M.5.e. |
| | f. Other | BHCKF648 | | | 0 | M.5.f. |
| 6. | Retained beneficial interests in securitizations (first-loss or equity tranches) | BHCKF651 | | | 0 | M.6. |
| 7. | Equity securities: | | | | | |
| | a. Readily determinable fair values | BHCKF652 | | | 0 | M.7.a. |
| | b. Other | BHCKF653 | | | 0 | M.7.b. |
| 8. | Loans pending securitization | BHCKF654 | | | 0 | M.8. |
| 9. | a. | | | | | |
| | (1) Gross fair value of commodity contracts | BHCKG212 | | | 0 | M.9.a.(1) |
| | (2) Gross fair value of physical commodities held in inventory | BHCKG213 | | | 0 | M.9.a.(2) |
| | b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)): | | | | | |
| (1) | BHTXF655 | BHCKF655 | | | 0 | M.9.b.(1) |
| (2) | BHTXF656 | BHCKF656 | | | 0 | M.9.b.(2) |
| (3) | BHTXF657 | BHCKF657 | | | 0 | M.9.b.(3) |
| 10. | Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceed 25% of the item) | | | | | |
| | a. BHTXF658 | BHCKF658 | | | 0 | M.10.a. |
| | b. BHTXF659 | BHCKF659 | | | 0 | M.10.b. |
| | c. BHTXF660 | BHCKF660 | | | 0 | M.10.c. |

Schedule HC-E—Deposit Liabilities⁽¹⁾

| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|--|----------|-----|------------|------|------|
| 1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company: | | | | | |
| a. Noninterest-bearing balances ⁽²⁾ | BHCB2210 | | 16,412,367 | | 1.a. |
| b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts | BHCB3187 | | 956,577 | | 1.b. |
| c. Money market deposit accounts and other savings accounts | BHCB2389 | | 13,392,409 | | 1.c. |
| d. Time deposits of less than \$100,000 | BHCB6648 | | 332,492 | | 1.d. |
| e. Time deposits of \$100,000 or more | BHCB2604 | | 2,783,303 | | 1.e. |
| 2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company: | | | | | |
| a. Noninterest-bearing balances ⁽²⁾ | BHOD3189 | | | | 2.a. |
| b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts | BHOD3187 | | | | 2.b. |
| c. Money market deposit accounts and other savings accounts | BHOD2389 | | | | 2.c. |
| d. Time deposits of less than \$100,000 | BHOD6648 | | | | 2.d. |
| e. Time deposits of \$100,000 or more | BHOD2604 | | | | 2.e. |

MEMORANDA

| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|---|----------|-----|-----------|------|------|
| 1. Brokered deposits less than \$100,000 w ith a remaining maturity of one year or less | BHDMA243 | | 161 | | M.1. |
| 2. Brokered deposits less than \$100,000 w ith a remaining maturity of more than one year | BHDMA164 | | 0 | | M.2. |
| 3. Time deposits of \$100,000 or more w ith a remaining maturity of one year or less | BHDMA242 | | 2,439,851 | | M.3. |
| 4. Foreign office time deposits w ith a remaining maturity of one year or less | BHFNA245 | | 9,814,472 | | 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 | | Bil | Mil | Thou | |
|---|----------|-----|------------------|------|------|
| 1. Accrued interest receivable ⁽¹⁾ | BHCKB556 | | 125,223 | | 1. |
| 2. Net deferred tax assets ⁽²⁾ | BHCK2148 | | 0 | | 2. |
| 3. Interest-only strips receivable (not in the form of a security) on: ⁽³⁾ | | | | | |
| a. Mortgage loans | BHCKA519 | | 0 | | 3.a. |
| b. Other financial assets | BHCKA520 | | 0 | | 3.b. |
| 4. Equity securities that DO NOT have readily determinable fair values ⁽⁴⁾ | BHCK1752 | | 453,367 | | 4. |
| 5. Life insurance assets: | | | | | |
| a. General account life insurance assets | BHCKK201 | | 0 | | 5.a. |
| b. Separate account life insurance assets | BHCKK202 | | 0 | | 5.b. |
| c. Hybrid account life insurance assets | BHCKK270 | | 0 | | 5.c. |
| 6. Other | BHCK2168 | | 3,112,845 | | 6. |
| 7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11) | BHCT2160 | | 3,691,435 | | 7. |

(1) Include accrued interest receivable on loans, losses, 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

| | | Bil | Mil | Thou | |
|---|----------|-----|------------------|------|----|
| 1. Not applicable | | | | | |
| 2. Net deferred tax liabilities (1) | BHCK3049 | | 665,712 | | 2. |
| 3. Allow ance for credit losses on off-balance sheet credit exposures | BHCKB557 | | 32,596 | | 3. |
| 4. Other | BHCKB984 | | 1,583,180 | | 4. |
| 5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20) | BHCT2750 | | 2,281,488 | | 5. |

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

Schedule HC-H—Interest Sensitivity⁽¹⁾

Dollar Amounts in Thousands

| | | Bil | Mil | Thou | |
|---|----------|------------|-----|------|----|
| 1. Earning assets that are repriceable w ithin one year or mature w ithin one year | BHCK3197 | 55,718,052 | | | 1. |
| 2. Interest-bearing deposit liabilities that reprice w ithin one year or mature w ithin one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet | BHCK3296 | 12,516,879 | | | 2. |
| 3. Long-term debt that reprices w ithin one year included in items 16 and 19.a on Schedule HC, Balance Sheet | BHCK3298 | 0 | | | 3. |
| 4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock) | BHCK3408 | 0 | | | 4. |
| 5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature w ithin one year | BHCK3409 | 200,000 | | | 5. |

⁽¹⁾ Bank holding companies w ith foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries w hen 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 bank holding companies.
(See instructions for additional information.)

I. Property and Casualty Underwriting

Dollar Amounts in Thousands

| | | Bil | Mil | Thou | |
|--|----------|-----|-----|------|----|
| ASSETS | | | | | |
| 1. Reinsurance recoverables | BHCKB988 | | 0 | | 1. |
| 2. Total assets | BHCKC244 | | 0 | | 2. |
| LIABILITIES | | | | | |
| 3. Claims and claims adjustment expense reserves | BHCKB990 | | 0 | | 3. |
| 4. Unearned premiums | BHCKB991 | | 0 | | 4. |
| 5. Total equity | BHCKC245 | | 0 | | 5. |
| 6. Net income | BHCKC246 | | 0 | | 6. |

II. Life and Health Underwriting

Dollar Amounts in Thousands

| | | Bil | Mil | Thou | |
|---|----------|-----|-----|------|----|
| ASSETS | | | | | |
| 1. Reinsurance recoverables | BHCKC247 | | 0 | | 1. |
| 2. Separate account assets | BHCKB992 | | 0 | | 2. |
| 3. Total assets | BHCKC248 | | 0 | | 3. |
| LIABILITIES | | | | | |
| 4. Policy holder benefits and contract holder funds | BHCKB994 | | 0 | | 4. |
| 5. Separate account liabilities | BHCKB996 | | 0 | | 5. |
| 6. Total equity | BHCKC249 | | 0 | | 6. |
| 7. Net income | BHCKC250 | | 0 | | 7. |

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands

| | | Bil | Mil | Thou | |
|---|----------|------------|-----|------|------------|
| ASSETS | | | | | |
| 1. Securities: | | | | | |
| a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) | BHCKB558 | 15,436,894 | | | 1.a. |
| b. Mortgage-backed securities | BHCKB559 | 7,228,630 | | | 1.b. |
| c. All other securities (includes securities issued by states and political subdivisions in the U.S.) | BHCKB560 | 5,755,254 | | | 1.c. |
| 2. Federal funds sold and securities purchased under agreements to resell | BHCK3365 | 246,636 | | | 2. |
| 3. | | | | | |
| a. Total loans and leases in domestic offices | BHDM3516 | 27,616,206 | | | 3.a. |
| (1) Loans secured by 1-4 family residential properties | BHDM3465 | 10,664,534 | | | 3.a.(1) |
| (2) All other loans secured by real estate | BHDM3466 | 3,917,426 | | | 3.a.(2) |
| (3) Loans to finance agricultural production and other loans to farmers | BHDM3386 | 0 | | | 3.a.(3) |
| (4) Commercial and industrial loans | BHDM3387 | 4,681,734 | | | 3.a.(4) |
| (5) Loans to individuals for household, family, and other personal expenditures: | | | | | |
| (a) Credit cards | BHDMB561 | 0 | | | 3.a.(5)(a) |
| (b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) | BHDMB562 | 428,555 | | | 3.a.(5)(b) |
| b. Total loans and leases in foreign offices, Edge and Agreement subsidiaries, and IBFs | BHFN3360 | 999,361 | | | 3.b. |
| 4. | | | | | |
| a. Trading assets | BHCK3401 | 1,454,821 | | | 4.a. |
| b. Other earning assets | BHCKB985 | 28,411,122 | | | 4.b. |
| 5. Total consolidated assets | BHCK3368 | 95,053,215 | | | 5. |
| LIABILITIES | | | | | |
| 6. Interest-bearing deposits (domestic) ⁽¹⁾ | BHCK3517 | 17,700,251 | | | 6. |
| 7. Interest-bearing deposits (foreign) ⁽¹⁾ | BHCK3404 | 38,958,794 | | | 7. |
| 8. Federal funds purchased and securities sold under agreements to repurchase | BHCK3353 | 2,169,192 | | | 8. |
| 9. All other borrowed money | BHCK2635 | 6,173,587 | | | 9. |
| 10. Not applicable | | | | | |
| EQUITY CAPITAL | | | | | |
| 11. Total equity capital (excludes limited-life preferred stock) | BHCK3519 | 7,112,319 | | | 11. |

(1) Includes interest-bearing demand deposits.

(Report only transactions with nonrelated institutions)

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

| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|---|----------|-----|----------------|------|------------|
| 1. Unused commitments (report only unused portions 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) | BHCK3814 | | 2,874,250 | | 1.a. |
| b. | | | | | |
| (1) Unused consumer credit card lines | BHCKJ455 | | 0 | | 1.b.(1) |
| (2) Other unused credit card lines | BHCKJ456 | | 0 | | 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)) | BHCK3816 | | 238,538 | | 1.c.(1) |
| (a) 1-4 family residential construction loan commitments | BHCKF164 | | 90,539 | | 1.c.(1)(a) |
| (b) Commercial real estate, other construction loan, and land development loan commitments | BHCKF165 | | 147,999 | | 1.c.(1)(b) |
| (2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate | BHCK6550 | | 5,001 | | 1.c.(2) |
| d. Securities underwriting | BHCK3817 | | 0 | | 1.d. |
| e. Other unused commitments: | | | | | |
| (1) Commercial and industrial loans | BHCKJ457 | | 18,589,074 | | 1.e.(1) |
| (2) Loans to financial institutions | BHCKJ458 | | 781,238 | | 1.e.(2) |
| (3) All other unused commitments | BHCKJ459 | | 11,118,330 | | 1.e.(3) |
| 2. Financial standby letters of credit and foreign office guarantees | BHCK6566 | | 4,183,418 | | 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 | BHCK3820 | | 462,469 | | 2.a. |
| 3. Performance standby letters of credit and foreign office guarantees | BHCK6570 | | 271,571 | | 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 | BHCK3822 | | 12,026 | | 3.a. |
| 4. Commercial and similar letters of credit | BHCK3411 | | 31,615 | | 4. |
| 5. Not applicable | | | | | |
| 6. Securities lent | BHCK3433 | | 74,257,948 | | 6. |

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

| Dollar Amounts in Thousands | | (Column A) Sold Protection | | (Column B) Purchased Protection | | |
|-------------------------------------|----------|-------------------------------|----------|------------------------------------|--|---------|
| 7. Credit derivatives: | | | | | | |
| a. Notional amounts: | | | | | | |
| (1) Credit default sw aps | BHCKC968 | 0 | BHCKC969 | 60,500 | | 7.a.(1) |
| (2) Total return sw aps | BHCKC970 | 0 | BHCKC971 | 0 | | 7.a.(2) |
| (3) Credit options | BHCKC972 | 0 | BHCKC973 | 0 | | 7.a.(3) |
| (4) Other credit derivatives | BHCKC974 | 0 | BHCKC975 | 0 | | 7.a.(4) |
| b. Gross fair values: | | | | | | |
| (1) Gross positive fair value | BHCKC219 | 0 | BHCKC221 | 0 | | 7.b.(1) |
| (2) Gross negative fair value | BHCKC220 | 0 | BHCKC222 | 186 | | 7.b.(2) |

| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|--|----------|-----|--------|------|------------|
| c. Notional amounts by regulatory capital treatment: | | | | | |
| (1) Positions covered under the Market Risk Rule: | | | | | |
| (a) Sold protection | BHCKG401 | | 0 | | 7.c.(1)(a) |
| (b) Purchased protection | BHCKG402 | | 0 | | 7.c.(1)(b) |
| (2) All other positions: | | | | | |
| (a) Sold protection | BHCKG403 | | 0 | | 7.c.(2)(a) |
| (b) Purchased protection that is recognized as a guarantee for regulatory capital purposes | BHCKG404 | | 0 | | 7.c.(2)(b) |
| (c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes | BHCKG405 | | 60,500 | | 7.c.(2)(c) |

(Report only transactions with nonrelated institutions)

Schedule HC-L—Continued

| Dollar Amounts in Thousands | (Column A) One year or less | (Column B) Over One Year Through Five Years | (Column C) Over Five Years | | | | |
|--|--------------------------------|---|-------------------------------|--------|----------|---|------------|
| 7.d. Notional amounts by remaining maturity: | | | | | | | |
| (1) Sold credit protection: | | | | | | | |
| (a) Investment grade | BHCKG406 | 0 | BHCKG407 | 0 | BHCKG408 | 0 | 7.d.(1)(a) |
| (b) Subinvestment grade | BHCKG409 | 0 | BHCKG410 | 0 | BHCKG411 | 0 | 7.d.(1)(b) |
| (2) Purchased credit protection: | | | | | | | |
| (a) Investment grade | BHCKG412 | 43,000 | BHCKG413 | 0 | BHCKG414 | 0 | 7.d.(2)(a) |
| (b) Subinvestment grade | BHCKG415 | 0 | BHCKG416 | 17,500 | BHCKG417 | 0 | 7.d.(2)(b) |

| Dollar Amounts in Thousands | | | | |
|---|----------|------------|------|------|
| | Bil | Mil | Thou | |
| 8. Spot foreign exchange contracts | BHCK8765 | 18,206,756 | | 8. |
| 9. All other off-balance sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital" (itemize and describe in terms 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a) | | | | |
| a. Securities borrow ed | BHCK3430 | 134,928 | | 9. |
| b. Commitments to purchase w hen-issued securities | BHCK3432 | 0 | | 9.a. |
| c. Commitments to sell w hen-issued securities | BHCK3434 | 0 | | 9.b. |
| d. <input type="text" value="TEXT6561"/> | BHCK3435 | 0 | | 9.c. |
| e. <input type="text" value="TEXT6562"/> | BHCK6561 | 0 | | 9.d. |
| f. <input type="text" value="TEXT6568"/> | BHCK6562 | 0 | | 9.e. |
| g. <input type="text" value="TEXT6586"/> | BHCK6568 | 0 | | 9.f. |
| g. <input type="text" value="TEXT6586"/> | BHCK6586 | 0 | | 9.g. |
| 10. Not applicable | | | | |

Schedule HC-L—Continued

Derivatives Position Indicators

| Dollar Amounts in Thousands | (Column A) Interest Rate Contracts | (Column B) Foreign Exchange Contracts | (Column C) Equity Derivative Contracts | (Column D) Commodity and Other Contracts | |
|---|--|--|--|--|----------|
| 11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal the sum of items 12 and 13): | | | | | |
| a. Futures contracts | BHCK8693 | BHCK8694 | BHCK8695 | BHCK8696 | 11.a. |
| | 0 | 0 | 0 | 0 | |
| b. Forward contracts | BHCK8697 | BHCK8698 | BHCK8699 | BHCK8700 | 11.b. |
| | 0 | 232,731,184 | 0 | 0 | |
| c. Exchange-traded option contracts: | | | | | |
| (1) Written options | BHCK8701 | BHCK8702 | BHCK8703 | BHCK8704 | 11.c.(1) |
| | 0 | 0 | 0 | 0 | |
| (2) Purchased options | BHCK8705 | BHCK8706 | BHCK8707 | BHCK8708 | 11.c.(2) |
| | 0 | 0 | 0 | 0 | |
| d. Over-the-counter option contracts: | | | | | |
| (1) Written options | BHCK8709 | BHCK8710 | BHCK8711 | BHCK8712 | 11.d.(1) |
| | 52,127 | 0 | 0 | 0 | |
| (2) Purchased options | BHCK8713 | BHCK8714 | BHCK8715 | BHCK8716 | 11.d.(2) |
| | 52,243 | 0 | 0 | 0 | |
| e. Swaps | BHCK3450 | BHCK3826 | BHCK8719 | BHCK8720 | 11.e. |
| | 8,543,237 | 1,804,434 | 0 | 0 | |
| 12. Total gross notional amount of derivative contracts held for trading | BHCKA126 | BHCKA127 | BHCK8723 | BHCK8724 | 12. |
| | 4,750,607 | 231,829,145 | 0 | 0 | |
| 13. Total gross notional amount of derivative contracts held for purposes other than trading | BHCK8725 | BHCK8726 | BHCK8727 | BHCK8728 | 13. |
| | 3,897,000 | 2,706,473 | 0 | 0 | |
| 14. Gross fair values of derivative contracts: | | | | | |
| a. Contracts held for trading: | | | | | |
| (1) Gross positive fair value | BHCK8733 | BHCK8734 | BHCK8735 | BHCK8736 | 14.a.(1) |
| | 182,108 | 3,127,817 | 0 | 0 | |
| (2) Gross negative fair value | BHCK8737 | BHCK8738 | BHCK8739 | BHCK8740 | 14.a.(2) |
| | 177,016 | 3,063,558 | 0 | 0 | |
| b. Contracts held for purposes other than trading: | | | | | |
| (1) Gross positive fair value | BHCK8741 | BHCK8742 | BHCK8743 | BHCK8744 | 14.b.(1) |
| | 135,488 | 14,606 | 0 | 0 | |
| (2) Gross negative fair value | BHCK8745 | BHCK8746 | BHCK8747 | BHCK8748 | 14.b.(2) |
| | 45,440 | 45,662 | 0 | 0 | |

Schedule HC-L—Continued

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

| Dollar Amounts in Thousands | (Column A) Banks and Securities Firms | (Column B) Monoline Financial Guarantors | (Column C) Hedge Funds | (Column D) Sovereign Governments | (Column E) Corporations and All Other Counterparties | |
|---|---|---|---------------------------|--|---|-----------|
| 15. Over-the counter derivatives: | | | | | | |
| a. Net current credit exposure | BHCKG418 | BHCKG419 | BHCKG420 | BHCKG421 | BHCKG422 | |
| | 639,867 | 0 | 0 | 0 | 531,125 | 15. a. |
| b. Fair value of collateral: | | | | | | |
| (1) Cash - U.S. dollar | BHCKG423 | BHCKG424 | BHCKG425 | BHCKG426 | BHCKG427 | |
| | 167,890 | 0 | 0 | 0 | 338,621 | 15. b.(1) |
| (2) Cash - Other currencies | BHCKG428 | BHCKG429 | BHCKG430 | BHCKG431 | BHCKG432 | |
| | 0 | 0 | 0 | 0 | 0 | 15. b.(2) |
| (3) U.S. Treasury securities | BHCKG433 | BHCKG434 | BHCKG435 | BHCKG436 | BHCKG437 | |
| | 0 | 0 | 0 | 0 | 0 | 15. b.(3) |
| (4) U.S. Government agency and U.S. Government-sponsored agency debt securities | BHCKG438 | BHCKG439 | BHCKG440 | BHCKG441 | BHCKG442 | |
| | 0 | 0 | 0 | 0 | 0 | 15. b.(4) |
| (5) Corporate bonds | BHCKG443 | BHCKG444 | BHCKG445 | BHCKG446 | BHCKG447 | |
| | 0 | 0 | 0 | 0 | 0 | 15. b.(5) |
| (6) Equity securities | BHCKG448 | BHCKG449 | BHCKG450 | BHCKG451 | BHCKG452 | |
| | 0 | 0 | 0 | 0 | 0 | 15. b.(6) |
| (7) All other collateral | BHCKG453 | BHCKG454 | BHCKG455 | BHCKG456 | BHCKG457 | |
| | 0 | 0 | 0 | 0 | 0 | 15. b.(7) |
| (8) Total fair value of collateral (sum of items 15.b.(1) through (7)) | BHCKG458 | BHCKG459 | BHCKG460 | BHCKG461 | BHCKG462 | |
| | 167,890 | 0 | 0 | 0 | 338,621 | 15. b.(8) |

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

Schedule HC-M—Memoranda

Dollar Amounts in Thousands

| | | Bil | Mil | Thou | |
|---|--------------------|-----|-----------|------|------------------|
| | NUMBER (UNROUNDED) | | | | |
| 1. Total number of bank holding company common shares outstanding .. | BHCK3459 | | 241149572 | | 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 | BHCK6555 | | 2,009,694 | | 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 | BHCK6556 | | 1,465,583 | | 3. |
| 4. Other assets acquired in satisfaction of debts previously contracted | BHCK6557 | | 746 | | 4. |
| 5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC | BHCKA288 | | 0 | | 5. |
| 6. Assets covered by loss-sharing agreements with the FDIC: | | | | | |
| a. Loans and leases (included in Schedule HC, items 4.a and 4.b): | | | | | |
| (1) Loans secured by real estate in domestic offices: | | | | | |
| (a) Construction, land development, and other land loans: | | | | | |
| (1) 1-4 family residential construction loans | BHDMK169 | | 0 | | 6.a.(1)(a)(1) |
| (2) Other construction loans and all land development and other land loans | BHDMK170 | | 0 | | 6.a.(1)(a)(2) |
| (b) Secured by farmland | BHDMK171 | | 0 | | 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 | BHDMK172 | | 0 | | 6.a.(1)(c)(1) |
| (2) Closed-end loans secured by 1-4 family residential properties: | | | | | |
| (a) Secured by first liens | BHDMK173 | | 0 | | 6.a.(1)(c)(2)(a) |
| (b) Secured by junior liens | BHDMK174 | | 0 | | 6.a.(1)(c)(2)(b) |
| (d) Secured by multifamily (5 or more) residential properties | BHDMK175 | | 0 | | 6.a.(1)(d) |
| (e) Secured by nonfarm nonresidential properties: | | | | | |
| (1) Loans secured by owner-occupied nonfarm nonresidential properties | BHDMK176 | | 0 | | 6.a.(1)(e)(1) |
| (2) Loans secured by other nonfarm nonresidential properties | BHDMK177 | | 0 | | 6.a.(1)(e)(2) |
| (2) Loans to finance agricultural production and other loans to farmers | BHCKK178 | | 0 | | 6.a.(2) |
| (3) Commercial and industrial loans | BHCKK179 | | 0 | | 6.a.(3) |
| (4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | | | |
| (a) Credit cards | BHCKK180 | | 0 | | 6.a.(4)(a) |
| (b) Automobile loans | BHCKK181 | | 0 | | 6.a.(4)(b) |
| (c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards) | BHCKK182 | | 0 | | 6.a.(4)(c) |
| (5) All other loans and leases | BHCKK183 | | 0 | | 6.a.(5) |
| Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)): | | | | | |
| (a) Loans to depository institutions and acceptances of other banks | BHCKK184 | | 0 | | 6.a.(5)(a) |
| (b) Loans to foreign governments and official institutions | BHCKK185 | | 0 | | 6.a.(5)(b) |
| (c) Other loans ⁽¹⁾ | BHCKK186 | | 0 | | 6.a.(5)(c) |
| (d) Lease financing receivables | BHCKK273 | | 0 | | 6.a.(5)(d) |
| b. Other real estate owned (included in Schedule HC, item 7): | | | | | |
| (1) Construction, land development, and other land in domestic offices | BHDMK187 | | 0 | | 6.b.(1) |
| (2) Farmland in domestic offices | BHDMK188 | | 0 | | 6.b.(2) |
| (3) 1-4 family residential properties in domestic offices | BHDMK189 | | 0 | | 6.b.(3) |
| (4) Multifamily (5 or more) residential properties in domestic offices | BHDMK190 | | 0 | | 6.b.(4) |
| (5) Nonfarm nonresidential properties in domestic offices | BHDMK191 | | 0 | | 6.b.(5) |
| (6) In foreign offices | BHFNK260 | | 0 | | 6.b.(6) |
| (7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements | BHCKK192 | | 0 | | 6.b.(7) |

(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 | | Bil | Mil | Thou | |
|--|----------|-----|-----|------|------|
| c. Debt securities (included in Schedule HC, items 2.a and 2.b) | BHCKJ461 | | | 0 | 6.c. |
| d. Other assets (exclude FDIC loss-sharing indemnification assets) | BHCKJ462 | | | 0 | 6.d. |
| 7. Captive insurance and reinsurance subsidiaries: | | | | | |
| a. Total assets of captive insurance subsidiaries ⁽¹⁾ | BHCKK193 | | | 0 | 7.a. |
| b. Total assets of captive reinsurance subsidiaries ⁽¹⁾ | BHCKK194 | | | 0 | 7.b. |

| | Yes/No | | |
|--|----------|-----|-----|
| 8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no) | BHCKC251 | NO | 8. |
| 9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no) | BHCK6689 | NO | 9. |
| 10. Not applicable | | | |
| 11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A". The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10. | BHCK6416 | YES | 11. |

ELISA MANGUAL

Name of bank holding company official verifying FR Y-10 reporting (TEXT 6428)

312-557-3267

Area Code and Phone Number (TEXT 9009)

| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|--|----------|-----|-----------|------|----------|
| 12. Intangible assets other than goodwill: | | | | | |
| a. Mortgage servicing assets | BHCK3164 | | | 0 | 12.a. |
| (1) Estimated fair value of mortgage servicing assets | BHCK6438 | | | 0 | 12.a.(1) |
| b. Purchased credit card relationships and nonmortgage servicing assets | BHCKB026 | | | 0 | 12.b. |
| c. All other identifiable intangible assets | BHCK5507 | | 120,039 | | 12.c. |
| d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) | BHCT0426 | | 120,039 | | 12.d. |
| 13. Other real estate owned | BHCT2150 | | 22,441 | | 13. |
| 14. Other borrowed money: | | | | | |
| a. Commercial paper | BHCK2309 | | | 0 | 14.a. |
| b. Other borrowed money with a remaining maturity of one year or less | BHCK2332 | | 2,009,694 | | 14.b. |
| c. Other borrowed money with a remaining maturity of more than one year | BHCK2333 | | 2,551,599 | | 14.c. |
| d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) | BHCT3190 | | 4,561,293 | | 14.d. |

| | Yes/No | | |
|--|----------|-----|-----|
| 15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no) | BHCKB569 | YES | 15. |

| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|---|----------|-----|-------------|------|-----|
| 16. Assets under management in proprietary mutual funds and annuities | BHCKB570 | | 109,400,356 | | 16. |

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

Schedule HC-M—Continued

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

| | Yes/No | |
|--|---------------|-----|
| 17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any nonfinancial 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) | | 17. |
| | BHCKC161 NO | |

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.

| | Yes/No | |
|--|----------------|-----|
| 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% of the bank holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "0" for no) | | 18. |
| | BHCKC159 N/A | |

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

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

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

| | Yes/No | |
|---|---------------|-------|
| 19. | | |
| a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for yes; enter "0" for no) | BHCKC700 NO | 19.a. |
| b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no) | BHCKC701 NO | 19.b. |

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

| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|---|----------|-----|--------|------|----------|
| 20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act: | | | | | |
| a. Net assets | BHCKC252 | | 37,969 | | 20.a. |
| b. Balances due from related institutions: | | | | | |
| (1) Due from the bank holding company (parent company only), gross | BHCK4832 | | 0 | | 20.b.(1) |
| (2) Due from the subsidiary banks of the bank holding company, gross | BHCK4833 | | 4,045 | | 20.b.(2) |
| (3) Due from nonbank subsidiaries of the bank holding company, gross | BHCK4834 | | 2 | | 20.b.(3) |
| c. Balances due to related institutions: | | | | | |
| (1) Due to bank holding company (parent company only), gross | BHCK5041 | | 6,586 | | 20.c.(1) |
| (2) Due to subsidiary banks of the bank holding company, gross | BHCK5043 | | 4,319 | | 20.c.(2) |
| (3) Due to nonbank subsidiaries of the bank holding company, gross | BHCK5045 | | 0 | | 20.c.(3) |
| d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors | BHCK5047 | | 5,000 | | 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 | BHCKC253 | | 0 | | 21. |

Schedule HC-M—Continued

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

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

http:// www.northerntrust.com

22.

Memoranda items 23 and 24 are to be completed by all bank holding companies.

Dollar Amounts in Thousands

| | | Bil | Mil | Thou | |
|--|----------|-----|-----------|------|-------|
| 23. Secured liabilities: | | | | | |
| a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a) | BHCKF064 | | | 0 | 23.a. |
| b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d) | BHCKF065 | | 1,405,000 | | 23.b. |
| 24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program: | | | | | |
| a. Senior perpetual preferred stock or similar items | BHCKG234 | | | 0 | 24.a. |
| b. Warrants to purchase common stock or similar items | BHCKG235 | | | 0 | 24.b. |

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

| Dollar Amounts in Thousands | (Column A) Past due 30 through 89 days and still accruing | (Column B) Past due 90 days or more and still accruing | (Column C) Nonaccrual | |
|---|---|--|--------------------------|------------|
| 1. Loans secured by real estate: | | | | |
| a. Construction, land development, and other land loans in domestic offices: | | | | |
| (1) 1-4 family residential construction loans | BHCKF172 1,467 | BHCKF174 0 | BHCKF176 3,251 | 1.a.(1) |
| (2) Other construction loans and all land development and other land loans | BHCKF173 3,349 | BHCKF175 1,999 | BHCKF177 34,170 | 1.a.(2) |
| b. Secured by farmland in domestic offices | BHCK3493 0 | BHCK3494 0 | BHCK3495 0 | 1.b. |
| c. Secured by 1-4 family residential properties in domestic offices: | | | | |
| (1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit | BHCK5398 10,508 | BHCK5399 2,171 | BHCK5400 26,159 | 1.c.(1) |
| (2) Closed-end loans secured by 1-4 family residential properties: | | | | |
| (a) Secured by first liens | BHCKC236 72,530 | BHCKC237 5,801 | BHCKC229 135,225 | 1.c.(2)(a) |
| (b) Secured by junior liens | BHCKC238 1,912 | BHCKC239 320 | BHCKC230 2,667 | 1.c.(2)(b) |
| d. Secured by multifamily (5 or more) residential properties in domestic offices | BHCK3499 7,918 | BHCK3500 1,799 | BHCK3501 5,037 | 1.d. |
| e. Secured by nonfarm non-residential properties in domestic offices: | | | | |
| (1) Loans secured by owner-occupied nonfarm nonresidential properties | BHCKF178 18,503 | BHCKF180 919 | BHCKF182 12,377 | 1.e.(1) |
| (2) Loans secured by other nonfarm nonresidential properties | BHCKF179 7,509 | BHCKF181 2,169 | BHCKF183 20,732 | 1.e.(2) |
| f. In foreign offices | BHCKB572 0 | BHCKB573 0 | BHCKB574 0 | 1.f. |

Schedule HC-N—Continued

| Dollar Amounts in Thousands | (Column A) Past due 30 through 89 days and still accruing | (Column B) Past due 90 days or more and still accruing | (Column C) Nonaccrual | |
|---|---|--|--------------------------|------|
| 2. Loans to depository institutions and acceptances of other banks: | | | | |
| a. U.S. banks and other U.S. depository institutions | BHCK5377 0 | BHCK5378 0 | BHCK5379 0 | 2.a. |
| b. Foreign banks | BHCK5380 0 | BHCK5381 0 | BHCK5382 0 | 2.b. |
| 3. Loans to finance agricultural production and other loans to farmers | BHCK1594 0 | BHCK1597 0 | BHCK1583 0 | 3. |
| 4. Commercial and industrial loans | BHCK1606 14,038 | BHCK1607 4,573 | BHCK1608 17,933 | 4. |
| 5. Loans to individuals for household, family, and other personal expenditures: | | | | |
| a. Credit cards | BHCKB575 0 | BHCKB576 0 | BHCKB577 0 | 5.a. |
| b. Automobile loans | BHCKK213 10 | BHCKK214 4 | BHCKK215 58 | 5.b. |
| c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) | BHCKK216 4,392 | BHCKK217 223 | BHCKK218 1,133 | 5.c. |
| 6. Loans to foreign governments and official institutions | BHCK5389 0 | BHCK5390 0 | BHCK5391 0 | 6. |
| 7. All other loans | BHCK5459 43,624 | BHCK5460 992 | BHCK5461 3,377 | 7. |
| 8. Lease financing receivables: | | | | |
| a. Leases to individuals for household, family, and other personal expenditures | BHCKF166 0 | BHCKF167 0 | BHCKF168 0 | 8.a. |
| b. All other leases | BHCKF169 1,028 | BHCKF170 0 | BHCKF171 0 | 8.b. |
| 9. Debt securities and other assets (exclude other real estate owned and other repossessed assets) | BHCK3505 0 | BHCK3506 0 | BHCK3507 0 | 9. |
| 10. TOTAL (sum of items 1 through 9) ... | BHCK5524 186,788 | BHCK5525 20,970 | BHCK5526 262,119 | 10. |

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

| Dollar Amounts in Thousands | (Column A) Past due 30 through 89 days and still accruing | (Column B) Past due 90 days or more and still accruing | (Column C) Nonaccrual | |
|---|---|--|--------------------------|-------|
| 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) | | | | |
| a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above .. | BHCKK036 0 | BHCKK037 0 | BHCKK038 0 | 11. |
| b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above | BHCKK039 0 | BHCKK040 0 | BHCKK041 0 | 11.a. |
| | BHCKK042 0 | BHCKK043 0 | BHCKK044 0 | 11.b. |

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 | |
|---|---|--|--------------------------|----------------|
| 12. Loans and leases reported 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 | BHDMK045 0 | BHDMK046 0 | BHDMK047 0 | 12.a.(1)(a) |
| (b) Other construction loans and all land development and other land loans | BHDMK048 0 | BHDMK049 0 | BHDMK050 0 | 12.a.(1)(b) |
| (2) Secured by farmland | BHDMK051 0 | BHDMK052 0 | BHDMK053 0 | 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 | BHDMK054 0 | BHDMK055 0 | BHDMK056 0 | 12.a.(3)(a) |
| (b) Closed-end loans secured by 1-4 family residential properties: | | | | |
| (1) Secured by first liens | BHDMK057 0 | BHDMK058 0 | BHDMK059 0 | 12.a.(3)(b)(1) |
| (2) Secured by junior liens | BHDMK060 0 | BHDMK061 0 | BHDMK062 0 | 12.a.(3)(b)(2) |
| (4) Secured by multifamily (5 or more) residential properties | BHDMK063 0 | BHDMK064 0 | BHDMK065 0 | 12.a.(4) |
| (5) Secured by nonfarm nonresidential properties: | | | | |
| (a) Loans secured by owner-occupied nonfarm nonresidential properties | BHDMK066 0 | BHDMK067 0 | BHDMK068 0 | 12.a.(5)(a) |
| (b) Loans secured by other nonfarm nonresidential properties | BHDMK069 0 | BHDMK070 0 | BHDMK071 0 | 12.a.(5)(b) |
| b. Loans to finance agricultural production and other loans to farmers | BHCKK072 0 | BHCKK073 0 | BHCKK074 0 | 12.b. |
| c. Commercial and industrial loans | BHCKK075 0 | BHCKK076 0 | BHCKK077 0 | 12.c. |
| d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | | |
| (1) Credit cards | BHCKK078 0 | BHCKK079 0 | BHCKK080 0 | 12.d.(1) |
| (2) Automobile loans | BHCKK081 0 | BHCKK082 0 | BHCKK083 0 | 12.d.(2) |
| (3) Other consumer loans | BHCKK084 0 | BHCKK085 0 | BHCKK086 0 | 12.d.(3) |
| e. All other loans and leases | BHCKK087 0 | BHCKK088 0 | BHCKK089 0 | 12.e. |

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 | |
|--|---|--|--------------------------|----------|
| Itemize the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (f): | | | | |
| (1) Loans to depository institutions and acceptances of other banks | BHCKK091 0 | BHCKK092 0 | BHCKK093 0 | 12.e.(1) |
| (2) Loans to foreign governments and official institutions | BHCKK095 0 | BHCKK096 0 | BHCKK097 0 | 12.e.(2) |
| (3) Other loans (1) | BHCKK099 0 | BHCKK100 0 | BHCKK101 0 | 12.e.(3) |
| (4) Lease financing receivables | BHCKK269 0 | BHCKK271 0 | BHCKK272 0 | 12.e.(4) |
| f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements | BHCKK102 0 | BHCKK103 0 | BHCKK104 0 | 12.f. |

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

Schedule HC-N—Continued

MEMORANDA

| Dollar Amounts in Thousands | (Column A) Past due 30 through 89 days and still accruing | (Column B) Past due 90 days or more and still accruing | (Column C) Nonaccrual | |
|---|---|--|--------------------------|-----------|
| 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 | BHDMMK105 0 | BHDMMK106 0 | BHDMMK107 0 | M.1.a.(1) |
| (2) Other construction loans and all land development and other land loans | BHDMMK108 2,179 | BHDMMK109 0 | BHDMMK110 23,096 | M.1.a.(2) |
| b. Loans secured by 1-4 family residential properties in domestic offices | BHCKF661 3,119 | BHCKF662 152 | BHCKF663 28,670 | M.1.b. |
| c. Secured by multifamily (5 or more) residential properties in domestic offices | BHDMMK111 0 | BHDMMK112 0 | BHDMMK113 0 | M.1.c. |
| d. Secured by nonfarm nonresidential properties in domestic offices: | | | | |
| (1) Loans secured by owner-occupied nonfarm nonresidential properties | BHDMMK114 0 | BHDMMK115 0 | BHDMMK116 0 | M.1.d.(1) |
| (2) Loans secured by other nonfarm nonresidential properties | BHDMMK117 0 | BHDMMK118 1,566 | BHDMMK119 9,523 | M.1.d.(2) |
| e. Commercial and industrial loans: | | | | |
| (1) To U.S. addresses (domicile) | BHCKK120 0 | BHCKK121 0 | BHCKK122 5,761 | M.1.e.(1) |
| (2) To non-U.S. addressees (domicile) | BHCKK123 0 | BHCKK124 0 | BHCKK125 0 | M.1.e.(2) |
| f. All other loans (<i>include</i> loans to individuals for household, family, and other personal expenditures) | BHCKK126 0 | BHCKK127 0 | BHCKK128 809 | M.1.f. |

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 | | | | |
|---|---|--|--------------------------|---|----------|-------|--------------|
| Itemize loan categories included in Memorandum item 1.f. above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C): | | | | | | | |
| (1) Loans secured by farmland in domestic offices | BHDMK130 | 0 | BHDMK131 | 0 | BHDMK132 | 0 | M.1.f.(1) |
| (2) Loans to depository institutions and acceptances of other banks | BHCKK134 | 0 | BHCKK135 | 0 | BHCKK136 | 0 | M.1.f.(2) |
| (3) Loans to finance agricultural production and other loans to farmers | BHCKK138 | 0 | BHCKK139 | 0 | BHCKK140 | 0 | M.1.f.(3) |
| (4) Loans to individuals for household, family, and other personal expenditures: | | | | | | | |
| (a) Credit cards | BHCKK274 | 0 | BHCKK275 | 0 | BHCKK276 | 0 | M.1.f.(4)(a) |
| (b) Automobile loans | BHCKK277 | 0 | BHCKK278 | 0 | BHCKK279 | 0 | M.1.f.(4)(b) |
| (c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) | BHCKK280 | 0 | BHCKK281 | 0 | BHCKK282 | 0 | M.1.f.(4)(c) |
| (5) Loans to foreign governments and official institutions | BHCKK283 | 0 | BHCKK284 | 0 | BHCKK285 | 0 | M.1.f.(5) |
| (6) Other loans ⁽¹⁾ | BHCKK286 | 0 | BHCKK287 | 0 | BHCKK288 | 0 | M.1.f.(6) |
| 2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above | BHCK6558 | 950 | BHCK6559 | 0 | BHCK6560 | 2,813 | 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 above | BHCK3508 | 0 | BHCK1912 | 0 | BHCK1913 | 0 | M.3. |
| 4. Not applicable | | | | | | | |
| 5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above) | | | | | | | |
| a. Loans and leases held for sale | BHCKC240 | 0 | BHCKC241 | 0 | BHCKC226 | 0 | M.5.a. |
| b. Loans measured at fair value: | | | | | | | |
| (1) Fair value | BHCKF664 | | BHCKF665 | | BHCKF666 | | M.5.b.(1) |
| (2) Unpaid principal balance | BHCKF667 | | BHCKF668 | | BHCKF669 | | 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)

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

| Dollar Amounts in Thousands | Bil Mil Thou | | Bil Mil Thou | | |
|---|------------------|---|------------------|---|------|
| 6. Derivative contracts: | | | | | |
| Fair value of amounts carried as assets | BHCK3529 | 0 | BHCK3530 | 0 | M.6. |

| | Dollar Amounts in Thousands | | | |
|--|-----------------------------|--------|------|------|
| | Bil | Mil | Thou | |
| 7. Additions to nonaccrual assets during the quarter | BHCKC410 | 27,576 | | M.7. |
| 8. Nonaccrual assets sold during the quarter | BHCKC411 | 8,064 | | M.8. |

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

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

| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|--|----------|-----|-----|------|---------|
| 1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: (2) | | | | | |
| a. Closed-end first liens | BHCKF066 | | 0 | | 1.a. |
| b. Closed-end junior liens | BHCKF067 | | 0 | | 1.b. |
| c. Open-end loans extended under lines of credit: | | | | | |
| (1) Total commitment under the lines of credit | BHDMF670 | | 0 | | 1.c.(1) |
| (2) Principal amount funded under the lines of credit | BHDMF671 | | 0 | | 1.c.(2) |
| 2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: | | | | | |
| a. Closed-end first liens | BHCKF068 | | 0 | | 2.a. |
| b. Closed-end junior liens | BHCKF069 | | 0 | | 2.b. |
| c. Open-end loans extended under lines of credit: | | | | | |
| (1) Total commitment under the lines of credit | BHDMF672 | | 0 | | 2.c.(1) |
| (2) Principal amount funded under the lines of credit | BHDMF673 | | 0 | | 2.c.(2) |
| 3. 1-4 family residential mortgages sold during the quarter: | | | | | |
| a. Closed-end first liens | BHCKF070 | | 0 | | 3.a. |
| b. Closed-end junior liens | BHCKF071 | | 0 | | 3.b. |
| c. Open-end loans extended under lines of credit: | | | | | |
| (1) Total commitment under the lines of credit | BHDMF674 | | 0 | | 3.c.(1) |
| (2) Principal amount funded under the lines of credit | BHDMF675 | | 0 | | 3.c.(2) |
| 4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5): | | | | | |
| a. Closed-end first liens | BHCKF072 | | 59 | | 4.a. |
| b. Closed-end junior liens | BHCKF073 | | 0 | | 4.b. |
| c. Open-end loans extended under lines of credit: | | | | | |
| (1) Total commitment under the lines of credit | BHDMF676 | | 0 | | 4.c.(1) |
| (2) Principal amount funded under the lines of credit | BHDMF677 | | 0 | | 4.c.(2) |
| 5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i) | | | | | |
| a. Closed-end 1-4 family residential mortgage loans | BHCKF184 | | 0 | | 5.a. |
| b. Open-end 1-4 family residential mortgage loans extended under lines of credit | BHDMF560 | | 0 | | 5.b. |
| 6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter: | | | | | |
| a. Closed-end first liens | BHDMF678 | | 0 | | 6.a. |
| b. Closed-end junior liens | BHDMF679 | | 0 | | 6.b. |
| c. Open-end loans extended under lines of credit: | | | | | |
| (1) Total commitment under the lines of credit | BHDMF680 | | 0 | | 6.c.(1) |
| (2) Principal amount funded under the lines of credit | BHDMF681 | | 0 | | 6.c.(2) |

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2011.
 (2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

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

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

| Dollar Amounts in Thousands | | (Column A) Total Fair Value Reported on Schedule HC | (Column B) LESS: Amounts Netted in the Determination of Total Fair Value | (Column C) Level 1 Fair Value Measurements | (Column D) Level 2 Fair Value Measurements | (Column E) Level 3 Fair Value Measurements |
|--|-------------------|--|--|---|---|---|
| ASSETS | | | | | | |
| 1. Available-for-sale securities | BHCY 1773 | BHCKG474 | BHCKG475 | BHCKG476 | BHCKG477 | |
| | 28,458,307 | 0 | 2,766,521 | 25,515,493 | 176,293 | 1. |
| 2. Federal funds sold and securities purchased under agreements to resell | BHCKG478 | BHCKG479 | BHCKG480 | BHCKG481 | BHCKG482 | |
| | 0 | 0 | 0 | 0 | 0 | 2. |
| 3. Loans and leases held for sale | BHCKG483 | BHCKG484 | BHCKG485 | BHCKG486 | BHCKG487 | |
| | 0 | 0 | 0 | 0 | 0 | 3. |
| 4. Loans and leases held for investment | BHCKG488 | BHCKG489 | BHCKG490 | BHCKG491 | BHCKG492 | |
| | 0 | 0 | 0 | 0 | 0 | 4. |
| 5. Trading assets: | | | | | | |
| a. Derivative assets | BHCT3543 | BHCKG493 | BHCKG494 | BHCKG495 | BHCKG496 | |
| | 632,886 | 2,677,160 | 0 | 3,310,046 | 0 | 5.a. |
| b. Other trading assets | BHCKG497 | BHCKG498 | BHCKG499 | BHCKG500 | BHCKG501 | |
| | 9,352 | 0 | 0 | 9,352 | 0 | 5.b. |
| (1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above) | BHCKF240 | BHCKF684 | BHCKF692 | BHCKF241 | BHCKF242 | |
| | 0 | 0 | 0 | 0 | 0 | 5.b.(1) |
| 6. All other assets | BHCKG391 | BHCKG392 | BHCKG395 | BHCKG396 | BHCKG804 | |
| | 0 | 0 | 0 | 0 | 0 | 6. |
| 7. Total assets measured at fair value on a recurring basis | BHCKG502 | BHCKG503 | BHCKG504 | BHCKG505 | BHCKG506 | |
| | 29,100,545 | 2,677,160 | 2,766,521 | 28,834,891 | 176,293 | 7. |

Schedule HC-Q—Continued

| | (Column A) Total Fair Value Reported on Schedule HC | (Column B) LESS: Amounts Netted in the Determination of Total Fair Value | (Column C) Level 1 Fair Value Measurements | (Column D) Level 2 Fair Value Measurements | (Column E) Level 3 Fair Value Measurements | |
|---|--|--|---|---|---|-------|
| Dollar Amounts in Thousands | | | | | | |
| LIABILITIES | | | | | | |
| 8. Deposits | BHCKF252 | BHCKF686 | BHCKF694 | BHCKF253 | BHCKF254 | 8. |
| | 0 | 0 | 0 | 0 | 0 | |
| 9. Federal funds purchased and securities sold under agreements to repurchase | BHCKG507 | BHCKG508 | BHCKG509 | BHCKG510 | BHCKG511 | 9. |
| | 0 | 0 | 0 | 0 | 0 | |
| 10. Trading liabilities: | | | | | | |
| a. Derivative liabilities | BHCT3547 | BHCKG512 | BHCKG513 | BHCKG514 | BHCKG515 | 10.a. |
| | 620,726 | 2,619,969 | 0 | 3,240,695 | 0 | |
| b. Other trading liabilities | BHCKG516 | BHCKG517 | BHCKG518 | BHCKG519 | BHCKG520 | 10.b. |
| | 11 | 0 | 0 | 11 | 0 | |
| 11. Other borrow ed money | BHCKG521 | BHCKG522 | BHCKG523 | BHCKG524 | BHCKG525 | 11. |
| | 0 | 0 | 0 | 0 | 0 | |
| 12. Subordinated notes and debentures | BHCKG526 | BHCKG527 | BHCKG528 | BHCKG529 | BHCKG530 | 12. |
| | 0 | 0 | 0 | 0 | 0 | |
| 13. All other liabilities | BHCKG805 | BHCKG806 | BHCKG807 | BHCKG808 | BHCKG809 | 13. |
| | 0 | 0 | 0 | 0 | 0 | |
| 14. Total liabilities measured at fair value on a recurring basis | BHCKG531 | BHCKG532 | BHCKG533 | BHCKG534 | BHCKG535 | 14. |
| | 620,737 | 2,619,969 | 0 | 3,240,706 | 0 | |

Schedule HC-Q—Continued

Dollar Amounts in Thousands

| | (Column A) Total Fair Value Reported on Schedule HC | (Column B) LESS: Amounts Netted in the Determination of Total Fair Value | (Column C) Level 1 Fair Value Measurements | (Column D) Level 2 Fair Value Measurements | (Column E) Level 3 Fair Value Measurements | |
|--|--|--|---|---|---|--------|
| Memoranda | | | | | | |
| 1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6): | | | | | | |
| a. Mortgage servicing assets | BHCKG536 | BHCKG537 | BHCKG538 | BHCKG539 | BHCKG540 | M.1.a. |
| | 0 | 0 | 0 | 0 | 0 | |
| b. Nontrading derivative assets | BHCKG541 | BHCKG542 | BHCKG543 | BHCKG544 | BHCKG545 | M.1.b. |
| | 0 | 0 | 0 | 0 | 0 | |
| c. <input type="text" value="BHTXG546"/> | BHCKG546 | BHCKG547 | BHCKG548 | BHCKG549 | BHCKG550 | M.1.c. |
| | | 0 | 0 | 0 | 0 | |
| d. <input type="text" value="BHTXG551"/> | BHCKG551 | BHCKG552 | BHCKG553 | BHCKG554 | BHCKG555 | M.1.d. |
| | | 0 | 0 | 0 | 0 | |
| e. <input type="text" value="BHTXG556"/> | BHCKG556 | BHCKG557 | BHCKG558 | BHCKG559 | BHCKG560 | M.1.e. |
| | | 0 | 0 | 0 | 0 | |
| f. <input type="text" value="BHTXG561"/> | BHCKG561 | BHCKG562 | BHCKG563 | BHCKG564 | BHCKG565 | M.1.f. |
| | | 0 | 0 | 0 | 0 | |
| 2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13): | | | | | | |
| a. Loan commitments (not accounted for as derivatives) | BHCKF261 | BHCKF689 | BHCKF697 | BHCKF262 | BHCKF263 | M.2.a. |
| | 0 | 0 | 0 | 0 | 0 | |
| b. Nontrading derivative liabilities | BHCKG566 | BHCKG567 | BHCKG568 | BHCKG569 | BHCKG570 | M.2.b. |
| | 0 | 0 | 0 | 0 | 0 | |
| c. <input type="text" value="BHTXG571"/> | BHCKG571 | BHCKG572 | BHCKG573 | BHCKG574 | BHCKG575 | M.2.c. |
| | | 0 | 0 | 0 | 0 | |
| d. <input type="text" value="BHTXG576"/> | BHCKG576 | BHCKG577 | BHCKG578 | BHCKG579 | BHCKG580 | M.2.d. |
| | | 0 | 0 | 0 | 0 | |
| e. <input type="text" value="BHTXG581"/> | BHCKG581 | BHCKG582 | BHCKG583 | BHCKG584 | BHCKG585 | M.2.e. |
| | | 0 | 0 | 0 | 0 | |
| f. <input type="text" value="BHTXG586"/> | BHCKG586 | BHCKG587 | BHCKG588 | BHCKG589 | BHCKG590 | M.2.f. |
| | | 0 | 0 | 0 | 0 | |

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|--|-----------|-----|------------|------|---------|
| Tier 1 capital | | | | | |
| 1. Total bank holding company equity capital (from Schedule HC, item 27.a) | BHCKX3210 | | 7,223,238 | | 1. |
| 2. 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) ⁽¹⁾ | BHCK8434 | | 59,785 | | 2. |
| 3. LESS: Net unrealized loss on available-for-sale equity securities (report loss as a positive value) ⁽¹⁾ | BHCKA221 | | 0 | | 3. |
| 4. LESS: Accumulated net gains (losses) on cash flow hedges ⁽¹⁾ (if a gain, report as a positive value; if a loss, report as a negative value) | BHCK4336 | | (342,530) | | 4. |
| 5. LESS: Nonqualifying perpetual preferred stock | BHCKB588 | | 0 | | 5. |
| 6. | | | | | |
| a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries | BHCKG214 | | 8 | | 6.a. |
| b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) ⁽²⁾ | BHCKG215 | | 268,659 | | 6.b. |
| c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies | BHCKG216 | | 0 | | 6.c. |
| 7. | | | | | |
| a. LESS: Disallowed goodwill and other disallowed intangible assets | BHCKB590 | | 617,092 | | 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) | BHCKF264 | | 0 | | 7.b. |
| 8. Subtotal (sum of items 1 and 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a and 7.b) | BHCKC227 | | 7,157,558 | | 8. |
| 9. | | | | | |
| a. LESS: Disallowed servicing assets and purchased credit card relationships | BHCKB591 | | 0 | | 9.a. |
| b. LESS: Disallowed deferred tax assets | BHCK5610 | | 0 | | 9.b. |
| 10. Other additions to (deductions from) Tier 1 capital | BHCKB592 | | (139) | | 10. |
| 11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) | BHCK8274 | | 7,157,419 | | 11. |
| Tier 2 Capital | | | | | |
| 12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c. ⁽²⁾ | BHCKG217 | | 596,030 | | 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 | BHCKG218 | | 0 | | 13. |
| 14. Allowance for loan and lease losses includible in Tier 2 capital | BHCK5310 | | 328,097 | | 14. |
| 15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital | BHCK2221 | | 0 | | 15. |
| 16. Other Tier 2 capital components | BHCKB594 | | 0 | | 16. |
| 17. Tier 2 capital (sum of items 12 through 16) | BHCK5311 | | 924,127 | | 17. |
| 18. Allowable Tier 2 capital (lesser of item 11 or 17) | BHCK8275 | | 924,127 | | 18. |
| 19. Tier 3 Capital allocated for market risk | BHCK1395 | | 0 | | 19. |
| 20. LESS: Deductions for total risk-based capital | BHCKB595 | | 36,545 | | 20. |
| 21. Total risk-based capital (sum of items 11, 18, and 19, less item 20) | BHCK3792 | | 8,045,001 | | 21. |
| Total assets for leverage ratio | | | | | |
| 22. Average total assets (from Schedule HC-K, item 5) | BHCT3368 | | 95,053,215 | | 22. |
| 23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) | BHCTB590 | | 617,092 | | 23. |
| 24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) | BHCTB591 | | 0 | | 24. |
| 25. LESS: Disallowed deferred tax assets (from item 9.b above) | BHCT5610 | | 0 | | 25. |
| 26. LESS: Other deductions from assets for leverage capital purposes | BHCKB596 | | 1,732 | | 26. |
| 27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) | BHCKA224 | | 94,434,391 | | 27. |
| 28. - 30. Not applicable | | | | | 28.-30. |

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

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

Schedule HC-R—Continued

| | | Percentage | |
|--|----------|--------------|-----|
| Capital ratios | | | |
| 31. Tier 1 leverage ratio (item 11 divided by item 27) | BHCK7204 | 7.58 | 31. |
| 32. Tier 1 risk-based capital ratio (item 11 divided by item 62) | BHCK7206 | 12.45 | 32. |
| 33. Total risk-based capital ratio (item 21 divided by item 62) | BHCK7205 | 13.99 | 33. |

Schedule HC-R—Continued

Bank holding companies are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weighted 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).

| Dollar Amounts in Thousands | | (Column A) Totals (from Schedule HC) | (Column B) Items Not Subject to Risk- Weighting | (Column C) Allocation by Risk Weight Category 0% | (Column D) Allocation by Risk Weight Category 20% | (Column E) Allocation by Risk Weight Category 50% | (Column F) Allocation by Risk Weight Category 100% | |
|---|------------|--|--|---|--|--|---|-----|
| 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)). | | BHCK0010 | BHCE0010 | BHC00010 | BHC20010 | | BHC90010 | 34. |
| | 27,776,752 | | 0 | 2,237,512 | 25,539,240 | | 0 | |
| 35. Held-to-maturity securities | | BHCX1754 | BHCE1754 | BHC01754 | BHC21754 | BHC51754 | BHC91754 | 35. |
| | 709,722 | | 0 | 0 | 635,108 | 0 | 74,614 | |
| 36. Available-for-sale securities | | BHCX1773 | BHCE1773 | BHC01773 | BHC21773 | BHC51773 | BHC91773 | 36. |
| | 28,458,307 | | 28,961 | 5,803,418 | 21,752,853 | 49,447 | 823,628 | |
| 37. Federal funds sold and securities purchased under agreements to resell | | BHCKC225 | | BHC0C225 | BHC2C225 | | BHC9C225 | 37. |
| | 290,906 | | | 0 | 290,906 | | 0 | |
| 38. Loans and leases held for sale | | BHCT5369 | BHCE5369 | BHC05369 | BHC25369 | BHC55369 | BHC95369 | 38. |
| | 59 | | 0 | 0 | 0 | 59 | 0 | |
| 39. Loans and leases, net of unearned income | | BHCTB528 | BHCEB528 | BHC0B528 | BHC2B528 | BHC5B528 | BHC9B528 | 39. |
| | 29,161,958 | | 0 | 237,369 | 182,573 | 7,832,650 | 20,909,366 | |
| 40. LESS: Allowance for loan and lease losses | | BHCX3123 | BHCE3123 | | | | | 40. |
| | 295,501 | | 295,501 | | | | | |
| 41. Trading assets | | BHCX3545 | BHCE3545 | BHC03545 | BHC23545 | BHC53545 | BHC93545 | 41. |
| | 642,238 | | 632,886 | 0 | 143 | 4,483 | 4,726 | |
| 42. All other assets ⁽¹⁾ | | BHCKB639 | BHCEB639 | BHC0B639 | BHC2B639 | BHC5B639 | BHC9B639 | 42. |
| | 4,859,883 | | 703,098 | 221,897 | 31,327 | 0 | 3,903,561 | |
| 43. Total assets (sum of items 34 through 42) | | BHCT2170 | BHCE2170 | BHC02170 | BHC22170 | BHC52170 | BHC92170 | 43. |
| | 91,604,324 | | 1,069,444 | 8,500,196 | 48,432,150 | 7,886,639 | 25,715,895 | |

(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

| Dollar Amounts in Thousands | | | | | | | |
|--|--|--------------------------------|---|---|--|--|---|
| | (Column A) Face Value or Notional Amount | Credit Conversion Factor | (Column B) Credit Equivalent Amount (1) | (Column C) Allocation by Risk Weight Category 0% | (Column D) Allocation by Risk Weight Category 20% | (Column E) Allocation by Risk Weight Category 50% | (Column F) Allocation by Risk Weight Category 100% |
| Derivatives and Off-Balance Sheet Items | | | BHCE | BHC0 | BHC2 | BHC5 | BHC9 |
| 44. Financial standby letters of credit | BHCKB546 | 1.00 or 12.5 (2) | BHCEB546 | BHC0B546 | BHC2B546 | BHC5B546 | BHC9B546 |
| | 4,183,418 | 1.000000 | 4,183,418 | 0 | 731,517 | 4,997 | 3,446,904 |
| 45. Performance standby letters of credit | BHCT6570 | | BHCE6570 | BHC06570 | BHC26570 | BHC56570 | BHC96570 |
| | 271,571 | .50 | 135,786 | 0 | 12,932 | 0 | 122,854 |
| 46. Commercial and similar letters of credit | BHCT3411 | | BHCE3411 | BHC03411 | BHC23411 | BHC53411 | BHC93411 |
| | 31,615 | .20 | 6,323 | 0 | 495 | 0 | 5,828 |
| 47. Risk participations in bankers acceptances acquired by the reporting institution | BHCK3429 | | BHCE3429 | BHC03429 | BHC23429 | | BHC93429 |
| | 0 | 1.00 | 0 | 0 | 0 | | 0 |
| 48. Securities lent | BHCT3433 | | BHCE3433 | BHC03433 | BHC23433 | BHC53433 | BHC93433 |
| | 74,257,948 | 1.00 | 74,257,948 | 70,960,929 | 3,297,019 | 0 | 0 |
| 49. Retained recourse on small business obligations sold with recourse | BHCTA250 | | BHCEA250 | BHC0A250 | BHC2A250 | BHC5A250 | BHC9A250 |
| | 0 | 1.00 | 0 | 0 | 0 | 0 | 0 |
| 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 | BHCKB541 | 12.5(3) | BHCEB541 | | | | BHC9B541 |
| | 1,231 | 12.500000 | 15,388 | | | | 15,388 |
| 51. All other financial assets sold with recourse | BHCKB675 | | BHCEB675 | BHC0B675 | BHC2B675 | BHC5B675 | BHC9B675 |
| | 0 | 1.00 | 0 | 0 | 0 | 0 | 0 |
| 52. All other off-balance sheet liabilities | BHCKB681 | | BHCEB681 | BHC0B681 | BHC2B681 | BHC5B681 | BHC9B681 |
| | 1,533 | 1.00 | 1,533 | 0 | 1,533 | 0 | 0 |
| 53. Unused commitments: | | | | | | | |
| a. With an original maturity exceeding one year | BHCK6572 | | BHCE6572 | BHC06572 | BHC26572 | BHC56572 | BHC96572 |
| | 23,856,727 | .50 | 11,928,364 | 0 | 212,442 | 0 | 11,715,922 |
| b. With an original maturity of one year or less to asset-backed commercial paper conduits | BHCKG591 | | BHCEG591 | BHC0G591 | BHC2G591 | BHC5G591 | BHC9G591 |
| | 16,000 | .10 | 1,600 | 0 | 0 | 0 | 1,600 |
| 54. Derivative contracts | | | BHCEA167 | BHC0A167 | BHC2A167 | BHC5A167 | |
| | | | 5,566,490 | 0 | 2,873,605 | 2,692,885 | |

(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

| Dollar Amounts in Thousands | | | | | |
|--|---|--|--|---|-----|
| | (Column C) Allocation by Risk Weight Category 0% | (Column D) Allocation by Risk Weight Category 20% | (Column E) Allocation by Risk Weight Category 50% | (Column F) Allocation by Risk Weight Category 100% | |
| Totals | | | | | |
| 55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54) | BHCKB696 | BHCKB697 | BHCKB698 | BHCKB699 | 55. |
| | 79,461,125 | 55,561,693 | 10,584,521 | 41,024,391 | |
| 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) | BHCKB700 | BHCKB701 | BHCKB702 | BHCKB703 | |
| | 0 | 11,112,339 | 5,292,261 | 41,024,391 | 57. |
| 58. Market risk equivalent assets | | | | BHCK1651 | |
| | | | | 82,436 | 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) | | | | BHCKB704 | |
| | | | | 57,511,427 | 59. |
| 60. LESS: Excess allowance for loan and lease losses | | | | BHCKA222 | |
| | | | | 0 | 60. |
| 61. LESS: Allocated transfer risk reserve | | | | BHCK3128 | |
| | | | | 0 | 61. |
| 62. Total risk-weighted assets (item 59 minus items 60 and 61) | | | | BHCKA223 | |
| | | | | 57,511,427 | 62. |

Schedule HC-R—Continued

MEMORANDA

| | Dollar Amounts in Thousands | | | |
|--|-----------------------------|-----|-----------|------|
| | | Bil | Mil | Thou |
| 1. Current credit exposure across all derivative contracts covered by the risk-based capital standards | BHCK8764 | | 3,037,984 | M.1. |

| Dollar Amounts in Thousands | (Column A) With a remaining maturity of one year or less | | (Column B) With a remaining maturity of over one year through five years | | (Column C) With a remaining maturity of over five years | | |
|--|--|-------------|---|-----------|---|-----------|-----------|
| | | | | | | | |
| 2. Notional principal amounts of derivative contracts: ⁽¹⁾ | | | | | | | |
| a. Interest rate contracts | BHCK3809 | 758,751 | BHCK8766 | 6,219,008 | BHCK8767 | 1,617,721 | M.2.a. |
| b. Foreign exchange contracts | BHCK3812 | 225,456,658 | BHCK8769 | 4,371,581 | BHCK8770 | 0 | M.2.b. |
| c. Gold contracts | BHCK8771 | 0 | BHCK8772 | 0 | BHCK8773 | 0 | M.2.c. |
| d. Other precious metals contracts | BHCK8774 | 0 | BHCK8775 | 0 | BHCK8776 | 0 | M.2.d. |
| e. Other commodity contracts | BHCK8777 | 0 | BHCK8778 | 0 | BHCK8779 | 0 | M.2.e. |
| f. Equity derivative contracts | BHCKA000 | 0 | BHCKA001 | 0 | BHCKA002 | 0 | M.2.f. |
| g. Credit derivative contracts: | | | | | | | |
| Purchased credit protection that (a) is a covered position under the market risk rule or | | | | | | | |
| (b) is not a covered position under the market risk rule and is not recognized as a | | | | | | | |
| guarantee for risk-based capital purposes: | | | | | | | |
| (1) Investment grade | BHCKG597 | 43,000 | BHCKG598 | 0 | BHCKG599 | 0 | M.2.g.(1) |
| (2) Subinvestment grade | BHCKG600 | 0 | BHCKG601 | 17,500 | BHCKG602 | 0 | M.2.g.(2) |

| | Dollar Amounts in Thousands | | | |
|---|-----------------------------|-----|---------|--------|
| | | 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) | BHCK5479 | | 0 | 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) | BHCKC498 | | 0 | M.3.c. |
| d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b) | BHCKA507 | | 0 | M.3.d. |
| 4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c) | BHCK2771 | | 0 | M.4. |
| 5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c): | | | | |
| a. In the form of perpetual preferred stock | BHCK5483 | | 0 | M.5.a. |
| b. In the form of common stock | BHCK5484 | | 214,547 | M.5.b. |

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

Schedule HC-S—Continued

| Dollar Amounts in Thousands | (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 | |
|--|--|---------------------------------|---------------------------------------|--------------------------|------------------------------------|---|---|-----|
| 6. Amount of ownership (or seller's) interests carried as: | | | | | | | | |
| a. Securities (included in HC-B) | | BHCKB761 0 | BHCKB762 0 | | | BHCKB763 0 | 6.a. | |
| b. Loans (included in HC-C) | | BHCKB500 0 | BHCKB501 0 | | | BHCKB502 0 | 6.b. | |
| 7. Past due loan amounts included in interests reported in item 6.a: | | | | | | | | |
| a. 30-89 days past due | | BHCKB764 0 | BHCKB765 0 | | | BHCKB766 0 | 7.a. | |
| b. 90 days or more past due | | BHCKB767 0 | BHCKB768 0 | | | BHCKB769 0 | 7.b. | |
| 8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date) | | | | | | | | |
| a. Charge-offs | | BHCKB770 0 | BHCKB771 0 | | | BHCKB772 0 | 8.a. | |
| b. Recoveries | | BHCKB773 0 | BHCKB774 0 | | | BHCKB775 0 | 8.b. | |
| For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions | | | | | | | | |
| 9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements | BHCKB776 422 | BHCKB777 0 | BHCKB778 0 | BHCKB779 0 | BHCKB780 0 | BHCKB781 0 | BHCKB782 0 | 9. |
| 10. Reporting institution's unused commitments to provide liquidity to other institution's securitization structures | BHCKB783 0 | BHCKB784 0 | BHCKB785 0 | BHCKB786 108,000 | BHCKB787 0 | BHCKB788 0 | BHCKB789 0 | 10. |
| Asset Sales | | | | | | | | |
| 11. Assets sold with recourse or other seller-provided credit enhancements and not securitized | BHCKB790 0 | BHCKB791 0 | BHCKB792 0 | BHCKB793 0 | BHCKB794 0 | BHCKB795 0 | BHCKB796 0 | 11. |
| 12. Maximum amount of credit exposure arising from recourse or other seller provided credit enhancements provided to assets reported in item 11 | BHCKB797 0 | BHCKB798 0 | BHCKB799 0 | BHCKB800 0 | BHCKB801 0 | BHCKB802 0 | BHCKB803 0 | 12. |

Schedule HC-S—Continued

MEMORANDA

| Dollar Amounts in Thousands | | 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 | BHCKA249 | | 0 | M.1.a. |
| b. Amount of retained recourse on these obligations as of the report date | BHCKA250 | | 0 | M.1.b. |
| 2. Outstanding principal balance of assets serviced for others (includes participations serviced for others): | | | | |
| a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements | BHCKB804 | | 0 | M.2.a. |
| b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements | BHCKB805 | | 352 | M.2.b. |
| c. Other financial assets ⁽¹⁾ | BHCKA591 | | 0 | 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) | BHCKF699 | | 0 | M.2.d. |
| 3. Asset-backed commercial paper conduits: | | | | |
| a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements: | | | | |
| (1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company | BHCKB806 | | 0 | M.3.a.(1) |
| (2) Conduits sponsored by other unrelated institutions | BHCKB807 | | 0 | M.3.a.(2) |
| b. Unused commitments to provide liquidity to conduit structures: | | | | |
| (1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company | BHCKB808 | | 0 | M.3.b.(1) |
| (2) Conduits sponsored by other unrelated institutions | BHCKB809 | | 0 | M.3.b.(2) |
| 4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ⁽²⁾ | BHCKC407 | | 0 | M.4. |

(1) Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.
 (2) Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities

| Dollar Amounts in Thousands | (Column A) Securitization Vehicles | | (Column B) ABCP Conduits | | (Column C) Other VIEs | | |
|---|---------------------------------------|---|-----------------------------|---|--------------------------|--------|------|
| 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 | BHCKJ981 | 0 | BHCKJ982 | 0 | BHCKJ983 | 0 | 1.a. |
| b. Held-to-maturity securities | BHCKJ984 | 0 | BHCKJ985 | 0 | BHCKJ986 | 0 | 1.b. |
| c. Available-for-sale securities | BHCKJ987 | 0 | BHCKJ988 | 0 | BHCKJ989 | 0 | 1.c. |
| d. Securities purchased under agreements to resell | BHCKJ990 | 0 | BHCKJ991 | 0 | BHCKJ992 | 0 | 1.d. |
| e. Loans and leases held for sale | BHCKJ993 | 0 | BHCKJ994 | 0 | BHCKJ995 | 0 | 1.e. |
| f. Loans and leases, net of unearned income | BHCKJ996 | 0 | BHCKJ997 | 0 | BHCKJ998 | 0 | 1.f. |
| g. Less: Allowance for loan and lease losses | BHCKJ999 | 0 | BHCKK001 | 0 | BHCKK002 | 0 | 1.g. |
| h. Trading assets (other than derivatives) | BHCKK003 | 0 | BHCKK004 | 0 | BHCKK005 | 0 | 1.h. |
| i. Derivative trading assets | BHCKK006 | 0 | BHCKK007 | 0 | BHCKK008 | 0 | 1.i. |
| j. Other real estate owned | BHCKK009 | 0 | BHCKK010 | 0 | BHCKK011 | 0 | 1.j. |
| k. Other assets | BHCKK012 | 0 | BHCKK013 | 0 | BHCKK014 | 21,589 | 1.k. |
| 2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank holding company: | | | | | | | |
| a. Securities sold under agreements to repurchase | BHCKK015 | 0 | BHCKK016 | 0 | BHCKK017 | 0 | 2.a. |
| b. Derivative trading liabilities | BHCKK018 | 0 | BHCKK019 | 0 | BHCKK020 | 0 | 2.b. |
| c. Commercial paper | BHCKK021 | 0 | BHCKK022 | 0 | BHCKK023 | 0 | 2.c. |
| d. Other borrowed money (exclude commercial paper) | BHCKK024 | 0 | BHCKK025 | 0 | BHCKK026 | 0 | 2.d. |
| e. Other liabilities | BHCKK027 | 0 | BHCKK028 | 0 | BHCKK029 | 7,662 | 2.e. |
| 3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above) | BHCKK030 | 0 | BHCKK031 | 0 | BHCKK032 | 0 | 3. |
| 4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above) | BHCKK033 | 0 | BHCKK034 | 0 | BHCKK035 | 0 | 4. |

Notes to the Balance Sheet—Predecessor Financial Items

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

| Dollar Amounts in Thousands | | Bil | Mil | Thou | |
|--|----------|-----|-----|------|----|
| 1. Average loans and leases (net of unearned income) | BHBC3516 | | | N/A | 1. |
| 2. Average earning assets | BHBC3402 | | | N/A | 2. |
| 3. Average total consolidated assets | BHBC3368 | | | N/A | 3. |
| 4. Average equity capital | BHBC3519 | | | N/A | 4. |

Notes to the Balance Sheet—Other

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

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

Example

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

| | | | Bil | Mil | Thou |
|----------|---|----------|-----|-----|------|
| TEXT0000 | Sch. HC, item 16, New loan to holding company's ESOP guaranteed by bank holding company | | | | |
| | | TEXT0000 | | 750 | |

Notes to the Balance Sheet—Other

| Dollar Amounts in Thousands | | | 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) | | | | |
| | | BHCKK141 | | 0 | 1. |
| 2. | TEXT5357 | | | | |
| | | BHCK5357 | | | 2. |
| 3. | TEXT5358 | | | | |
| | | BHCK5358 | | | 3. |
| 4. | TEXT5359 | | | | |
| | | BHCK5359 | | | 4. |
| 5. | TEXT5360 | | | | |
| | | BHCK5360 | | | 5. |
| 6. | TEXTB027 | | | | |
| | | BHCKB027 | | | 6. |
| 7. | TEXTB028 | | | | |
| | | BHCKB028 | | | 7. |
| 8. | TEXTB029 | | | | |
| | | BHCKB029 | | | 8. |
| 9. | TEXTB030 | | | | |
| | | BHCKB030 | | | 9. |

Remarks

Enter in the space below any additional remarks that you may have.

(TEXT4769)

