

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, 2008

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)

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

S.F. _____

Report of Income for Bank Holding Companies
Report all Schedules of the Report of Income on a calendar year-to-date basis.

For Federal Reserve Bank Use Only	
RSSD Number	_____
	S.F. ____

RSSD ID:
1119794

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by 1–4 family residential properties	4435		1325000	1.a.(1)(a)
(b) All other loans secured by real estate	4436		841000	1.a.(1)(b)
(c) All other loans	F821		2526000	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		6000	1.a.(2)
b. Income from lease financing receivables	4065		413000	1.b.
c. Interest income on balances due from depository institutions ¹	4115		5000	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		6000	1.d.(1)
(2) Mortgage-backed securities	B489		782000	1.d.(2)
(3) All other securities	4060		241000	1.d.(3)
e. Interest income from trading assets	4069		20000	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020		5000	1.f.
g. Other interest income	4518		50000	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		6220000	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		288000	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		248000	2.a.(1)(b)
(c) Other deposits	6761		353000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		175000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		250000	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		944000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		198000	2.d.
e. Other interest expense	4398		86000	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		2542000	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074		3678000	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		1081000	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		555000	5.a.
b. Service charges on deposit accounts in domestic offices	4483		796000	5.b.
c. Trading revenue ²	A220		-16000	5.c.
d. (1) Fees and commissions from securities brokerage	C886		51000	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888		104000	5.d.(2)
(3) Fees and commissions from annuity sales	C887		48000	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		18000	5.d.(4)
(5) Income from other insurance activities	C387		14000	5.d.(5)
e. Venture capital revenue	B491		21000	5.e.
f. Net servicing fees	B492		42000	5.f.
g. Net securitization income	B493		4000	5.g.
h. Not applicable				
i. Net gains (losses) on sales of loans and leases	8560		166000	5.i.
j. Net gains (losses) on sales of other real estate owned	8561		-12000	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		37000	5.k.
l. Other noninterest income ³	B497		2412000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		4240000	5.m.

1. Includes interest income on time certificates of deposit not held for trading.
2. For bank 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.
3. See Schedule HI, memoranda item 6.

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		-314000	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits	4135		1766000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		380000	7.b.
c. (1) Goodwill impairment losses.....	C216		0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets.....	C232		174000	7.c.(2)
d. Other noninterest expense ⁴	4092		1266000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		3586000	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		2937000	8.
9. Applicable income taxes (foreign and domestic).....	4302		862000	9.
10. Minority interest.....	4484		35000	10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10).....	4300		2040000	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		2040000	13.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

	Dollar Amounts in Thousands							
	BHCK							
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519		3738000	M.1.				
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592		2997000	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		58000	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		159000	M.4.				
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number					
	4150		53965	M.5.				
6. Other noninterest income (from Schedule HI, item 5.I, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.I):	BHCK							
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		117000	M.6.b.				
c. Income and fees from automated teller machines (ATMs).....	C016		177000	M.6.c.				
d. Rent and other income from other real estate owned	4042		0	M.6.d.				
e. Safe deposit box rent	C015		0	M.6.e.				
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229		-53000	M.6.f.				
g. Bank card and credit card interchange fees	F555		514000	M.6.g.				
h. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td>MERCHANT PROCESSING SERVICES</td></tr><tr><td>8562</td><td></td></tr></table>	TEXT	MERCHANT PROCESSING SERVICES	8562		8562		580000	M.6.h.
TEXT	MERCHANT PROCESSING SERVICES							
8562								
i. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td>CORPORATE PAYMENT PRODUCTS REVENUE</td></tr><tr><td>8563</td><td></td></tr></table>	TEXT	CORPORATE PAYMENT PRODUCTS REVENUE	8563		8563		338000	M.6.i.
TEXT	CORPORATE PAYMENT PRODUCTS REVENUE							
8563								
j. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td>GAIN ON VISA INC. INITIAL PUBLIC OFFERING</td></tr><tr><td>8564</td><td></td></tr></table>	TEXT	GAIN ON VISA INC. INITIAL PUBLIC OFFERING	8564		8564		492000	M.6.j.
TEXT	GAIN ON VISA INC. INITIAL PUBLIC OFFERING							
8564								

Schedule HI—Continued

MEMORANDA (continued)

		Dollar Amounts in Thousands				BHCK								
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):														
a.	Data processing expenses.....					C017			117000	M.7.a.				
b.	Advertising and marketing expenses.....					0497			104000	M.7.b.				
c.	Directors' fees.....					4136			0	M.7.c.				
d.	Printing, stationery, and supplies.....					C018			45000	M.7.d.				
e.	Postage.....					8403			99000	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			68000	M.7.i.				
j.	Automated teller machine (ATM) and interchange expenses					F558			0	M.7.j.				
k.	Telecommunications expenses					F559			69000	M.7.k.				
l. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td>AMORTIZATION OF AFFORDABLE HOUSING INVESTMENTS</td></tr><tr><td>8565</td><td></td></tr></table>										TEXT	AMORTIZATION OF AFFORDABLE HOUSING INVESTMENTS	8565		
TEXT	AMORTIZATION OF AFFORDABLE HOUSING INVESTMENTS													
8565														
						8565			143000	M.7.l.				
m. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td>COMPUTER SOFTWARE EXPENSE</td></tr><tr><td>8566</td><td></td></tr></table>										TEXT	COMPUTER SOFTWARE EXPENSE	8566		
TEXT	COMPUTER SOFTWARE EXPENSE													
8566														
						8566			93000	M.7.m.				
n. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td>TRAVEL AND ENTERTAINMENT</td></tr><tr><td>8567</td><td></td></tr></table>										TEXT	TRAVEL AND ENTERTAINMENT	8567		
TEXT	TRAVEL AND ENTERTAINMENT													
8567														
						8567			41000	M.7.n.				
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):														
a.	(1) <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td></td></tr><tr><td>3571</td><td></td></tr></table>	TEXT		3571						3571			0	M.8.a.(1)
TEXT														
3571														
	(2) Applicable income tax effect.....	BHCK	3572						0	M.8.a.(2)				
b.	(1) <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td></td></tr><tr><td>3573</td><td></td></tr></table>	TEXT		3573						3573			0	M.8.b.(1)
TEXT														
3573														
	(2) Applicable income tax effect.....	BHCK	3574						0	M.8.b.(2)				
c.	(1) <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td></td></tr><tr><td>3575</td><td></td></tr></table>	TEXT		3575						3575			0	M.8.c.(1)
TEXT														
3575														
	(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			-46000	M.9.a.				
b.	Foreign exchange exposures.....					8758			29000	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			1000	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			196000	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			15000	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)

		Dollar Amounts in Thousands			
		BHCK			
<i>Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.</i>					
14.	Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:				
a.	Net gains (losses) on assets	F551		-7000	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		28000	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			
		BHCK			
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.

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		21046000	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		21046000	3.
		bhct			
4.	Net income (loss) (must equal Schedule HI, item 13).....	4340		2040000	4.
5.	Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK			
a.	Sale of perpetual preferred stock, gross.....	3577		491000	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		437000	7.
8.	LESS: Purchase of treasury stock.....	4783		88000	8.
9.	Changes incident to business combinations, net.....	4356		0	9.
10.	LESS: Cash dividends declared on preferred stock.....	4598		34000	10.
11.	LESS: Cash dividends declared on common stock.....	4460		1479000	11.
12.	Other comprehensive income ²	B511		-583000	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		-2000	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		21828000	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 pension and other postretirement plan related changes other than net periodic benefit cost.

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

Dollar Amounts in Thousands	(Column A) Charge-offs ¹			(Column B) Recoveries			
	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:							
(1) 1-4 family residential construction loans	C891		2000	C892		0	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893		18000	C894		0	1.a.(2)
b. Secured by farmland in domestic offices.....	3584		0	3585		0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411		30000	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		80000	C217		1000	1.c.(2)(a)
(b) Secured by junior liens	C235		51000	C218		2000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		3000	3589		0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		1000	C896		0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897		7000	C898		1000	1.e.(2)
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		0	4665		0	3.
4. Commercial and industrial loans:							
a. To U.S. addressees (domicile)	4645		97000	4617		13000	4.a.
b. To non-U.S. addressees (domicile)	4646		0	4618		1000	4.b.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B514		283000	B515		36000	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516		145000	B517		29000	5.b.
6. Loans to foreign governments and official institutions	4643		0	4627		0	6.
7. All other loans	4644		7000	4628		0	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures.....	F185		17000	F187		2000	8.a.
b. All other leases.....	C880		46000	F188		12000	8.b.
9. Total (sum of items 1 through 8).....	4635		787000	4605		98000	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		7000		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).

Dollar Amounts in Thousands	Calendar year-to-date			
	BHCK			
	C388		75000	
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.

Dollar Amounts in Thousands	Calendar year-to-date			
	BHCK			
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		2058000	1.
	bhct			
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605		98000	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		786000	3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	5523		1000	4.
	bhct			
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230		1081000	5.
	BHCK			
6. Adjustments (see instructions for this schedule).....	C233		68000	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		2518000	7.

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

Schedule HI-B—Continued

MEMORANDA

	Dollar Amounts in Thousands			
	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		89000	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			0
2. 5352					
		5352			0
3. 5353					
		5353			0
4. 5354					
		5354			0
5. 5355					
		5355			0
6. B042					
		B042			0
7. B043					
		B043			0
8. B044					
		B044			0
9. B045					
		B045			0
10. B046					
		B046			0

Notes to the Income Statement—Other, Continued

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

For Federal Reserve Bank Use Only	
C.I.	—

U.S. BANCORP

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20080630

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				7956000	1.a.
b.	Interest-bearing balances: ²						
(1)	In U.S. offices.....	0395				2000	1.b.(1)
(2)	In foreign offices, Edge and Agreement subsidiaries, and IBFs	0397				82000	1.b.(2)
2.	Securities:						
a.	Held-to-maturity securities (from Schedule HC-B, column A)	1754				64000	2.a.
b.	Available-for-sale securities (from Schedule HC-B, column D).....	1773				41058000	2.b.
3.	Federal funds sold and securities purchased under agreements to resell:						
a.	Federal funds sold in domestic offices	BHDM	B987			501000	3.a.
b.	Securities purchased under agreements to resell ³	BHCK	B989			3000	3.b.
4.	Loans and lease financing receivables:						
a.	Loans and leases held for sale.....	5369				3788000	4.a.
b.	Loans and leases, net of unearned income	B528				165890000	4.b.
c.	LESS: Allowance for loan and lease losses	3123				2518000	4.c.
d.	Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529				163372000	4.d.
5.	Trading assets (from Schedule HC-D)	3545				503000	5.
6.	Premises and fixed assets (including capitalized leases)	2145				1811000	6.
7.	Other real estate owned (from Schedule HC-M).....	2150				285000	7.
8.	Investments in unconsolidated subsidiaries and associated companies	2130				145000	8.
9.	Not applicable						
10.	Intangible assets:						
a.	Goodwill.....	3163				7851000	10.a.
b.	Other intangible assets (from Schedule HC-M).....	0426				3313000	10.b.
11.	Other assets (from Schedule HC-F).....	2160				15804000	11.
12.	Total assets (sum of items 1 through 11)	2170				246538000	12.

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

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

3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

Dollar Amounts in Thousands		BHDM			
LIABILITIES					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631		33970000	13.a.(1)	
(2) Interest-bearing	6636		92844000	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		8317000	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices ²	BHDM	B993	2664000	14.a.	
b. Securities sold under agreements to repurchase ³	BHCK	B995	10530000	14.b.	
15. Trading liabilities (from Schedule HC-D)		3548	491000	15.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)		3190	55710000	16.	
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures ⁴		4062	7597000	19.a.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities		C699	4058000	19.b.	
20. Other liabilities (from Schedule HC-G)		2750	7771000	20.	
21. Total liabilities (sum of items 13 through 20)		2948	223952000	21.	
22. Minority interest in consolidated subsidiaries and similar items		3000	758000	22.	
EQUITY CAPITAL					
23. Perpetual preferred stock and related surplus		3283	1500000	23.	
24. Common stock (par value)		3230	20000	24.	
25. Surplus (exclude all surplus related to preferred stock)		3240	5682000	25.	
26. a. Retained earnings		3247	23220000	26.a.	
b. Accumulated other comprehensive income ⁵		B530	-1519000	26.b.	
27. Other equity capital components ⁶		A130	-7075000	27.	
28. Total equity capital (sum of items 23 through 27)		3210	21828000	28.	
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)		3300	246538000	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.

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			2000	1287			2000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies ¹	1289			0	1290			0	1291			69000	1293			69000	2.a.
b. Issued by U.S. government- sponsored agencies ²	1294			0	1295			0	1297			52000	1298			52000	2.b.
3. Securities issued by states and political subdivisions in the U.S.....	8496			50000	8497			51000	8498			7099000	8499			6775000	3.
4. Mortgage-backed securities (MBS)																	
a. Pass-through securities:																	
(1) Guaranteed by GNMA.....	1698			0	1699			0	1701			599000	1702			588000	4.a.(1)
(2) Issued by FNMA and FHLMC.....	1703			0	1705			0	1706			16623000	1707			16086000	4.a.(2)
(3) Other pass-through securities.....	1709			5000	1710			5000	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			9811000	1717			9587000	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			5308000	1736			4917000	4.b.(3)
5. Asset-backed securities (ABS).....	C026			0	C988			0	C989			1085000	C027			1060000	5.
6. Other debt securities:																	
a. Other domestic debt securities.....	1737			0	1738			0	1739			1468000	1741			1118000	6.a.
b. Foreign debt securities.....	1742			9000	1743			9000	1744			279000	1746			229000	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: 1119794

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	677000	A511	575000	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	64000	1771	65000	1772	43072000	1773	41058000	

MEMORANDA

	Dollar Amounts in Thousands			
	BHCK			
1. Pledged securities ¹	0416		33506000	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		11292000	M.2.a.
b. Over 1 year to 5 years	0384		2268000	M.2.b.
c. Over 5 years	0387		26987000	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.

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		
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.									
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	M.5.a.
b. Home equity lines.....	B842	0	B843	0	B844	54000	B845	50000	M.5.b.
c. Automobile loans.....	B846	0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans.....	B850	0	B851	0	B852	0	B853	0	M.5.d.
e. Commercial and industrial loans	B854	0	B855	0	B856	0	B857	0	M.5.e.
f. Other	B858	0	B859	0	B860	1031000	B861	1010000	M.5.f.

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

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		73820000				1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1-4 family residential construction loans				F158		1153000	1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159		8146000	1.a.(2)
b. Secured by farmland				BHDM			
c. Secured by 1-4 family residential properties:				1420		789000	1.b.
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit							
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens				1797		13445000	1.c.(1)
(b) Secured by junior liens							
d. Secured by multifamily (5 or more) residential properties				5367		26741000	1.c.(2)(a)
e. Secured by nonfarm nonresidential properties:				5368		4091000	1.c.(2)(b)
(1) Loans secured by owner-occupied nonfarm nonresidential properties							
(2) Loans secured by other nonfarm nonresidential properties				1460		1895000	1.d.
2. Loans to depository institutions and acceptances of other banks				BHCK			
a. To U.S. banks and other U.S. depository institutions				F160		6944000	1.e.(1)
b. To foreign banks				F161		10616000	1.e.(2)
3. Loans to finance agricultural production and other loans to farmers				BHDM			
4. Commercial and industrial loans				1288		1136000	2.
a. To U.S. addressees (domicile)	1292		965000				2.a.
b. To foreign banks	1296		171000				2.b.
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)				1590		1085000	3.
a. Credit cards				1766		39782000	4.
b. Other revolving credit plans.....							
c. Other consumer loans (includes single payment, installment, and all student loans)				1763		39624000	4.a.
7. Loans to foreign governments and official institutions (including foreign central banks)				1764		593000	4.b.
8. Not applicable							
9. a. Loans for purchasing and carrying securities (secured and unsecured)							
b. All other loans.....				1975		33599000	6.
10. Lease financing receivables (net of unearned income).....	B538		11930000				6.a.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	B539		2835000				6.b.
b. All other leases.....							
11. LESS: Any unearned income on loans reflected in items 1-9 above.....	2011		18834000				6.c.
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)	2081		0	2081		0	7.
	1545		880000	1545		880000	9.a.
	1564		7150000	1564		7150000	9.b.
				2165		11791000	10.
	F162		5367000				10.a.
	F163		6424000				10.b.
	2123		0	2123		0	11.
	2122		169678000	2122		169243000	12.

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHDM			
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):				
a. Loans secured by 1–4 family residential properties in domestic offices	F576		542000	M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures)	BHCK			
	1616		105000	M.1.b.
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	BHCK			
	2746		4668000	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837		26000	M.3.
<i>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)</i>				
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391		469000	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		0	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		3000	M.6.a.
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2007, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>				
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties.....	F231			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			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		595000	M.9.

Schedule HC-C—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands		(Column A) Consolidated			(Column B) Domestic Offices			
		BHCK			BHDM			
10. Loans measured at fair value:								
a. Loans secured by real estate								M.10.a.
	F608		3393000					
(1) Construction, land development, and other land loans								M.10.a.(1)
				F578		0		
(2) Secured by farmland (including farm residential and other improvements).....								M.10.a.(2)
				F579		0		
(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								M.10.a.(3)(a)
				F580		0		
(b) Closed-end loans secured by 1-4 family residential properties:								
(i) Secured by first liens.....								M.10.a.(3)(b)(i)
				F581		3390000		
(ii) Secured by junior liens.....								M.10.a.(3)(b)(ii)
				F582		3000		
(4) Secured by multifamily (5 or more) residential properties								M.10.a.(4)
				F583		0		
(5) Secured by nonfarm nonresidential properties								M.10.a.(5)
				F584		0		
b. Commercial and industrial loans.....								M.10.b.
	F585		0	F585		0		
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards								M.10.c.(1)
	F586		0	F586		0		
(2) Other revolving credit plans								M.10.c.(2)
	F587		0	F587		0		
(3) Other consumer loans (includes single payment, installment, and all student loans)								M.10.c.(3)
	F588		0	F588		0		
d. Other loans								M.10.d.
	F589		0	F589		0		
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate								M.11.a.
	F609		3375000					
(1) Construction, land development, and other land loans								M.11.a.(1)
				F590		0		
(2) Secured by farmland (including farm residential and other improvements).....								M.11.a.(2)
				F591		0		
(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								M.11.a.(3)(a)
				F592		0		
(b) Closed-end loans secured by 1-4 family residential properties:								
(i) Secured by first liens.....								M.11.a.(3)(b)(i)
				F593		3372000		
(ii) Secured by junior liens.....								M.11.a.(3)(b)(ii)
				F594		3000		
(4) Secured by multifamily (5 or more) residential properties								M.11.a.(4)
				F595		0		
(5) Secured by nonfarm nonresidential properties								M.11.a.(5)
				F596		0		
b. Commercial and industrial loans.....								M.11.b.
	F597		0	F597		0		
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards								M.11.c.(1)
	F598		0	F598		0		
(2) Other revolving credit plans								M.11.c.(2)
	F599		0	F599		0		
(3) Other consumer loans (includes single payment, installment, and all student loans)								M.11.c.(3)
	F600		0	F600		0		
d. Other loans								M.11.d.
	F601		0	F601		0		

Schedule HC-D—Trading Assets and Liabilities

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

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCM			BHCK			
ASSETS							
1. U.S. Treasury securities.....	3531		0	3531		0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532		0	3532		0	2.
3. Securities issued by states and political subdivisions in the U.S.	3533		0	3533		0	3.
4. Mortgage-backed securities (MBS):							
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534		0	3534		0	4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	3535		0	3535		0	4.b.
c. All other mortgage-backed securities.....	3536		0	3536		0	4.c.
5. Other debt securities.....	3537		0	3537		0	5.
6. Loans:	BHCK						
a. Loans secured by real estate	F610		0				6.a.
(1) Construction, land development, and other land loans				BHDM			
(2) Secured by farmland (including farm residential and other improvements)				F604		0	6.a.(1)
(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				F605		0	6.a.(2)
(b) Closed-end loans secured by 1–4 family residential properties:							
(i) Secured by first liens				F606		0	6.a.(3)(a)
(ii) Secured by junior liens							
(4) Secured by multifamily (5 or more) residential properties				F607		0	6.a.(3)(b)(i)
(5) Secured by nonfarm nonresidential properties				F611		0	6.a.(3)(b)(ii)
b. Commercial and industrial loans	F612		0				6.a.(4)
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):	F613		0				6.a.(5)
(1) Credit cards	F614		0	F614		0	6.b.
(2) Other revolving credit plans							
(3) Other consumer loans (includes single payment, installment, and all student loans)	F615		0	F615		0	6.c.(1)
d. Other loans	F616		0	F616		0	6.c.(2)
7.–8. Not applicable							
9. Other trading assets.....	F617		0	F617		0	6.c.(3)
10. Not applicable	F618		0	F618		0	6.d.
11. Derivatives with a positive fair value.....	BHCM			BHCK			
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	3541		10000	3541		10000	9.
	3543		493000	3543		493000	11.
	bhct			BHDM			
	3545		503000	3545		503000	12.
LIABILITIES							
13. a. Liability for short positions.....	BHCK						
b. All other trading liabilities	3546		0	3546		0	13.a.
14. Derivatives with a negative fair value.....	F624		0	F624		0	13.b.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	3547		491000	3547		491000	14.
	bhct						
	3548		491000	3548		491000	15.

Schedule HC-D—Continued

MEMORANDA

	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCK			BHDM			
Dollar Amounts in Thousands							
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)							
a. Loans secured by real estate	F790		0				M.1.a.
(1) Construction, land development, and other land loans				F625		0	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)				F626		0	M.1.a.(2)
(3) Secured by 1-4 family residential properties:							
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit				F627		0	M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:							
(i) Secured by first liens				F628		0	M.1.a.(3)(b)(i)
(ii) Secured by junior liens				F629		0	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties				F630		0	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties				F631		0	M.1.a.(5)
b. Commercial and industrial loans	F632		0	F632		0	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards	F633		0	F633		0	M.1.c.(1)
(2) Other revolving credit plans	F634		0	F634		0	M.1.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	F635		0	F635		0	M.1.c.(3)
d. Other loans	F636		0	F636		0	M.1.d.
2. Not applicable							
3. Loans measured at fair value that are past due 90 days or more:¹							
a. Fair value	F639		0	F639		0	M.3.a.
b. Unpaid principal balance	F640		0	F640		0	M.3.b.

	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCK			BHDM			
Dollar Amounts in Thousands							
<i>Memoranda items 4 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.¹</i>							
4. Asset-backed securities:							
a. Residential mortgage-backed securities				F641			M.4.a.
b. Commercial mortgage-backed securities				F642			M.4.b.
c. Credit card receivables				F643			M.4.c.
d. Home equity lines				F644			M.4.d.
e. Automobile loans				F645			M.4.e.
f. Other consumer loans				F646			M.4.f.
g. Commercial and industrial loans				F647			M.4.g.
h. Other				F648			M.4.h.

1. NOTE: Completion of Memorandum items 3.a and 3.b and Memorandum items 4 through 10 of Schedule HC-D is optional for the March 31, 2008, report date only. Memorandum items 3.a and 3.b must be completed by all bank holding companies and Memorandum items 4 through 10 must be completed by all bank holding companies that meet the \$1 billion reporting threshold beginning June 30, 2008.

Schedule HC-D—Continued

MEMORANDA (continued)

		Dollar Amounts in Thousands			BHCK					
5. Collateralized debt obligations:										
a.	Synthetic				F649			M.5.a.		
b.	Other				F650			M.5.b.		
6. Retained beneficial interests in securitizations (first-loss or equity tranches)										
					F651			M.6.		
7. Equity securities:										
a.	Readily determinable fair values				F652			M.7.a.		
b.	Other				F653			M.7.b.		
8. Loans pending securitization										
					F654			M.8.		
9. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9 that are greater than \$25,000 and exceed 25% of the item)										
a.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F655</td></tr></table>	BHTX	F655				F655			M.9.a.
BHTX										
F655										
b.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F656</td></tr></table>	BHTX	F656				F656			M.9.b.
BHTX										
F656										
c.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F657</td></tr></table>	BHTX	F657				F657			M.9.c.
BHTX										
F657										
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceed 25% of the item)										
a.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F658</td></tr></table>	BHTX	F658				F658			M.10.a.
BHTX										
F658										
b.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F659</td></tr></table>	BHTX	F659				F659			M.10.b.
BHTX										
F659										
c.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F660</td></tr></table>	BHTX	F660				F660			M.10.c.
BHTX										
F660										

Schedule HC-E—Deposit Liabilities¹

		Dollar Amounts in Thousands			BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:								
a.	Demand deposits				2210		33970000	1.a.
b.	NOW, ATS, and other transaction accounts				3187		31670000	1.b.
c.	Money market deposit accounts and other savings accounts				2389		31972000	1.c.
d.	Time deposits of less than \$100,000				6648		12658000	1.d.
e.	Time deposits of \$100,000 or more				2604		16544000	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
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164			0
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242			14458000
	BHFN			
4. Foreign office time deposits with a remaining maturity of one year or less	A245			8317000

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).

Schedule HC-F—Other Assets

	Dollar Amounts in Thousands			
	BHCK			
1. Accrued interest receivable ¹	B556		998000	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		1000	3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		1278000	4.
5. Life insurance assets	C009		5222000	5.
6. Other	2168		8305000	6.
	bhct			
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		15804000	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		917000	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557		130000	3.
4. Other	B984		6724000	4.
	bhct			
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750		7771000	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		113868000	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		31197000	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....	3298		15620000	3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)	3408		1500000	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		700000	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.

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		251000	3.
LIABILITIES					
4. Policyholder benefits and contractholder funds		B994		12000	4.
5. Separate account liabilities		B996		0	5.
6. Total equity		C249		230000	6.
7. Net income		C250		3000	7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
ASSETS					
1. Securities		3515		42999000	1.
2. Federal funds sold and securities purchased under agreements to resell.....		3365		275000	2.
3. Loans and leases		3516		166487000	3.
BHDM					
a. Loans secured by 1–4 family residential properties in domestic offices		3465		43470000	3.a.
b. All other loans secured by real estate in domestic offices		3466		28848000	3.b.
c. All other loans in domestic offices.....		F724		94169000	3.c.
BHCK					
4. a. Trading assets		3401		608000	4.a.
b. Other earning assets.....		B985		1720000	4.b.
5. Total consolidated assets		3368		243688000	5.
LIABILITIES					
6. Interest-bearing deposits (domestic).....		3517		93053000	6.
7. Interest-bearing deposits (foreign)		3404		14905000	7.
8. Federal funds purchased and securities sold under agreements to repurchase		3353		15088000	8.
9. All other borrowed money		2635		48643000	9.
10. Not applicable					
EQUITY CAPITAL					
11. Equity capital (excludes limited-life preferred stock)		3519		22320000	11.

For Federal Reserve Bank Use Only

C.I.

(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		15560000	1.a.
b. Credit card lines	3815		68665000	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		6432000	1.c.(1)
(a) 1–4 family residential construction loan commitments	F164		877000	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments ...	F165		5555000	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550		3926000	1.c.(2)
d. Securities underwriting	3817		0	1.d.
e. Other unused commitments	3818		52825000	1.e.
2. Financial standby letters of credit and foreign office guarantees.....	6566		15194000	2.
a. Amount of financial standby letters of credit conveyed to others	3820		548000	2.a.
3. Performance standby letters of credit and foreign office guarantees.....	6570		428000	3.
a. Amount of performance standby letters of credit conveyed to others	3822		8000	3.a.
4. Commercial and similar letters of credit.....	3411		468000	4.
5. Not applicable				
6. Securities lent.....	3433		16769000	6.

7. Credit derivatives:

a. Notional amounts:

	(Column A) Guarantor			(Column B) Beneficiary		
	BHCK			BHCK		
(1) Credit default swaps	C968		0	C969		56000
(2) Total return swaps.....	C970		0	C971		0
(3) Credit options.....	C972		0	C973		0
(4) Other credit derivatives	C974		1543000	C975		571000

b. Gross fair values:

(1) Gross positive fair value.....	C219		0	C221		2000
(2) Gross negative fair value	C220		1000	C222		0

- 8. Spot foreign exchange contracts.....
- 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.....
- b. Commitments to purchase when-issued securities
- c. Commitments to sell when-issued securities

	BHCK			
8.	8765		1017000	8.
9.	3430		4825000	9.
9.a.	3432		0	9.a.
9.b.	3434		0	9.b.
9.c.	3435		0	9.c.
9.d.	6561		0	9.d.
9.e.	6562		0	9.e.
9.f.	6568		0	9.f.
9.g.	6586		0	9.g.

d.	TEXT 6561			
e.	TEXT 6562			
f.	TEXT 6568			
g.	TEXT 6586			

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):					
a. Futures contracts.....	BHCK 8693 945000	BHCK 8694 0	BHCK 8695 0	BHCK 8696 0	11.a.
b. Forward contracts.....	BHCK 8697 11908000	BHCK 8698 9102000	BHCK 8699 0	BHCK 8700 0	11.b.
c. Exchange-traded option contracts:					
(1) Written options.....	BHCK 8701 5000000	BHCK 8702 0	BHCK 8703 0	BHCK 8704 0	11.c.(1)
(2) Purchased options.....	BHCK 8705 0	BHCK 8706 0	BHCK 8707 0	BHCK 8708 0	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options.....	BHCK 8709 5335000	BHCK 8710 515000	BHCK 8711 0	BHCK8712 0	11.d.(1)
(2) Purchased options.....	BHCK 8713 2015000	BHCK 8714 515000	BHCK 8715 0	BHCK 8716 0	11.d.(2)
e. Swaps.....	BHCK 3450 54163000	BHCK 3826 2045000	BHCK 8719 70000	BHCK 8720 0	11.e.
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126 47758000	BHCK A127 8884000	BHCK 8723 0	BHCK 8724 0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading.....	BHCK 8725 31608000	BHCK 8726 3293000	BHCK 8727 70000	BHCK 8728 0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....	BHCK 8733 452000	BHCK 8734 149000	BHCK 8735 0	BHCK 8736 0	14.a.(1)
(2) Gross negative fair value....	BHCK 8737 456000	BHCK 8738 136000	BHCK 8739 0	BHCK 8740 0	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....	BHCK 8741 102000	BHCK 8742 293000	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value....	BHCK 8745 435000	BHCK 8746 8000	BHCK 8747 6000	BHCK 8748 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	1741416695				
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	26571000				
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	22451000				
4.	Other assets acquired in satisfaction of debts previously contracted	6557	14000				
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	
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	
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	
		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	1731000				
	(1) Estimated fair value of mortgage servicing assets.....	6438	1731000				
b.	Purchased credit card relationships and nonmortgage servicing assets	B026	165000				
c.	All other identifiable intangible assets	5507	1417000				
		bhct					
d.	Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	0426	3313000				
13.	Other real estate owned:	BHCK					
a.	Real estate acquired in satisfaction of debts previously contracted.....	2744	285000				
b.	Other real estate owned.....	2745	0				
		bhct					
c.	Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7)	2150	285000				
14.	Other borrowed money:	BHCK					
a.	Commercial paper.....	2309	10271000				
b.	Other borrowed money with a remaining maturity of one year or less.....	2332	23893000				
c.	Other borrowed money with a remaining maturity of more than one year	2333	21546000				
		bhct					
d.	Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	3190	55710000				
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	
16.	Assets under management in proprietary mutual funds and annuities	BHCK		B570		90848000	

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

BHCK	
C700	
C701	

19.a.

19.b.

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

Dollar Amounts in Thousands

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:

BHCK			
C252		83000	
4832		0	
4833		91000	
4834		0	
5041		0	
5043		1000	
5045		0	
5047		0	
C253		0	

20.a.

20.b.(1)

20.b.(2)

20.b.(3)

20.c.(1)

20.c.(2)

20.c.(3)

20.d.

a. Net assets
 b. Balances due from related institutions:
 (1) Due from the bank holding company (parent company only), gross.....
 (2) Due from subsidiary banks of the bank holding company, gross.....
 (3) Due from nonbank subsidiaries of the bank holding company, gross.....
 c. Balances due to related institutions:
 (1) Due to bank holding company (parent company only), gross.....
 (2) Due to subsidiary banks of the bank holding company, gross.....
 (3) Due to nonbank subsidiaries of the bank holding company, gross.....
 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.....

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.....

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		29119000	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:													
(1) 1-4 family residential construction loans...	F172		53000		F174		3000		F176		36000		1.a.(1)
(2) Other construction loans and all land development and other land loans	F173		223000		F175		19000		F177		290000		1.a.(2)
b. Secured by farmland in domestic offices.....	3493		3000		3494		0		3495		3000		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		54000		5399		35000		5400		9000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens	C236		531000		C237		993000		C229		108000		1.c.(2)(a)
(b) Secured by junior liens	C238		57000		C239		38000		C230		2000		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		11000		3500		1000		3501		29000		1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178		13000		F180		0		F182		27000		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179		45000		F181		4000		F183		60000		1.e.(2)
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		6000		1597		1000		1583		14000		3.
4. Commercial and industrial loans.....	1606		292000		1607		49000		1608		225000		4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards.....	B575		284000		B576		221000		B577		39000		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		243000		B579		109000		B580		8000		5.b.
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		0		6.
7. All other loans	5459		17000		5460		0		5461		46000		7.
8. Lease financing receivables:													
a. Leases to individuals for household, family, and other personal expenditures.....	F166		36000		F167		7000		F168		0		8.a.
b. All other leases.....	F169		125000		F170		0		F171		75000		8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		182000		3506		385000		3507		8000		9.
10. TOTAL (sum of items 1 through 9).....	5524		2175000		5525		1865000		5526		979000		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		292000		5613		798000		5614		28000		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above..	5615		81000		5616		58000		5617		21000		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	C866		204000		C867		739000		C868		0		11.b.

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)													
a. Loans secured by 1-4 family residential properties in domestic offices	F661		81000		F662		100000		F663		0		M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures) ...	1658		8000		1659		6000		1661		12000		M.1.b.

Schedule HC-N—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
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		8000		6559		0		6560		35000		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		1000		1913		4000		M.3.
4. Not applicable													
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)													
a. Loans and leases held for sale.....	C240		6000		C241		1000		C226		2000		M.5.a.
b. Loans measured at fair value: ¹													
(1) Fair value	F664		4000		F665		0		F666		0		M.5.b.(1)
(2) Unpaid principal balance	F667		4000		F668		0		F669		0		M.5.b.(2)

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).

Dollar Amounts in Thousands	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.

Dollar Amounts in Thousands	BHCK			
7. Additions to nonaccrual assets during the quarter.....	C410		452000	M.7.
8. Nonaccrual assets sold during the quarter.....	C411		3000	M.8.

1. **NOTE:** Completion of Memorandum items 5.b.(1) and (2) of Schedule HC-N is optional for the March 31, 2008, report date only. These items must be completed by all bank holding companies beginning June 30, 2008.

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

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

NOTE: Completion of items 1.c.(1) and (2), 2.c.(1) and (2), 3.c.(1) and (2), 4.c.(1) and (2), 5.b., and 6.c.(1) and (2) of Schedule HC-P is optional for the March 31, 2008, report date only. These items must be completed by all bank holding companies required to complete Schedule HC-P beginning June 30, 2008.

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: ²					
a.	Closed-end first liens.....	F066		1757000	1.a.
b.	Closed-end junior liens.....	F067		0	1.b.
c. Open-end loans extended under lines of credit:					
(1)	Total commitment under the lines of credit	F670		0	1.c.(1)
(2)	Principal amount funded under the lines of credit	F671		0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: ²					
		BHCK			
a.	Closed-end first liens.....	F068		6632000	2.a.
b.	Closed-end junior liens.....	F069		4000	2.b.
c. Open-end loans extended under lines of credit:					
(1)	Total commitment under the lines of credit	F672		0	2.c.(1)
(2)	Principal amount funded under the lines of credit	F673		0	2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:					
		BHCK			
a.	Closed-end first liens.....	F070		8111000	3.a.
b.	Closed-end junior liens.....	F071		2000	3.b.
c. Open-end loans extended under lines of credit:					
(1)	Total commitment under the lines of credit	F674		0	3.c.(1)
(2)	Principal amount funded under the lines of credit	F675		0	3.c.(2)
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):					
		BHCK			
a.	Closed-end first liens.....	F072		3437000	4.a.
b.	Closed-end junior liens.....	F073		3000	4.b.
c. Open-end loans extended under lines of credit:					
(1)	Total commitment under the lines of credit	F676		0	4.c.(1)
(2)	Principal amount funded under the lines of credit	F677		0	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):					
		BHCK			
a.	Closed-end 1-4 family residential mortgage loans	F184		95000	5.a.
		BHDM			
b.	Open-end 1-4 family residential mortgage loans extended under lines of credit	F560		0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans <i>during the quarter</i> :					
a.	Closed-end first liens.....	F678		5000	6.a.
b.	Closed-end junior liens.....	F679		0	6.b.
c. Open-end loans extended under lines of credit:					
(1)	Total commitment under the lines of credit	F680		0	6.c.(1)
(2)	Principal amount funded under the lines of credit	F681		0	6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of **June 30, 2007**.
 2. Exclude originations and purchases of 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) 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				BHCK				BHCK				BHCK				BHCK				
Dollar Amounts in Thousands																					
ASSETS																					
1. Loans and leases.....	F243		3393000		F682		0		F690		0		F244		3393000		F245		0		1.
2. Trading assets.....	F246		503000		F683		105000		F691		0		F247		275000		F248		333000		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		0		F684		0		F692		0		F241		0		F242		0		2.a.
3. All other financial assets and servicing assets.....	F249		1731000		F685		0		F693		0		F250		0		F251		1731000		3.
LIABILITIES																					
4. Deposits.....	F252		0		F686		0		F694		0		F253		0		F254		0		4.
5. Trading liabilities.....	F255		491000		F687		105000		F695		0		F256		502000		F257		94000		5.
6. All other financial liabilities and servicing liabilities.....	F258		0		F688		0		F696		0		F259		0		F260		0		6.
7. Loan commitments (not accounted for as derivatives).....	F261		0		F689		0		F697		0		F262		0		F263		0		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

	BHCK			
Tier 1 capital				
1. Total equity capital (from Schedule HC, item 28)	3210		21828000	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		-1249000	2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221		63000	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		-238000	4.
5. LESS: Nonqualifying perpetual preferred stock	B588		0	5.
6. a. Qualifying minority interests in consolidated subsidiaries and similar items	B589		691000	6.a.
b. Qualifying trust preferred securities ²	C502		4024000	6.b.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590		9148000	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		18819000	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		173000	9.a.
b. LESS: Disallowed deferred tax assets	5610		0	9.b.
10. Other additions to (deductions from) Tier 1 capital	B592		-22000	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b).....	8274		18624000	11.
Tier 2 capital				
12. Qualifying subordinated debt and redeemable preferred stock	5306		6230000	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		2648000	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		0	15.
16. Other Tier 2 capital components	B594		0	16.
17. Tier 2 capital (sum of items 12 through 16).....	5311		8878000	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17).....	8275		8878000	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		27502000	21.
Total assets for leverage ratio				
22. Average total assets (from Schedule HC-K, item 5)	bhct			
	3368		243688000	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) ...	B590		9148000	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	B591		173000	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		100000	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		234267000	27.
28.–30. Not applicable				
Capital ratios				
31. Tier 1 leverage ratio (item 11 divided by item 27)	BHCK	Percentage		
	7204		7.95	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		8.47	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205		12.50	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											
		(Column A) Totals (from Schedule HC)	(Column B) Items Not Subject to Risk-Weighting	Allocation by Risk Weight Category									
				(Column C)	(Column D)	(Column E)	(Column F)						
				0%	20%	50%	100%						
Dollar Amounts in Thousands													
Balance Sheet Asset Categories			BHCE	BHC0	BHC2	BHC5	BHC9						
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....													
	BHCK 0010												
		8040000	0	1455000	6585000		0						34.
	bhcx 1754												
35. Held-to-maturity securities		64000	0	0	37000	18000	9000						35.
	bhcx 1773												
36. Available-for-sale securities		41058000	-1912000	1128000	33022000	5599000	3221000						36.
37. Federal funds sold and securities purchased under agreements to resell.....													
	BHCK C225												
		504000		0	504000		0						37.
	bhct 5369												
38. Loans and leases held for sale		3788000	0	0	287000	3440000	61000						38.
	bhct B528												
39. Loans and leases, net of unearned income		165890000	0	1154000	8577000	19974000	136185000						39.
	bhcx 3123												
40. LESS: Allowance for loan and lease losses		2518000	2518000										40.
	bhcx 3545												
41. Trading assets.....		503000	502000	0	0	0	1000						41.
	BHCK B639												
42. All other assets ¹		29209000	10043000	393000	5806000	129000	12838000						42.
	bhct 2170												
43. Total assets (sum of items 34 through 42)		246538000	6115000	4130000	54818000	29160000	152315000						43.

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	15194000	1.00 or 12.5 ²	15194000	411000	2070000	2661000	10052000			
44. Financial standby letters of credit.....	bhct 6570									
45. Performance standby letters of credit	428000	.50	214000	300	20100	12500	181100			
46. Commercial and similar letters of credit	bhct 3411									
47. Risk participations in bankers accep- tances acquired by the reporting institution.....	468000	.20	93600	4700	7900	5200	75800			
	BHCK 3429									
	7000	1.00	7000	0	0		7000			
	bhct 3433									
48. Securities lent.....	16769000	1.00	16769000	16769000	0	0	0			
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			
	BHCK B541									
	0	12.5 ³	0				0			
51. All other financial assets sold with recourse	BHCK B675									
52. All other off-balance sheet liabilities.....	457000	1.00	457000	0	0	457000	0			
53. Unused commitments with an original maturity exceeding one year	BHCK B681									
	276000	1.00	276000	0	0	30000	246000			
	BHCK 6572									
	59175000	.50	29587500	0	418200	141300	29028000			
			BHCE A167							
54. Derivative contracts.....			1259000	123000	592000	544000				

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	BHCK B697	BHCK B698	BHCK B699	55.
		21438000	57926200	33011000	191905900	
56. Risk weight factor.....		x 0%	x 20%	x 50%	x 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)		BHCK B700	BHCK B701	BHCK B702	BHCK B703	
		0	11585240	16505500	191905900	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	
					219996640	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	
					219996640	62.

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards 8764 941000 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		20012000		8766		27812000		8767		20262000	
3812		6347000		8769		1614000		8770		2017000	
8771		0		8772		0		8773		0	
8774		0		8775		0		8776		0	
8777		0		8778		0		8779		0	
A000		40000		A001		30000		A002		0	
g. Credit derivative contracts:											
(1) Investment grade.....											
C980		102000		C981		1037000		C982		54000	
(2) Subinvestment grade.....											
C983		97000		C984		562000		C985		261000	

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)

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)..... M.3.a.

b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC) M.3.b.

c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 22) M.3.c.

d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (**excluding trust preferred securities**) (included in Schedule HC, item 20 or 22) M.3.d.

4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27) M.4.

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..... M.5.a.

b. In the form of common stock M.5.b.

6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)..... M.6.

BHCK			
5479		1500000	
5990		0	
C498		667000	
A507		0	
2771		0	
5483		0	
5484		7075000	
F031		0	

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

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C.I.

RSSD ID:

1119794

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
							0	0	0	0	0	0	915000
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
							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
							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
							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
							0	0	0	0	0	0	18000
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
							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
							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
							0	0	0	0	0	0	0
b. Recoveries													
							BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760
							0	0	0	0	0	0	0

Schedule HC-S—Continued

RSSD ID: 1119794

	(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		6.a.
		0	0			0		
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502		6.b.
		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		7.a.
		0	0			0		
b. 90 days or more past due		BHCK B767	BHCK B768			BHCK B769		7.b.
		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		8.a.
		0	0			0		
b. Recoveries		BHCK B773	BHCK B774			BHCK B775		8.b.
		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	BHCK B782
		0	0	0	0	0	0	0
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures								
		BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789
		0	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	BHCK B796
		457000	0	0	0	0	0	0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11								
		BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803
		457000	0	0	0	0	0	0

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		96000	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		457000	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805		106877000	M.2.b.
c. Other financial assets ¹	A591		1302000	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		442000	M.2.d.
3. Asset-backed commercial paper conduits:				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806		0	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		18000	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).

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				
	TEXT	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.