

Board of Governors of the Federal Reserve System

RSSD ID: 1119794



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

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

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

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

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

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

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

Date of Report:

June 30, 2007

Month / Date / Year (BHCK 9999)

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

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

U.S. BANCORP

Legal Title of Bank Holding Company (TEXT 9010)

800 NICOLLET MALL

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

MINNEAPOLIS

MN

55402

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

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RSSD ID _____

C.I. _____

S.F. _____

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Schedule HI—Continued

	Dollar Amounts in Thousands			
	BHCK			
6. a. Realized gains (losses) on held-to-maturity securities	3521		0	6.a.
b. Realized gains (losses) on available-for-sale securities	3196		4000	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits	4135		1548000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		336000	7.b.
c. (1) Goodwill impairment losses	C216		0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		189000	7.c.(2)
d. Other noninterest expense ⁴	4092		1072000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		3145000	7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301		3319000	8.
9. Applicable income taxes (foreign and domestic)	4302		993000	9.
10. Minority interest	4484		40000	10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)	4300		2286000	11.
12. Extraordinary items, net of applicable taxes and minority interest ⁵	4320		0	12.
13. Net income (loss) (sum of items 11 and 12)	4340		2286000	13.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

1. Net interest income (item 3 above) on a fully taxable equivalent basis	BHCK				
	4519		3316000		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis					
	4592		3354000		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		53000		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		114000		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number		
	4150		51720		M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):					
a. Income and fees from the printing and sale of checks	BHCK				
	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		121000		M.6.c.
d. Rent and other income from other real estate owned					
	4042		0		M.6.d.
e. Safe deposit box rent					
	C015		0		M.6.e.
f. TEXT MERCHANT PROCESSING SERVICES					
	8562		535000		M.6.f.
g. TEXT CREDIT AND DEBIT CARD REVENUE					
	8563		433000		M.6.g.
h. TEXT CORPORATE PAYMENT PRODUCTS REVENUE					
	8564		302000		M.6.h.
i. Net change in the fair values of financial instruments accounted for under a fair value option					
	F229		0		M.6.i.

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Schedule HI—Continued

MEMORANDA (continued)

		Dollar Amounts in Thousands			BHCK			
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):								
a.	Data processing expenses	C017					101000	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.	TEXT 8565 AMORTIZATION OF AFFORDABLE HOUSING INVESTMENTS	8565					117000	M.7.h.
i.	TEXT 8566	8566					0	M.7.i.
j.	TEXT 8567	8567					0	M.7.j.
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):								
a.	(1) TEXT 3571	3571					0	M.8.a.(1)
	(2) Applicable income tax effect	BHCK	3572				0	M.8.a.(2)
b.	(1) TEXT 3573	3573					0	M.8.b.(1)
	(2) Applicable income tax effect	BHCK	3574				0	M.8.b.(2)
c.	(1) TEXT 3575	3575					0	M.8.c.(1)
	(2) Applicable income tax effect	BHCK	3576				0	M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):								
a.	Interest rate exposures	8757					8000	M.9.a.
b.	Foreign exchange exposures	8758					21000	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.
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.
12.	a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431					184000	M.12.a.
	b. (1) Premiums on insurance related to the extension of credit	C242					18000	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					14000	M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no)								
		BHCK						
		A530					0	M.13.

Schedule HI—Continued

MEMORANDA (continued)

14. Not applicable	BHCK				
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409			24000	M.15.

Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.

	Year-to-date				
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))	BHCK				
	F228			0	M.16.

Schedule HI-A—Changes in Equity Capital

	Dollar Amounts in Thousands				
	BHCK				
1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217			21197000	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles ¹	B507			0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508			21197000	3.
	bhct				
4. Net income (loss) (must equal Schedule HI, item 13)	4340			2286000	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			0	6.b.
7. Sale of treasury stock	4782			351000	7.
8. LESS: Purchase of treasury stock	4783			1836000	8.
9. Changes incident to business combinations, net	4356			79000	9.
10. LESS: Cash dividends declared on preferred stock	4598			30000	10.
11. LESS: Cash dividends declared on common stock	4460			1388000	11.
12. Other comprehensive income ²	B511			-336000	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591			0	13.
14. Other adjustments to equity capital (not included above)	3581			7000	14.
15. Total 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 28 on Schedule HC, Balance Sheet)	bhct				
	3210			20330000	15.

1. Include the cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option, and describe separately in the Notes to the Income Statement—Other, item 1.
2. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and changes in minimum pension liability adjustments.

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

Dollar Amounts in Thousands	Charge-offs ¹ (Column A)			Recoveries (Column B)			
	BHCK			BHCK			
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.....	3582		2000	3583		0	1.a.
b. Secured by farmland in domestic offices	3584		0	3585		0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:							
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411		17000	5412		1000	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:							
(a) Secured by first liens	C234		28000	C217		1000	1.c.(2)(a)
(b) Secured by junior liens	C235		19000	C218		3000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		1000	3589		0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3590		9000	3591		2000	1.e.
f. In foreign offices	B512		0	B513		0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. To U.S. banks and other U.S. depository institutions	4653		0	4663		0	2.a.
b. To foreign banks	4654		0	4664		0	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655		1000	4665		0	3.
4. Commercial and industrial loans:							
a. To U.S. addressees (domicile)	4645		74000	4617		24000	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		187000	B515		32000	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516		107000	B517		34000	5.b.
6. Loans to foreign governments and official institutions	4643		0	4627		0	6.
7. All other loans	4644		4000	4628		2000	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F185		11000	F187		4000	8.a.
b. All other leases	C880		29000	F188		18000	8.b.
9. Total (sum of items 1 through 8)	4635		489000	4605		121000	9.

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

Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Charge-offs ¹				(Column B) Recoveries				
	Calendar year-to-date								
	BHCK				BHCK				
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		3000		5410			0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).	4652		0		4662			0	M.2.

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

	Calendar year-to-date				
	BHCK				
	C388			60000	
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)					M.3.

	(Column A) Charge-offs ¹				(Column B) Recoveries				
	Calendar year-to-date								
	BHCK				BHCK				
4. Construction, land development, and other land loans (sum of Memorandum items 4.a and 4.b must equal Schedule HI-B, part I, item 1.a):									
a. 1-4 family residential construction loans	C891		1000		C892			0	M.4.a.
b. Other construction loans and all land development and other land loans	C893		1000		C894			0	M.4.b.
5. Loans secured by nonfarm nonresidential properties (sum of Memorandum items 5.a and 5.b must equal Schedule HI-B, part I, item 1.e):									
a. Loans secured by owner-occupied nonfarm nonresidential properties	C895		2000		C896			1000	M.5.a
b. Loans secured by other nonfarm nonresidential properties	C897		7000		C898			1000	M.5.b.

II. Changes in allowance for loan and lease losses	BHCK				
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522		2022000		1.
	bhct				
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605		121000		2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	BHCK				
	C079		483000		3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	5523		6000		4.
	bhct				
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230		368000		5.
	BHCK				
6. Adjustments (see instructions for this schedule)	C233		6000		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		2028000		7.

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

Schedule HI-B—Continued

MEMORANDA

	BHCK				
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) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges ..	C389			64000	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.
Memorandum item 4 is to be completed by all bank holding companies.					
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781			0	M.4.

Notes to the Income Statement—Predecessor Financial Items

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

	Dollar Amount in Thousands				
	BHBC				
1. Total interest income	4107			0	1.
a. Interest income on loans and leases	4094			0	1.a.
b. Interest income on investment securities	4218			0	1.b.
2. Total interest expense	4073			0	2.
a. Interest expense on deposits	4421			0	2.a.
3. Net interest income	4074			0	3.
4. Provision for loan and lease losses	4230			0	4.
5. Total noninterest income	4079			0	5.
a. Income from fiduciary activities	4070			0	5.a.
b. Trading revenue	A220			0	5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490			0	5.c.
d. Venture capital revenue	B491			0	5.d.
e. Net securitization income	B493			0	5.e.
f. Insurance commissions and fees	B494			0	5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities	4091			0	6.
7. Total noninterest expense	4093			0	7.
a. Salaries and employee benefits	4135			0	7.a.
b. Goodwill impairment losses	C216			0	7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments	4301			0	8.
9. Applicable income taxes	4302			0	9.
10. Minority interest	4484			0	10.
11. Extraordinary items, net of applicable income taxes and minority interest	4320			0	11.
12. Net income (loss)	4340			0	12.
13. Cash dividends declared	4475			0	13.
14. Net charge-offs	6061			0	14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	4519			0	15.

Notes to the Income Statement—Other

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

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

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

Example

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

TEXT	BHCK			
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 Amount in Thousands	BHCK			
1. Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option					
		F465			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 Amount in Thousands	BHCK			
11.	B047					
			B047			0 11.
12.	B048					
			B048			0 12.
13.	B049					
			B049			0 13.
14.	B050					
			B050			0 14.
15.	B051					
			B051			0 15.
16.	B052					
			B052			0 16.
17.	B053					
			B053			0 17.
18.	B054					
			B054			0 18.
19.	B055					
			B055			0 19.
20.	B056					
			B056			0 20.

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RSSD ID:
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U.S. BANCORP

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20070630

Schedule HC—Consolidated Balance Sheet

		Dollar Amounts in Thousands		BHCK				
ASSETS								
1. Cash and balances due from depository institutions:								
a. Noninterest-bearing balances and currency and coin ¹		0081				6534000	1.a.	
b. Interest-bearing balances: ²								
(1) In U.S. offices		0395				20000	1.b.(1)	
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs		0397				17000	1.b.(2)	
2. Securities:								
a. Held-to-maturity securities (from Schedule HC-B, column A)		1754				81000	2.a.	
b. Available-for-sale securities (from Schedule HC-B, column D).....		1773				39433000	2.b.	
3. Federal funds sold and securities purchased under agreements to resell:								
a. Federal funds sold in domestic offices	BHDM	B987				89000	3.a.	
b. Securities purchased under agreements to resell ³	BHCK	B989				2000	3.b.	
4. Loans and lease financing receivables:								
a. Loans and leases held for sale		5369				4552000	4.a.	
b. Loans and leases, net of unearned income	B528					145708000	4.b.	
c. LESS: Allowance for loan and lease losses	3123					2028000	4.c.	
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529					143680000	4.d.	
5. Trading assets (from Schedule HC-D)		3545				368000	5.	
6. Premises and fixed assets (including capitalized leases)		2145				1798000	6.	
7. Other real estate owned (from Schedule HC-M).....		2150				188000	7.	
8. Investments in unconsolidated subsidiaries and associated companies		2130				147000	8.	
9. Not applicable								
10. Intangible assets:								
a. Goodwill		3163				7593000	10.a.	
b. Other intangible assets (from Schedule HC-M)		0426				3352000	10.b.	
11. Other assets (from Schedule HC-F)		2160				14676000	11.	
12. Total assets (sum of items 1 through 11)		2170				222530000	12.	

1. Includes cash items in process of collection and unposted debits.
 2. Includes time certificates of deposit not held for trading.
 3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

RSSD ID:

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		Dollar Amounts in Thousands		BHDM			
LIABILITIES							
13. Deposits:							
a. In domestic offices (from Schedule HC-E):							
	(1) Noninterest-bearing ¹	6631				29545000	13.a.(1)
	(2) Interest-bearing	6636				82440000	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:							
	(1) Noninterest-bearing	BHFN				0	13.b.(1)
	(2) Interest-bearing	6636				7717000	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:							
	a. Federal funds purchased in domestic offices ²	BHDM	B993			4420000	14.a.
	b. Securities sold under agreements to repurchase ³	BHCK	B995			7331000	14.b.
	15. Trading liabilities (from Schedule HC-D)		3548			241000	15.
	16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)		3190			48936000	16.
	17. Not applicable						
	18. Not applicable						
	19. a. Subordinated notes and debentures ⁴		4062			8117000	19.a.
	b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities		C699			4061000	19.b.
	20. Other liabilities (from Schedule HC-G)		2750			8684000	20.
	21. Total liabilities (sum of items 13 through 20)		2948			201492000	21.
	22. Minority interest in consolidated subsidiaries and similar items		3000			708000	22.
EQUITY CAPITAL							
	23. Perpetual preferred stock and related surplus		3283			1000000	23.
	24. Common stock (par value)		3230			20000	24.
	25. Surplus (exclude all surplus related to preferred stock)		3240			5748000	25.
	26. a. Retained earnings		3247			22110000	26.a.
	b. Accumulated other comprehensive income ⁵		B530			-1072000	26.b.
	27. Other equity capital components ⁶		A130			-7476000	27.
	28. Total equity capital (sum of items 23 through 27)		3210			20330000	28.
	29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)		3300			222530000	29.

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

		BHCK	
1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0" for no)		C884	M.1
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. ⁷			

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

b. _____
(1) Name of Engagement Partner (TEXT C704)

(2) City (TEXT C708)

(2) E-mail Address (TEXT C705)

(3) State Abbrev. (TEXT C714)

(4) Zip Code (TEXT C715)

- Includes total demand deposits and noninterest-bearing time and savings deposits.
- Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."
- Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.
- Includes limited-life preferred stock and related surplus.
- Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
- Includes treasury stock and unearned Employee Stock Ownership Plan shares.
- The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.

RSSD ID:

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK		BHCK		BHCK		BHCK		
1. U.S. Treasury securities	0211	0	0213	0	1286	4000	1287	4000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. government agencies ¹	1289	0	1290	0	1291	50000	1293	50000	2.a.
b. Issued by U.S. government- sponsored agencies ²	1294	0	1295	0	1297	420000	1298	415000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	62000	8497	64000	8498	5798000	8499	5695000	3.
4. Mortgage-backed securities (MBS)									
a. Pass-through securities:									
(1) Guaranteed by GNMA	1698	0	1699	0	1701	706000	1702	678000	4.a.(1)
(2) Issued by FNMA and FHLMC	1703	0	1705	0	1706	19624000	1707	18659000	4.a.(2)
(3) Other pass-through securities	1709	6000	1710	6000	1711	0	1713	0	4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714	0	1715	0	1716	7820000	1717	7759000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718	0	1719	0	1731	0	1732	0	4.b.(2)
(3) All other mortgage-backed securities	1733	0	1734	0	1735	4447000	1736	4343000	4.b.(3)
5. Asset-backed securities (ABS)	C026	0	C988	0	C989	6000	C027	6000	5.
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	1315000	1741	1282000	6.a.
b. Foreign debt securities	1742	13000	1743	13000	1744	114000	1746	112000	6.b.

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

Schedule HC-B—Continued

RSSD ID:

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value ¹		
	BHCK		BHCK		BHCK		BHCK		
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	423000	A511	430000	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct						bhct		8.
	1754	81000	1771	83000	1772	40727000	1773	39433000	

MEMORANDA

	BHCK			
1. Pledged securities ¹	0416		32628000	M.1.
2. Remaining maturity or next repricing date of debt securities ^{2,3} (Schedule HC-B, items 1 through 6.b in columns A and D above):				
a. 1 year and less	0383		8471000	M.2.a.
b. Over 1 year to 5 years	0384		4157000	M.2.b.
c. Over 5 years	0387		26456000	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778		0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):				
a. Amortized cost	8782		0	M.4.a.
b. Fair value	8783		0	M.4.b.

Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.

	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value ¹		
	BHCK		BHCK		BHCK		BHCK		
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):									
a. Credit card receivables	B838	0	B839	0	B840	0	B841	0	5.a.
b. Home equity lines	B842	0	B843	0	B844	6000	B845	6000	5.b.
c. Automobile loans	B846	0	B847	0	B848	0	B849	0	5.c.
d. Other consumer loans	B850	0	B851	0	B852	0	B853	0	5.d.
e. Commercial and industrial loans	B854	0	B855	0	B856	0	B857	0	5.e.
f. Other	B858	0	B859	0	B860	0	B861	0	5.f.

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

RSSD ID:
1119794

Schedule HC-C—Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCK				BHDM				
1. Loans secured by real estate	1410		67888000						1.
a. Construction, land development, and other land loans					1415		8966000		1.a.
b. Secured by farmland					1420		895000		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					1797		11594000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens					5367		25075000		1.c.(2)(a)
(b) Secured by junior liens					5368		4313000		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties					1460		1649000		1.d.
e. Secured by nonfarm nonresidential properties					1480		15396000		1.e.
2. Loans to depository institutions and acceptances of other banks					1288		635000		2.
a. To U.S. banks and other U.S. depository institutions	1292		512000						2.a.
b. To foreign banks	1296		123000						2.b.
3. Loans to finance agricultural production and other loans to farmers	1590		1096000	1590		1096000			3.
4. Commercial and industrial loans				1766		33117000			4.
a. To U.S. addressees (domicile)	1763		32997000						4.a.
b. To non-U.S. addressees (domicile)	1764		529000						4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)					1975		27721000		6.
a. Credit cards	B538		9429000						6.a.
b. Other revolving credit plans	B539		2579000						6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011		15713000						6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081		0	2081		0			7.
8. Not applicable									
9. a. Loans for purchasing and carrying securities (secured and unsecured)	1545		603000	1545		603000			9.a.
b. All other loans	1564		6506000	1564		6506000			9.b.
10. Lease financing receivables (net of unearned income)					2165		12285000		10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162		6572000						10.a.
b. All other leases	F163		5713000						10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123		0	2123		0			11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122		150260000	2122		149851000			12.

Schedule HC-C—Continued

MEMORANDA

		Consolidated			
		BHCK			
Dollar Amounts in Thousands					
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures)					
	1616		12000		M.1.
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		4674000		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)					
	B837		24000		M.3.
Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)					
	C391		380000		M.4.
Memorandum item 5 is to be completed by all bank holding companies.					
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance	C779		1000		M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9.....	C780		0		M.5.b.
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))					
	F230		4000		M.6.a.
Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) as of December 31, 2006, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties					
	F231		0		M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 6.a above					
	F232		0		M.6.c.
7. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 7.a and 7.b must equal Schedule HC-C, item 1.a):					
a. 1-4 family residential construction loans	F158		1426000		M.7.a.
b. Other construction loans and all land development and other land loans	F159		7540000		M.7.b.
8. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 8.a and 8.b must equal Schedule HC-C, item 1.e):					
a. Loans secured by owner-occupied nonfarm nonresidential properties.....	F160		7222000		M.8.a.
b. Loans secured by other nonfarm nonresidential properties	F161		8174000		M.8.b.

Schedule HC-D—Trading Assets and Liabilities

RSSD ID:

1119794

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

Dollar Amounts in Thousands		BHCK			
ASSETS					
1. U.S. Treasury securities in domestic offices	3531			0	1.
2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities).....	3532			0	2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices	3533			0	3.
4. Mortgage-backed securities (MBS) in domestic offices:					
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534			0	4.a.
b. Other MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	3535			0	4.b.
c. All other mortgage-backed securities	3536			0	4.c.
5. Other debt securities in domestic offices	3537			58000	5.
6.–8. Not applicable					
9. Other trading assets in domestic offices	3541			3000	9.
10. Trading assets in foreign offices	3542			0	10.
11. Derivatives with a positive fair value:					
a. In domestic offices	3543			307000	11.a.
	BHFN				
b. In foreign offices	3543			0	11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)	bhct				
	3545			368000	12.
LIABILITIES					
	BHCK				
13. Liability for short positions	3546			0	13.
14. Derivatives with a negative fair value	3547			241000	14.
	bhct				
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule HC, item 15)	3548			241000	15.

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands					
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
	BHCB				
a. Demand deposits	2210			29545000	1.a.
b. NOW, ATS, and other transaction accounts	3187			25841000	1.b.
c. Money market deposit accounts and other savings accounts.....	2389			29991000	1.c.
d. Time deposits of less than \$100,000.....	6648			14384000	1.d.
e. Time deposits of \$100,000 or more.....	2604			12224000	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
	BHOD				
a. Noninterest-bearing balances	3189			0	2.a.
b. 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 less than \$100,000.....	6648			0	2.d.
e. Time deposits of \$100,000 or more.....	2604			0	2.e.

MEMORANDA

	BHDM				
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243			0	M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164			0	M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242			11073000	M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less	A245			7717000	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).

RSSD ID:

1119794

Schedule HC-F—Other Assets

	Dollar Amounts in Thousands			BHCK			
1. Accrued interest receivable ¹	B556		1005000				1.
2. Net deferred tax assets ²	2148		0				2.
3. Interest-only strips receivable (not in the form of a security) ³ on:							
a. Mortgage loans	A519		0				3.a.
b. Other financial assets.....	A520		7000				3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		944000				4.
5. Life insurance assets	C009		5005000				5.
6. Other	2168		7715000				6.
	bhct						
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		14676000				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			
1. Not applicable							
2. Net deferred tax liabilities ¹	3049		1218000				2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557		232000				3.
4. Other	B984		7234000				4.
	bhct						
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750		8684000				5.

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

Schedule HC-H—Interest Sensitivity¹

	Dollar Amounts in Thousands			BHCK			
1. Earning assets that are repriceable within one year or mature within one year	3197		91152000				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		30438000				2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298		15343000				3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)	3408		1000000				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		520000				5.

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

RSSD ID:
1119794

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

I. Property and Casualty Underwriting

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

Dollar Amounts in Thousands		BHCK				
ASSETS						
1. Reinsurance recoverables		B988			0	1.
2. Total assets		C244			0	2.
LIABILITIES						
3. Claims and claims adjustment expense reserves		B990			0	3.
4. Unearned premiums		B991			0	4.
5. Total equity		C245			0	5.
6. Net income		C246			0	6.

II. Life and Health Underwriting

		BHCK				
ASSETS						
1. Reinsurance recoverables		C247			1000	1.
2. Separate account assets		B992			0	2.
3. Total assets		C248			308000	3.
LIABILITIES						
4. Policyholder benefits and contractholder funds		B994			12000	4.
5. Separate account liabilities		B996			0	5.
6. Total equity		C249			281000	6.
7. Net income		C250			4000	7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK				
ASSETS						
1. Securities		3515			40704000	1.
2. Federal funds sold and securities purchased under agreements to resell		3365			112000	2.
3. Loans and leases		3516			149987000	3.
4. a. Trading assets		3401			233000	4.a.
b. Other earning assets		B985			1265000	4.b.
5. Total consolidated assets		3368			222792000	5.
LIABILITIES						
6. Interest-bearing deposits (domestic)		3517			82765000	6.
7. Interest-bearing deposits (foreign)		3404			8233000	7.
8. Federal funds purchased and securities sold under agreements to repurchase		3353			14773000	8.
9. All other borrowed money		2635			47072000	9.
10. Not applicable						
EQUITY CAPITAL						
11. Equity capital (excludes limited-life preferred stock)		3519			20895000	11.

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C.I.	<input type="text"/>

(Report only transactions with nonrelated institutions)

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

Dollar Amounts in Thousands

	BHCK			
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		14578000	1.a.
b. Credit card lines	3815		61146000	1.b.
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		6467000	1.c.(1)
(a) 1-4 family residential construction loan commitments	F164		1068000	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165		5399000	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550		5011000	1.c.(2)
d. Securities underwriting	3817		0	1.d.
e. Other unused commitments	3818		53039000	1.e.
2. Financial standby letters of credit and foreign office guarantees	6566		11976000	2.
a. Amount of financial standby letters of credit conveyed to others	3820		435000	2.a.
3. Performance standby letters of credit and foreign office guarantees	6570		393000	3.
a. Amount of performance standby letters of credit conveyed to others	3822		0	3.a.
4. Commercial and similar letters of credit	3411		495000	4.
5. Not applicable				
6. Securities lent	3433		18239000	6.

	Guarantor (Column A)			Beneficiary (Column B)		
	BHCK			BHCK		
7. Credit derivatives:						
a. Notional amounts:						
(1) Credit default swaps	C968		0	C969		66000
(2) Total return swaps	C970		0	C971		0
(3) Credit options	C972		0	C973		0
(4) Other credit derivatives	C974		532000	C975		201000
b. Gross fair values:						
(1) Gross positive fair value	C219		0	C221		0
(2) Gross negative fair value	C220		0	C222		1000

	BHCK			
8. Spot foreign exchange contracts	8765		115000	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 28, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 28)				
a. Securities borrowed	3430		2700000	9.
b. Commitments to purchase when-issued securities	3432		0	9.a.
c. Commitments to sell when-issued securities	3434		0	9.b.
	3435		0	9.c.
d. TEXT 6561	6561		0	9.d.
e. TEXT 6562	6562		0	9.e.
f. TEXT 6568	6568		0	9.f.
g. TEXT 6586	6586		0	9.g.

10. Not applicable

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
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):					
	BHCK 8693	BHCK 8694	BHCK 8695	BHCK 8696	
a. Futures contracts	4175000	0	0	0	11.a.
	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	
b. Forward contracts	7957000	4657000	0	0	11.b.
c. Exchange-traded option contracts:					
	BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704	
(1) Written options	5442000	0	0	0	11.c.(1)
	BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708	
(2) Purchased options	0	0	0	0	11.c.(2)
d. Over-the-counter option contracts:					
	BHCK 8709	BHCK 8710	BHCK 8711	BHCK8712	
(1) Written options	4385000	328000	0	0	11.d.(1)
	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	
(2) Purchased options	1755000	328000	0	0	11.d.(2)
	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	
e. Swaps	42513000	1804000	85000	0	11.e.
12. Total gross notional amount of derivative contracts held for trading					
	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	
	29574000	5225000	0	0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading					
	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	
	36653000	1892000	85000	0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
	BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736	
(1) Gross positive fair value	257000	74000	0	0	14.a.(1)
	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	
(2) Gross negative fair value	197000	66000	0	0	14.a.(2)
b. Contracts held for purposes other than trading:					
	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	
(1) Gross positive fair value	145000	42000	0	0	14.b.(1)
	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	
(2) Gross negative fair value	173000	4000	2000	0	14.b.(2)

Schedule HC-M—Memoranda

		Dollar Amounts in Thousands		BHCK			
1.	Total number of bank holding company common shares outstanding	NUMBER (UNROUNDED)					
		3459	1727876326				
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	11277000				
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	20763000				
4.	Other assets acquired in satisfaction of debts previously contracted	6557	7000				
5.	Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....	A288	0				
6.	Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments).....	3656	0				
7.	Not applicable						

8.	Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no).....	BHCK	C251	1				8.
9.	Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no).....	BHCK	6689	0				9.
10.	Not applicable							
11.	Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this questions is no, complete the FR Y-10.	BHCK	6416	1				11.

TEXT
6428

Name of bank holding company official verifying FR Y-10 reporting
(Please type or print)

Area Code and Phone Number (TEXT 9009)

12.	Intangible assets other than goodwill:	BHCK						
a.	Mortgage servicing assets	3164	1649000					12.a.
	(1) Estimated fair value of mortgage servicing assets	6438	1649000					12.a.(1)
b.	Purchased credit card relationships and nonmortgage servicing assets	B026	164000					12.b.
c.	All other identifiable intangible assets	5507	1539000					12.c.
		bhct						
d.	Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b).....	0426	3352000					12.d.
13.	Other real estate owned:	BHCK						
a.	Real estate acquired in satisfaction of debts previously contracted.....	2744	188000					13.a.
b.	Other real estate owned.....	2745	0					13.b.
		bhct						
c.	Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7).....	2150	188000					13.c.
14.	Other borrowed money:	BHCK						
a.	Commercial paper.....	2309	9612000					14.a.
b.	Other borrowed money with a remaining maturity of one year or less.....	2332	17481000					14.b.
c.	Other borrowed money with a remaining maturity of more than one year	2333	21843000					14.c.
		bhct						
d.	Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16).....	3190	48936000					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).....	BHCK	B569	1				15.
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16.	Assets under management in proprietary mutual funds and annuities	BHCK	B570	89777000				16.
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Schedule HC-M—Continued

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

17. Does the bank 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).....

BHCK	
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 bank holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "0" for no).....

BHCK	
C159	1

18.

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

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

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

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

BHCK	
C700	

19.a.

b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no).....

C701	
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19.b.

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

	BHCK			
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	87000		20.a.
b. Balances due from related institutions:				
(1) Due from the bank holding company (parent company only), gross	4832	0		20.b.(1)
(2) Due from subsidiary banks of the bank holding company, gross.....	4833	65000		20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834	0		20.b.(3)
c. Balances due to related institutions:				
(1) Due to bank holding company (parent company only), gross.....	5041	0		20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross.....	5043	1000		20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045	0		20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors.....	5047	0		20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act	C253	0		21.

Schedule HC-M—Continued

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

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

TEXT
C497

http:// PHX.CORPORATE-IR.NET/PHOENIX.ZHTML?C=117565&P=IROL-10Q-CALLREPORTS

22.

Memoranda item 23 is to be completed by all bank holding companies.

		Dollar Amounts in Thousands			
		BHCK			
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		16824000	23.b.

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices	2759		152000		2769		0		3492		107000		1.a.
b. Secured by farmland in domestic offices	3493		4000		3494		0		3495		4000		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		41000		5399		19000		5400		11000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens	C236		307000		C237		596000		C229		41000		1.c.(2)(a)
(b) Secured by junior liens	C238		20000		C239		9000		C230		4000		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		6000		3500		0		3501		13000		1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3502		87000		3503		0		3504		73000		1.e.
f. In foreign offices	B572		0		B573		0		B574		0		1.f.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
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		12000		1597		0		1583		20000		3.
4. Commercial and industrial loans	1606		187000		1607		32000		1608		102000		4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575		199000		B576		154000		B577		20000		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		133000		B579		47000		B580		4000		5.b.
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		0		6.
7. All other loans	5459		11000		5460		0		5461		6000		7.
8. Lease financing receivables:													
a. Leases to individuals for household, family, and other personal expenditures	F166		27000		F167		3000		F168		0		8.a.
b. All other leases	F169		99000		F170		1000		F171		44000		8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		1000		3506		0		3507		6000		9.
10. TOTAL (sum of items 1 through 9).....	5524		1286000		5525		861000		5526		455000		10.

Schedule HC-N—Continued

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612		149000		5613		492000		5614		16000		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above..	5615		5000		5616		0		5617		12000		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	C866		136000		C867		485000		C868		0		11.b.

Schedule HC-N—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual			
	BHCK			BHCK			BHCK			
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1).....	1658		0	1659		0	1661		12000	M.1.
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		6000	6559		0	6560		13000	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		2000	1912		0	1913		6000	M.3.
4. Not applicable										
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above)	C240		8000	C241		9000	C226		1000	M.5.

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

	BHCK			BHCK		
6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets.....	3529		0	3530		0

M.6.

7. Additions to nonaccrual assets during the quarter	BHCK			
	C410		119000	M.7.
8. Nonaccrual assets sold during the quarter	C411		32000	M.8.

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				BHCK				BHCK					
Dollar Amounts in Thousands														
9. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 9.a and 9.b must equal Schedule HC-N, item 1.a):														
a. 1-4 family residential construction loans	F172		32000		F174		0		F176		4000		M.9.a.	
b. Other construction loans and all land development and other land loans	F173		120000		F175		0		F177		103000		M.9.b.	
10. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 10.a. and 10.b must equal Schedule HC-N, item 1.e):														
a. Loans secured by owner-occupied nonfarm nonresidential properties	F178		31000		F180		0		F182		26000		M.10.a.	
b. Loans secured by other nonfarm nonresidential properties	F179		56000		F181		0		F183		47000		M.10.b.	

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

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

	Dollar Amounts in Thousands				
	BHCK				
1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale²:					
a. First liens	F066		1763000		1.a.
b. Junior liens	F067		30000		1.b.
2. Wholesale originations and purchases during the quarter of closed-end 1-4 family residential mortgage loans for sale²:					
a. First liens	F068		5019000		2.a.
b. Junior liens	F069		53000		2.b.
3. Closed-end 1-4 family residential mortgages sold during the quarter:					
a. First liens	F070		5699000		3.a.
b. Junior liens	F071		7000		3.b.
4. Closed-end 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):					
a. First liens	F072		3048000		4.a.
b. Junior liens	F073		35000		4.b.
5. Noninterest income for the quarter from the sale, securitization, and servicing of closed-end 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i)					
	F184		63000		5.

1. The \$1 billion asset size test is generally based on the total assets reported as of **June 30, 2006**.

2. Exclude originations and purchases of closed-end 1-4 family residential mortgage loans that are held for investment.

Schedule HC-Q—Financial Assets and Liabilities Measured at Fair Value

Schedule HC-Q is to be completed by bank holding companies that have adopted FASB Statement No. 157, “Fair Value Measurements,” and (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule HC-D—Trading Assets and Liabilities.

		Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule HC)												
		(Column A) Total Fair Value Reported on Schedule HC				(Column B) Level 2 Fair Value Measurements				(Column C) Level 3 Fair Value Measurements				
		BHCK				BHCK				BHCK				
Dollar Amounts in Thousands														
ASSETS														
1. Loans and leases	F243					F244				F245				1.
2. Trading assets	F246					F247				F248				2.
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 2, above)	F240					F241				F242				2.a.
3. All other financial assets and servicing assets	F249					F250				F251				3.
LIABILITIES														
4. Deposits	F252					F253				F254				4.
5. Trading liabilities	F255					F256				F257				5.
6. All other financial liabilities and servicing liabilities	F258					F259				F260				6.
7. Loan commitments (not accounted for as derivatives)	F261					F262				F263				7.

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RSSD ID:
1119794

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands		bhcx			
Tier 1 capital					
1. Total equity capital (from Schedule HC, item 28).....		3210		20330000	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)		BHCK			
		8434		-802000	2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)		A221		0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value).....		4336		-270000	4.
5. LESS: Nonqualifying perpetual preferred stock		B588		0	5.
6. a. Qualifying minority interests in consolidated subsidiaries and similar items		B589		700000	6.a.
b. Qualifying trust preferred securities ²		C502		3982000	6.b.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets		B590		9026000	7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)		F264		0	7.b.
8. Subtotal (sum of items 1, 6.a. and 6.b, less items 2, 3, 4, 5, 7.a, and 7.b)		C227		17058000	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships		B591		165000	9.a.
b. LESS: Disallowed deferred tax assets		5610		0	9.b.
10. Other additions to (deductions from) Tier 1 capital		B592		-17000	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b).....		8274		16876000	11.
Tier 2 capital					
12. Qualifying subordinated debt and redeemable preferred stock		5306		6530000	12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital		B593		0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital.....		5310		2260000	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital		2221		2000	15.
16. Other Tier 2 capital components		B594		41000	16.
17. Tier 2 capital (sum of items 12 through 16).....		5311		8833000	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17).....		8275		8833000	18.
19. Tier 3 capital allocated for market risk		1395		0	19.
20. LESS: Deductions for total risk-based capital.....		B595		0	20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20).....		3792		25709000	21.
Total assets for leverage ratio					
22. Average total assets (from Schedule HC-K, item 5)		bhct			
		3368		222792000	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) ..		B590		9026000	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....		B591		165000	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above).....		5610		0	25.
26. LESS: Other deductions from assets for leverage capital purposes.....		BHCK			
		B596		328000	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)		A224		213273000	27.
28.–30. Not applicable					
Capital ratios					
31. Tier 1 leverage ratio (item 11 divided by item 27)		BHCK		Percentage	
		7204		7.91	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)		7206		8.51	32.
33. Total risk-based capital ratio (item 21 divided by item 62)		7205		12.97	33.

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

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

Schedule HC-R—Continued

Bank holding companies are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

													C000												
													Allocation by Risk Weight Category												
													(Column C) 0%			(Column D) 20%		(Column E) 50%		(Column F) 100%					
Dollar Amounts in Thousands																									
Balance Sheet Asset Categories																									
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....																									
													BHCE			BHC0			BHC2		BHC5		BHC9		
													BHCK 0010			1305000		5266000		0		0			
													6571000			0		0		19000		13000			
													bhcx 1754			0		49000		0		0			
													81000			0		0		0		0			
													bhcx 1773			0		0		0		0			
													39433000			-1296000		1276000		32990000		4608000		1855000	
													BHCK C225			0		91000		0		0			
													91000			0		0		0		0			
													bhct 5369			0		1455000		3083000		14000			
													4552000			0		1099000		3860000		19588000		121161000	
													bhct B528			0		0		0		0			
													145708000			0		0		0		0			
													bhcx 3123			2028000		0		0		0			
													2028000			2028000		0		0		0			
													bhcx 3545			0		0		0		59000			
													368000			309000		0		0		0			
													BHCK B639			0		0		0		0			
													27754000			9653000		894000		5541000		102000		11564000	
													bhct 2170			0		0		0		0			
													222530000			6638000		4574000		49252000		27400000		134666000	
													bhct 2170			0		0		0		0			
													222530000			6638000		4574000		49252000		27400000		134666000	

1. Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customers' liability on acceptances outstanding, intangible assets, and other assets.

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹	(Column C)	(Column D)	(Column E)	(Column F)				
				Allocation by Risk Weight Category							
				0%	20%	50%	100%				
Dollar Amounts in Thousands											
	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9				
Derivatives and Off-Balance Sheet Items	11976000	1.00 or 12.5 ²	11976000	204000	434000	929000	10409000	44.			
44. Financial standby letters of credit	bhct 6570										
45. Performance standby letters of credit	393000	.50	196500	4200	0	19800	172500	45.			
46. Commercial and similar letters of credit	bhct 3411										
47. Risk participations in bankers acceptances acquired by the reporting institution	495000	.20	99000	8400	2600	6300	81700	46.			
	BHCK 3429										
	10000	1.00	10000	0	0		10000	47.			
	bhct 3433										
48. Securities lent	18239000	1.00	18239000	18239000	0	0	0	48.			
49. Retained recourse on small business obligations sold with recourse	bhct A250										
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	1000	1.00	1000	0	0	0	1000	49.			
	BHCK B541										
	4000	12.5 ³	50000				50000	50.			
51. All other financial assets sold with recourse	BHCK B675										
52. All other off-balance sheet liabilities	564000	1.00	564000	0	0	564000	0	51.			
53. Unused commitments with an original maturity exceeding one year	BHCK B681										
	219000	1.00	219000	0	0	5000	214000	52.			
	BHCK 6572										
	59219000	.50	29609500	0	1934900	36800	27637800	53.			
			BHCE A167								
54. Derivative contracts			874000	31000	713000	130000		54.			

¹ Column A multiplied by credit conversion factor.

² For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

³ Or institution-specific factor.

Schedule HC-R—Continued

		(Column C)	(Column D)	(Column E)	(Column F)	
		Allocation by Risk Weight Category				
		0%	20%	50%	100%	
Dollar Amounts in Thousands						
Totals						
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....		BHCK B696 23060600	BHCK B697 52336500	BHCK B698 29090900	BHCK B699 173242000	55.
56. Risk weight factor.....		× 0%	× 20%	× 50%	× 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56).....		BHCK B700 0	BHCK B701 10467300	BHCK B702 14545450	BHCK B703 173242000	57.
58. Market risk equivalent assets.....					BHCK 1651 0	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58).....					BHCK B704 198254750	59.
60. LESS: Excess allowance for loan and lease losses					BHCK A222 0	60.
61. LESS: Allocated transfer risk reserve					BHCK 3128 0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)					BHCK A223 198254750	62.

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands			
BHCK			
8764		494000	

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards M.1.

With a remaining maturity of											
(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years			
BHCK				BHCK				BHCK			
3809		22482000		8766		14790000		8767		14953000	
3812		3559000		8769		615000		8770		1777000	
8771		0		8772		0		8773		0	
8774		0		8775		0		8776		0	
8777		0		8778		0		8779		0	
A000		0		A001		85000		A002		0	
g. Credit derivative contracts:											
(1) Investment grade											
C980		25000		C981		36000		C982		101000	
(2) Subinvestment grade											
C983		0		C984		315000		C985		255000	

2. Notional principal amounts of derivative contracts:¹

a. Interest rate contracts M.2.a.

b. Foreign exchange contracts M.2.b.

c. Gold contracts M.2.c.

d. Other precious metals contracts M.2.d.

e. Other commodity contracts M.2.e.

f. Equity derivative contracts M.2.f.

g. Credit derivative contracts:

(1) Investment grade M.2.g.(1)

(2) Subinvestment grade M.2.g.(2)

				BHCK			
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:							
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC).....							
				5479		1000000	
b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)							
				5990		0	
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 22)							
				C498		667000	
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 22)							
				A507		0	
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27)							
				2771		0	
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):							
a. In the form of perpetual preferred stock							
				5483		0	
b. In the form of common stock							
				5484		7476000	
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58).....							
				F031		0	

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

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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								
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	1620000	
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:								
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)	BHCK B712	BHCK B713	BHCK B714	BHCK B715	BHCK B716	BHCK B717	BHCK B718	2.a.
	0	0	0	0	0	0	0	
b. Subordinated securities and other residual interests	BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399	2.b.
	0	0	0	0	0	0	0	
c. Standby letters of credit and other enhancements	BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406	2.c.
	0	0	0	0	0	0	0	
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	1662000	
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	

Schedule HC-S—Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands							
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in HC-B)		BHCK B761	BHCK B762			BHCK B763	
		0	0			0	
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502	
		0	0			0	
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due		BHCK B764	BHCK B765			BHCK B766	
		0	0			0	
b. 90 days or more past due		BHCK B767	BHCK B768			BHCK B769	
		0	0			0	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							
a. Charge-offs		BHCK B770	BHCK B771			BHCK B772	
		0	0			0	
b. Recoveries		BHCK B773	BHCK B774			BHCK B775	
		0	0			0	
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements		BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781
		0	0	0	0	0	0
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures		BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788
		0	0	0	0	0	0
Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized		BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795
		564000	0	0	0	0	0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11		BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802
		564000	0	0	0	0	0

6.a.

6.b.

7.a.

7.b.

8.a.

8.b.

9.

10.

11.

12. 3/06

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Schedule HC-S—Continued

MEMORANDA

		Dollar Amounts in Thousands			
		BHCK			
1.	Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
a.	Outstanding principal balance	A249		132000	M.1.a.
b.	Amount of retained recourse on these obligations as of the report date	A250		1000	M.1.b.
2.	Outstanding principal balance of assets serviced for others (includes participations serviced for others):				
a.	1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804		564000	M.2.a.
b.	1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805		89181000	M.2.b.
c.	Other financial assets ¹	A591		1397000	M.2.c.
3.	Asset-backed commercial paper conduits:				
a.	Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1)	Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806		7000	M.3.a.(1)
(2)	Conduits sponsored by other unrelated institutions	B807		0	M.3.a.(2)
b.	Unused commitments to provide liquidity to conduit structures:				
(1)	Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808		1662000	M.3.b.(1)
(2)	Conduits sponsored by other unrelated institutions	B809		0	M.3.b.(2)
4.	Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407		0	M.4.

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

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Notes to the Balance Sheet—Predecessor Financial Items

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

		Dollar Amount in Thousands			BHBC				
1.	Average loans and leases (net of unearned income).....	3516						0	1.
2.	Average earning assets	3402						0	2.
3.	Average total consolidated assets	3368						0	3.
4.	Average equity capital.....	3519						0	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 bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

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

Example

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

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

Notes to the Balance Sheet—Other

		Dollar Amount in Thousands			BHCK				
1.	5356								
		5356						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	Dollar Amount in Thousands	BHCK			
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.