

Board of Governors of the Federal Reserve System



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

1

**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:

**June 30, 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)

08/09/2012

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

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

Person to whom questions about this report should be directed:

Matthew A. Reece/Senior Vice President

Name / Title (BHTX 8901)

312-557-9735

Area Code / Phone Number (BHTX 8902)

312-630-6107

Area Code / FAX Number (BHTX 9116)

mar30@ntrs.com

E-mail Address of Contact (BHTX 4086)

**For Federal Reserve Bank Use Only**

RSSD ID \_\_\_\_\_

C.I. \_\_\_\_\_

S.F. \_\_\_\_\_

# Report of Income for Bank Holding Companies

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

## Schedule HI—Consolidated Income Statement

For Federal Reserve Bank Use Only  
 RSSD ID \_\_\_\_\_  
 S.F. \_\_\_\_\_

Dollar Amounts in Thousands		Bil	Mil	Thou
<b>1. Interest income</b>				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by 1-4 family residential properties .....	BHCK4435	194,965		1.a.(1)(a)
(b) All other loans secured by real estate .....	BHCK4436	73,112		1.a.(1)(b)
(c) All other loans .....	BHCKF821	126,179		1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....				
	BHCK4059	16,101		1.a.(2)
b. Income from lease financing receivables .....	BHCK4065	12,903		1.b.
c. Interest income on balances due from depository institutions (1) .....	BHCK4115	108,564		1.c.
d. Interest and dividend income on securities:				
(1) U.S. Treasury securities and U.S. government agency obligations (excluding MBS) .....	BHCKB488	38,069		1.d.(1)
(2) Mortgage-backed securities .....	BHCKB489	49,457		1.d.(2)
(3) All other securities .....	BHCK4060	40,946		1.d.(3)
e. Interest income from trading assets .....	BHCK4069	43		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell .....	BHCK4020	188		1.f.
g. Other interest income .....	BHCK4518	2,082		1.g.
h. Total interest income (sum of items 1.a through 1.g) .....	BHCK4107	<b>662,609</b>		1.h.
<b>2. Interest expense</b>				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more .....	BHCKA517	9,107		2.a.(1)(a)
(b) Time deposits of less than \$100,000 .....	BHCKA518	1,191		2.a.(1)(b)
(c) Other deposits .....	BHCK6761	10,211		2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....				
	BHCK4172	58,591		2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase .....	BHCK4180	1,133		2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes & debentures) ...	BHCK4185	54,637		2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities .....	BHCK4397	15,677		2.d.
e. Other interest expense .....	BHCK4398	1,500		2.e.
f. Total interest expense (sum of items 2.a through 2.e) .....	BHCK4073	<b>152,047</b>		2.f.
3. Net interest income (item 1.h minus item 2.f) .....	BHCK4074	<b>510,562</b>		3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) .....	BHCK4230	14,556		4.
<b>5. Noninterest income:</b>				
a. Income from fiduciary activities .....	BHCK4070	1,181,015		5.a.
b. Service charges on deposit accounts in domestic offices .....	BHCK4483	39,671		5.b.
c. Trading revenue (2) .....	BHCKA220	156,959		5.c.
d.				
(1) Fees and commissions from securities brokerage .....	BHCKC886	167		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		102		5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	BHCKB496		212		5.k.
l. Other noninterest income (3)	BHCKB497		67,205		5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	BHCK4079		<b>1,445,331</b>		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		(2,051)		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	BHCK4135		768,346		7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	BHCK4217		134,938		7.b.
c.					
(1) Goodwill impairment losses	BHCKC216		0		7.c.(1)
(2) Amortization expense and impairment for other intangible assets	BHCKC232		9,785		7.c.(2)
d. Other noninterest expense (4)	BHCK4092		523,241		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	BHCK4093		<b>1,436,310</b>		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		<b>502,976</b>		8.
9. Applicable income taxes (foreign and domestic)	BHCK4302		162,211		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	BHCK4300		<b>340,765</b>		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		<b>340,765</b>		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		<b>340,765</b>		14.

**Memoranda**

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Net interest income (item 3 above) on a fully taxable equivalent basis	BHCK4519		530,556		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	BHCK4592		523,081		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		1,588		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		9,734		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK4150		13986		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		31,526		M.6.i.
j.	TEXT8563 Letter of credit fees	BHCK8563		17,132		M.6.j.
k.	TEXT8564 Trust deposit rel fees	BHCK8564		5,037		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		25,800		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		124,528		M.7.l.
m.	TEXT8566 Subcustodian and depository fee expense	BHCK8566		46,823		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		35,695		M.9.a.
b.	Foreign exchange exposures .....	BHCK8758		121,264		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.
	<i>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)</i>					
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		(1,826)		M.10.b.
11. Credit losses on derivatives (see instructions) .....					
<i>Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets. (1)</i>	BHCKA251		0		M.11.
12.					
a. Income from the sale and servicing of mutual funds and annuities (in domestic offices) .....	BHCK8431		158,792		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		15,566		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		3,102		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		<b>3,102</b>		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 <i>most recently reported</i> 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	<b>7,117,315</b>			3.
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14) .....	BHCT4340		340,765		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		17,738		6.b.
7. Sale of treasury stock .....	BHCK4782		34,182		7.
8. LESS: Purchase of treasury stock .....	BHCK4783		50,382		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		140,795		11.
12. Other comprehensive income <sup>(1)</sup> .....	BHCKB511		71,469		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		<b>7,390,292</b>		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		
<b>I. Charge-offs <sup>(1)</sup> and Recoveries on Loans and Leases (Fully Consolidated)</b>					
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	215	BHCKC892	47	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	BHCKC893	837	BHCKC894	2,012	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	6,655	BHCK5412	1,294	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens .....	BHCKC234	13,975	BHCKC217	3,800	1.c.(2)(a)
(b) Secured by junior liens .....	BHCKC235	1,539	BHCKC218	139	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	BHCK3588	1,415	BHCK3589	287	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHCKC895	1,120	BHCKC896	480	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHCKC897	3,120	BHCKC898	4,267	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 ...					
a. To U.S. addressees (domicile) .....	BHCK4655	0	BHCK4665	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile) .....	BHCK4645	528	BHCK4617	3,618	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	24	BHCKK133	7	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ...	BHCKK205	1,084	BHCKK206	310	5.c.
6. Loans to foreign governments and official institutions .....					
a. To U.S. addressees (domicile) .....	BHCK4643	0	BHCK4627	0	6.
7. All other loans .....					
a. To U.S. addressees (domicile) .....	BHCK4644	0	BHCK4628	5,281	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	<b>30,512</b>	BHCK4605	<b>21,542</b>	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)		(Column B)		
	Charge-offs: Calendar YTD		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	
<b>II. Changes in allowance for loan and lease losses</b>				
1. Balance <i>most recently reported</i> 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	21,542		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	30,512		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	14,556		5.
6. Adjustments (see instructions for this schedule) .....	BHCKC233	(55)		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	<b>300,326</b>		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 <b>credit</b> losses on purchased <b>credit</b> -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			
		BHCK5351		1.
2.	TEXT5352			
		BHCK5352		2.
3.	TEXT5353			
		BHCK5353		3.
4.	TEXT5354			
		BHCK5354		4.
5.	TEXT5355			
		BHCK5355		5.
6.	TEXTB042			
		BHCKB042		6.
7.	TEXTB043			
		BHCKB043		7.
8.	TEXTB044			
		BHCKB044		8.
9.	TEXTB045			
		BHCKB045		9.
10.	TEXTB046			
		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 June 30, 2012

### Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands				
		Bil	Mil	Thou
<b>Assets</b>				
1. Cash and balances due from depository institutions:				
a. Noninterest-bearing balances and currency and coin <sup>(1)</sup>	BHCK0081	3,567,584		1.a.
b. Interest-bearing balances: <sup>(2)</sup>				
(1) In U.S. offices	BHCK0395	8,432,727		1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	BHCK0397	19,985,280		1.b.(2)
2. Securities:				
a. Held-to-maturity securities (from Schedule HC-B, column A)	BHCK1754	768,029		2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)	BHCK1773	26,842,418		2.b.
3. Federal funds sold and securities purchased under agreements to resell:				
a. Federal funds sold in domestic offices	BHDMB987	18,000		3.a.
b. Securities purchased under agreements to resell <sup>(3)</sup>	BHCKB989	4,535		3.b.
4. Loans and lease financing receivables:				
a. Loans and leases held for sale	BHCK5369	64		4.a.
b. Loans and leases, net of unearned income	BHCKB528	29,602,031		4.b.
c. LESS: Allowance for loan and lease losses	BHCK3123	300,326		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	BHCKB529	<b>29,301,705</b>		4.d.
5. Trading assets (from Schedule HC-D)	BHCK3545	871,804		5.
6. Premises and fixed assets (including capitalized leases)	BHCK2145	461,997		6.
7. Other real estate owned (from Schedule HC-M)	BHCK2150	25,255		7.
8. Investments in unconsolidated subsidiaries and associated companies	BHCK2130	8,311		8.
9. Direct and indirect investments in real estate ventures	BHCK3656	0		9.
10. Intangible assets:				
a. Goodwill	BHCK3163	533,204		10.a.
b. Other intangible assets (from Schedule HC-M)	BHCK0426	112,183		10.b.
11. Other assets (from Schedule HC-F)	BHCK2160	3,522,799		11.
12. Total assets (sum of items 1 through 11)	BHCK2170	<b>94,455,895</b>		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
<b>Liabilities</b>				
13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing <sup>(1)</sup> .....	BHDM6631	18,373,753		13.a.(1)
(2) Interest-bearing .....	BHDM6636	17,021,634		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:				
(1) Noninterest-bearing .....	BHFN6631	3,365,488		13.b.(1)
(2) Interest-bearing .....	BHFN6636	38,235,035		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased in domestic offices <sup>(2)</sup> .....	BHDMB993	1,453,000		14.a.
b. Securities sold under agreements to repurchase <sup>(3)</sup> .....	BHCKB995	232,782		14.b.
15. Trading liabilities (from Schedule HC-D) .....	BHCK3548	528,355		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) .....	BHCK3190	4,307,044		16.
17. Not applicable				
18. Not applicable				
19.				
a. Subordinated notes and debentures <sup>(4)</sup> .....	BHCK4062	1,039,478		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities .....	BHCKC699	276,993		19.b.
20. Other liabilities (from Schedule HC-G) .....	BHCK2750	2,232,041		20.
21. Total liabilities (sum of items 13 through 20) .....	BHCK2948	87,065,603		21.
22. Not applicable				
<b>Equity Capital</b>				
<b>Bank Holding Company Equity Capital</b>				
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	995,240		25.
26.				
a. Retained earnings .....	BHCK3247	6,502,220		26.a.
b. Accumulated other comprehensive income <sup>(5)</sup> .....	BHCKB530	(274,125)		26.b.
c. Other equity capital components <sup>(6)</sup> .....	BHCKA130	(241,662)		26.c.
27.				
a. Total bank holding company equity capital (sum of items 23 through 26.c) .....	BHCK3210	7,390,292		27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries .....	BHCK3000	0		27.b.
28. Total equity capital (sum of items 27.a and 27.b) .....	BHCKG105	7,390,292		28.
29. Total liabilities and equity capital (sum of items 21 and 28) .....	BHCK3300	94,455,895		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 accumulated defined benefit pension and other postretirement plan adjustments.

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

# Schedule HC—Continued

**Memoranda (to be completed annually by 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)		
a. <u>N/A</u> (1) Name of External Auditing Firm (TEXT C703) <u>N/A</u> (2) City (TEXT C708) <u>N/A</u> <u>N/A</u> (3) State Abbreviation (TEXT C714) (4) Zip Code (TEXT C715)		M.1.
b. <u>N/A</u> (1) Name of Engagement Partner (TEXT C704) <u>N/A</u> (2) E-mail Address (TEXT C705)		

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

### Schedule HC-B—Securities

Dollar Amounts in Thousands					
	(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	1,747,385	1,784,829	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):					
a. Issued by U.S. government agencies <sup>(1)</sup> .....	BHCK1289	BHCK1290	BHCK1291	BHCK1293	
	0	0	442,657	443,369	2.a.
b. Issued by U.S. government-sponsored agencies <sup>(2)</sup> .....	BHCK1294	BHCK1295	BHCK1297	BHCK1298	
	0	0	11,868,269	11,904,789	2.b.
3. Securities issued by states and political subdivisions in the U.S. ....	BHCK8496	BHCK8497	BHCK8498	BHCK8499	
	400,436	421,404	14,139	15,018	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	
	139,092	142,960	3,016,318	3,077,578	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 <sup>(3)</sup> .....	BHCKG312	BHCKG313	BHCKG314	BHCKG315	
	0	0	2,397,806	2,401,858	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>(3)</sup> .....	BHCKG316	BHCKG317	BHCKG318	BHCKG319	
	0	0	24,818	20,820	4.b.(2)
(3) All other residential mortgage-backed securities .....	BHCKG320	BHCKG321	BHCKG322	BHCKG323	
	0	0	471,832	472,027	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 <sup>(3)</sup> .....	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	2,211,441	2,197,957	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	
	64,637	57,369	2,324,851	2,359,931	6.a.
b. Foreign debt securities .....	BHCK1742	BHCK1743	BHCK1744	BHCK1746	
	163,864	163,816	2,148,416	2,158,573	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values .....			BHCKA510	BHCKA511	
			5,669	5,669	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	
	<b>768,029</b>	<b>785,549</b>	<b>26,673,601</b>	<b>26,842,418</b>	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	Mil	Thou
1. Pledged securities (1)	BHCK0416	22,343,819			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	14,700,489			M.2.a.
b. Over 1 year to 5 years	BHCK0384	8,930,886			M.2.b.
c. Over 5 years	BHCK0387	3,973,403			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	M.5.a.
	0	0	109,310	109,046	
b. Home equity lines	BHCKB842	BHCKB843	BHCKB844	BHCKB845	M.5.b.
	0	0	117,290	103,440	
c. Automobile loans	BHCKB846	BHCKB847	BHCKB848	BHCKB849	M.5.c.
	0	0	1,332,582	1,333,102	
d. Other consumer loans	BHCKB850	BHCKB851	BHCKB852	BHCKB853	M.5.d.
	0	0	423,180	422,828	
e. Commercial and industrial loans	BHCKB854	BHCKB855	BHCKB856	BHCKB857	M.5.e.
	0	0	0	0	
f. Other	BHCKB858	BHCKB859	BHCKB860	BHCKB861	M.5.f.
	0	0	229,079	229,541	

(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

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	
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	14,446,598			1.
a. Construction, land development, and other land loans:					
(1) 1-4 family residential construction loans .....			BHCKF158	173,990	1.a.(1)
(2) Other construction loans and all land development and other land loans .....			BHCKF159	372,981	1.a.(2)
b. Secured by farmland .....			BHDM1420	19,891	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	2,480,202	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens .....			BHDM5367	7,963,883	1.c.(2)(a)
(b) Secured by junior liens .....			BHDM5368	109,984	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties: .....			BHDM1460	677,489	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....			BHCKF160	905,205	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....			BHCKF161	1,742,973	1.e.(2)
2. Loans to depository institutions and acceptances of other banks .....			BHDM1288	423	2.
a. To U.S. banks and other U.S. depository institutions .....	BHCK1292	423			2.a.
b. To foreign banks .....	BHCK1296	472			2.b.
3. Loans to finance agricultural production and other loans to farmers .....	BHCK1590	0	BHDM1590	0	3.
4. Commercial and industrial loans .....			BHDM1766	5,017,744	4.
a. To U.S. addressees (domicile) .....	BHCK1763	4,874,414			4.a.
b. To non-U.S. addressees (domicile) .....	BHCK1764	656,057			4.b.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .....			BHDM1975	422,446	6.
a. Credit cards .....	BHCKB538	0			6.a.
b. Other revolving credit plans .....	BHCKB539	15,846			6.b.
c. Automobile loans .....	BHCKK137	1,288			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans) .....	BHCKK207	407,060			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks) .....	BHCK2081	100,625	BHDM2081	0	7.
8. Not applicable					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions .....	BHCKJ454	277,078	BHDMJ454	277,078	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured) .....	BHCK1545	271,145	BHDM1545	271,145	9.b.(1)
(2) All other loans (exclude consumer loans) .....	BHCKJ451	7,540,874	BHDMJ451	7,039,229	9.b.(2)
10. Lease financing receivables (net of unearned income) .....			BHDM2165	890,851	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	1,010,215			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	29,602,095	BHDM2122	28,365,514	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	24,229		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	2,958		M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHDMK162	25,262		M.1.d.(2)
e. Commercial and industrial loans:				
(1) To U.S. addressees (domicile) .....	BHCKK163	838		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	198		M.1.f.
<i>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):</i>				
(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	49,679		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 credit-impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):				
a. Outstanding balance .....	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	
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of <b>December 31, 2011</b>, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties .....	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 process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)) .....	BHDMF577		40,782		M.9.

Dollar Amounts in Thousands		(Column A) Consolidated		(Column B) Domestic Offices	
<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>					
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) 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	2,790,913		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		
<b>Assets</b>					
1. U.S. Treasury securities .....	BHCM3531	3	BHCK3531	3	1.
2. U.S. government agency obligations (exclude MBS) .....	BHCM3532	273	BHCK3532	273	2.
3. Securities issued by states and political subdivisions in the U.S. ....	BHCM3533	5,150	BHCK3533	5,150	3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA .....	BHCKG379	229	BHDMG379	229	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) <sup>(1)</sup> .....	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 <sup>(1)</sup> .....	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	747	BHDMG386	747	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	865,402	BHCK3543	265,133	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal HC.5.) .....	BHCT3545	<b>871,804</b>	BHDM3545	<b>271,535</b>	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		
<b>Liabilities</b>					
13.					
a. Liability for short positions:					
(1) Equity securities .....	BHCKG209	0	BHDMG209	0	13.a.(1)
(2) Debt securities .....	BHCKG210	11	BHDMG210	11	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	528,344	BHDM3547	188,770	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal HC.15.) .....	BHCT3548	<b>528,355</b>	BHDM3548	<b>188,781</b>	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<sup>(1)</sup>

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 <sup>(2)</sup> .....	BHCB2210		18,373,753		1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts .....	BHCB3187		1,177,394		1.b.
c. Money market deposit accounts and other savings accounts .....	BHCB2389		12,699,685		1.c.
d. Time deposits of less than \$100,000 .....	BHCB6648		321,799		1.d.
e. Time deposits of \$100,000 or more .....	BHCB2604		2,822,756		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 <sup>(2)</sup> .....	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		135		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		2,433,199		M.3.
4. Foreign office time deposits w ith a remaining maturity of one year or less .....	BHFNA245		8,557,070		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 <sup>(1)</sup> .....	BHCKB556		126,101		1.
2. Net deferred tax assets <sup>(2)</sup> .....	BHCK2148		0		2.
3. Interest-only strips receivable (not in the form of a security) on: <sup>(3)</sup>					
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 <sup>(4)</sup> .....	BHCK1752		563,442		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		2,833,256		6.
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11) .....	BHCT2160		<b>3,522,799</b>		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 <sup>(1)</sup> .....	BHCK3049		672,743		2.
3. Allow ance for credit losses on off-balance sheet credit exposures .....	BHCKB557		29,569		3.
4. Other .....	BHCKB984		1,529,729		4.
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20) .....	BHCT2750		<b>2,232,041</b>		5.

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

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

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Earning assets that are repriceable w ithin one year or mature w ithin one year .....	BHCK3197	53,171,180			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	11,243,704			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.

<sup>(1)</sup> 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	
<b>Assets</b>					
1. Reinsurance recoverables .....	BHCKB988		0		1.
2. Total assets .....	BHCKC244		0		2.
<b>Liabilities</b>					
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	
<b>Assets</b>					
1. Reinsurance recoverables .....	BHCKC247		0		1.
2. Separate account assets .....	BHCKB992		0		2.
3. Total assets .....	BHCKC248		0		3.
<b>Liabilities</b>					
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	
<b>Assets</b>				
1. Securities:				
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) .....	BHCKB558	15,052,905		1.a.
b. Mortgage-backed securities .....	BHCKB559	7,723,443		1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.) .....	BHCKB560	5,794,875		1.c.
2. Federal funds sold and securities purchased under agreements to resell .....	BHCK3365	260,323		2.
3.				
a. Total loans and leases in domestic offices .....	BHDM3516	28,068,888		3.a.
(1) Loans secured by 1-4 family residential properties .....	BHDM3465	10,597,223		3.a.(1)
(2) All other loans secured by real estate .....	BHDM3466	3,949,515		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	5,071,451		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	428,347		3.a.(5)(b)
b. Total loans and leases in foreign offices, Edge and Agreement subsidiaries, and IBFs .....	BHFN3360	988,653		3.b.
4.				
a. Trading assets .....	BHCK3401	1,401,034		4.a.
b. Other earning assets .....	BHCKB985	24,675,270		4.b.
5. Total consolidated assets .....	BHCK3368	92,293,950		5.
<b>Liabilities</b>				
6. Interest-bearing deposits (domestic) <sup>(1)</sup> .....	BHCK3517	17,217,912		6.
7. Interest-bearing deposits (foreign) <sup>(1)</sup> .....	BHCK3404	36,407,198		7.
8. Federal funds purchased and securities sold under agreements to repurchase .....	BHCK3353	2,040,414		8.
9. All other borrowed money .....	BHCK2635	4,878,058		9.
10. Not applicable				
<b>Equity Capital</b>				
11. Total equity capital (excludes limited-life preferred stock) .....	BHCK3519	7,288,769		11.

(1) Includes interest-bearing demand deposits.



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

For Federal Reserve Bank Use Only  
C.I. \_\_\_\_\_

(Report only transactions with nonrelated institutions)

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	2,690,476			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	272,901			1.c.(1)
(a) 1-4 family residential construction loan commitments .....					
	BHCKF164	97,741			1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments .....					
	BHCKF165	175,160			1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate .....					
	BHCK6550	13,315			1.c.(2)
d. Securities underwriting .....					
	BHCK3817	0			1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans .....					
	BHCKJ457	17,672,033			1.e.(1)
(2) Loans to financial institutions .....					
	BHCKJ458	1,430,822			1.e.(2)
(3) All other unused commitments .....					
	BHCKJ459	11,126,206			1.e.(3)
2. Financial standby letters of credit and foreign office guarantees .....					
<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	458,809			2.a.
3. Performance standby letters of credit and foreign office guarantees .....					
<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 .....					
	BHCK6570	257,175			3.
4. Commercial and similar letters of credit .....					
	BHCK3822	8,026			3.a.
5. Not applicable					
	BHCK3411	29,024			4.
6. Securities lent .....					
	BHCK3433	73,372,300			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	75,500		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	640		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	75,500			7.c.(2)(c)

### Schedule HC-L—Continued

(Report only transactions with nonrelated institutions)

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	32,500	BHCKG417	0	7.d.(2)(b)

Dollar Amounts in Thousands				
	Bil	Mil	Thou	
8. Spot foreign exchange contracts .....	BHCK8765	14,255,920		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	0		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. TEXT6561 .....	BHCK3435	0		9.c.
e. TEXT6562 .....	BHCK6561	0		9.d.
f. TEXT6568 .....	BHCK6562	0		9.e.
g. TEXT6586 .....	BHCK6568	0		9.f.
g. TEXT6586 .....	BHCK6586	0		9.g.
10. Not applicable				

**Schedule HC-L—Continued**

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
<b>Derivatives Position Indicators</b>					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal 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	215,280,083	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)
	15,837	0	0	0	
(2) Purchased options .....	BHCK8713	BHCK8714	BHCK8715	BHCK8716	11.d.(2)
	15,837	0	0	0	
e. Swaps .....	BHCK3450	BHCK3826	BHCK8719	BHCK8720	11.e.
	8,910,344	1,999,532	0	0	
12. Total gross notional amount of derivative contracts held for trading .....	BHCKA126	BHCKA127	BHCK8723	BHCK8724	12.
	4,607,767	214,704,912	0	0	
13. Total gross notional amount of derivative contracts held for purposes other than trading .....	BHCK8725	BHCK8726	BHCK8727	BHCK8728	13.
	4,334,251	2,574,703	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)
	195,024	1,848,007	0	0	
(2) Gross negative fair value .....	BHCK8737	BHCK8738	BHCK8739	BHCK8740	14.a.(2)
	189,141	1,797,300	0	0	
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value .....	BHCK8741	BHCK8742	BHCK8743	BHCK8744	14.b.(1)
	136,099	49,302	0	0	
(2) Gross negative fair value .....	BHCK8745	BHCK8746	BHCK8747	BHCK8748	14.b.(2)
	65,865	28,508	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.<sup>(1)</sup>

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	
	356,513	0	0	0	726,963	15.a.
b. Fair value of collateral:						
(1) Cash - U.S. dollar .....						
	BHCKG423	BHCKG424	BHCKG425	BHCKG426	BHCKG427	
	382,623	0	0	0	0	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	
	<b>382,623</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	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		240516692		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		1,986,980		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		1,242,582		3.
4. Other assets acquired in satisfaction of debts previously contracted .....	BHCK6557		0		4.
5. Securities purchased under agreements to resell <b>offset</b> 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)
<i>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)):</i>					
(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 <sup>(1)</sup> .....	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 <sup>(1)</sup> .....	BHCKK193			0	7.a.
b. Total assets of captive reinsurance subsidiaries <sup>(1)</sup> .....	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 / 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		112,183		12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) .....	BHCT0426		<b>112,183</b>		12.d.
13. Other real estate owned .....	BHCT2150		25,255		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		1,986,980		14.b.
c. Other borrowed money with a remaining maturity of more than one year .....	BHCK2333		2,320,064		14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....	BHCT3190		<b>4,307,044</b>		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		107,976,772		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) ..	BHCKC161	YES	17.

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

	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) .....	BHCKC159	NO	18.

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

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

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

	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.

	Bil   Mil   Thou			
<i>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.</i>				
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:				
a. Net assets .....	BHCKC252	34,015		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	5,133		20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross .....	BHCK4834	9		20.b.(3)
c. Balances due to related institutions:				
(1) Due to bank holding company (parent company only), gross .....	BHCK5041	5,266		20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross .....	BHCK5043	1,122		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	1,330,012		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

For Federal Reserve Bank Use Only  
C.I. \_\_\_\_\_

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   6,650	BHCKF174   0	BHCKF176   1,600	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	BHCKF173   496	BHCKF175   2,274	BHCKF177   13,156	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   10,801	BHCK5399   6,558	BHCK5400   26,393	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:				
(a) Secured by first liens .....	BHCKC236   18,284	BHCKC237   8,523	BHCKC229   136,992	1.c.(2)(a)
(b) Secured by junior liens .....	BHCKC238   867	BHCKC239   0	BHCKC230   2,857	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	BHCK3499   3,280	BHCK3500   5,898	BHCK3501   3,811	1.d.
e. Secured by nonfarm non-residential properties in domestic offices:				
(1) Loans secured by owner- occupied nonfarm nonresidential properties .....	BHCKF178   8,443	BHCKF180   1,219	BHCKF182   16,648	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHCKF179   17,626	BHCKF181   4,805	BHCKF183   19,893	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	14,542	BHCK1607	544	BHCK1608	14,958	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	0	BHCKK214	0	BHCKK215	85	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	BHCKK216	9,369	BHCKK217	695	BHCKK218	805	5.c.
6. Loans to foreign governments and official institutions .....	BHCK5389	0	BHCK5390	0	BHCK5391	0	6.
7. All other loans .....	BHCK5459	41,294	BHCK5460	1,082	BHCK5461	2,648	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	0	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	131,652	BHCK5525	31,598	BHCK5526	239,846	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	
<i>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 (d):</i>				
(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)
<i>f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements .....</i>				
	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   0	BHDMMK109   0	BHDMMK110   3,920	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices .....	BHCKF661   24	BHCKF662   245	BHCKF663   30,518	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   9,410	M.1.d.(2)
e. Commercial and industrial loans:				
(1) To U.S. addresses (domicile) .....	BHCKK120   0	BHCKK121   0	BHCKK122   378	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 (include loans to individuals for household, family, and other personal expenditures) .....	BHCKK126   0	BHCKK127   0	BHCKK128   0	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	
<i>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):</i>				
(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 <sup>(1)</sup> .....	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   0	BHCK6559   0	BHCK6560   129	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	35,565	M.7.
8. Nonaccrual assets sold during the quarter .....	BHCKC411	1,530	M.8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):							
a. Outstanding balance .....	BHCKL183	0	BHCKL184	0	BHCKL185	0	M.9.a.
b. Carrying amount included in Schedule HC-N, items 1 through 7, above .....	BHCKL186	0	BHCKL187	0	BHCKL188	0	M.9.b.

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

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

Dollar Amounts in Thousands

	Bil	Mil	Thou	
<b>1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: (2)</b>				
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)
<b>2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:</b>				
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)
<b>3. 1-4 family residential mortgages sold during the quarter:</b>				
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)
<b>4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):</b>				
a. Closed-end first liens .....	BHCKF072	64		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)
<b>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)</b>				
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.
<b>6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:</b>				
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)
<b>7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:</b>				
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies .....	BHCKL191			7.a.
b. For representations and warranties made to other parties .....	BHCKL192			7.b.

(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
<b>Assets</b>						
1. Available-for-sale securities .....	BHCY 1773	BHCKG474	BHCKG475	BHCKG476	BHCKG477	
	26,842,418	0	1,784,829	24,952,328	105,261	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	
	865,402	1,177,694	0	2,043,096	0	5.a.
b. Other trading assets .....	BHCKG497	BHCKG498	BHCKG499	BHCKG500	BHCKG501	
	6,402	0	3	6,399	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	
	<b>27,714,222</b>	<b>1,177,694</b>	<b>1,784,832</b>	<b>27,001,823</b>	<b>105,261</b>	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						
<b>Liabilities</b>						
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.
	528,344	1,458,075	0	1,986,419	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.
	<b>528,355</b>	<b>1,458,075</b>	<b>0</b>	<b>1,986,430</b>	<b>0</b>	

## Schedule HC-Q—Continued

### Memoranda

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	
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.

For Federal Reserve Bank Use Only  
C.I. \_\_\_\_\_

Dollar Amounts in Thousands		Bil	Mil	Thou	
<b>Tier 1 Capital</b>					
1. Total bank holding company equity capital (from Schedule HC, item 27.a) .....	BHCKX3210		7,390,292		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) <sup>(1)</sup> .....	BHCK8434		71,480		2.
3. LESS: Net unrealized loss on available-for-sale equity securities (report loss as a positive value) <sup>(1)</sup> .....	BHCKA221		0		3.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>(1)</sup> and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value) .....	BHCK4336		(346,077)		4.
5. LESS: Nonqualifying perpetual preferred stock .....	BHCKB588		0		5.
6.					
a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries .....	BHCKG214		0		6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) <sup>(2)</sup> .....	BHCKG215		268,682		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		605,017		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		7,328,554		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		7,328,415		11.
<b>Tier 2 Capital</b>					
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. <sup>(2)</sup> .....	BHCKG217		593,402		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		298,946		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		892,348		17.
18. Allowable Tier 2 capital (lesser of item 11 or 17) .....	BHCK8275		892,348		18.
19. Tier 3 Capital allocated for market risk .....	BHCK1395		0		19.
20. LESS: Deductions for total risk-based capital .....	BHCKB595		0		20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20) .....	BHCK3792		8,220,763		21.
<b>Total Assets for Leverage Ratio</b>					
22. Average total assets (from Schedule HC-K, item 5) .....	BHCT3368		92,293,950		22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) .....	BHCTB590		605,017		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		1,731		26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) .....	BHCKA224		91,687,202		27.

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

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

## Schedule HC-R—Continued

		Percentage	
<b>Capital Ratios</b>			
31. Tier 1 leverage ratio (item 11 divided by item 27) .....	BHCK7204	<b>7.99</b>	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	BHCK7206	<b>12.86</b>	32.
33. Total risk-based capital ratio (item 21 divided by item 62) .....	BHCK7205	<b>14.43</b>	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%
<b>Balance Sheet Asset Categories</b>			BHCE	BHC0	BHC2	BHC5	BHC9
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).		BHCK0010	BHCE0010	BHC00010	BHC20010		BHC90010
	31,985,591		0	9,071,953	22,913,638		0
35. Held-to-maturity securities		BHCX1754	BHCE1754	BHC01754	BHC21754	BHC51754	BHC91754
	<b>768,029</b>		0	0	691,342	0	76,687
36. Available-for-sale securities		BHCX1773	BHCE1773	BHC01773	BHC21773	BHC51773	BHC91773
	<b>26,842,418</b>		59,917	4,090,631	21,755,010	31,151	905,709
37. Federal funds sold and securities purchased under agreements to resell		BHCKC225		BHC0C225	BHC2C225		BHC9C225
	22,535			0	22,535		0
38. Loans and leases held for sale		BHCT5369	BHCE5369	BHC05369	BHC25369	BHC55369	BHC95369
	<b>64</b>		0	0	0	64	0
39. Loans and leases, net of unearned income		BHCTB528	BHCEB528	BHC0B528	BHC2B528	BHC5B528	BHC9B528
	<b>29,602,031</b>		0	200,661	163,544	7,830,998	21,406,828
40. LESS: Allowance for loan and lease losses		BHCX3123	BHCE3123				
	300,326		300,326				
41. Trading assets		BHCX3545	BHCE3545	BHC03545	BHC23545	BHC53545	BHC93545
	<b>871,804</b>		865,402	0	275	229	5,898
42. All other assets <sup>(1)</sup>		BHCKB639	BHCEB639	BHC0B639	BHC2B639	BHC5B639	BHC9B639
	4,663,749		686,377	292,901	279	0	3,684,192
43. Total assets (sum of items 34 through 42)		BHCT2170	BHCE2170	BHC02170	BHC22170	BHC52170	BHC92170
	<b>94,455,895</b>		<b>1,311,370</b>	<b>13,656,146</b>	<b>45,546,623</b>	<b>7,862,442</b>	<b>26,079,314</b>

(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%
<b>Derivatives and Off-Balance Sheet Items</b>			BHCE	BHC0	BHC2	BHC5	BHC9
44. Financial standby letters of credit	BHCKB546	1.00 or 12.5 (2)	BHCEB546	BHC0B546	BHC2B546	BHC5B546	BHC9B546
	4,273,338	1.000000	4,273,338	0	715,664	4,997	3,552,677
45. Performance standby letters of credit	BHCT6570		BHCE6570	BHC06570	BHC26570	BHC56570	BHC96570
	257,175	.50	128,588	0	11,730	0	116,858
46. Commercial and similar letters of credit	BHCT3411		BHCE3411	BHC03411	BHC23411	BHC53411	BHC93411
	29,024	.20	5,805	0	498	0	5,307
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
	73,372,300	1.00	73,372,300	71,483,825	1,888,475	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
	1,431	1.00	1,431	0	1,431	0	0
53. Unused commitments:							
a. With an original maturity exceeding one year	BHCK6572		BHCE6572	BHC06572	BHC26572	BHC56572	BHC96572
	24,071,421	.50	12,035,711	0	204,178	0	11,831,533
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	
			4,784,526	0	2,279,190	2,505,336	

(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%	
<b>Totals</b>					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54) .....	BHCKB696	BHCKB697	BHCKB698	BHCKB699	55.
	<b>85,139,971</b>	<b>50,647,789</b>	<b>10,372,775</b>	<b>41,602,677</b>	
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	
	<b>0</b>	<b>10,129,558</b>	<b>5,186,388</b>	<b>41,602,677</b>	57.
58. Market risk equivalent assets .....				BHCK1651	
				46,836	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	
				<b>56,965,459</b>	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	
				<b>56,965,459</b>	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				2,459,150			M.1.
		(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			
Dollar Amounts in Thousands									
2. Notional principal amounts of derivative contracts: (1)									
a. Interest rate contracts .....	BHCK3809	706,150	BHCK8766	6,467,097	BHCK8767	1,752,934	M.2.a.		
b. Foreign exchange contracts .....	BHCK3812	209,077,517	BHCK8769	3,519,436	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	32,500	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		241,662					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**

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B) .....		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.	
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements .....	BHCKB776 881	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.
<b>Asset Sales</b>								
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	346		M.2.b.
c.	Other financial assets <sup>(1)</sup> .....	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) <sup>(2)</sup> .....	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	21,556	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	7,731	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)			0
2.	TEXT5357			
3.	TEXT5358			
4.	TEXT5359			
5.	TEXT5360			
6.	TEXTB027			
7.	TEXTB028			
8.	TEXTB029			
9.	TEXTB030			



Notes to the Balance Sheet (Other)—Continued

Dollar Amounts in Thousands

		Bil	Mil	Thou		
10.	TEXTB031					
					BHCKB031	10.
11.	TEXTB032					
					BHCKB032	11.
12.	TEXTB033					
					BHCKB033	12.
13.	TEXTB034					
					BHCKB034	13.
14.	TEXTB035					
					BHCKB035	14.
15.	TEXTB036					
					BHCKB036	15.
16.	TEXTB037					
					BHCKB037	16.
17.	TEXTB038					
					BHCKB038	17.
18.	TEXTB039					
					BHCKB039	18.
19.	TEXTB040					
					BHCKB040	19.
20.	TEXTB041					
					BHCKB041	20.

## Remarks

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

(TEXT4769)

