

Board of Governors of the Federal Reserve System



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

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

This Report is required by law: Section 5(c) of the BHC Act (12 U.S.C. § 1844(c)), section 10 of Home Owners' Loan Act (HOLA) (12 U.S.C. § 1467a(b)), section 618 of the Dodd-Frank Act (12 U.S.C. § 1850a(c)(1)), section 165 of the Dodd-Frank Act (12 U.S.C. § 5365), and section 252.153(b)(2) of Regulation YY (12 CFR 252.153(b)(2)).

This report form is to be filed by holding companies with total consolidated assets of \$1 billion or more. In addition, holding companies meeting certain criteria must file this report (FR Y-9C)

regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

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

Date of Report: March 31, 2018  
Month / Date / Year (BHCK 9999)

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

S. Biff Bowman  
Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

NORTHERN TRUST CORPORATION  
Legal Title of Holding Company (RSSD 9017)

\_\_\_\_\_  
Signature of Chief Financial Officer (or Equivalent) (BHCK H321)

50 SOUTH LA SALLE STREET- M11  
(Mailing Address of the Holding Company) Street/P.O. Box (RSSD 9110)

05/09/2018  
Date of Signature (MM/DD/CCYY) (BHTX J196)

CHICAGO IL 60603  
City (RSSD 9130) State (RSSD 9200) Zip Code (RSSD 9220)

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) 557-9735  
Area Code / FAX Number (BHTX 9116)  
mar30@ntrs.com  
E-mail Address of Contact (BHTX 4086)

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

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

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 50.84 hours per response for non-Advanced Approaches HCs and 52.09 hours for Advanced Approaches HCs, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

# Report of Income for Holding Companies

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

## Schedule HI—Consolidated Income Statement

	Dollar Amounts in Thousands	BHCK	Amount	
1. Interest income:				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by 1-4 family residential properties.....	4435		65,017	1.a.(1)(a)
(b) All other loans secured by real estate.....	4436		38,315	1.a.(1)(b)
(c) All other loans.....	F821		137,954	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4059		10,168	1.a.(2)
b. Income from lease financing receivables.....	4065		567	1.b.
c. Interest income on balances due from depository institutions (1).....	4115		67,852	1.c.
d. Interest and dividend income on securities:				
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities).....	B488		36,172	1.d.(1)
(2) Mortgage-backed securities.....	B489		71,025	1.d.(2)
(3) All other securities.....	4060		70,081	1.d.(3)
e. Interest income from trading assets.....	4069		27	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	4020		6,850	1.f.
g. Other interest income.....	4518		1,876	1.g.
h. Total interest income (sum of items 1.a through 1.g).....	4107		505,904	1.h.
2. Interest expense:				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$250,000 or less.....	HK03		165	2.a.(1)(a)
(b) Time deposits of more than \$250,000.....	HK04		1,980	2.a.(1)(b)
(c) Other deposits.....	6761		12,864	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4172		48,100	2.a.(2)
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	4180		7,980	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....	4185		38,679	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities.....	4397		10,574	2.d.
e. Other interest expense.....	4398		1,515	2.e.
f. Total interest expense (sum of items 2.a through 2.e).....	4073		121,857	2.f.
3. Net interest income (item 1.h minus 2.f).....	4074		384,047	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		(2,825)	4.
5. Noninterest income:				
a. Income from fiduciary activities.....	4070		937,734	5.a.
b. Service charges on deposit accounts in domestic offices.....	4483		16,159	5.b.
c. Trading revenue (2).....	A220		105,680	5.c.
d.(1) Fees and commissions from securities brokerage.....	C886		0	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions.....	C888		0	5.d.(2)
(3) Fees and commissions from annuity sales.....	C887		0	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities.....	C386		0	5.d.(4)
(5) Income from other insurance activities.....	C387		0	5.d.(5)
e. Venture capital revenue.....	B491		0	5.e.
f. Net servicing fees.....	B492		0	5.f.
g. Net securitization income.....	B493		0	5.g.

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

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

Schedule HI—Continued

Dollar Amounts in Thousands		BHCK	Amount	
5. h. Not applicable				
i. Net gains (losses) on sales of loans and leases.....	8560	(2,408)		5.i.
j. Net gains (losses) on sales of other real estate owned.....	8561	285		5.j.
k. Net gains (losses) on sales of other assets (3).....	B496	47		5.k.
l. Other noninterest income (4).....	B497	34,976		5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	4079	1,092,473		5.m.
6. a. Realized gains (losses) on held-to-maturity securities.....				
b. Realized gains (losses) on available-for-sale securities.....	3521	(172)		6.a.
	3196	0		6.b.
7. Noninterest expense:				
a. Salaries and employee benefits.....	4135	549,705		7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217	78,011		7.b.
c. (1) Goodwill impairment losses.....	C216	0		7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets.....	C232	4,541		7.c.(2)
d. Other noninterest expense (5).....	4092	363,218		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d).....	4093	995,475		7.e.
8. a. Income (loss) before unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (sum of items 3, 5.m, 6.a, 6.b, minus items 4 and 7.e).....				
	HT69	483,698		8.a.
b. Unrealized holding gains (losses) on equity securities not held for trading (6).....	HT70			8.b.
c. Income (loss) before applicable income taxes and discontinued operations (sum of items 8.a and 8.b).....	4301	483,698		8.c.
9. Applicable income taxes (foreign and domestic).....	4302	102,058		9.
10. Income (loss) before discontinued operations (item 8.c. minus item 9).....	4300	381,640		10.
11. Discontinued operations, net of applicable income taxes (7).....	FT28	0		11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104	381,640		12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	G103	0		13.
14. Net income (loss) attributable to holding company (item 12 minus item 13).....	4340	381,640		14.

(3) Exclude net gains (losses) on sales of trading assets and held-to-maturity and available-for-sale securities.

(4) See Schedule HI, memoranda item 6.

(5) See Schedule HI, memoranda item 7.

**(6) Item 8.b is to be completed only by holding companies that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.**

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

Memoranda

Dollar Amounts in Thousands		BHCK	Amount	
1. Net Interest income (item 3 above) on a fully taxable equivalent basis.....	4519	392,760		M.1.
2. Net income before applicable income taxes, and discontinued operations (item 8.c. above) on a fully taxable equivalent basis.....	4592	492,413		M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above).....	4313	6,512		M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.3, above).....	4507	517		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....				
	BHCK	Number		
	4150	18,212		M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$100,000 that exceed 3% of Schedule HI, item 5.l):				
	BHCK	Amount		
a. Income and fees from the printing and sale of checks.....	C013	0		M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance.....	C014	0		M.6.b.
c. Income and fees from automated teller machines (ATMs).....	C016	0		M.6.c.
d. Rent and other income from other real estate owned.....	4042	0		M.6.d.
e. Safe deposit box rent.....	C015	0		M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option.....	F229	0		M.6.f.

## Schedule HI—Continued

### Memoranda—Continued

		Dollar Amounts in Thousands	BHCK	Amount	
6.	g.	Bank card and credit card interchange fees.....	F555	0	M.6.g.
	h.	Gains on bargain purchases.....	J447	0	M.6.h.
	i.	Income and fees from wire transfers.....	T047	0	M.6.i.
	j.	TEXT Loan service related fees			
		8562	8562	12,492	M.6.j.
	k.	TEXT Banking fees			
		8563	8563	10,465	M.6.k.
	l.	TEXT Third party mutual fund administration fees			
		8564	8564	5,746	M.6.l.
7.	Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$100,000 that exceed 3% of the sum of Schedule HI, item 7.d):				
	a.	Data processing expenses.....	C017	0	M.7.a.
	b.	Advertising and marketing expenses.....	0497	16,078	M.7.b.
	c.	Directors' fees.....	4136	0	M.7.c.
	d.	Printing, stationery, and supplies.....	C018	0	M.7.d.
	e.	Postage.....	8403	0	M.7.e.
	f.	Legal fees and expenses.....	4141	0	M.7.f.
	g.	FDIC deposit insurance assessments.....	4146	0	M.7.g.
	h.	Accounting and auditing expenses.....	F556	0	M.7.h.
	i.	Consulting and advisory expenses.....	F557	33,205	M.7.i.
	j.	Automated teller machine (ATM) and interchange expenses.....	F558	0	M.7.j.
	k.	Telecommunications expenses.....	F559	0	M.7.k.
	l.	Other real estate owned expenses.....	Y923	0	M.7.l.
	m.	Insurance expenses (not included in employee expenses, premises and fixed assets expenses, and other real estate owned expenses).....	Y924	0	M.7.m.
	n.	TEXT Computer and software related expenses			
		8565	8565	113,466	M.7.n.
	o.	TEXT Technical services market data expenses			
		8566	8566	88,211	M.7.o.
	p.	TEXT Subcustodial and depository fee expenses			
		8567	8567	32,446	M.7.p.
8.	Discontinued operations and applicable income tax effect (from Schedule HI, item 11) (itemize and describe each discontinued operation):				
	a.(1)	TEXT			
		FT29	FT29	0	M.8.a.(1)
	(2)	Applicable income tax effect.....	BHCK FT30	0	M.8.a.(2)
	b.(1)	TEXT			
		FT31	FT31	0	M.8.b.(1)
	(2)	Applicable income tax effect.....	BHCK FT32	0	M.8.b.(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)				
	a.	Interest rate exposures.....	8757	27,189	M.9.a.
	b.	Foreign exchange exposures.....	8758	78,491	M.9.b.
	c.	Equity security and index exposures.....	8759	0	M.9.c.
	d.	Commodity and other exposures.....	8760	0	M.9.d.
	e.	Credit exposures.....	F186	0	M.9.e.

Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$10 million or more for any quarter of the preceding calendar year:

## Schedule HI—Continued

### Memoranda—Continued

	Dollar Amounts in Thousands		BHCK	Amount	
<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above. (1)</i>					
9.f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....	K090	0			M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above).....	K094	0			M.9.g.
<i>Memorandum items 10.a and 10.b are to be completed by holding companies with \$10 billion or more in total consolidated assets. (1)</i>					
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading.....	C889	0			M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading.....	C890	0			M.10.b.
11. Credit losses on derivatives (see instructions).....	A251	0			M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431	103,686			M.12.a.
b. (1) Premiums on insurance related to the extension of credit.....	C242	0			M.12.b.1.
(2) All other insurance premiums.....	C243	0			M.12.b.2.
c. Benefits, losses, and expenses from insurance-related activities.....	B983	0			M.12.c.
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No).....	0=NO 1=YES	BHCK A530		0	M.13.

	Dollar Amounts in Thousands		BHCK	Amount	
<i>Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.</i>					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets.....	F551	0			M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552	0			M.14.a.1.
b. Net gains (losses) on liabilities.....	F553	0			M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554	0			M.14.b.1.
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....	C409	42,450			M.15.
<i>Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>					
Year-to-date					
BHCK      Amount					
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.1.a).....	F228				M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities recognized in earnings (included in Schedule HI, items 6.a and 6.b).....	J321	172			M.17.

(1) The asset size test is generally based on the total assets reported as of June 30, 2017.

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

	Dollar Amounts in Thousands	BHCK	Amount	
1. Total holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income).....		3217	10,216,215	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors.....		B507	(4,481)	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....		B508	<b>10,211,734</b>	3.
		BHCT		
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14).....		4340	<b>381,640</b>	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):		BHCK		
a. Sale of perpetual preferred stock, gross.....		3577	0	5.a.
b. Conversion or retirement of perpetual preferred stock.....		3578	0	5.b.
6. Sale of common stock:				
a. Sale of common stock, gross.....		3579	0	6.a.
b. Conversion or retirement of common stock.....		3580	(26,947)	6.b.
7. Sale of treasury stock.....		4782	102,557	7.
8. LESS: Purchase of treasury stock.....		4783	263,204	8.
9. Changes incident to business combinations, net.....		4356	0	9.
10. LESS: Cash dividends declared on preferred stock.....		4598	17,350	10.
11. LESS: Cash dividends declared on common stock.....		4460	96,446	11.
12. Other comprehensive income (1).....		B511	(91,332)	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company.....		4591	0	13.
14. Other adjustments to equity capital (not included above).....		3581	25,313	14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC).....		BHCT		
		3210	<b>10,225,965</b>	15.

(1) Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

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

	(Column A) Charge-offs (1)		(Column B) Recoveries		
	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands					
<b>I. Charge-offs 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.....	C891	10	C892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	C893	125	C894	0	1.a.(2)
b. Secured by farmland in domestic offices.....	3584	0	3585	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	5411	2,002	5412	236	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens.....	C234	458	C217	271	1.c.(2)(a)
(b) Secured by junior liens.....	C235	664	C218	84	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588	744	3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	C895	0	C896	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	C897	0	C898	6	1.e.(2)
f. In foreign offices.....	B512	0	B513	0	1.f.
2. Not applicable.					
3. Loans to finance agricultural production and other loans to farmers.....	4655	0	4665	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile).....	4645	75	4617	631	4.a.
b. To non-U.S. addressees (domicile).....	4646	0	4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards.....	B514	0	B515	0	5.a.
b. Automobile loans.....	K129	0	K133	0	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K205	209	K206	93	5.c.
6. Loans to foreign governments and official institutions.....	4643	0	4627	0	6.
7. All other loans.....	4644	4	4628	3	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures.....	F185	0	F187	0	8.a.
b. All other leases.....	C880	0	F188	0	8.b.
9. Total (sum of items 1 through 8).....	4635	<b>4,291</b>	4605	<b>1,324</b>	9.

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

## Schedule HI-B—Continued

### Memoranda

	(Column A) Chart-offs (1)		(Column B) Recoveries		
	Year-to-date				
	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands					
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7, above.....	5409	0	5410	30	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....	4652	0	4662	0	M.2.

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

	Year-to-date		
	BHCK	Amount	
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses).....	C388	0	M.3.

	Dollar Amounts in Thousands		
	BHCK	Amount	
<b>II. Changes in allowance for loan and lease losses</b>			
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522	131,239	1.
	BHCT		
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above).....	4605	1,324	2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4).....	BHCK		
	C079	4,291	3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account.....	5523	0	4.
	BHCT		
5. Provision for loan and lease losses (must equal Schedule HI, item 4).....	4230	(2,825)	5.
	BHCK		
6. Adjustments (see instructions for this schedule).....	C233	(8)	6.
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c).....	BHCT		
	3123	125,439	7.

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

### Memoranda

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7.....	C435	0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	C389	0	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7).....	C390	0	M.3.
<i>Memorandum item 4 is to be completed by all holding companies.</i>			
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above).....	C781	0	M.4.



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

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

	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)		(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)		(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)		(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)		(Column E) Recorded Investment: Purchased Credit- Impaired Loans (ASC 310-30)		(Column F) Allowance Balance: Purchased Credit- Impaired Loans (ASC 310-30)		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands													
1. Real estate loans:													
a. Construction loans.....	M708	0	M709	0	M710	440,928	M711	3,820	M712	0	M713	0	1.a.
b. Commercial real estate loans.....	M714	1,477	M715	401	M716	3,076,475	M717	30,815	M719	0	M720	0	1.b.
c. Residential real estate loans.....	M721	6,507	M722	2,400	M723	7,810,881	M724	61,695	M725	0	M726	0	1.c.
2. Commercial loans <sup>2</sup> .....	M727	6,252	M728	2,179	M729	20,483,162	M730	23,075	M731	0	M732	0	2.
3. Credit Cards.....	M733	0	M734	0	M735	0	M736	0	M737	0	M738	0	3.
4. Other consumer loans.....	M739	0	M740	0	M741	234,096	M742	1,054	M743	0	M744	0	4.
5. Unallocated, if any.....							M745	0					5.
6. Total (sum of 1.a through 5).....	M746	<b>14,236</b>	M747	<b>4,980</b>	M748	<b>32,045,542</b>	M749	<b>120,459</b>	M750	<b>0</b>	M751	<b>0</b>	6.

(1) The asset size test is based on the total assets reported as of June 30, 2017.

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

## Notes to the Income Statement - Predecessor Financial Items

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

	Dollar Amounts in Thousands	BHBC	Amount	
1. Total interest income.....	4107			1.
a. Interest income on loans and leases.....	4094			1.a.
b. Interest income on investment securities.....	4218			1.b.
2. Total interest expense.....	4073			2.
a. Interest expense on deposits.....	4421			2.a.
3. Net interest income.....	4074			3.
4. Provision for loan and lease losses.....	4230			4.
5. Total noninterest income.....	4079			5.
a. Income from fiduciary activities.....	4070			5.a.
b. Trading revenue.....	A220			5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490			5.c.
d. Venture capital revenue.....	B491			5.d.
e. Net securitization income.....	B493			5.e.
f. Insurance commissions and fees.....	B494			5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities.....	4091			6.
7. Total noninterest expense.....	4093			7.
a. Salaries and employee benefits.....	4135			7.a.
b. Goodwill impairment losses.....	C216			7.b.
8. Income (loss) before applicable income taxes and discontinued operations.....	4301			8.
9. Applicable income taxes.....	4302			9.
10. Noncontrolling (minority) interest.....	4484			10.
	BHCK			
11. Discontinued operations, net of applicable income taxes and noncontrolling (minority) interest.....	FT41			11.
	BHBC			
12. Net income (loss).....	4340			12.
13. Cash dividends declared.....	4475			13.
14. Net charge-offs.....	6061			14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis.....	4519			15.

## Notes to the Income Statement (Other)

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

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

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

### Example

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

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

## Notes to the Income Statement (Other)

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
1.	5351				
			5351	0	1.
2.	5352				
			5352	0	2.
3.	5353				
			5353	0	3.
4.	5354				
			5354	0	4.
5.	5355				
			5355	0	5.
6.	B042				
			B042	0	6.
7.	B043				
			B043	0	7.
8.	B044				
			B044	0	8.
9.	B045				
			B045	0	9.
10.	B046				
			B046	0	10.

## Notes to the Income Statement (Other)— Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
11.	B047			0	11.
12.	B048			0	12.
13.	B049			0	13.
14.	B050			0	14.
15.	B051			0	15.
16.	B052			0	16.
17.	B053			0	17.
18.	B054			0	18.
19.	B055			0	19.
20.	B056			0	20.

**Consolidated Financial Statements for Holding Companies**

Report at the close of business

March 31, 2018

Date

**Schedule HC—Consolidated Balance Sheet**

	Dollar Amounts in Thousands		BHCK	Amount	
<b>Assets</b>					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin (1).....	0081			3,290,162	1.a.
b. Interest-bearing balances: (2)					
(1) In U.S. offices.....	0395			11,213,978	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0397			25,983,871	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A).....	1754			<b>14,286,238</b>	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D).....	1773			<b>34,257,966</b>	2.b.
c. Equity securities with readily determinable fair values not held for trading (3).....	JA22				2.c.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices.....	BHDM	B987		30,000	3.a.
b. Securities purchased under agreements to resell (4).....	BHCK	B989		1,503,976	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale.....		5369		49,105	4.a.
b. Loans and leases held for investment.....	B528		32,059,778		4.b.
c. LESS: Allowance for loan and lease losses.....	3123		125,439		4.c.
d. Loans and leases held for investment, net of allowance for loan and lease losses (item 4.b minus 4.c).....		B529		<b>31,934,339</b>	4.d.
5. Trading assets (from Schedule HC-D).....		3545		<b>907,150</b>	5.
6. Premises and fixed assets (including capitalized leases).....		2145		442,604	6.
7. Other real estate owned (from Schedule HC-M).....		2150		<b>4,142</b>	7.
8. Investments in unconsolidated subsidiaries and associated companies.....		2130		8,327	8.
9. Direct and indirect investments in real estate ventures.....		3656		17,334	9.
10. Intangible assets:					
a. Goodwill.....		3163		611,606	10.a.
b. Other intangible assets (from Schedule HC-M).....		0426		<b>160,320</b>	10.b.
11. Other assets (from Schedule HC-F).....		2160		<b>4,971,096</b>	11.
12. Total assets (sum of items 1 through 11).....		2170		<b>129,672,214</b>	12.

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

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

(3) Item 2.c is to be completed only by holding companies that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

(4) Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

## Schedule HC—Continued

		Dollar Amounts in Thousands	BHDM	Amount	
<b>Liabilities</b>					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
	(1) Noninterest-bearing (1).....	6631	18,349,368		13.a.(1)
	(2) Interest-bearing.....	6636	17,090,428		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
	(1) Noninterest-bearing.....	BHFN			
	(2) Interest-bearing.....	6631	9,676,273		13.b.(1)
	(2) Interest-bearing.....	6636	60,075,318		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices (2).....					
		BHDM			
		B993	17,000		14.a.
		BHCK			
	b. Securities sold under agreements to repurchase (3).....	B995	809,976		14.b.
15. Trading liabilities (from Schedule HC-D).....					
		3548	550,970		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....					
		3190	8,859,530		16.
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures (4).....					
		4062	1,410,013		19.a.
	b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities.....	C699	277,526		19.b.
20. Other liabilities (from Schedule HC-G).....					
		2750	2,329,847		20.
21. Total liabilities (sum of items 13 through 20).....					
		2948	119,446,249		21.
22. Not applicable					
<b>Equity Capital</b>					
<b>Holding Company Equity Capital</b>					
23. Perpetual preferred stock and related surplus.....					
		3283	882,010		23.
24. Common stock (par value).....					
		3230	408,619		24.
25. Surplus (exclude all surplus related to preferred stock).....					
		3240	1,020,335		25.
26. a. Retained earnings.....					
		3247	9,973,752		26.a.
	b. Accumulated other comprehensive income (5).....	B530	(505,681)		26.b.
	c. Other equity capital components (6).....	A130	(1,553,070)		26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c).....					
		3210	10,225,965		27.a.
	b. Noncontrolling (minority) interests in consolidated subsidiaries.....	3000	0		27.b.
28. Total equity capital (sum of items 27.a and 27.b).....					
		G105	10,225,965		28.
29. Total liabilities and equity capital (sum of items 21 and 28).....					
		3300	129,672,214		29.

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

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

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

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

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

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

## Schedule HC—Continued

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

1. Has the holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for Yes, enter "0" for No).....

0=NO	BHCK	
1=YES	C884	

M.1.

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

a. \_\_\_\_\_  
(1) Name of External Auditing Firm (TEXT C703)

b. \_\_\_\_\_  
(1) Name of Engagement Partner (TEXT C704)

\_\_\_\_\_  
(2) City (TEXT C708)

\_\_\_\_\_  
(2) E-mail Address (TEXT C705)

\_\_\_\_\_  
(3) State Abbrev. (TEXT C714)

\_\_\_\_\_  
(4) Zip Code (TEXT C715)

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

**Schedule HC-B—Securities**

	Held-to-Maturity				Available-for-Sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost	Fair value	Amortized Cost	Fair value	Amortized Cost	Fair value	Amortized Cost	Fair value	
Dollar Amounts in Thousands									
1. U.S. Treasury securities.....	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	1.
	0211	87,871	0213	87,861	1286	5,678,246	1287	5,651,679	
2. U.S. government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. government agencies (1).....	1289	0	1290	0	1291	815,012	1293	810,402	2.a.
b. Issued by U.S. government-sponsored agencies (2).....	1294	0	1295	0	1297	2,294,983	1298	2,297,212	2.b.
3. Securities issued by states and political subdivisions in the U.S.....	8496	32,591	8497	33,738	8498	690,344	8499	687,728	3.
4. Mortgage-backed securities (MBS)									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA.....	G300	771	G301	791	G302	0	G303	0	4.a.1.
(2) Issued by FNMA and FHLMC.....	G304	4,462	G305	4,779	G306	5,347,832	G307	5,258,312	4.a.2.
(3) Other pass-through securities.....	G308	0	G309	0	G310	0	G311	0	4.a.3.
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies (3).....	G312	0	G313	0	G314	4,321,115	G315	4,299,960	4.b.1.
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (3).....	G316	0	G317	0	G318	21,037	G319	21,074	4.b.2.
(3) All other residential mortgage-backed securities.....	G320	59,383	G321	32,213	G322	0	G323	0	4.b.3.
c. Commercial MBS:									
(1) Commercial pass-through securities:									
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	K142	0	K143	0	K144	3,793,813	K145	3,790,952	4.c.1a
(b) Other pass-through securities.....	K146	0	K147	0	K148	0	K149	0	4.c.1b
(2) Other commercial MBS:									
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies (3).....	K150	141	K151	141	K152	3,095,401	K153	3,097,871	4.c.2a
(b) All other commercial MBS.....	K154	0	K155	0	K156	448,683	K157	442,847	4.c.2b

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

	Held-to-Maturity				Available-for-Sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost		Fair value		Amortized Cost		Fair value		
Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
5. Asset-backed securities and structured financial products:									
a. Asset-backed Securities (ABS).....	C026	1,152,127	C988	1,152,494	C989	2,239,634	C027	2,224,233	5.a.
b. Structured financial products:									
(1) Cash.....	G336	0	G337	0	G338	0	G339	0	5.b.1
(2) Synthetic.....	G340	0	G341	0	G342	0	G343	0	5.b.2
(3) Hybrid.....	G344	0	G345	0	G346	0	G347	0	5.b.3
6. Other debt securities:									
a. Other domestic debt securities.....	1737	124,902	1738	102,959	1739	1,500,539	1741	1,488,572	6.a.
b. Other foreign debt securities.....	1742	12,823,990	1743	12,797,040	1744	4,209,394	1746	4,187,124	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values. (1).....					A510	0	A511	0	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b).....	BHCT						BHCT		8.
	1754	14,286,238	1771	14,212,016	1772	34,456,033	1773	34,257,966	

Memoranda

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Pledged securities (2).....	.0416	32,607,415	M.1.
2. Remaining maturity or next repricing date of debt securities (3) (4) (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less.....	.0383	26,849,744	M.2.a.
b. Over 1 year to 5 years.....	.0384	17,018,471	M.2.b.
c. Over 5 years.....	.0387	4,675,989	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer).....	.1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):			
a. Amortized cost.....	.8782	0	M.4.a.
b. Fair value.....	.8783	0	M.4.b.

(1) Item 7 is to be completed only by holding companies that have not adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

(2) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

(3) Exclude investments in mutual funds and other equity securities with readily determinable fair values.

(4) Report fixed-rate debt securities by remaining maturity and floating debt securities by next repricing date.

**Schedule HC-B—Continued**

**Memoranda—Continued**

	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair value		(Column C) Amortized Cost		(Column D) Fair value		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands									
<i>Memorandum item 5 is to be completed by holding companies with total assets over \$1 billion or with foreign offices. (1)</i>									
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):									
a. Credit card receivables.....	B838	326,459	B839	326,345	B840	1,483,333	B841	1,469,746	M.5.a.
b. Home equity lines.....	B842	0	B843	0	B844	0	B845	0	M.5.b.
c. Automobile loans.....	B846	825,668	B847	826,149	B848	724,031	B849	722,334	M.5.c.
d. Other consumer loans.....	B850	0	B851	0	B852	0	B853	0	M.5.d.
e. Commercial and industrial loans.....	B854	0	B855	0	B856	0	B857	0	M.5.e.
f. Other.....	B858	0	B859	0	B860	32,270	B861	32,153	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):									
a. Trust preferred securities issued by financial institutions.....	G348	0	G349	0	G350	0	G351	0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts.....	G352	0	G353	0	G354	0	G355	0	M.6.b.
c. Corporate and similar loans.....	G356	0	G357	0	G358	0	G359	0	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G360	0	G361	0	G362	0	G363	0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G364	0	G365	0	G366	0	G367	0	M.6.e.
f. Diversified (mixed) pools of structured financial products.....	G368	0	G369	0	G370	0	G371	0	M.6.f.
g. Other collateral or reference assets.....	G372	0	G373	0	G374	0	G375	0	M.6.g.

(1) The \$1 billion asset size test is based on the total assets reported as of June 30, 2017.

## 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.

	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK	Amount	BHDM	Amount	
Dollar Amounts in Thousands					
1. Loans secured by real estate.....	1410	11,352,092			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1-4 family residential construction loans.....			F158	80,845	1.a.(1)
(2) Other construction loans and all land development and other land loans.....			F159	360,083	1.a.(2)
b. Secured by farmland.....			BHDM		
c. Secured by 1-4 family residential properties:			1420	15,069	1.b.
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....			1797	1,018,097	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens.....			5367	6,117,269	1.c.(2)(a)
(b) Secured by junior liens.....			5368	83,215	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....			1460	598,653	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....			BHCK		
(2) Loans secured by other nonfarm nonresidential properties.....			F160	900,955	1.e.(1)
			F161	2,177,577	1.e.(2)
			BHDM		
			1288	0	2.
2. Loans to depository institutions and acceptances of other banks.....					
a. To U.S. banks and other U.S. depository institutions.....	1292	0			2.a.
b. To foreign banks.....	1296	14,960			2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1590	0	1590	0	3.
4. Commercial and industrial loans.....			1766	4,765,981	4.
a. To U.S. addressees (domicile).....	1763	4,565,385			4.a.
b. To non-U.S. addressees (domicile).....	1764	202,356			4.b.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....			1975	233,118	6.
a. Credit cards.....	B538	0			6.a.
b. Other revolving credit plans.....	B539	4,880			6.b.
c. Automobile loans.....	K137	119			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans).....	K207	229,097			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks).....	2081	0	2081	0	7.
8. Not applicable					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions.....	J454	204,860	J454	204,860	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545	2,357,546	1545	1,594,173	9.b.(1)
(2) All other loans (exclude consumer loans).....	J451	12,981,421	J451	12,741,814	9.b.(2)
10. Lease financing receivables (net of unearned income).....			2165	196,167	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	F162	0			10.a.
b. All other leases.....	F163	196,167			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above.....	2123	0	2123	0	11.
12. Total loans and leases held for investment and held for sale (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b).....	2122	32,108,883	2122	31,087,876	12.

# Schedule HC-C—Continued

## Memoranda

	Dollar Amounts in Thousands		BHDM	Amount	
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1-4 family residential construction loans.....	K158	0			M.1.a.1
(2) All other construction loans and all land development and other land loans.....	K159	0			M.1.a.2
b. Loans secured by 1-4 family residential properties in domestic offices.....	F576	28,748			M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices.....	K160	0			M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	K161	0			M.1.d.1
(2) Loans secured by other nonfarm nonresidential properties.....	K162	1,575			M.1.d.2
e. Commercial and industrial loans:			BHCK		
(1) To U.S. addressees (domicile).....	K163	0			M.1.e.1
(2) To non-U.S. addressees (domicile).....	K164	0			M.1.e.2
f. All other loans (include loans to individuals for household, family, and other personal expenditures) (1).....	K165	351			M.1.f.
<i>Itemize and describe 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>			BHDM		
(1) Loans secured by farmland in domestic offices.....	K166	0			M.1.f.1
(2) Loans to finance agricultural production and other loans to farmers.....	BHCK				
(3) Loans to individuals for household, family, and other personal expenditures:	K168	0			M.1.f.2
(a) Credit cards.....	K098	0			M.1.f.3.a.
(b) Automobile loans.....	K203	0			M.1.f.3.b.
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K204	0			M.1.f.3.c.
<b>g. Total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a.(1) through 1.f).....</b>	HK25	30,674			M.1.g.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above.....	2746	115,555			M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837	329			M.3.
<i>Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)</i>					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A).....	C391	0			M.4.
<i>Memorandum item 5 is to be completed by all holding companies.</i>					
5. Purchased credit-impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance.....	C779	0			M.5.a.
b. Amount included in Schedule HC-C, items 1 through 9.....	C780	0			M.5.b.
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:					
a. Total amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)).....	F230	0			M.6.a.

## Schedule HC-C—Continued

### Memoranda—Continued

	Dollar Amounts in Thousands		BHCK	Amount	
<i>Memorandum items 6.b and 6.c are to be completed by holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2017, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, held for investment and held for sale in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>					
6.b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties.....	F231				M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the amount reported in Memorandum item 6.a above.....	F232				M.6.c.
7.–8. Not applicable.					
9. Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.1, 1.c.2.a, and 1.c.2.b).....	BHDM				
	F577			13,530	M.9.
10.–11. Not applicable.					

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

	Dollar Amounts in Thousands		BHCK	Amount	
13. Not applicable					
14. Pledged loans and leases.....	G378			8,184,755	M.14.

# Schedule HC-D—Trading Assets and Liabilities

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

	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Amount	BHCK	Amount	
Dollar Amounts in Thousands					
<b>Assets</b>					
1. U.S. Treasury securities.....	3531	0	3531	0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532	0	3532	0	2.
3. Securities issued by states and political subdivisions in the U.S.....	3533	584	3533	584	3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA .....	BHCK		BHDM		
G379.....	G379	5	G379	5	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies (1) (include CMOs, REMICs, and stripped MBS).....	G380	0	G380	0	4.b.
c. All other residential mortgage-backed securities.....	G381	0	G381	0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (1).....	K197	0	K197	0	4.d.
e. All other commercial MBS.....	K198	0	K198	0	4.e.
5. Other debt securities					
a. Structured financial products:					
(1) Cash.....	G383	0	G383	0	5.a.(1)
(2) Synthetic.....	G384	0	G384	0	5.a.(2)
(3) Hybrid.....	G385	0	G385	0	5.a.(3)
b. All other debt securities.....	G386	635	G386	635	5.b.
6. Loans:					
a. Loans secured by real estate.....	F610	0			6.a.
(1) Construction, land development, and other land loans.....			F604	0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....			F605	0	6.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....			F606	0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens.....			F607	0	6.a.3.b.i.
(ii) Secured by junior liens.....			F611	0	6.a.3.b.ii.
(4) Secured by multifamily (5 or more) residential properties.....			F612	0	6.a.(4)
(5) Secured by nonfarm nonresidential properties.....			F613	0	6.a.(5)
b. Commercial and industrial loans.....	F614	0	F614	0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards.....	F615	0	F615	0	6.c.(1)
(2) Other revolving credit plans.....	F616	0	F616	0	6.c.(2)
(3) Automobile loans.....	K199	0	K199	0	6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....	K210	0	K210	0	6.c.(4)
d. Other loans.....	F618	0	F618	0	6.d.

(1) U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union 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

	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Amount	BHCK	Amount	
Dollar Amounts in Thousands					
7.-8. Not applicable					
9. Other trading assets.....	3541	7,680	3541	7,680	9.
10. Not applicable					
11. Derivatives with a positive fair value.....	3543	898,246	3543	571,438	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	BHCT 3545	<b>907,150</b>	BHDM 3545	<b>580,342</b>	12.
<b>Liabilities</b>					
13. a. Liability for short positions:	BHCK		BHDM		
(1) Equity securities.....	G209	0	G209	0	13.a.1.
(2) Debt securities.....	G210	0	G210	0	13.a.2.
(3) All other assets.....	G211	0	G211	0	13.a.3.
b. All other trading liabilities.....	F624	0	F624	0	13.b.
14. Derivatives with a negative fair value.....	3547	550,970	3547	417,628	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	BHCT 3548	<b>550,970</b>	BHDM 3548	<b>417,628</b>	15.

### Memoranda

	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Amount	BHDM	Amount	
Dollar Amounts in Thousands					
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)					
a. Loans secured by real estate.....	F790	0			M.1.a.
(1) Construction, land development, and other land loans.....			F625	0	M.1.a.1.
(2) Secured by farmland (including farm residential and other improvements).....			F626	0	M.1.a.2.
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end land secured by 1-4 family residential properties and extended under lines of credit.....			F627	0	M.1.a.3a
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens.....			F628	0	M.1.a.3bi
(ii) Secured by junior liens.....			F629	0	M.1.a.3bii
(4) Secured by multifamily (5 or more) residential properties.....			F630	0	M.1.a.4.
(5) Secured by nonfarm nonresidential properties.....			F631	0	M.1.a.5.
b. Commercial and industrial loans.....	F632	0	F632	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.....	F633	0	F633	0	M.1.c.1.
(2) Other revolving credit plans.....	F634	0	F634	0	M.1.c.2.
(3) Automobile loans.....	K200	0	K200	0	M.1.c.3.
(4) Other consumer loans (includes single payment, installment, and all student loans).....	K211	0	K211	0	M.1.c.4.
d. Other loans.....	F636	0	F636	0	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:					
a. Fair value.....	F639	0	F639	0	M.2.a.
b. Unpaid principal balance.....	F640	0	F640	0	M.2.b.

## Schedule HC-D—Continued

### Memoranda—Continued

	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Amount	BHDM	Amount	
Dollar Amounts in Thousands					
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):					
a. Trust preferred securities issued by financial institutions.....	G299	0	G299	0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts.....	G332	0	G332	0	M.3.b.
c. Corporate and similar loans.....	G333	0	G333	0	M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G334	0	G334	0	M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G335	0	G335	0	M.3.e.
f. Diversified (mixed) pools of structured financial products.....	G651	0	G651	0	M.3.f.
g. Other collateral or reference assets.....	G652	0	G652	0	M.3.g.
4. Pledged trading assets:					
a. Pledged securities.....	G387	0	G387	0	M.4.a.
b. Pledged loans.....	G388	0	G388	0	M.4.b.

	Dollar Amounts in Thousands		
	BHCK	Amount	
<i>Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>			
5. Asset-backed securities:			
a. Credit card receivables.....	F643		M.5.a.
b. Home equity lines.....	F644		M.5.b.
c. Automobile loans.....	F645		M.5.c.
d. Other consumer loans.....	F646		M.5.d.
e. Commercial and industrial loans.....	F647		M.5.e.
f. Other.....	F648		M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches).....	F651		M.6.
7. Equity securities:			
a. Readily determinable fair values.....	F652		M.7.a.
b. Other.....	F653		M.7.b.
8. Loans pending securitization.....	F654		M.8.
9. a. (1) Gross fair value of commodity contracts.....	G212		M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory.....	G213		M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.1 and 9.a.2 above) that are greater than \$1,000,000 and exceed 25% of item 9 less Memoranda items 9.a.1 and 9.a.2):			
(1) BHTX			
F655	F655		M.9.b.(1)
(2) BHTX			
F656	F656		M.9.b.(2)
(3) BHTX			
F657	F657		M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than \$1,000,000 and exceed 25% of the item)			
a. BHTX			
F658	F658		M.10.a.
b. BHTX			
F659	F659		M.10.b.
c. BHTX			
F660	F660		M.10.c.



## Schedule HC-E—Deposit Liabilities (1)

	Dollar Amounts in Thousands		BHCB	Amount	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances (2).....	2210	18,349,368			1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts.....	3187	4,017,532			1.b.
c. Money market deposit accounts and other savings accounts.....	2389	12,125,397			1.c.
d. Time deposits of \$250,000 or less.....	HK29	333,105			1.d.
e. Time deposits of more than \$250,000.....	J474	614,394			1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances (2).....	BHOD	0			2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts.....	3189	0			2.b.
c. Money market deposit accounts and other savings accounts.....	3187	0			2.c.
d. Time deposits of \$250,000 or less.....	2389	0			2.d.
e. Time deposits of more than \$250,000.....	HK29	0			2.d.
	J474	0			2.e.

### Memoranda

	Dollar Amounts in Thousands		BHDM	Amount	
1. Brokered deposits \$250,000 or less with a remaining maturity of one year or less.....	HK06	0			M.1.
2. Brokered deposits \$250,000 or less with a remaining maturity of more than one year.....	HK31	0			M.2.
3. Time deposits of more than \$250,000 with a remaining maturity of one year or less.....	HK32	580,252			M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245	7,360,863			M.4.

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

(2) Includes noninterest-bearing demand, time, and savings deposits.

## Schedule HC-F—Other Assets

	Dollar Amounts in Thousands		BHCK	Amount	
1. Accrued interest receivable (1).....	B556	273,264			1.
2. Net deferred tax assets (2).....	2148	0			2.
3. Interest-only strips receivable (not in the form of a security) (3) on:					
a. Mortgage loans.....	A519	0			3.a.
b. Other financial assets.....	A520	0			3.b.
4. Equity investments without readily determinable fair values (4).....	1752	781,948			4.
5. Life insurance assets:					
a. General account life insurance assets.....	K201	0			5.a.
b. Separate account life insurance assets.....	K202	0			5.b.
c. Hybrid account life insurance assets.....	K270	0			5.c.
6. Other.....	2168	3,915,884			6.
	BHCT				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160	4,971,096			7.

(1) Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.

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

(3) Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.

(4) Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

## Schedule HC-G—Other Liabilities

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Not applicable			
2. Net deferred tax liabilities (1).....	3049	289,141	2.
3. Allowance for credit losses on off-balance-sheet credit exposures.....	8557	22,391	3.
4. Other.....	B984	2,018,315	4.
	BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750	<b>2,329,847</b>	5.

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

## Schedule HC-H—Interest Sensitivity (1)

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Earning assets that are repriceable within one year or mature within one year.....	3197	77,459,947	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.2 and 13.b.2 on Schedule HC, Balance Sheet.....	3296	8,217,308	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....	3298	2,000,000	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock).....	3408	0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year .....	3409	304,094	5.

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

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

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

### I. Property and Casualty Underwriting

Item 1 is to be completed by holding companies with \$10,000,000 or more in reinsurance recoverables as of the effective date each quarter.

	Dollar Amounts in Thousands		BHCK	Amount	
<b>Assets</b>					
1. Reinsurance recoverables.....	B988	0		0	1.
2. Total assets.....	C244	0		0	2.
<b>Liabilities</b>					
3. Claims and claims adjustment expense reserves.....	B990	0		0	3.
4. Unearned premiums.....	B991	0		0	4.
5. Total equity.....	C245	0		0	5.
6. Net income.....	C246	0		0	6.

### II. Life and Health Underwriting

Item 1 is to be completed by holding companies with \$10,000,000 or more in reinsurance recoverables as of the effective date each quarter.

	Dollar Amounts in Thousands		BHCK	Amount	
<b>Assets</b>					
1. Reinsurance recoverables.....	C247	0		0	1.
2. Separate account assets.....	B992	0		0	2.
3. Total assets.....	C248	0		0	3.
<b>Liabilities</b>					
4. Policyholder benefits and contractholder funds.....	B994	0		0	4.
5. Separate account liabilities.....	B996	0		0	5.
6. Total equity.....	C249	0		0	6.
7. Net income.....	C250	0		0	7.

## Schedule HC-K—Quarterly Averages

		Dollar Amounts in Thousands	BHCK	Amount	
<b>Assets</b>					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) (1).....					
			B558	8,908,630	1.a.
b. Mortgage-backed securities (1).....					
			B559	16,369,268	1.b.
c. All other debt securities (1) and equity securities with readily determinable fair values not held for trading (2).....					
			B560	22,659,539	1.c.
2. Federal funds sold and securities purchased under agreements to resell.....					
			3365	1,467,146	2.
3. a. Total loans and leases in domestic offices.....					
			BHDM		
			3516	30,990,058	3.a.
(1) Loans secured by 1–4 family residential properties.....					
			3465	7,323,080	3.a.(1)
(2) All other loans secured by real estate.....					
			3466	4,145,753	3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers.....					
			3386	0	3.a.(3)
(4) Commercial and industrial loans.....					
			3387	4,985,692	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards.....					
			B561	0	3.a.(5)(a)
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards).....					
			B562	240,955	3.a.(5)(b)
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs.....					
			BHFN		
			3360	1,477,977	3.b.
4. a. Trading assets.....					
			BHCK		
			3401	686,898	4.a.
b. Other earning assets.....					
			B985	34,133,065	4.b.
5. Total consolidated assets (3).....					
			3368	124,814,136	5.
<b>Liabilities</b>					
6. Interest-bearing deposits (domestic) (4).....					
			3517	16,974,941	6.
7. Interest-bearing deposits (foreign) (4).....					
			3404	59,199,698	7.
8. Federal funds purchased and securities sold under agreements to repurchase.....					
			3353	2,293,099	8.
9. All other borrowed money.....					
			2635	8,622,994	9.
10. Not applicable					
<b>Equity Capital</b>					
11. Total equity capital (excludes limited-life preferred stock).....					
			3519	10,137,689	11.

(1) Quarterly averages for all debt securities should be based on amortized cost.

(2) For holding companies that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities, quarterly averages for equity securities with readily determinable fair values should be based on fair value.

For holding companies that have not adopted ASU 2016-01, quarterly averages for equity securities with readily determinable fair values should be based on historical cost.

(3) The quarterly average for total assets should reflect securities not held for trading as follows:

a) Debt securities at amortized cost.

b) For holding companies that have adopted ASU 2016-01, equity securities with readily determinable fair values should be reported at fair value. For holding companies that have not adopted ASU 2016-01, equity securities with readily determinable fair values should be reported at the lower of cost or fair value.

c) For holding companies that have adopted ASU 2016-01, equity investments without readily determinable fair values should be reported at their balance sheet carrying values (i.e., fair value or, if elected, cost minus impairment, if any, plus or minus changes resulting from observable price changes). For holding companies that have not adopted ASU 2016-01, equity investments without readily determinable fair values should be reported at historical cost.

(4) Includes interest-bearing demand deposits.

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

Report only transactions with nonrelated institutions

		Dollar Amounts in Thousands		BHCK	Amount			
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):								
a.	Revolving, open-end loans secured by 1-4 family residential properties (e.g., home equity lines).....			3814	956,451	1.a.		
b.	(1) Unused consumer credit card lines.....			J455	0	1.b.(1)		
	(2) Other unused credit card lines.....			J456	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)).....			3816	331,492	1.c.(1)		
	(a) 1-4 family residential construction loan commitments.....	F164	70,979			1.c.(1)(a)		
	(b) Commercial real estate, other construction loan, and land development loan commitments.....	F165	260,513			1.c.(1)(b)		
	(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....			6550	11,951	1.c.(2)		
d.	Securities underwriting.....			3817	0	1.d.		
e.	Other unused commitments:							
	(1) Commercial and industrial loans.....			J457	14,363,018	1.e.(1)		
	(2) Loans to financial institutions.....			J458	1,555,465	1.e.(2)		
	(3) All other unused commitments.....			J459	8,519,668	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.....			3820	57,812	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.....			3822	0	3.a.		
4. Commercial and similar letters of credit.....								
				3411	35,504	4.		
5. Not applicable								
6. Securities:								
a.	Securities lent.....			3433	161,314,284	6.a.		
b.	Securities borrowed.....			3432	0	6.b.		
7. Credit derivatives:								
a.	Notional amounts:							
	(1) Credit default swaps.....			C968	0	C969	0	7.a.(1)
	(2) Total return swaps.....			C970	0	C971	0	7.a.(2)
	(3) Credit options.....			C972	0	C973	0	7.a.(3)
	(4) Other credit derivatives.....			C974	0	C975	0	7.a.(4)
b.	Gross fair values:							
	(1) Gross positive fair value.....			C219	0	C221	0	7.b.(1)
	(2) Gross negative fair value.....			C220	0	C222	0	7.b.(2)
c.	Notional amounts by regulatory capital treatment:							
	(1) Positions covered under the Market Risk Rule:							
	(a) Sold protection.....			G401	0			7.c.(1)(a)
	(b) Purchased protection.....			G402	0			7.c.(1)(b)
	(2) All other positions:							
	(a) Sold protection.....			G403	0			7.c.(2)(a)
	(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes.....			G404	0			7.c.(2)(b)
	(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes.....			G405	0			7.c.(2)(c)

(1) The \$1 billion asset size test is based on the total assets reported as of June 30, 2017.

## Schedule HC-L—Continued

Report only transactions with nonrelated institutions

		Remaining Maturity of:					
		(Column A) One Year or Less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years	
Dollar Amounts in Thousands		BHCK	Amount	BHCK	Amount	BHCK	Amount
7. d. Notional amounts by remaining maturity:							
(1) Sold credit protection:							
(a) Investment grade.....							
	G406	0	G407	0	G408	0	7.d.(1)(a)
(b) Subinvestment grade.....							
	G409	0	G410	0	G411	0	7.d.(1)(b)
(2) Purchased credit protection:							
(a) Investment grade.....							
	G412	0	G413	0	G414	0	7.d.(2)(a)
(b) Subinvestment grade.....							
	G415	0	G416	0	G417	0	7.d.(2)(b)
8. Spot foreign exchange contracts.....							
	BHCK	Amount					
	8765	1,546,986				8.	
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total holding company equity capital") (itemize and describe in items 9.a through 9.f only amounts that exceed 25% of Schedule HC, item 27.a) .....							
	3430	0				9.	
a. Commitments to purchase when-issued securities.....							
	3434	0				9.a.	
b. Commitments to sell when-issued securities.....							
	3435	0				9.b.	
c. TEXT .....							
	6561	0				9.c.	
d. TEXT .....							
	6562	0				9.d.	
e. TEXT .....							
	6568	0				9.e.	
f. TEXT .....							
	6586	0				9.f.	
10. Not applicable							

## Schedule HC-L—Continued

Dollar Amounts in Thousands		(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts
Derivatives Position Indicators		Amount	Amount	Amount	Amount
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts.....		0	0	0	0
		BHCK 8693	BHCK 8694	BHCK 8695	BHCK 8696
b. Forward contracts.....		0	312,701,693	0	0
		BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700
c. Exchange-traded option contracts:					
(1) Written options.....		0	0	0	0
		BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704
(2) Purchased options.....		0	0	0	0
		BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708
d. Over-the-counter option contracts:					
(1) Written options.....		966,717	0	0	0
		BHCK 8709	BHCK 8710	BHCK 8711	BHCK 8712
(2) Purchased options.....		91,717	0	0	0
		BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716
e. Swaps.....		11,798,407	3,412,497	424,756	0
		BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720
12. Total gross notional amount of derivative contracts held for trading.....		7,574,420	309,963,068	0	0
		BHCK A126	BHCK A127	BHCK 8723	BHCK 8724
13. Total gross notional amount of derivative contracts held for purposes other than trading.....		5,282,421	6,151,122	424,756	0
		BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....		63,255	1,995,780	0	0
		BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736
(2) Gross negative fair value.....		80,745	1,999,827	0	0
		BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....		26,437	56,763	213	0
		BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744
(2) Gross negative fair value.....		18,013	59,720	31,346	0
		BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748

**Schedule HC-L—Continued**

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

	(Column A)		(Column B)		(Column C)		(Column D)		(Column E)		
	Banks and Securities Firms		Monoline Financial Guarantors		Hedge Funds		Sovereign Governments		Corporations and All Other Counterparties		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands											
15. Over-the-counter derivatives:											
a. Net current credit exposure.....	G418	372,054	G419	0	G420	0	G421	0	G422	685,030	15.a.
b. Fair value of collateral:											
(1) Cash - U.S. dollar.....	G423	211,413	G424	0	G425	0	G426	0	G427	96,948	15.b.1.
(2) Cash - Other currencies.....	G428	0	G429	0	G430	0	G431	0	G432	0	15.b.2.
(3) U.S. Treasury securities.....	G433	0	G434	0	G435	0	G436	0	G437	0	15.b.3.
(4) U.S. government agency and U.S. government-sponsored agency debt securities.....	G438	0	G439	0	G440	0	G441	0	G442	0	15.b.4.
(5) Corporate bonds.....	G443	0	G444	0	G445	0	G446	0	G447	0	15.b.5.
(6) Equity securities.....	G448	0	G449	0	G450	0	G451	0	G452	0	15.b.6.
(7) All other collateral.....	G453	0	G454	0	G455	0	G456	0	G457	0	15.b.7.
(8) Total fair value of collateral (sum of items 15.b.1 through 15.b.7).....	G458	211,413	G459	0	G460	0	G461	0	G462	96,948	15.b.8.

(1) The \$10 billion asset size test is based on the total assets reported on the June 30, 2017.



# Schedule HC-M—Memoranda

	Dollar Amounts in Thousands		BHCK	Amount	
1. Total number of holding company common shares outstanding.....	NUMBER (UNROUNDED)				
	3459	224,991,295			1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	6555	5,652,136			2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	6556	2,022,128			3.
4. Other assets acquired in satisfaction of debts previously contracted .....	6557	0			4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC .....	A288	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:	BHDM				
(1) 1-4 family residential construction loans.....	K169	0			6.a.1.a.1.
(2) Other construction loans and all land development and other land loans.....	K170	0			6.a.1.a.2.
(b) Secured by farmland.....	K171	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.....	K172	0			6.a.1.c.1.
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens.....	K173	0			6.a.1.c.2a
(b) Secured by junior liens.....	K174	0			6.a.1.c.2b
(d) Secured by multifamily (5 or more) residential properties.....	K175	0			6.a.1.d.
(e) Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	K176	0			6.a.1.e.1
(2) Loans secured by other nonfarm nonresidential properties.....	K177	0			6.a.1.e.2
(2)-(4) Not applicable	BHCK				
(5) All other loans and leases.....	K183	0			6.a.5.
b. Other real estate owned (included in Schedule HC, item 7):	BHDM				
(1) Construction, land development, and other land in domestic offices.....	K187	0			6.b.1.
(2) Farmland in domestic offices.....	K188	0			6.b.2.
(3) 1-4 family residential properties in domestic offices.....	K189	0			6.b.3.
(4) Multifamily (5 or more) residential properties in domestic offices.....	K190	0			6.b.4.
(5) Nonfarm nonresidential properties in domestic offices.....	K191	0			6.b.5.

# Schedule HC-M—Continued

	Dollar Amounts in Thousands	BHFN	Amount	
6.b. (6) In foreign offices.....		K260	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.....		BHCK		
		K192	0	6.b.(7)
c. Debt securities (included in Schedule HC, items 2.a and 2.b).....		J461	0	6.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets).....		J462	0	6.d.
7. Captive insurance and reinsurance subsidiaries:				
a. Total assets of captive insurance subsidiaries (1).....		K193	0	7.a.
b. Total assets of captive reinsurance subsidiaries (1).....		K194	0	7.b.

8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for Yes; enter "0" for No).....

0=NO	BHCK		
1=YES	C251	0	8.

9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No) .....

0=NO	BHCK		
1=YES	6689	0	9.

10. Not applicable

11. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A." The holding company must enter "1" for Yes or for no changes to report; or enter "0" for No. If the answer to this question is No, complete the FR Y-10 .....

0=NO	BHCK		
1=YES	6416	1	11.

TEXT	
6428	Deann Bogner

Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)

(312) 630-0894  
Area Code and Phone Number (TEXT 9009)

		BHCK	Amount	
12. Intangible assets other than goodwill:				
a. Mortgage servicing assets.....		3164	0	12.a.
(1) Estimated fair value of mortgage servicing assets.....	6438		0	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets .....		B026	0	12.b.
c. All other identifiable intangible assets .....		5507	160,320	12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) .....		BHCT		
		0426	160,320	12.d.
13. Other real estate owned .....		2150	4,142	13.
14. Other borrowed money:		BHCK		
a. Commercial paper.....		2309	0	14.a.
b. Other borrowed money with a remaining maturity of one year or less .....		2332	5,349,468	14.b.
c. Other borrowed money with a remaining maturity of more than one year .....		2333	3,510,062	14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....		BHCT		
		3190	8,859,530	14.d.

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

0=NO	BHCK		
1=YES	B569	1	15.

	BHCK	Amount	
16. Assets under management in proprietary mutual funds and annuities.....	B570	170,066,121	16.

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

## Schedule HC-M—Continued

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

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

0=NO	BHCK	
1=YES	C161	1

 17.

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

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

0=NO	BHCK	
1=YES	C159	0

 18.

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

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

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

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

0=NO	BHCK	
1=YES	C700	0

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

0=NO		
1=YES	C701	0

 19.b.

Dollar Amounts in Thousands	BHCK	Amount	
<i>Memoranda items 20 and 21 are to be completed only by holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.</i>			
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:			
a. Net assets .....	C252	75,481	20.a.
b. Balances due from related institutions:			
(1) Due from the holding company (parent company only), gross.....	4832	0	20.b.(1)
(2) Due from subsidiary banks of the holding company, gross.....	4833	3,372	20.b.(2)
(3) Due from nonbank subsidiaries of the holding company, gross .....	4834	46	20.b.(3)
c. Balances due to related institutions:			
(1) Due to holding company (parent company only), gross.....	5041	7	20.c.(1)
(2) Due to subsidiary banks of the holding company, gross.....	5043	3,734	20.c.(2)
(3) Due to nonbank subsidiaries of the holding company, gross .....	5045	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.....	5047	0	20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B)) <sup>1</sup> .....	C253	0	21.

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

## Schedule HC-M—Continued

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

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

TEXT C497	http:// <a href="http://www.northerntrust.com">www.northerntrust.com</a>	22.
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Dollar Amounts in Thousands	BHCK	Amount	
<i>Memoranda items 23 and 24 are to be completed by all holding companies.</i>			
23. Secured liabilities:			
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a).....	F064	0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d).....	F065	4,000,000	23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:			
a. Senior perpetual preferred stock or similar items .....	G234	0	24.a.
b. Warrants to purchase common stock or similar items .....	G235	0	24.b.

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

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands							
1. Loans secured by real estate:							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans.....	F172	0	F174	0	F176	0	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173	877	F175	0	F177	4,300	1.a.(2)
b. Secured by farmland in domestic offices.....	3493	0	3494	0	3495	315	1.b.
c. Secured by 1–4 family residential properties in domestic offices:							
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5398	2,239	5399	638	5400	16,830	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:							
(a) Secured by first liens.....	C236	26,744	C237	19	C229	84,036	1.c.(2)(a)
(b) Secured by junior liens.....	C238	364	C239	0	C230	13,083	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499	8,194	3500	0	3501	581	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	F178	3,672	F180	151	F182	3,261	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179	7,573	F181	162	F183	1,477	1.e.(2)
f. In foreign offices.....	B572	0	B573	0	B574	0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. U.S. banks and other U.S. depository institutions.....	5377	0	5378	0	5379	0	2.a.
b. Foreign banks.....	5380	0	5381	0	5382	0	2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1594	0	1597	0	1583	0	3.
4. Commercial and industrial loans.....	1606	7,559	1607	0	1608	826	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards.....	B575	0	B576	0	B577	0	5.a.
b. Automobile loans.....	K213	0	K214	0	K215	1	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K216	2,278	K217	0	K218	16	5.c.
6. Loans to foreign governments and official institutions.....	5389	0	5390	0	5391	0	6.
7. All other loans.....	5459	53,023	5460	5,304	5461	0	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures.....	F166	0	F167	0	F168	0	8.a.
b. All other leases.....	F169	0	F170	0	F171	0	8.b.
<b>9. Total loans and leases (sum of items 1 through 8.b.).....</b>	<b>1406</b>	<b>112,523</b>	<b>1407</b>	<b>6,274</b>	<b>1403</b>	<b>124,726</b>	<b>9.</b>

Amounts reported by loan and lease category in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in items 11 and 12 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands							
10. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505	0	3506	0	3507	0	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC).....	K036	0	K037	0	K038	0	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above.....	K039	0	K040	0	K041	0	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	K042	0	K043	0	K044	0	11.b.
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.....	BHDM K045	0	BHDM K046	0	BHDM K047	0	12.a.1.a.
(b) Other construction loans and all land development and other land loans.....	K048	0	K049	0	K050	0	12.a.1.b.
(2) Secured by farmland.....	K051	0	K052	0	K053	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.....	K054	0	K055	0	K056	0	12.a.3.a.
(b) Closed-end loans secured by 1-4 family residential properties:							
(1) Secured by first liens.....	K057	0	K058	0	K059	0	12.a.3.b1
(2) Secured by junior liens.....	K060	0	K061	0	K062	0	12.a.3.b2
(4) Secured by multifamily (5 or more) residential properties.....	K063	0	K064	0	K065	0	12.a.4.
(5) Secured by nonfarm nonresidential properties:							
(a) Loans secured by owner-occupied nonfarm nonresidential properties.....	K066	0	K067	0	K068	0	12.a.5.a.
(b) Loans secured by other nonfarm nonresidential properties.....	K069	0	K070	0	K071	0	12.a.5.b.
b.-d. Not applicable							

## Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands							
12. e. All other loans and leases.....	K087	0	K088	0	K089	0	12.e.
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements.....	K102	0	K103	0	K104	0	12.f.

## Memoranda

	BHDM		BHDM		BHDM		
	Amount	Amount	Amount	Amount	Amount		
Dollar Amounts in Thousands							
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1-4 family residential construction loans.....	K105	0	K106	0	K107	0	M.1.a.1.
(2) Other construction loans and all land development and other land loans.....	K108	0	K109	0	K110	3,985	M.1.a.2.
b. Loans secured by 1-4 family residential properties in domestic offices.....	BHCK		BHCK		BHCK		
	F661	510	F662	19	F663	60,492	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices.....	BHDM		BHDM		BHDM		
	K111	0	K112	0	K113	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	K114	0	K115	0	K116	3,261	M.1.d.1.
(2) Loans secured by other nonfarm nonresidential properties.....	K117	0	K118	0	K119	0	M.1.d.2.

# Schedule HC-N—Continued

## Memoranda—Continued

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands							
1. e. Commercial and industrial loans:							
(1) To U.S. addressees (domicile).....	K120	0	K121	0	K122	262	M.1.e.1.
(2) To non-U.S. addressees (domicile).....	K123	0	K124	0	K125	0	M.1.e.2.
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....							
	K126	201	K127	0	K128	315	M.1.f.
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>							
(1) Loans secured by farmland in domestic offices.....	BHDM		BHDM		BHDM		
	K130	0	K131	0	K132	0	M.1.f.1.
(2) Loans to finance agricultural production and other loans to farmers.....	BHCK		BHCK		BHCK		
	K138	0	K139	0	K140	0	M.1.f.2.
(3) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards.....	K274	0	K275	0	K276	0	M.1.f.3.a.
(b) Automobile loans.....	K277	0	K278	0	K279	0	M.1.f.3.b.
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....							
	K280	0	K281	0	K282	0	M.1.f.3.c.
<b>g. Total loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (sum of Memorandum items 1.a.(1) through item 1.f) (1).....</b>	<b>HK26</b>	<b>711</b>	<b>HK27</b>	<b>19</b>	<b>HK28</b>	<b>68,315</b>	<b>M.1.g.</b>
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558	332	6559	0	6560	0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees.....	3508	0	1912	0	1913	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.....	C240	0	C241	0	C226	756	M.5.a.
b. Loans measured at fair value:							
(1) Fair value.....	F664	0	F665	0	F666	0	M.5.b.1.
(2) Unpaid principal balance.....	F667	0	F668	0	F669	0	M.5.b.2.

(1) Exclude amounts reported in Memorandum items 1.f.(1) through 1.f.(3) when calculating the total in Memorandum item 1.g.



## Schedule HC-N—Continued

### Memoranda—Continued

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

	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands					
6. Derivative contracts:					
Fair value of amounts carried as assets.....	3529	0	3530	0	M.6.

	BHCK	Amount	
Dollar Amounts in Thousands			
7. Additions to nonaccrual assets during the quarter.....	C410	14,772	M.7.
8. Nonaccrual assets sold during the quarter.....	C411	21,357	M.8.

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands							
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):							
a. Outstanding balance.....	L183	0	L184	0	L185	0	M.9.a.
b. Amount included in Schedule HC-N, items 1 through 7, above.....	L186	0	L187	0	L188	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 holding companies with \$1 billion or more in total assets<sup>1</sup> and (2) holding companies with less than \$1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for 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		
	BHCK	Amount	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: (2)			
a. Closed-end first liens.....	F066	0	1.a.
b. Closed-end junior liens.....	F067	0	1.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit.....	F670	0	1.c.(1)
(2) Principal amount funded under the lines of credit.....	F671	0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: (2)	BHCK		
a. Closed-end first liens.....	F068	0	2.a.
b. Closed-end junior liens.....	F069	0	2.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit.....	F672	0	2.c.(1)
(2) Principal amount funded under the lines of credit.....	F673	0	2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:	BHCK		
a. Closed-end first liens.....	F070	0	3.a.
b. Closed-end junior liens.....	F071	0	3.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit.....	F674	0	3.c.(1)
(2) Principal amount funded under the lines of credit.....	F675	0	3.c.(2)
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):	BHCK		
a. Closed-end first liens.....	F072	0	4.a.
b. Closed-end junior liens.....	F073	0	4.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit.....	F676	175	4.c.(1)
(2) Principal amount funded under the lines of credit.....	F677	175	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i):	BHCK		
a. Closed-end 1-4 family residential mortgage loans.....	F184	0	5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	BHDM		
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	F560	0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:			
a. Closed-end first liens.....	F678	0	6.a.
b. Closed-end junior liens.....	F679	0	6.b.
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit.....	F680	0	6.c.(1)
(2) Principal amount funded under the lines of credit.....	F681	0	6.c.(2)
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:			
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies.....	BHCK		
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies.....	L191	0	7.a.
b. For representations and warranties made to other parties.....	L192	0	7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b).....	M288	0	7.c.

(1) The \$1 billion asset size test is based on the total assets reported as of June 30, 2017.

(2) Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

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

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

	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		
	BHCY	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
<b>Assets</b>											
1. Available-for-sale debt and equity securities with readily determinable fair values not held for trading (1).....	JA36	34,257,966	G474	0	G475	5,651,679	G476	28,603,385	G477	2,902	1.
2. Federal funds sold and securities purchased under agreements to resell.....	BHCK										
	G478	0	G479	0	G480	0	G481	0	G482	0	2.
3. Loans and leases held for sale.....	G483	0	G484	0	G485	0	G486	0	G487	0	3.
4. Loans and leases held for investment.....	G488	0	G489	0	G490	0	G491	0	G492	0	4.
5. Trading assets:	BHCT										
a. Derivative assets.....	3543	898,246	G493	1,160,789	G494	0	G495	2,059,035	G496	0	5.a.
	BHCK										
b. Other trading assets.....	G497	8,904	G498	0	G499	0	G500	8,904	G501	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).....	F240	0	F684	0	F692	0	F241	0	F242	0	5.b.(1)
6. All other assets.....	G391	0	G392	0	G395	0	G396	0	G804	0	6.
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5.b plus item 6).....	G502	35,165,116	G503	1,160,789	G504	5,651,679	G505	30,671,324	G506	2,902	7.
<b>Liabilities</b>											
8. Deposits.....	F252	0	F686	0	F694	0	F253	0	F254	0	8.
9. Federal funds purchased and securities sold under agreements to repurchase.....	G507	0	G508	0	G509	0	G510	0	G511	0	9.
10. Trading liabilities:	BHCT										
a. Derivative liabilities.....	3547	550,970	G512	1,529,601	G513	0	G514	2,080,571	G515	0	10.a.
	BHCK										
b. Other trading liabilities.....	G516	0	G517	0	G518	0	G519	0	G520	0	10.b.
11. Other borrowed money.....	G521	0	G522	0	G523	0	G524	0	G525	0	11.
12. Subordinated notes and debentures.....	G526	0	G527	0	G528	0	G529	0	G530	0	12.
13. All other liabilities.....	G805	0	G806	0	G807	0	G808	0	G809	0	13.
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13).....	G531	550,970	G532	1,529,601	G533	0	G534	2,080,571	G535	0	14.

(1) For holding companies that have adopted ASU 2016-01, which includes provisions for governing the accounting for investments in equity securities, the amount reported in item 1, column A, must equal the sum of Schedule HC, items 2.b and 2.c. For holding companies that have not adopted ASU 2106-01, the amount reported in item 1, column A, must equal Schedule HC, item 2.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		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$100,000 and exceed 25% of item 6):											
a. Mortgage servicing assets.....	G536	0	G537	0	G538	0	G539	0	G540	0	M.1.a.
b. Nontrading derivative assets.....	G541	0	G542	0	G543	0	G544	0	G545	0	M.1.b.
c. <span style="border: 1px solid black; padding: 1px;">BHTX</span> G546	G546	0	G547	0	G548	0	G549	0	G550	0	M.1.c.
d. <span style="border: 1px solid black; padding: 1px;">BHTX</span> G551	G551	0	G552	0	G553	0	G554	0	G555	0	M.1.d.
e. <span style="border: 1px solid black; padding: 1px;">BHTX</span> G556	G556	0	G557	0	G558	0	G559	0	G560	0	M.1.e.
f. <span style="border: 1px solid black; padding: 1px;">BHTX</span> G561	G561	0	G562	0	G563	0	G564	0	G565	0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$100,000 and exceed 25% of item 13):											
a. Loan commitments (not accounted for as derivatives).....	F261	0	F689	0	F697	0	F262	0	F263	0	M.2.a.
b. Nontrading derivative liabilities.....	G566	0	G567	0	G568	0	G569	0	G570	0	M.2.b.
c. <span style="border: 1px solid black; padding: 1px;">BHTX</span> G571	G571	0	G572	0	G573	0	G574	0	G575	0	M.2.c.
d. <span style="border: 1px solid black; padding: 1px;">BHTX</span> G576	G576	0	G577	0	G578	0	G579	0	G580	0	M.2.d.
e. <span style="border: 1px solid black; padding: 1px;">BHTX</span> G581	G581	0	G582	0	G583	0	G584	0	G585	0	M.2.e.
f. <span style="border: 1px solid black; padding: 1px;">BHTX</span> G586	G586	0	G587	0	G588	0	G589	0	G590	0	M.2.f.

## Schedule HC-Q—Continued

### Memoranda

	(Column A) Consolidated		(Column B) In Domestic Offices	
	BHCK	Amount	BHDM	Amount
Dollar Amounts in Thousands				
<i>Memorandum items 3 and 4 are to be completed by holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>				
3. Loans measured at fair value:				
a. Loans secured by real estate .....	F608			M.3.a.
(1) Construction, land development, and other land loans.....			F578	M.3.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....			F579	M.3.a.(2)
(3) Secured by 1–4 family residential properties:				
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....			F580	M.3.a.3.a
(b) Closed-end loans secured by 1–4 family residential properties:				
(i) Secured by first liens .....			F581	M.3.a3bi
(ii) Secured by junior liens.....			F582	M.3.a3bii
(4) Secured by multifamily (5 or more) residential properties.....			F583	M.3.a.(4)
(5) Secured by nonfarm nonresidential properties .....			F584	M.3.a.(5)
b. Commercial and industrial loans.....	F585		F585	M.3.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards.....	F586		F586	M.3.c.(1)
(2) Other revolving credit plans .....	F587		F587	M.3.c.(2)
(3) Automobile loans.....	K196		K196	M.3.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....	K208		K208	M.3.c.(4)
d. Other loans.....	F589		F589	M.3.d.
4. Unpaid principal balances of loans measured at fair value (reported in memorandum item 3):				
a. Loans secured by real estate.....	F609			M.4.a.
(1) Construction, land development, and other land loans.....			F590	M.4.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....			F591	M.4.a.(2)
(3) Secured by 1–4 family residential properties:				
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....			F592	M.4.a.3.a
(b) Closed-end loans secured by 1–4 family residential properties:				
(i) Secured by first liens.....			F593	M.4.a3bi
(ii) Secured by junior liens.....			F594	M.4.a3bii
(4) Secured by multifamily (5 or more) residential properties.....			F595	M.4.a.(4)
(5) Secured by nonfarm nonresidential properties.....			F596	M.4.a.(5)
b. Commercial and industrial loans.....	F597		F597	M.4.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards.....	F598		F598	M.4.c.(1)
(2) Other revolving credit plans .....	F599		F599	M.4.c.(2)
(3) Automobile loans.....	K195		K195	M.4.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans) .....	K209		K209	M.4.c.(4)
d. Other loans.....	F601		F601	M.4.d.

# Schedule HC-R—Regulatory Capital

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

## Part I – Regulatory Capital Components and Ratios

		Dollar Amounts in Thousands		BHCA	Amount
<b>Common Equity Tier 1 Capital</b>					
1.	Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares.....	P742	(124,114)		1.
		BHCT			
2.	Retained earnings.....	3247	9,973,752		2.
		BHCA			
3.	Accumulated other comprehensive income (AOCI).....	B530	(505,681)		3.
	a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.).....	0=No 1=Yes	BHCA P838	0	3.a.
		BHCA	Amount		
4.	Common equity tier 1 minority interest includable in common equity tier 1 capital.....	P839	0		4.
5.	Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4).....	P840	9,343,957		5.
<b>Common Equity Tier 1 Capital: Adjustments and Deductions</b>					
6.	LESS: Goodwill net of associated deferred tax liabilities (DTLs).....	P841	577,524		6.
7.	LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs.....	P842	155,628		7.
8.	LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs.....	P843	0		8.
9.	AOCI-related adjustments (items 9.a. through 9.e. are effective January 1, 2015) (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):				
	a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value) (1).....	P844			9.a.
	b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value) (2).....	P845			9.b.
	c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value).....	P846			9.c.
	d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value).....	P847			9.d.
	e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value).....	P848			9.e.
	f. To be completed only by holding companies that entered "0" for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value).....	P849	0		9.f.
10.	Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:				
	a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value).....	Q258	0		10.a.
	b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions.....	P850	124,489		10.b.
11.	LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments.....	P851	0		11.
12.	Subtotal (item 5 minus items 6 through 11).....	P852	8,486,316		12.

(1) Holding companies that entered "1" for Yes in item 3.a and have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities, should report net unrealized gains (losses) on available-for-sale debt securities in item 9.a. Holding companies that entered "1" for Yes in item 3.a and have not adopted ASU 2016-01 should report net unrealized gains (losses) on available-for-sale debt and equity securities in item 9.a.

(2) Item 9.b is to be completed only by holding companies that entered "1" for Yes in item 3.a and have not adopted ASU 2016-01. See instructions for further detail on ASU 2016-01.

Schedule HC-R — Continued

Part I - Continued

		Dollar Amounts in Thousands		BHCA	Amount	
13.	LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	P853	0			13.
14.	LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	P854	0			14.
15.	LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	P855	0			15.
16.	LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold.....	P856	0			16.
17.	LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions.....	P857	0			17.
18.	Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17).....	P858	0			18.
19.	<b>Common equity tier 1 capital (item 12 minus item 18).....</b>	P859	<b>8,486,316</b>			19.
<b>Additional Tier 1 Capital</b>						
20.	Additional tier 1 capital instruments plus related surplus.....	P860	882,010			20.
21.	Non-qualifying capital instruments subject to phase-out from additional tier 1 capital.....	P861	0			21.
22.	Tier 1 minority interest not included in common equity tier 1 capital.....	P862	0			22.
23.	Additional tier 1 capital before deductions (sum of items 20, 21, and 22).....	P863	<b>882,010</b>			23.
24.	LESS: Additional tier 1 capital deductions.....	P864	11,731			24.
25.	<b>Additional tier 1 capital (greater of item 23 minus item 24, or zero).....</b>	P865	<b>870,279</b>			25.
<b>Tier 1 Capital</b>						
26.	<b>Tier 1 capital (sum of items 19 and 25).....</b>	8274	<b>9,356,595</b>			26.
<b>Tier 2 Capital</b>						
27.	Tier 2 capital instruments plus related surplus.....	P866	1,099,395			27.
28.	Non-qualifying capital instruments subject to phase-out from tier 2 capital.....	P867	107,680			28.
29.	Total capital minority interest that is not included in tier 1 capital.....	P868	0			29.
30. a.	Allowance for loan and lease losses includable in tier 2 capital.....	5310	147,830			30.a.
b.	(Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital.....	BHCW 5310	0			30.b.
31.	Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital (3).....	BHCA Q257	0			31.
32. a.	Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31).....	P870	<b>1,354,905</b>			32.a.
b.	(Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31).....	BHCW P870	<b>1,207,075</b>			32.b.
33.	LESS: Tier 2 capital deductions.....	BHCA P872	0			33.
34. a.	<b>Tier 2 capital (greater of item 32.a minus item 33, or zero).....</b>	5311	<b>1,354,905</b>			34.a.
b.	(Advanced approaches holding companies that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero).....	BHCW 5311	<b>1,207,075</b>			34.b.
<b>Total Capital</b>						
35. a.	<b>Total capital (sum of items 26 and 34.a).....</b>	BHCA 3792	<b>10,711,500</b>			35.a.
b.	(Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b).....	BHCW 3792	<b>10,563,670</b>			35.b.

(3) Item 31 is to be completed only by holding companies that have not adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See instructions for further detail on ASU 2016-01.

Schedule HC-R—Continued

Part I - Continued

		Dollar Amounts in Thousands		BHCX	Amount	
<b>Total Assets for the Leverage Ratio</b>						
36.	Average total consolidated assets.....	3368			<b>124,814,136</b>	36.
37.	LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions).....	BHCA				
		P875			<b>869,372</b>	37.
38.	LESS: Other deductions from (additions to) assets for leverage ratio purposes.....	B596			<b>320,810</b>	38.
<b>39.</b>	<b>Total assets for the leverage ratio (item 36 minus items 37 and 38).....</b>	A224			<b>123,623,954</b>	<b>39.</b>
<b>Total Risk-Weighted Assets</b>						
<b>40. a.</b>	<b>Total risk-weighted assets (from Schedule HC-R, Part II, item 31).....</b>	A223			<b>68,924,924</b>	<b>40.a.</b>
	b. (Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60).....	BHCW				
		A223			<b>65,235,422</b>	<b>40.b.</b>

		Column A		Column B		
		BHCA	Percentage	BHCW	Percentage	
<b>Risk-Based Capital Ratios *</b>						
41.	Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19 divided by item 40.b).....	P793	<b>12.3124</b>	P793	<b>13.0088</b>	41.
42.	Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 40.b).....	7206	<b>13.5751</b>	7206	<b>14.3428</b>	42.
43.	Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 35.b divided by item 40.b).....	7205	<b>15.5408</b>	7205	<b>16.1932</b>	43.

		BHCA	Percentage	
<b>Leverage Capital Ratios *</b>				
44.	Tier 1 leverage ratio (item 26 divided by item 39) .....	7204	<b>7.5686</b>	44.
45.	Advanced approaches holding companies only: Supplementary leverage ratio (From FFIEC 101 Schedule A, Table 2, item 2.22).....	H036	<b>6.6319</b>	45.

		BHCA	Percentage	
<b>Capital Buffer *</b>				
46.	Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:			
	a. Capital conservation buffer .....	H311	<b>7.5408</b>	46.a.
	b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer .....	H312	<b>6.3891</b>	46.b.

		Dollar Amounts in Thousands		BHCA	Amount	
Institutions must complete items 47 and 48 if the amount in item 46.a is less than or equal to the applicable minimum capital conservation buffer:						
47.	Eligible retained income .....	H313				47.
48.	Distributions and discretionary bonus payments during the quarter .....	H314				48.

\* Report each ratio and buffer as a percentage, rounded to four decimal places, e.g., 12.3456.



Schedule HC-R—Continued

Part II. Risk-Weighted Assets

This schedule is to be submitted on a consolidated basis.

Holding companies (HC) are required to assign a 100 percent risk-weight to all assets not specifically assigned a risk-weight under Subpart D of the Federal Reserve's regulatory capital rules (1) and not deducted from tier 1 or tier 2 capital.

Dollar Amounts in Thousands	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
	Totals From Schedule HC	Adjustments to Totals Reported in Column A	Allocation by Risk-Weight Category								
	Amount	Amount	0%	2%	4%	10%	20%	50%	100%	150%	
<b>Balance Sheet Asset Categories (2)</b>											
1. Cash and balances due from depository institutions.....	BHCK D957 <b>40,488,010</b>	BHCK S396 0	BHCK D958 29,543,010				BHCK D959 9,173,823	BHCK S397 1,406,357	BHCK D960 261,687	BHCK S398 103,133	1.
2. Securities:											
a. Held-to-maturity securities.....	BHCK D961 <b>13,134,433</b>	BHCK S399 0	BHCK D962 8,096,044	BHCK HJ74 0	BHCK HJ75 0		BHCK D963 4,855,050	BHCK D964 0	BHCK D965 183,339	BHCK S400 0	2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading.....	BHCK JA21 <b>31,590,885</b>	BHCK S402 83,002	BHCK D967 10,087,641	BHCK HJ76 0	BHCK HJ77 0		BHCK D968 19,561,279	BHCK D969 225,368	BHCK D970 1,633,595	BHCK S403 0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:											
a. Federal funds sold (in domestic offices).....	BHCK D971 <b>30,000</b>		BHCK D972 0				BHCK D973 30,000	BHCK S410 0	BHCK D974 0	BHCK S411 0	3.a.
b. Securities purchased under agreements to resell.....	BHCK H171 <b>1,503,976</b>	BHCK H172 1,503,976									3.b.
4. Loans and leases held for sale:											
a. Residential mortgage exposures.....	BHCK S413 <b>175</b>	BHCK S414 0	BHCK H173 0				BHCK S415 0	BHCK S416 0	BHCK S417 175		4.a.
b. High volatility commercial real estate exposures.....	BHCK S419 <b>0</b>	BHCK S420 0	BHCK H174 0				BHCK H175 0	BHCK H176 0	BHCK H177 0	BHCK S421 0	4.b.

1 For bank holding companies, 12 CFR Part 217 and 225; and for covered savings and loan holding companies, 12 CFR Part 217.

2 All securitization exposures held as on-balance sheet assets of the reporting institution are to be excluded from items 1 through 8 and are to be reported instead in item 9.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches (3)	
	250% (4)	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
<b>Balance Sheet Asset Categories (continued)</b>									
1. Cash and balances due from depository institutions.....									1.
2. Securities:									
a. Held-to-maturity securities.....									2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading.....	BHCK H270	BHCK S405		BHCK S406			BHCK H271	BHCK H272	
	0	0		0			0	0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:									
a. Federal funds sold (in domestic offices).....									3.a.
b. Securities purchased under agreements to resell.....									3.b.
4. Loans and leases held for sale:							BHCK H273	BHCK H274	
a. Residential mortgage exposures.....							0	0	4.a.
b. High volatility commercial real estate exposures.....							BHCK H275	BHCK H276	
							0	0	4.b.

<sup>3</sup> Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the collateral haircut approach is applied, separate account bank-owned life insurance, and default fund contributions to central counterparties.

<sup>4</sup> Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
	Totals From Schedule HC	Adjustments to Totals Reported in Column A	Allocation by Risk-Weight Category							
			0%	2%	4%	10%	20%	50%	100%	150%
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
4. Loans and leases held for sale (continued):										
c. Exposures past due 90 days or more or on nonaccrual (5).....	BHCK S423	BHCK S424	BHCK S425	BHCK HJ78	BHCK HJ79		BHCK S426	BHCK S427	BHCK S428	BHCK S429
	<b>581</b>	0	0	0	0		0	0	0	<b>581</b>
	BHCK S431	BHCK S432	BHCK S433	BHCK HJ80	BHCK HJ81		BHCK S434	BHCK S435	BHCK S436	BHCK S437
d. All other exposures.....	<b>48,350</b>	0	0	0	0		0	0	<b>48,350</b>	0
5. Loans and leases held for investment:	BHCK S439	BHCK S440	BHCK H178				BHCK S441	BHCK S442	BHCK S443	
a. Residential mortgage exposures.....	<b>7,923,805</b>	0	0				0	<b>6,984,467</b>	<b>939,338</b>	
b. High volatility commercial real estate exposures.....	<b>351,673</b>	0	0				0	0	0	<b>351,673</b>
c. Exposures past due 90 days or more or on nonaccrual (6).....	BHCK S449	BHCK S450	BHCK S451	BHCK HJ82	BHCK HJ83		BHCK S452	BHCK S453	BHCK S454	BHCK S455
	<b>11,513</b>	0	0	0	0		0	0	0	<b>11,513</b>
	BHCK S457	BHCK S458	BHCK S459	BHCK HJ84	BHCK HJ85		BHCK S460	BHCK S461	BHCK S462	BHCK S463
d. All other exposures.....	<b>23,772,788</b>	(925)	995	0	0		4,227	43	<b>23,768,448</b>	0
6. LESS: Allowance for loan and lease losses.....	BHCX 3123	BHCY 3123								
	<b>125,439</b>	<b>125,439</b>								

<sup>5</sup> For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

<sup>6</sup> For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches (7)	
	250% (8)	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
4. Loans and leases held for sale (continued):									
c. Exposures past due 90 days or more or on nonaccrual (9).....								BHCK H277 0	BHCK H278 0
d. All other exposures.....								BHCK H279 0	BHCK H280 0
5. Loans and leases held for investment:									
a. Residential mortgage exposures.....								BHCK H281 0	BHCK H282 0
b. High volatility commercial real estate exposures.....								BHCK H283 0	BHCK H284 0
c. Exposures past due 90 days or more or on nonaccrual (10).....								BHCK H285 0	BHCK H286 0
d. All other exposures.....								BHCK H287 0	BHCK H288 0
6. LESS: Allowance for loan and lease losses.....									

7 Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the collateral haircut approach is applied, separate account bank-owned life insurance, and default fund contributions to central counterparties.

8 Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

9 For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

10 For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
	Totals From Schedule HC	Adjustments to Totals Reported in Column A	Allocation by Risk-Weight Category								
			0%	2%	4%	10%	20%	50%	100%	150%	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
7. Trading assets.....	BHCK D976	BHCK S466	BHCK D977	BHCK HJ86	BHCK HJ87		BHCK D978	BHCK D979	BHCK D980	BHCK S467	7.
	<b>907,150</b>	907,150	0	0	0		0	0	0	0	0
	BHCK D981	BHCK S469	BHCK D982	BHCK HJ88	BHCK HJ89		BHCK D983	BHCK D984	BHCK D985	BHCK H185	
8. All other assets (11).....	<b>6,215,428</b>	878,235	110,427	0	0		597,830	23,602	4,586,684	1,209	8.
a. Separate account bank-owned life insurance.....											8.a.
b. Default fund contributions to central counterparties.....											8.b.

<sup>11</sup> Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches (12)	
	250% (13)	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
7. Trading assets.....	BHCK H289	BHCK H186	BHCK H290	BHCK H187				BHCK H291	BHCK H292
	0	0	0	0				0	0
8. All other assets (14).....	BHCK H293	BHCK H188	BHCK S470	BHCK S471				BHCK H294	BHCK H295
	0	0	0	0				17,441	218,012
a. Separate account bank-owned life insurance.....								BHCK H296	BHCK H297
								0	0
b. Default fund contributions to central counterparties.....								BHCK H298	BHCK H299
								0	0

<sup>12</sup> Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the collateral haircut approach is applied, separate account bank-owned life insurance, and default fund contributions to central counterparties.

<sup>13</sup> Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

<sup>14</sup> Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A)	(Column B)	(Column Q)	(Column T)	(Column U)
	Totals	Adjustments to Totals Reported in Column A	Allocation by Risk-Weight Category	Total Risk-Weighted Asset Amount by Calculation Methodology	
	Amount	Amount	1250%	SSFA (15)	Gross-Up
Dollar Amounts in Thousands					
	Amount	Amount	Amount	Amount	Amount
<b>Securitization Exposures: On-and Off-Balance Sheet</b>					
9. On-balance sheet securitization exposures:					
a. Held-to-maturity securities.....	BHCK S475	BHCK S476	BHCK S477	BHCK S478	BHCK S479
	<b>1,151,805</b>	1,151,805	0	294,894	0
b. Available-for-sale securities.....	BHCK S480	BHCK S481	BHCK S482	BHCK S483	BHCK S484
	<b>2,667,081</b>	2,667,081	0	598,820	0
c. Trading assets.....	BHCK S485	BHCK S486	BHCK S487	BHCK S488	BHCK S489
	<b>0</b>	0	0	0	0
d. All other on-balance sheet securitization exposures.....	BHCK S490	BHCK S491	BHCK S492	BHCK S493	BHCK S494
	<b>0</b>	0	0	0	0
10. Off-balance sheet securitization exposures.....	BHCK S495	BHCK S496	BHCK S497	BHCK S498	BHCK S499
	<b>43,426</b>	27,500	15,926	23,644	0

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
	Totals From Schedule HC	Adjustments to Totals Reported in Column A	Allocation by Risk-Weight Category							
	Amount	Amount	0%	2%	4%	10%	20%	50%	100%	150%
Dollar Amounts in Thousands										
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
11. Total balance sheet assets (16).....	BHCT 2170	BHCK S500	BHCK D987	BHCK HJ90	BHCK HJ91		BHCK D988	BHCK D989	BHCK D990	BHCK S503
	<b>129,672,214</b>	<b>7,064,885</b>	<b>47,838,117</b>	<b>0</b>	<b>0</b>		<b>34,222,209</b>	<b>8,639,837</b>	<b>31,421,616</b>	<b>468,109</b>

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches
	250% (17)	300%	400%	600%	625%	937.5%	1250%	Exposure Amount
Dollar Amounts in Thousands								
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
11. Total balance sheet assets (14).....	BHCK S504	BHCK S505	BHCK S506	BHCK S507			BHCK S510	BHCK H300
	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>			<b>0</b>	<b>17,441</b>

<sup>15</sup> Simplified Supervisory Formula Approach.

<sup>16</sup> For each of columns A through R of item 11, report the sum of items 1 through 9. For item 11, the sum of columns B through R must equal column A.

<sup>17</sup> Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Face, Notional, or Other Amount	CCF (18)	(Column B) Credit Equivalent Amount (19)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
				Allocation by Risk-Weight Category							
				0%	2%	4%	10%	20%	50%	100%	150%
Dollar Amounts in Thousands	Amount		Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
<b>Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk- Weighting (Excluding Securitization Exposures) (20)</b>											
12. Financial standby letters of credit.....	BHCK D991 2,697,034	1.0	BHCK D992 <b>2,697,034</b>	BHCK D993 0	BHCK HJ92 0	BHCK HJ93 0		BHCK D994 91,295	BHCK D995 3,296	BHCK D996 2,601,083	BHCK S511 1,360
13. Performance standby letters of credit and transaction-related contingent items.....	BHCK D997 170,675	0.5	BHCK D998 <b>85,338</b>	BHCK D999 0				BHCK G603 0	BHCK G604 0	BHCK G605 83,844	BHCK S512 1,494
14. Commercial and similar letters of credit with an original maturity of one year or less.....	BHCK G606 35,504	0.2	BHCK G607 <b>7,101</b>	BHCK G608 0	BHCK HJ94 0	BHCK HJ95 0		BHCK G609 0	BHCK G610 0	BHCK G611 7,101	BHCK S513 0
15. Retained recourse on small business obligations sold with recourse.....	BHCK G612 0	1.0	BHCK G613 <b>0</b>	BHCK G614 0				BHCK G615 0	BHCK G616 0	BHCK G617 0	BHCK S514 0

<sup>18</sup> Credit conversion factor.

<sup>19</sup> Column A multiplied by credit conversion factor. For each of items 12 through 21, the sum of columns C through J plus column R must equal column B.

<sup>20</sup> All derivatives and off-balance sheet items that are securitization exposures are to be excluded from items 12 through 21 and are to be reported instead in item 10.



Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Face, Notional, or Other Amount	CCF (21)	(Column B) Credit Equivalent Amount (22)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
				Allocation by Risk-Weight Category								
				0%	2%	4%	10%	20%	50%	100%	150%	
Dollar Amounts in Thousands	Amount		Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
16. Repo-style transactions (23).....	BHCK S515 12,393,767	1.0	BHCK S516 12,393,767	BHCK S517 0	BHCK S518 0	BHCK S519 0		BHCK S520 5,722,570	BHCK S521 18,431	BHCK S522 6,652,766	BHCK S523 0	16.
17. All other off-balance sheet liabilities.....	BHCK G618 97,630	1.0	BHCK G619 97,630	BHCK G620 0				BHCK G621 0	BHCK G622 0	BHCK G623 97,630	BHCK S524 0	17.
18. Unused commitments: (exclude unused commitments to asset-backed commercial paper conduits):												
a. Original maturity of one year or less.....	BHCK S525 4,584,479	0.2	BHCK S526 916,896	BHCK S527 0	BHCK HJ96 0	BHCK HJ97 0		BHCK S528 0	BHCK S529 5	BHCK S530 916,847	BHCK S531 44	18.a.
b. Original maturity exceeding one year.....	BHCK G624 20,169,615	0.5	BHCK G625 10,084,808	BHCK G626 0	BHCK HJ98 0	BHCK HJ99 0		BHCK G627 28,321	BHCK G628 1,696	BHCK G629 9,974,339	BHCK S539 80,452	18.b.
19. Unconditionally cancelable commitments.....	BHCK S540 956,451	0.0	BHCK S541 0									19.
20. Over-the-counter derivatives.....			BHCK S542 3,305,752	BHCK S543 4,425	BHCK HK00 0	BHCK HK01 0	BHCK S544 0	BHCK S545 1,001,478	BHCK S546 4,226	BHCK S547 2,295,598	BHCK S548 25	20.
21. Centrally cleared derivatives.....			BHCK S549 259,851	BHCK S550 37,530	BHCK S551 222,321	BHCK S552 0		BHCK S554 0	BHCK S555 0	BHCK S556 0	BHCK S557 0	21.
22. Unsettled transactions (failed trades) (24).....	BHCK H191 4,150			BHCK H193 0				BHCK H194 0	BHCK H195 0	BHCK H196 4,150	BHCK H197 0	22.

21 Credit conversion factor.

22 For items 18.b through 19, column A multiplied by credit conversion factor.

23 Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

24 For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category			Application of Other Risk-Weighting Approaches (25)		
	625%	937.5%	1250%	Credit Equivalent Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	
16. Repo-style transactions (26).....				BHCK H301 0	BHCK H302 0	16.
17. All other off-balance sheet liabilities.....						17.
18. Unused commitments: (exclude unused commitments to asset-backed commercial paper conduits):				BHCK H303 0	BHCK H304 0	18.a.
a. Original maturity of one year or less.....				BHCK H307 0	BHCK H308 0	18.b.
b. Original maturity exceeding one year .....						19.
19. Unconditionally cancelable commitments .....				BHCK H309 0	BHCK H310 0	20.
20. Over-the-counter derivatives .....						21.
21. Centrally cleared derivatives .....						22.
22. Unsettled transactions (failed trades) (27).....	BHCK H198 0	BHCK H199 0	BHCK H200 0			

<sup>25</sup> Includes, for example, exposures collateralized by securitization exposures or mutual funds and exposures to which the collateral haircut approach is applied.

<sup>26</sup> Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

<sup>27</sup> For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
	Allocation by Risk-Weight Category								
	0%	2%	4%	10%	20%	50%	100%	150%	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22) .....									23.
	BHCK G630	BHCK S558	BHCK S559	BHCK S560	BHCK G631	BHCK G632	BHCK G633	BHCK S561	
	<b>47,880,072</b>	<b>222,321</b>	<b>0</b>	<b>0</b>	<b>41,065,873</b>	<b>8,667,491</b>	<b>54,054,974</b>	<b>551,484</b>	23.
24. Risk weight factor .....	X 0%	X 2%	X 4%	X 10%	X 20%	X 50%	X 100%	X 150%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24) .....									25.
	BHCK G634	BHCK S569	BHCK S570	BHCK S571	BHCK G635	BHCK G636	BHCK G637	BHCK S572	
	<b>0</b>	<b>4,446</b>	<b>0</b>	<b>0</b>	<b>8,213,175</b>	<b>4,333,746</b>	<b>54,054,974</b>	<b>827,226</b>	25.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)
Allocation by Risk-Weight Category							
Dollar Amounts in Thousands	250% (28) Amount	300% Amount	400% Amount	600% Amount	625% Amount	937.5% Amount	1250% Amount
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22) .....	BHCK S562	BHCK S563	BHCK S564	BHCK S565	BHCK S566	BHCK S567	BHCK S568
	0	0	0	0	0	0	15,926
24. Risk weight factor .....	X 250%	X 300%	X 400%	X 600%	X 625%	X 937.5%	X 1250%
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24) .....	BHCK S573	BHCK S574	BHCK S575	BHCK S576	BHCK S577	BHCK S578	BHCK S579
	0	0	0	0	0	0	199,075

	Totals	
Dollar Amounts in Thousands	BHCK	Amount
26. Risk-weighted assets for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold.....	.S580	68,768,009
27. Standardized market-risk weighted assets (applicable only to holding companies that are covered by the market risk capital rules).....	.S581	156,912
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated transfer risk reserve (29).....	B704	68,924,924
29. LESS: Excess allowance for loan and lease losses .....	A222	0
30. LESS: Allocated transfer risk reserve .....	.3128	0
31. Total risk-weighted assets (item 28 minus items 29 and 30).....	G641	68,924,924

<sup>28</sup> Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

<sup>29</sup> Sum of items 2.b. through 20, column S; items 9.a., 9.b., 9.c., 9.d., and 10, columns T and U; item 25, columns C through Q; and item 27 (if applicable).

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Memoranda

	Dollar Amounts in Thousands	
	BHCK	Amount
1. Current credit exposure across all derivative contracts covered by the regulatory capital rules .....	.G642	1,056,323

	With a remaining maturity of					
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years	
	BHCK	Amount	BHCK	Amount	BHCK	Amount
2. Notional principal amounts of over-the-counter derivative contracts:	Dollar Amounts in Thousands					
a. Interest rate .....	.S582	884,038	.S583	2,738,464	.S584	2,729,170
b. Foreign exchange rate and gold .....	.S585	317,032,398	.S586	628,778	.S587	0
c. Credit (investment grade reference asset) .....	.S588	0	.S589	0	.S590	0
d. Credit (non-investment grade reference asset) .....	.S591	0	.S592	0	.S593	0
e. Equity .....	.S594	10,700	.S595	0	.S596	414,056
f. Precious metals (except gold) .....	.S597	0	.S598	0	.S599	0
g. Other .....	.S600	0	.S601	0	.S602	0
3. Notional principal amounts of centrally cleared derivative contracts:	Dollar Amounts in Thousands					
a. Interest rate .....	.S603	269,469	.S604	2,626,129	.S605	2,642,854
b. Foreign exchange rate and gold .....	.S606	0	.S607	0	.S608	0
c. Credit (investment grade reference asset) .....	.S609	0	.S610	0	.S611	0
d. Credit (non-investment grade reference asset) .....	.S612	0	.S613	0	.S614	0
e. Equity .....	.S615	0	.S616	0	.S617	0
f. Precious metals (except gold) .....	.S618	0	.S619	0	.S620	0
g. Other .....	.S621	0	.S622	0	.S623	0

	Dollar Amounts in Thousands	
	BHCK	Amount
4. Standardized market risk-weighted assets attributable to specific risk (included in Schedule HC-R, item 27).....	.S624	0

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

							<b>C000</b>
							(Column G) All Other Loans, All Leases, and All Other Assets
(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							Amount
<b>Securitization Activities</b>							
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....							1.
	BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711
	0	0	0	0	0	0	0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F).....							2.a.
	BHCK B712	BHCK B713	BHCK B714	BHCK B715	BHCK B716	BHCK B717	BHCK B718
	0	0	0	0	0	0	0
b. Subordinated securities and other residual interests.....							2.b.
	BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399
	0	0	0	0	0	0	0
c. Standby letters of credit and other enhancements.....							2.c.
	BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406
	0	0	0	0	0	0	0
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1.....							3.
	BHCK B726	BHCK B727	BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732
	0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:							
a. 30-89 days past due.....							4.a.
	BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739
	0	0	0	0	0	0	0
b. 90 days or more past due.....							4.b.
	BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746
	0	0	0	0	0	0	0
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs.....							5.a.
	BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753
	0	0	0	0	0	0	0
b. Recoveries.....							5.b.
	BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760
	0	0	0	0	0	0	0

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	Amount	Amount	Amount	Amount	Amount	Amount	Amount
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in HC-B).....		BHCK B761	BHCK B762			BHCK B763	
	0	0	0			0	
b. Loans (included in HC-C).....		BHCK B500	BHCK B501			BHCK B502	
	0	0	0			0	
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due.....		BHCK B764	BHCK B765			BHCK B766	
	0	0	0			0	
b. 90 days or more past due.....		BHCK B767	BHCK B768			BHCK B769	
	0	0	0			0	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							
a. Charge-offs.....		BHCK B770	BHCK B771			BHCK B772	
	0	0	0			0	
b. Recoveries.....		BHCK B773	BHCK B774			BHCK B775	
	0	0	0			0	
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....		BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781
	0	0	0	0	0	0	0
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures.....		BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788
	0	0	0	0	0	27,500	0
<b>Asset Sales</b>							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized.....		BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795
	0	0	0	0	0	0	0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11.....		BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802
	0	0	0	0	0	0	0

Schedule HC-S—Continued

Memoranda

		Dollar Amounts in Thousands	BHCK	Amount	
1.	Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
	a. Outstanding principal balance.....		A249	0	M.1.a.
	b. Amount of retained recourse on these obligations as of the report date.....		A250	0	M.1.b.
2.	Outstanding principal balance of assets serviced for others (includes participations serviced for others):				
	a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....		B804	0	M.2.a.
	b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....		B805	0	M.2.b.
	c. Other financial assets (1).....		A591	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).....		F699	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 holding company.....		B806	0	M.3.a1.
	(2) Conduits sponsored by other unrelated institutions.....		B807	0	M.3.a2.
	b. Unused commitments to provide liquidity to conduit structures:				
	(1) Conduits sponsored by the bank, a bank affiliate, or the holding company.....		B808	0	M.3.b1.
	(2) Conduits sponsored by other unrelated institutions.....		B809	0	M.3.b2.
4.	Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) (2).....		C407	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) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).



# Schedule HC-V—Variable Interest Entities

	(Column A) Securitization Vehicles		(Column B) ABCP Conduits		(Column C) Other VIEs		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands							
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:							
a. Cash and balances due from depository institutions.....	J981	0	J982	0	J983	0	1.a.
b. Held-to-maturity securities.....	J984	0	J985	0	J986	0	1.b.
c. Available-for-sale securities.....	J987	0	J988	0	J989	0	1.c.
d. Securities purchased under agreements to resell.....	J990	0	J991	0	J992	0	1.d.
e. Loans and leases held for sale.....	J993	0	J994	0	J995	0	1.e.
f. Loans and leases held for investment.....	J996	0	J997	0	J998	0	1.f.
g. Less: Allowance for loan and lease losses.....	J999	0	K001	0	K002	0	1.g.
h. Trading assets (other than derivatives).....	K003	0	K004	0	K005	0	1.h.
i. Derivative trading assets.....	K006	0	K007	0	K008	0	1.i.
j. Other real estate owned.....	K009	0	K010	0	K011	0	1.j.
k. Other assets.....	K012	0	K013	0	K014	0	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:							
a. Securities sold under agreements to repurchase.....	K015	0	K016	0	K017	0	2.a.
b. Derivative trading liabilities.....	K018	0	K019	0	K020	0	2.b.
c. Commercial paper.....	K021	0	K022	0	K023	0	2.c.
d. Other borrowed money (exclude commercial paper).....	K024	0	K025	0	K026	0	2.d.
e. Other liabilities.....	K027	0	K028	0	K029	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above).....	K030	0	K031	0	K032	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above).....	K033	0	K034	0	K035	0	4.

## Notes to the Balance Sheet—Predecessor Financial Items

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

		Dollar Amounts in Thousands		BHBC	Amount	
1.	Average loans and leases (held for investment and held for sale).....	3516				1.
2.	Average earning assets.....	3402				2.
3.	Average total consolidated assets.....	3368				3.
4.	Average equity capital .....	3519				4.

## Notes to the Balance Sheet (Other)

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC).

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

### Example

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

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

## Notes to the Balance Sheet (Other)

TEXT	BHCK	Amount	
1. Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)	K141	0	1.
2. 5357		0	2.
3. 5358		0	3.
4. 5359		0	4.
5. 5360		0	5.
6. B027		0	6.

Notes to the Balance Sheet (Other)—Continued

	TEXT	BHCK	Amount	
7.	B028			
		B028	0	7.
8.	B029			
		B029	0	8.
9.	B030			
		B030	0	9.
10.	B031			
		B031	0	10.
11.	B032			
		B032	0	11.
12.	B033			
		B033	0	12.
13.	B034			
		B034	0	13.
14.	B035			
		B035	0	14.
15.	B036			
		B036	0	15.
16.	B037			
		B037	0	16.
17.	B038			
		B038	0	17.
18.	B039			
		B039	0	18.
19.	B040			
		B040	0	19.
20.	B041			
		B041	0	20.