

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 \$3 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: December 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)

02/04/2019
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:

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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 47.11 hours per response for non-Advanced Approaches HCs and 50.39 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	259,518			1.a.(1)(a)
(b) All other loans secured by real estate.....	4436	163,590			1.a.(1)(b)
(c) All other loans.....	F821	631,568			1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4059	44,473			1.a.(2)
b. Income from lease financing receivables.....	4065	1,932			1.b.
c. Interest income on balances due from depository institutions (1).....	4115	279,873			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	171,478			1.d.(1)
(2) Mortgage-backed securities.....	B489	402,692			1.d.(2)
(3) All other securities.....	4060	324,971			1.d.(3)
e. Interest income from trading assets.....	4069	65			1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	4020	33,319			1.f.
g. Other interest income.....	4518	10,344			1.g.
h. Total interest income (sum of items 1.a through 1.g).....	4107	2,323,823			1.h.
2. Interest expense:					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$250,000 or less.....	HK03	769			2.a.(1)(a)
(b) Time deposits of more than \$250,000.....	HK04	7,031			2.a.(1)(b)
(c) Other deposits.....	6761	82,000			2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4172	294,798			2.a.(2)
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	4180	58,067			2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....	4185	205,189			2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities.....	4397	43,275			2.d.
e. Other interest expense.....	4398	7,544			2.e.
f. Total interest expense (sum of items 2.a through 2.e).....	4073	698,673			2.f.
3. Net interest income (item 1.h minus 2.f).....	4074	1,625,150			3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230	(17,544)			4.
5. Noninterest income:					
a. Income from fiduciary activities.....	4070	3,753,653			5.a.
b. Service charges on deposit accounts in domestic offices.....	4483	60,387			5.b.
c. Trading revenue (2).....	A220	405,528			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	3,671	5.i.
j. Net gains (losses) on sales of other real estate owned.....		8561	458	5.j.
k. Net gains (losses) on sales of other assets (3).....		B496	(273)	5.k.
l. Other noninterest income (4).....		B497	115,617	5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....		4079	4,339,041	5.m.
6. a. Realized gains (losses) on held-to-maturity securities.....				
b. Realized gains (losses) on available-for-sale securities.....		3521	(518)	6.a.
		3196	(528)	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits.....		4135	2,108,737	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....		4217	307,770	7.b.
c. (1) Goodwill impairment losses.....		C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets.....		C232	17,376	7.c.(2)
d. Other noninterest expense (5).....		4092	1,588,978	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d).....		4093	4,022,861	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	1,957,828	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	1,957,828	8.c.
9. Applicable income taxes (foreign and domestic).....		4302	401,461	9.
10. Income (loss) before discontinued operations (item 8.c. minus item 9).....		4300	1,556,367	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	1,556,367	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	1,556,367	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	1,663,955	M.1.
2. Net income before applicable income taxes, and discontinued operations (item 8.c. above) on a fully taxable equivalent basis.....		4592	1,999,046	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	30,352	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	2,023	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....				
		BHCK	Number	
		4150	18,751	M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$100,000 that exceed 7 percent 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.

Schedule HI—Continued

Memoranda—Continued

		Dollar Amounts in Thousands		BHCK	Amount	
6.	f.	Bank card and credit card interchange fees.....		F555	0	M.6.f.
	g.	Income and fees from wire transfers.....		T047	0	M.6.g.
	h.	TEXT	Loan service related fees			
		8562		8562	48,874	M.6.h.
	i.	TEXT	Banking fees			
		8563		8563	38,247	M.6.i.
	j.	TEXT	Third party mutual fund administrative fees			
		8564		8564	24,288	M.6.j.
7.	Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$100,000 that exceed 7 percent of the sum of Schedule HI, item 7.d):					
	a.	Data processing expenses.....		C017	0	M.7.a.
	b.	Advertising and marketing expenses.....		0497	0	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	146,525	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	475,560	M.7.n.
	o.	TEXT	Technical services and market data expenses			
		8566		8566	376,730	M.7.o.
	p.	TEXT	Subcustodial and depository fee expenses			
		8567		8567	125,781	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	0	M.8.a.(1)
				BHCK	FT30	0
	b.(1)	TEXT		FT31	0	M.8.b.(1)
				BHCK	FT32	0
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	98,344	M.9.a.
	b.	Foreign exchange exposures.....		8758	307,184	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 total trading assets 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	405,916	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	98,409	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 and is to be completed semiannually in the June and December reports only.</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	749	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	10,211,734	3.
		BHCT		
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14).....		4340	1,556,367	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	21,160	6.b.
7. Sale of treasury stock.....		4782	142,844	7.
8. LESS: Purchase of treasury stock.....		4783	924,295	8.
9. Changes incident to business combinations, net.....		4356	0	9.
10. LESS: Cash dividends declared on preferred stock.....		4598	46,400	10.
11. LESS: Cash dividends declared on common stock.....		4460	439,119	11.
12. Other comprehensive income (1).....		B511	(39,321)	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	10,508,283	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					
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1-4 family residential construction loans.....	C891	10	C892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	C893	125	C894	220	1.a.(2)
b. Secured by farmland in domestic offices.....	3584	0	3585	120	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	3,059	5412	2,912	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens.....	C234	3,066	C217	3,200	1.c.(2)(a)
(b) Secured by junior liens.....	C235	972	C218	464	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588	834	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	73	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	88	4617	1,519	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	1	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K205	1,978	K206	525	5.c.
6. Loans to foreign governments and official institutions.....	4643	0	4627	0	6.
7. All other loans.....	4644	4	4628	23	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	10,136	4605	9,057	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	120	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	
II. Changes in allowance for loan and lease losses			
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522	131,239	1.
	BHCT		
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above).....	4605	9,057	2.
	BHCK		
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4).....	C079	10,136	3.
	BHCT		
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	(17,544)	5.
	BHCK		
6. Adjustments (see instructions for this schedule).....	C233	(35)	6.
	BHCT		
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c).....	3123	112,581	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.¹

	(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	471,629	M711	4,049	M712	0	M713	0	1.a.
b. Commercial real estate loans.....	M714	2,578	M715	1,141	M716	2,860,936	M717	25,430	M719	0	M720	0	1.b.
c. Residential real estate loans.....	M721	409	M722	169	M723	7,114,195	M724	51,221	M725	0	M726	0	1.c.
2. Commercial loans ²	M727	28,776	M728	5,877	M729	21,694,407	M730	23,831	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	317,110	M742	863	M743	0	M744	0	4.
5. Unallocated, if any.....							M745	0					5.
6. Total (sum of 1.a through 5).....	M746	31,763	M747	7,187	M748	32,458,277	M749	105,394	M750	0	M751	0	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

December 31, 2018

Date

Schedule HC—Consolidated Balance Sheet

	Dollar Amounts in Thousands		BHCK	Amount	
Assets					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin (1).....	0081			1,985,804	1.a.
b. Interest-bearing balances: (2)					
(1) In U.S. offices.....	0395			17,460,433	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0397			19,504,815	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A).....	1754			14,308,878	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D).....	1773			36,888,806	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		134,000	3.a.
b. Securities purchased under agreements to resell (4).....	BHCK	B989		1,031,215	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale.....		5369		0	4.a.
b. Loans and leases held for investment.....	B528		32,490,040		4.b.
c. LESS: Allowance for loan and lease losses.....	3123		112,581		4.c.
d. Loans and leases held for investment, net of allowance for loan and lease losses (item 4.b minus 4.c).....	B529			32,377,459	4.d.
5. Trading assets (from Schedule HC-D).....	3545			868,747	5.
6. Premises and fixed assets (including capitalized leases).....	2145			428,243	6.
7. Other real estate owned (from Schedule HC-M).....	2150			8,436	7.
8. Investments in unconsolidated subsidiaries and associated companies.....	2130			8,329	8.
9. Direct and indirect investments in real estate ventures.....	3656			9,153	9.
10. Intangible assets (from Schedule HC-M).....	2143			807,903	10.
11. Other assets (from Schedule HC-F).....	2160			6,390,296	11.
12. Total assets (sum of items 1 through 11).....	2170			132,212,517	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	
Liabilities					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing (1).....	6631	14,507,960			13.a.(1)
(2) Interest-bearing.....	6636	15,300,732			13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
(1) Noninterest-bearing.....	6631	8,220,158			13.b.(1)
(2) Interest-bearing.....	6636	66,467,956			13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices (2).....					
	BHDM				
	B993	2,430,200			14.a.
	BHCK				
b. Securities sold under agreements to repurchase (3).....	B995	168,279			14.b.
15. Trading liabilities (from Schedule HC-D).....					
	3548	462,295			15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....					
	3190	10,077,047			16.
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures (4).....					
	4062	1,112,401			19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities.....					
	C699	277,596			19.b.
20. Other liabilities (from Schedule HC-G).....					
	2750	2,679,610			20.
21. Total liabilities (sum of items 13 through 20).....					
	2948	121,704,234			21.
22. Not applicable					
Equity Capital					
Holding Company Equity Capital					
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	1,068,442			25.
26. a. Retained earnings.....					
	3247	10,776,756			26.a.
b. Accumulated other comprehensive income (5).....					
	B530	(453,670)			26.b.
c. Other equity capital components (6).....					
	A130	(2,173,874)			26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c).....					
	3210	10,508,283			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	10,508,283			28.
29. Total liabilities and equity capital (sum of items 21 and 28).....					
	3300	132,212,517			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	1

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. KPMG
(1) Name of External Auditing Firm (TEXT C703)

b. John Rodi
(1) Name of Engagement Partner (TEXT C704)

Chicago
(2) City (TEXT C708)

jrodi@kpmg.com
(2) E-mail Address (TEXT C705)

IL
(3) State Abbrev. (TEXT C714)

60601
(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	101,633	0213	101,635	1286	5,203,138	1287	5,185,371	
2. U.S. government agency and sponsored agency obligations (exclude mortgage-backed securities) (1).....	HT50	0	HT51	0	HT52	2,930,490	HT53	2,927,851	2.
3. Securities issued by states and political subdivisions in the U.S.....	8496	18,856	8497	19,460	8498	657,591	8499	655,907	3.
4. Mortgage-backed securities (MBS)									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA.....	G300	637	G301	645	G302	26,012	G303	26,025	4.a.1.
(2) Issued by FNMA and FHLMC.....	G304	3,822	G305	3,998	G306	4,341,475	G307	4,264,450	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 (2).....	G312	0	G313	0	G314	7,388,461	G315	7,395,707	4.b.1.
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (2).....	G316	0	G317	0	G318	15,748	G319	15,761	4.b.2.
(3) All other residential mortgage-backed securities.....	G320	71,799	G321	32,687	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	3,223,013	K145	3,215,886	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 (2).....	K150	61	K151	61	K152	4,613,262	K153	4,594,680	4.c.2a
(b) All other commercial MBS.....	K154	0	K155	0	K156	587,378	K157	587,136	4.c.2b

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, Export-Import Bank participation certificates, and 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.

(2) 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	1,146,419	C988	1,142,370	C989	2,678,897	C027	2,657,680
b. Structured financial products	HT58	0	HT59	0	HT60	0	HT61	0
6. Other debt securities:								
a. Other domestic debt securities.....	1737	160,247	1738	129,782	1739	1,071,515	1741	1,063,924
b. Other foreign debt securities.....	1742	12,805,404	1743	12,791,289	1744	4,304,881	1746	4,298,428
7. Investments in mutual funds and other equity securities with readily determinable fair values. (1).....					A510	0	A511	0
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	
	1754	14,308,878	1771	14,221,927	1772	37,041,861	1773	36,888,806

Memoranda

	Dollar Amounts in Thousands	
	BHCK	Amount
1. Pledged securities (2).....	.0416	31,567,607
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	30,061,032
b. Over 1 year to 5 years.....	.0384	15,265,020
c. Over 5 years.....	.0387	5,871,632
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
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
b. Fair value.....	.8783	0

(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.a through 5.f are to be completed by holding companies with \$10 billion or more in total assets. (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	383,488	B839	381,759	B840	1,092,281	B841	1,082,513	M.5.a.
b. Home equity lines.....	B842	0	B843	0	B844	0	B845	0	M.5.b.
c. Automobile loans.....	B846	762,931	B847	760,611	B848	80,271	B849	79,888	M.5.c.
d. Other consumer loans.....	B850	0	B851	0	B852	148,760	B853	147,302	M.5.d.
e. Commercial and industrial loans.....	B854	0	B855	0	B856	1,102,277	B857	1,092,487	M.5.e.
f. Other.....	B858	0	B859	0	B860	255,308	B861	255,490	M.5.f.
<i>Memorandum items 6.a through 6.g are to be completed by holding companies with \$10 billion or more in total assets. (1)</i>									
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, 5.b):									
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 \$10 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	10,464,680			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1-4 family residential construction loans.....			F158	89,041	1.a.(1)
(2) Other construction loans and all land development and other land loans.....			F159	382,588	1.a.(2)
b. Secured by farmland.....			BHDM		
c. Secured by 1-4 family residential properties:			1420	14,933	1.b.
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....			1797	810,022	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens.....			5367	5,727,979	1.c.(2)(a)
(b) Secured by junior liens.....			5368	85,702	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....			1460	490,649	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	841,069	1.e.(1)
			F161	2,022,445	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	5,019			2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1590	0	1590	0	3.
4. Commercial and industrial loans.....			1766	4,486,248	4.
a. To U.S. addressees (domicile).....	1763	4,369,166			4.a.
b. To non-U.S. addressees (domicile).....	1764	118,470			4.b.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....			1975	316,265	6.
a. Credit cards.....	B538	0			6.a.
b. Other revolving credit plans.....	B539	5,440			6.b.
c. Automobile loans.....	K137	78			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans).....	K207	311,592			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	201,084	J454	201,084	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545	3,789,747	1545	2,227,590	9.b.(1)
(2) All other loans (exclude consumer loans).....	J451	13,134,076	J451	12,665,404	9.b.(2)
10. Lease financing receivables (net of unearned income).....			2165	90,688	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	90,688			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	32,490,040	2122	30,451,707	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	30,955			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	0			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	335			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>					
(1) Loans secured by farmland in domestic offices.....	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.
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).....	HK25	31,290			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	167,946			M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837	252			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. Memorandum item 5.a and 5.b are to be completed semiannually in the June and December reports only.</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.

Schedule HC-C—Continued

Memoranda—Continued

		Dollar Amounts in Thousands		BHCK	Amount
<i>Memorandum item 6.a, 6.b, and 6.c are to be completed semiannually in the June and December reports only.</i>					
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.
<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	10,905	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	
		Dollar Amounts in Thousands		Dollar Amounts in Thousands		Dollar Amounts in Thousands	
		BHCK	Amount	BHCK	Amount	BHCK	Amount
<i>Memorandum items 12.a, 12.b, 12.c, and 12.d are to be completed semiannually in the June and December reports only.</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
b. Commercial and industrial loans.....							
		G094	0	G095	0	G096	0
c. Loans to individuals for household, family, and other personal expenditures.....							
		G097	0	G098	0	G099	0
d. All other loans and all leases.....							
		G100	0	G101	0	G102	0

		Dollar Amounts in Thousands		BHCK	Amount
13. Not applicable					
14. Pledged loans and leases.....					
			G378	8,068,825	M.14.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by holding companies that reported total trading assets of \$10 million or more in any of the four preceding calendar quarters.

	Dollar Amounts in Thousands	BHCM	Amount	
Assets				
1. U.S. Treasury securities.....		3531	0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....		3532	0	2.
3. Securities issued by states and political subdivisions in the U.S.....		3533	0	3.
4. Mortgage-backed securities (MBS):				
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA		BHCK		
G379.....		G379	4	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	4.b.
c. All other residential mortgage-backed securities.....		G381	0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (1).....		K197	0	4.d.
e. All other commercial MBS.....		K198	0	4.e.
5. Other debt securities				
a. Structured financial products.....		HT62	0	5.a.
b. All other debt securities.....		G386	371	5.b.
6. Loans:				
a. Loans secured by real estate:				
(1) Loans secured by 1-4 family residential properties.....		HT63	0	6.a.(1)
(2) All other loans secured by real estate.....		HT64	0	6.a.(2)
b. Commercial and industrial loans.....		F614	0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....		HT65	0	6.c.
d. Other loans.....		F618	0	6.d.
7.–8. Not applicable				
9. Other trading assets.....		3541	0	9.
10. Not applicable				
11. Derivatives with a positive fair value.....		3543	868,372	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....		BHCT		
		3545	868,747	12.
Liabilities				
13. a. Liability for short positions:				
(1) Equity securities.....		BHCK		
G209.....		G209	0	13.a.1.
(2) Debt securities.....		G210	0	13.a.2.
(3) All other assets.....		G211	0	13.a.3.
b. All other trading liabilities.....		F624	0	13.b.
14. Derivatives with a negative fair value.....		3547	462,295	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....		BHCT		
		3548	462,295	15.

(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

Memoranda

	Dollar Amounts in Thousands	BHCK	Amount	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a.1 through 6.d.)				
a. Loans secured by real estate:				
(1) Loans secured by 1-4 family residential properties.....	HT66	0		M.1.a.1.
(2) All other loans secured by real estate.....	HT67	0		M.1.a.2.
b. Commercial and industrial loans.....	F632	0		M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....	HT68	0		M.1.c.
d. Other loans.....	F636	0		M.1.d.
<i>Memorandum items 2 through 10 are to be completed by holding companies with \$10 billion or more in total trading assets. (1)</i>				
2. Loans measured at fair value that are past due 90 days or more:				
a. Fair value.....	F639			M.2.a.
b. Unpaid principal balance.....	F640			M.2.b.
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):				
a. Trust preferred securities issued by financial institutions.....	G299			M.3.a.
b. Trust preferred securities issued by real estate investment trusts.....	G332			M.3.b.
c. Corporate and similar loans.....	G333			M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G334			M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	G335			M.3.e.
f. Diversified (mixed) pools of structured financial products.....	G651			M.3.f.
g. Other collateral or reference assets.....	G652			M.3.g.
4. Pledged trading assets:				
a. Pledged securities.....	G387			M.4.a.
b. Pledged loans.....	G388			M.4.b.
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. Not applicable.....				
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.

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

Schedule HC-D—Continued

Memoranda—Continued

		Dollar Amounts in Thousands	BHCK	Amount	
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	14,507,960	1.a.
b.	Interest-bearing demand deposits, NOW, ATS, and other transaction accounts.....		3187	3,862,455	1.b.
c.	Money market deposit accounts and other savings accounts.....		2389	10,749,554	1.c.
d.	Time deposits of \$250,000 or less.....		HK29	279,607	1.d.
e.	Time deposits of more than \$250,000.....		J474	409,116	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 3189	0	2.a.
b.	Interest-bearing demand deposits, NOW, ATS, and other transaction accounts.....		3187	0	2.b.
c.	Money market deposit accounts and other savings accounts.....		2389	0	2.c.
d.	Time deposits of \$250,000 or less.....		HK29	0	2.d.
e.	Time deposits of more than \$250,000.....		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	316,862	M.3.
4.	Foreign office time deposits with a remaining maturity of one year or less.....		BHFN A245	16,805,262	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	315,511	1.
2. Net deferred tax assets (2).....		2148	0	2.
3. Interest-only strips receivable (not in the form of a security) (3).....		HT80	0	3.
4. Equity investments without readily determinable fair values (4).....		1752	1,035,625	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	5,039,160	6.
		BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....		2160	6,390,296	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	333,245	2.
3. Allowance for credit losses on off-balance-sheet credit exposures.....		B557	25,610	3.
4. Other.....		B984	2,320,755	4.
		BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....		2750	2,679,610	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	74,487,240	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	17,351,648	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....		3298	0	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	0	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	
Assets					
1. Reinsurance recoverables.....	B988	0		0	1.
2. Total assets.....	C244	0		0	2.
Liabilities					
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	
Assets					
1. Reinsurance recoverables.....	C247	0		0	1.
2. Separate account assets.....	B992	0		0	2.
3. Total assets.....	C248	0		0	3.
Liabilities					
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	
Assets				
1. Securities:				
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) (1).....		B558	8,979,049	1.a.
b. Mortgage-backed securities (1).....		B559	19,801,364	1.b.
c. All other debt securities (1) and equity securities with readily determinable fair values not held for trading (2).....		B560	22,947,910	1.c.
2. Federal funds sold and securities purchased under agreements to resell.....		3365	1,334,331	2.
		BHDM		
3. a. Total loans and leases in domestic offices.....		3516	30,280,177	3.a.
(1) Loans secured by 1–4 family residential properties.....		3465	6,709,392	3.a.(1)
(2) All other loans secured by real estate.....		3466	3,876,160	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	4,513,893	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	290,953	3.a.(5)(b)
		BHFN		
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs.....		3360	1,343,613	3.b.
<i>Item 4(a) is to be completed by holding companies with total trading assets of \$10 million or more in any of the four preceding calendar quarters.</i>				
		BHCK		
4. a. Trading assets.....		3401	538,563	4.a.
b. Other earning assets.....		B985	27,897,387	4.b.
5. Total consolidated assets (3).....		3368	121,720,591	5.
Liabilities				
6. Interest-bearing deposits (domestic) (4).....		3517	15,070,205	6.
7. Interest-bearing deposits (foreign) (4).....		3404	58,873,927	7.
8. Federal funds purchased and securities sold under agreements to repurchase.....		3353	2,933,252	8.
9. All other borrowed money.....		2635	10,058,598	9.
10. Not applicable				
Equity Capital				
11. Total equity capital (excludes limited-life preferred stock).....		3519	10,298,766	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	812,869	1.a.
<i>Items 1.b(1) and 1.b(2) are to be completed semiannually in the June and December reports only.</i>						
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	308,246	1.c.(1)
(a) 1-4 family residential construction loan commitments.....						
	F164	60,522				1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments.....						
	F165	247,724				1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....						
				6550	98,834	1.c.(2)
d. Securities underwriting						
				3817	0	1.d.
e. Other unused commitments:						
(1) Commercial and industrial loans						
				J457	13,345,442	1.e.(1)
(2) Loans to financial institutions.....						
				J458	1,794,444	1.e.(2)
(3) All other unused commitments.....						
				J459	8,663,158	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees.....						
				6566	2,335,490	2.
<i>Item 2.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>						
a. Amount of financial standby letters of credit conveyed to others						
				3820	35,968	2.a.
3. Performance standby letters of credit and foreign office guarantees						
				6570	149,916	3.
<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>						
a. Amount of performance standby letters of credit conveyed to others						
				3822	0	3.a.
4. Commercial and similar letters of credit						
				3411	29,695	4.
5. Not applicable						
6. Securities:						
a. Securities lent.....						
				3433	128,904,790	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	
	BHCK	Amount	BHCK	Amount	BHCK	Amount
Dollar Amounts in Thousands						
7. d. Notional amounts by remaining maturity:						
(1) Sold credit protection:						
(a) Investment grade.....	G406	0	G407	0	G408	0
(b) Subinvestment grade.....	G409	0	G410	0	G411	0
(2) Purchased credit protection:						
(a) Investment grade.....	G412	0	G413	0	G414	0
(b) Subinvestment grade.....	G415	0	G416	0	G417	0

Item 8 is to be completed by holding companies with foreign offices and by holding companies with domestic offices only and \$100 billion or more in total consolidated assets. (1)

	BHCK	Amount	
8. Spot foreign exchange contracts.....	8765	5,996,393	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)			
a. Commitments to purchase when-issued securities.....	3430	2,581	9.
b. Commitments to sell when-issued securities.....	3434	0	9.a.
c. 6561	3435	0	9.b.
d. 6562	6561	0	9.c.
e. 6568	6562	0	9.d.
f. 6586	6568	0	9.e.
10. Not applicable	6586	0	9.f.

(1) The \$100 billion asset size test is based on the total assets reported as of June 30, 2017.

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	276,460,893	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.....		716,628	0	0	0
		BHCK 8709	BHCK 8710	BHCK 8711	BHCK 8712
(2) Purchased options.....		166,628	0	0	0
		BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716
e. Swaps.....		12,018,325	5,652,584	483,410	0
		BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720
12. Total gross notional amount of derivative contracts held for trading.....		7,711,188	275,867,999	0	0
		BHCK A126	BHCK A127	BHCK 8723	BHCK 8724
13. Total gross notional amount of derivative contracts held for purposes other than trading.....		5,190,393	6,245,478	483,410	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.....		66,074	2,159,375	0	0
		BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736
(2) Gross negative fair value.....		68,574	2,190,005	0	0
		BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....		30,038	306,710	1,277	0
		BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744
(2) Gross negative fair value.....		24,554	72,470	32,818	0
		BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748

Schedule HC-L—Continued

	(Column A)		(Column B)	(Column C)		(Column D)		(Column E)		
	Banks and Securities Firms			Hedge Funds		Sovereign Governments		Corporations and All Other Counterparties		
	BHCK	Amount		BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands										
<i>Item 15 is to be completed only by holding companies with total assets of \$10 billion or more. (1)</i>										
15. Over-the counter derivatives:										
a. Net current credit exposure.....	G418	340,445		G420	0	G421	0	G422	1,000,463	15.a.
b. Fair value of collateral:										
(1) Cash - U.S. dollar.....	G423	264,849		G425	0	G426	0	G427	126,400	15.b.1.
(2) Cash - Other currencies.....	G428	0		G430	0	G431	0	G432	0	15.b.2.
(3) U.S. Treasury securities.....	G433	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		G440	0	G441	0	G442	0	15.b.4.
(5) Corporate bonds.....	G443	0		G445	0	G446	0	G447	0	15.b.5.
(6) Equity securities.....	G448	0		G450	0	G451	0	G452	0	15.b.6.
(7) All other collateral.....	G453	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	264,849		G460	0	G461	0	G462	126,400	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	219,012,050		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		8,065,721		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		14,383		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.
<i>Items 7.a and 7.b are to be completed annually in the December report only.</i>				
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	1	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:				
a. Mortgage servicing assets.....		3164	0	12.a.
(1) Estimated fair value of mortgage servicing assets.....	6438		0	12.a.(1)
b. Goodwill.....		3163	669,311	12.b.
c. All other intangible assets		JF76	138,592	12.c.
		BHCT		
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		2143	807,903	12.d.
13. Other real estate owned		2150	8,436	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	8,065,725	14.b.
c. Other borrowed money with a remaining maturity of more than one year		2333	2,011,322	14.c.
		BHCT		
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)		3190	10,077,047	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	169,806,440	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	1

 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	88,449	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	3,145	20.b.(2)
(3) Due from nonbank subsidiaries of the holding company, gross	4834	157	20.b.(3)
c. Balances due to related institutions:			
(1) Due to holding company (parent company only), gross.....	5041	0	20.c.(1)
(2) Due to subsidiary banks of the holding company, gross.....	5043	389	20.c.(2)
(3) Due to nonbank subsidiaries of the holding company, gross	5045	3	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)) ¹	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)

TEXT
C497 [http:// www.northerntrust.com](http://www.northerntrust.com) 22.

		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	0	F175	1,526	F177	2,937	1.a.(2)
b. Secured by farmland in domestic offices.....	3493	0	3494	0	3495	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.....	5398	6,842	5399	808	5400	10,641	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:							
(a) Secured by first liens.....	C236	26,472	C237	7,957	C229	76,451	1.c.(2)(a)
(b) Secured by junior liens.....	C238	104	C239	0	C230	8,469	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499	0	3500	4,841	3501	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	F178	276	F180	0	F182	168	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179	20,918	F181	0	F183	3,866	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	12,797	1607	1,245	1608	6,582	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	5,132	K217	0	K218	12	5.c.
6. Loans to foreign governments and official institutions.....	5389	0	5390	0	5391	0	6.
7. All other loans.....	5459	78,858	5460	0	5461	160	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.
9. Total loans and leases (sum of items 1 through 8.b.).....	1406	151,399	1407	16,377	1403	109,287	9.

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	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	1,526	K110	2,937	M.1.a.2.
b. Loans secured by 1-4 family residential properties in domestic offices.....	BHCK		BHCK		BHCK		
	F661	465	F662	468	F663	57,585	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	168	M.1.d.1.
(2) Loans secured by other nonfarm nonresidential properties.....	K117	0	K118	0	K119	3,866	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	32	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	1,403	K127	0	K128	0	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 K130	0	BHDM K131	0	BHDM K132	0	M.1.f.1.
(2) Loans to finance agricultural production and other loans to farmers.....	BHCK K138	0	BHCK K139	0	BHCK 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.
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).....	HK26	1,868	HK27	1,994	HK28	64,588	M.1.g.
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	3,094	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 (included in Schedule HC-N, items 1 through 8 above).....	C240	0	C241	0	C226	0	M.5.

(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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
	BHCK	Amount	BHCK	Amount	
<i>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).</i>					
6. Derivative contracts:					
Fair value of amounts carried as assets.....	3529	128	3530	0	M.6.

Dollar Amounts in Thousands	BHCK	Amount	
<i>Memorandum items 7, 8, 9.a, and 9.b are to be completed semiannually in the June and December reports only.</i>			
7. Additions to nonaccrual assets during the previous six months.....	C410	19,870	M.7.
8. Nonaccrual assets sold during the previous six months.....	C411	730	M.8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
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 holding companies assets at which either 1–4 family residential mortgage loan originations and purchases for resale (1) 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: (1).....	HT81	0	1.
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale (1).....	HT82	0	2.
3. 1-4 family residential mortgages sold during the quarter.....	HT83	49	3.
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5).....	HT84	0	4.
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).....	HT85	0	5.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter.....	HT86	0	6.
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:			
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	L191	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) 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 that:

- (1) Have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or
- (2) Are required to complete Schedule HC-D, Trading Assets and Liabilities.

	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	
Assets											
1. Available-for-sale debt and equity securities with readily determinable fair values not held for trading (1)	JA36	36,888,806	G474	0	G475	5,185,371	G476	31,703,435	G477	0	1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK										
3. Loans and leases held for sale	G478	0	G479	0	G480	0	G481	0	G482	0	2.
4. Loans and leases held for investment	G483	0	G484	0	G485	0	G486	0	G487	0	3.
5. Trading assets:	G488	0	G489	0	G490	0	G491	0	G492	0	4.
a. Derivative assets	BHCT										
a. Derivative assets	3543	868,372	G493	1,357,077	G494	0	G495	2,225,449	G496	0	5.a.
b. Other trading assets:	BHCK										
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	G497	375	G498	0	G499	0	G500	375	G501	0	5.b.
6. All other assets	F240	0	F684	0	F692	0	F241	0	F242	0	5.b.(1)
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5.b plus item 6)	G391	338,025	G392	0	G395	0	G396	338,025	G804	0	6.
	G502	38,095,578	G503	1,357,077	G504	5,185,371	G505	34,267,284	G506	0	7.
Liabilities											
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	462,295	G512	1,796,284	G513	0	G514	2,258,579	G515	0	10.a.
b. Other trading liabilities	BHCK										
11. Other borrowed money	G516	0	G517	0	G518	0	G519	0	G520	0	10.b.
12. Subordinated notes and debentures	G521	0	G522	0	G523	0	G524	0	G525	0	11.
13. All other liabilities	G526	0	G527	0	G528	0	G529	0	G530	0	12.
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13)	G805	129,842	G806	0	G807	0	G808	97,031	G809	32,811	13.
	G531	592,137	G532	1,796,284	G533	0	G534	2,355,610	G535	32,811	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

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	338,025	G542	0	G543	0	G544	338,025	G545	0	M.1.b.
c. BHTX											
G546	G546	0	G547	0	G548	0	G549	0	G550	0	M.1.c.
d. BHTX											
G551	G551	0	G552	0	G553	0	G554	0	G555	0	M.1.d.
e. BHTX											
G556	G556	0	G557	0	G558	0	G559	0	G560	0	M.1.e.
f. BHTX											
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	129,842	G567	0	G568	0	G569	97,031	G570	32,811	M.2.b.
c. BHTX											
G571	G571	0	G572	0	G573	0	G574	0	G575	0	M.2.c.
d. BHTX											
G576	G576	0	G577	0	G578	0	G579	0	G580	0	M.2.d.
e. BHTX											
G581	G581	0	G582	0	G583	0	G584	0	G585	0	M.2.e.
f. BHTX											
G586	G586	0	G587	0	G588	0	G589	0	G590	0	M.2.f.

Schedule HC-Q—Continued

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
<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:			
(1) Secured by 1-4 family residential properties.....	HT87		M.3.a.(1)
(2) All other loans secured by real estate.....	HT88		M.3.a.(2)
b. Commercial and industrial loans.....			
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....			
	HT89		M.3.c.
d. Other loans.....			
4. Unpaid principal balance of loans measured at fair value (reported in memorandum item 3):			
a. Loans secured by real estate:			
(1) Secured by 1-4 family residential properties.....	HT91		M.4.a.1.
(2) All other loans secured by real estate.....	HT92		M.4.a.2.
b. Commercial and industrial loans.....			
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....			
	HT93		M.4.c.
d. Other loans.....			
	F585		M.3.b.
	F589		M.3.d.
	F597		M.4.b.
	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
Common Equity Tier 1 Capital					
1.	Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares.....	P742	(696,813)		1.
		BHCT			
2.	Retained earnings.....	3247	10,776,756		2.
		BHCA			
3.	Accumulated other comprehensive income (AOCI).....	B530	(453,670)		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	9,626,273		5.
Common Equity Tier 1 Capital: Adjustments and Deductions					
6.	LESS: Goodwill net of associated deferred tax liabilities (DTLs).....	P841	634,963		6.
7.	LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs.....	P842	132,595		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	128,922		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	8,729,793		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.	Common equity tier 1 capital (item 12 minus item 18).....	P859	8,729,793			19.
Additional Tier 1 Capital						
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	882,010			23.
24.	LESS: Additional tier 1 capital deductions.....	P864	15,122			24.
25.	Additional tier 1 capital (greater of item 23 minus item 24, or zero).....	P865	866,888			25.
Tier 1 Capital						
26.	Tier 1 capital (sum of items 19 and 25).....	8274	9,596,681			26.
Tier 2 Capital						
27.	Tier 2 capital instruments plus related surplus.....	P866	1,099,453			27.
28.	Non-qualifying capital instruments subject to phase-out from tier 2 capital.....	P867	107,707			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	138,191			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	1,345,351			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	1,207,160			32.b.
33.	LESS: Tier 2 capital deductions.....	BHCA P872	0			33.
34. a.	Tier 2 capital (greater of item 32.a minus item 33, or zero).....	5311	1,345,351			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	1,207,160			34.b.
Total Capital						
35. a.	Total capital (sum of items 26 and 34.a).....	BHCA 3792	10,942,032			35.a.
b.	(Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b).....	BHCW 3792	10,803,841			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	
Total Assets for the Leverage Ratio					
36. Average total consolidated assets.....	3368			121,720,591	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			911,601	37.
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes.....	B596			406,374	38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38).....	A224			120,402,616	39.
Total Risk-Weighted Assets					
40. a. Total risk-weighted assets (from Schedule HC-R, Part II, item 31).....	A223			67,837,126	40.a.
b. (Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60).....	BHCW				
	A223			63,914,840	40.b.

	Column A		Column B		
	BHCA	Percentage	BHCW	Percentage	
Risk-Based Capital Ratios *					
41. Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19 divided by item 40.b).....	P793	12.8688	P793	13.6585	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	14.1467	7206	15.0148	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	16.1299	7205	16.9035	43.

	BHCA	Percentage	
Leverage Capital Ratios *			
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204	7.9705	44.
45. Advanced approaches holding companies only: Supplementary leverage ratio (From FFIEC 101 Schedule A, Table 2, item 2.22).....	H036	7.0367	45.

	BHCA	Percentage	
Capital Buffer *			
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:			
a. Capital conservation buffer	H311	8.1299	46.a.
b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer	H312	6.4013	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%	
Balance Sheet Asset Categories (2)											
1. Cash and balances due from depository institutions.....	BHCK D957 38,951,053	BHCK S396 0	BHCK D958 30,188,914				BHCK D959 7,343,507	BHCK S397 1,221,138	BHCK D960 76,435	BHCK S398 121,059	1.
2. Securities:											
a. Held-to-maturity securities.....	BHCK D961 13,165,159	BHCK S399 0	BHCK D962 8,952,577	BHCK HJ74 0	BHCK HJ75 0		BHCK D963 3,929,786	BHCK D964 0	BHCK D965 282,796	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 33,643,990	BHCK S402 60,382	BHCK D967 12,457,406	BHCK HJ76 0	BHCK HJ77 0		BHCK D968 19,900,143	BHCK D969 96,104	BHCK D970 1,129,955	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 134,000		BHCK D972 0				BHCK D973 134,000	BHCK S410 0	BHCK D974 0	BHCK S411 0	3.a.
b. Securities purchased under agreements to resell.....	BHCK H171 1,031,215	BHCK H172 1,031,215									3.b.
4. Loans and leases held for sale:											
a. Residential mortgage exposures.....	BHCK S413 0	BHCK S414 0	BHCK H173 0				BHCK S415 0	BHCK S416 0	BHCK S417 0		4.a.
b. High volatility commercial real estate exposures.....	BHCK S419 0	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
Balance Sheet Asset Categories (continued)									
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.

³ 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.

⁴ 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
	0	0	0	0	0		0	0	0	0
	BHCK S431	BHCK S432	BHCK S433	BHCK HJ80	BHCK HJ81		BHCK S434	BHCK S435	BHCK S436	BHCK S437
d. All other exposures.....	0	0	0	0	0		0	0	0	0
5. Loans and leases held for investment:	BHCK S439	BHCK S440	BHCK H178				BHCK S441	BHCK S442	BHCK S443	
a. Residential mortgage exposures.....	7,198,750	0	0				0	6,416,865	781,885	
b. High volatility commercial real estate exposures.....	BHCK S445	BHCK S446	BHCK H179				BHCK H180	BHCK H181	BHCK H182	BHCK S447
	371,194	0	0				0	0	0	371,194
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
	18,468	0	0	0	0		0	0	1,594	16,874
	BHCK S457	BHCK S458	BHCK S459	BHCK HJ84	BHCK HJ85		BHCK S460	BHCK S461	BHCK S462	BHCK S463
d. All other exposures.....	24,901,627	(1,302)	31	0	0		246,635	29	24,656,234	0
6. LESS: Allowance for loan and lease losses.....	BHCX 3123	BHCY 3123								
	112,581	112,581								

⁵ 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.

⁶ 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
	868,747	868,747	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).....	7,652,360	1,179,456	110,504	0	0		374,436	27,774	5,920,618	1,218
a. Separate account bank-owned life insurance.....										
b. Default fund contributions to central counterparties.....										

¹¹ 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				38,354	479,426
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

¹² 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.

¹³ 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.

¹⁴ 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	
			1250%	SSFA (15)	Gross-Up
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount
Securitization Exposures: On-and Off-Balance Sheet					
9. On-balance sheet securitization exposures:					
a. Held-to-maturity securities.....	BHCK S475	BHCK S476	BHCK S477	BHCK S478	BHCK S479
	1,143,719	1,143,719	0	265,746	0
b. Available-for-sale securities.....	BHCK S480	BHCK S481	BHCK S482	BHCK S483	BHCK S484
	3,244,816	3,244,816	0	681,717	0
c. Trading assets.....	BHCK S485	BHCK S486	BHCK S487	BHCK S488	BHCK S489
	0	0	0	0	0
d. All other on-balance sheet securitization exposures.....	BHCK S490	BHCK S491	BHCK S492	BHCK S493	BHCK S494
	0	0	0	0	0
10. Off-balance sheet securitization exposures.....	BHCK S495	BHCK S496	BHCK S497	BHCK S498	BHCK S499
	18,026	0	18,026	0	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							
			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
	132,212,517	7,414,452	51,709,432	0	0		31,928,507	7,761,910	32,849,517	510,345

	(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
	0	0	0	0			0	38,354

¹⁵ Simplified Supervisory Formula Approach.

¹⁶ 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.

¹⁷ 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
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk- Weighting (Excluding Securitization Exposures) (20)											
12. Financial standby letters of credit.....	BHCK D991 2,335,490	1.0	BHCK D992 2,335,490	BHCK D993 0	BHCK HJ92 0	BHCK HJ93 0		BHCK D994 62,225	BHCK D995 0	BHCK D996 2,272,865	BHCK S511 400
13. Performance standby letters of credit and transaction-related contingent items.....	BHCK D997 149,916	0.5	BHCK D998 74,958	BHCK D999 0				BHCK G603 0	BHCK G604 0	BHCK G605 70,570	BHCK S512 4,388
14. Commercial and similar letters of credit with an original maturity of one year or less.....	BHCK G606 29,695	0.2	BHCK G607 5,939	BHCK G608 0	BHCK HJ94 0	BHCK HJ95 0		BHCK G609 0	BHCK G610 0	BHCK G611 5,659	BHCK S513 280
15. Retained recourse on small business obligations sold with recourse.....	BHCK G612 0	1.0	BHCK G613 0	BHCK G614 0				BHCK G615 0	BHCK G616 0	BHCK G617 0	BHCK S514 0

¹⁸ Credit conversion factor.

¹⁹ 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.

²⁰ 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 9,866,335	1.0	BHCK S516 9,866,335	BHCK S517 0	BHCK S518 0	BHCK S519 0		BHCK S520 4,528,792	BHCK S521 2,609	BHCK S522 5,334,934	BHCK S523 0
17. All other off-balance sheet liabilities	BHCK G618 99,586	1.0	BHCK G619 99,586	BHCK G620 0				BHCK G621 0	BHCK G622 0	BHCK G623 99,586	BHCK S524 0
18. Unused commitments: (exclude unused commitments to asset-backed commercial paper conduits):											
a. Original maturity of one year or less	BHCK S525 4,715,802	0.2	BHCK S526 943,160	BHCK S527 0	BHCK HJ96 0	BHCK HJ97 0		BHCK S528 0	BHCK S529 0	BHCK S530 943,160	BHCK S531 0
b. Original maturity exceeding one year	BHCK G624 19,494,321	0.5	BHCK G625 9,747,161	BHCK G626 0	BHCK HJ98 0	BHCK HJ99 0		BHCK G627 2,009	BHCK G628 131	BHCK G629 9,668,767	BHCK S539 76,254
19. Unconditionally cancelable commitments	BHCK S540 812,869	0.0	BHCK S541 0								
20. Over-the-counter derivatives			BHCK S542 3,393,305	BHCK S543 5,171	BHCK HK00 0	BHCK HK01 0	BHCK S544 0	BHCK S545 875,833	BHCK S546 3,587	BHCK S547 2,508,710	BHCK S548 4
21. Centrally cleared derivatives			BHCK S549 232,346	BHCK S550 30,256	BHCK S551 202,090	BHCK S552 0		BHCK S554 0	BHCK S555 0	BHCK S556 0	BHCK S557 0
22. Unsettled transactions (failed trades) (24)	BHCK H191 0			BHCK H193 0				BHCK H194 0	BHCK H195 0	BHCK H196 0	BHCK H197 0

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	BHCK H302
				0	0
17. All other off-balance sheet liabilities.....					
18. Unused commitments: (exclude unused commitments to asset-backed commercial paper conduits):				BHCK H303	BHCK H304
a. Original maturity of one year or less.....				0	0
b. Original maturity exceeding one year				BHCK H307	BHCK H308
				0	0
19. Unconditionally cancelable commitments					
				BHCK H309	BHCK H310
20. Over-the-counter derivatives				0	0
21. Centrally cleared derivatives					
22. Unsettled transactions (failed trades) (27).....	BHCK H198	BHCK H199	BHCK H200		
	0	0	0		

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

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

²⁷ 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)								
	BHCK G630	BHCK S558	BHCK S559	BHCK S560	BHCK G631	BHCK G632	BHCK G633	BHCK S561
	51,744,859	202,090	0	0	37,397,366	7,768,237	53,753,768	591,671
24. Risk weight factor	X 0%	X 2%	X 4%	X 10%	X 20%	X 50%	X 100%	X 150%
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)								
	BHCK G634	BHCK S569	BHCK S570	BHCK S571	BHCK G635	BHCK G636	BHCK G637	BHCK S572
	0	4,042	0	0	7,479,473	3,884,119	53,753,768	887,507

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)	0	0	0	0	0	0	18,026	23.
24. Risk weight factor	X 250%	X 300%	X 400%	X 600%	X 625%	X 937.5%	X 1250%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	0	0	0	0	0	0	225,325	25.

	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	67,661,123	26.
27. Standardized market-risk weighted assets (applicable only to holding companies that are covered by the market risk capital rules).....	.S581	176,003	27.
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated transfer risk reserve (29).....	.B704	67,837,126	28.
29. LESS: Excess allowance for loan and lease losses .....	.A222	0	29.
30. LESS: Allocated transfer risk reserve .....	.3128	0	30.
31. Total risk-weighted assets (item 28 minus items 29 and 30).....	.G641	67,837,126	31.

²⁸ 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.

²⁹ 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	1,340,628	M.1.

	Dollar Amounts in Thousands						
	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:							
a. Interest rate .....	.S582	384,715	.S583	3,141,299	.S584	2,315,209	M.2.a.
b. Foreign exchange rate and gold .....	.S585	287,564,447	.S586	545,423	.S587	0	M.2.b.
c. Credit (investment grade reference asset) .....	.S588	0	.S589	0	.S590	0	M.2.c.
d. Credit (non-investment grade reference asset) .....	.S591	0	.S592	0	.S593	0	M.2.d.
e. Equity .....	.S594	31,835	.S595	0	.S596	451,575	M.2.e.
f. Precious metals (except gold) .....	.S597	0	.S598	0	.S599	0	M.2.f.
g. Other .....	.S600	0	.S601	0	.S602	0	M.2.g.
3. Notional principal amounts of centrally cleared derivative contracts:							
a. Interest rate .....	.S603	65,042	.S604	4,015,882	.S605	2,262,806	M.3.a.
b. Foreign exchange rate and gold .....	.S606	0	.S607	0	.S608	0	M.3.b.
c. Credit (investment grade reference asset) .....	.S609	0	.S610	0	.S611	0	M.3.c.
d. Credit (non-investment grade reference asset) .....	.S612	0	.S613	0	.S614	0	M.3.d.
e. Equity .....	.S615	0	.S616	0	.S617	0	M.3.e.
f. Precious metals (except gold) .....	.S618	0	.S619	0	.S620	0	M.3.f.
g. Other .....	.S621	0	.S622	0	.S623	0	M.3.g.

	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	M.4.

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

							C000	
	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
Securitization Activities								
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....	BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711	1.
	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.....	BHCK HU09	BHCK HU10	BHCK HU11	BHCK HU12	BHCK HU13	BHCK HU14	BHCK HU15	2.
	0	0	0	0	0	0	0	
<i>Item 3 is to be completed by holding companies with \$100 billion or more in total assets. (1)</i>								
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1.....	BHCK B726	BHCK B727	BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732	3.
	0	0	0	0	0	0	0	
4. Past due loan amounts included in item 1:								
a. 30-89 days past due.....	BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739	4.a.
	0	0	0	0	0	0	0	
b. 90 days or more past due.....	BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746	4.b.
	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.....	BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753	5.a.
	0	0	0	0	0	0	0	
b. Recoveries.....	BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760	5.b.
	0	0	0	0	0	0	0	

¹ The \$100 billion asset-size test is based on the total assets reported on the June 30, 2017 report.

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
<i>Items 6 and 10 are to be completed by holding companies with \$10 billion or more in total assets. (2)</i>							
6. Total amount of ownership (or seller's) interest carried as securities or loans.....		BHCK HU16 0	BHCK HU17 0			BHCK HU18 0	6.
7. and 8. Not applicable							
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....	BHCK B776 0			BHCK B779 0	BHCK B780 0	BHCK B781 0	BHCK B782 0
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures.....	BHCK B783 0			BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0
Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized.....	BHCK B790 0						BHCK B796 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 0						BHCK B803 0

2 The \$10 billion asset-size tests are based on the total assets reported on the June 30, 2017 report.

Schedule HC-S—Continued

Memoranda

	Dollar Amounts in Thousands	BHCK	Amount	
1. Not applicable				
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.
<i>Memorandum item 3 is to be completed by holding companies with \$10 billion or more in total assets. (2)</i>				
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 (2)		B806	0	M.3.a1.
(2) Conduits sponsored by other unrelated institutions (2).....		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 G) (2,3).....		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 The \$10 billion asset-size test is based on the total assets reported on the June 30, 2017 report.

3 Memorandum item 4 is to be completed by holding companies with \$10 billion or more in total assets that (1) 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) Other VIEs		
	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 the consolidated VIEs:					
a. Cash and balances due from depository institutions.....	J981	0	JF84	0	1.a.
b. Securities not held for trading.....	HU20	0	HU21	0	1.b.
c. Loans and leases held for investment, net of allowance, and held for sale.....	HU22	0	HU23	0	1.c.
d. Other real estate owned.....	K009	0	JF89	0	1.d.
e. Other assets.....	JF91	0	JF90	0	1.e.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:					
a. Other borrowed money.....	JF92	0	JF85	0	2.a.
b. Other liabilities.....	JF93	0	JF86	0	2.b.
3. All other assets of consolidated VIEs (not included in items 1.a. through 1.e above).....	K030	0	JF87	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.b above).....	K033	0	JF88	0	4.
Dollar Amounts in Thousands					
5. Total assets of asset-backed commercial paper (ABCP) conduit VIEs.....			JF77	0	5.
6. Total liabilities of ABCP conduit VIEs.....			JF78	0	6.

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	5357	0	2.
3. 5358	5358	0	3.
4. 5359	5359	0	4.
5. 5360	5360	0	5.
6. B027	B027	0	6.

Notes to the Balance Sheet (Other)—Continued

	TEXT	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.