

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:

September 30, 2007

Month / Date / Year (BHCK 9999)

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

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

U.S. BANCORP

Legal Title of Bank Holding Company (TEXT 9010)

800 NICOLLET MALL

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

MINNEAPOLIS

MN

55402

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

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RSSD ID _____

C.I. _____

S.F. _____

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

RSSD ID:
1119794

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RSSD Number	_____
	S.F. ____

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices	4010		7472000	1.a.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		10000	1.a.(2)
b. Income from lease financing receivables	4065		620000	1.b.
c. Interest income on balances due from depository institutions ¹	4115		1000	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		21000	1.d.(1)
(2) Mortgage-backed securities	B489		1271000	1.d.(2)
(3) All other securities	4060		262000	1.d.(3)
e. Interest income from trading assets	4069		12000	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020		6000	1.f.
g. Other interest income	4518		82000	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		9757000	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		492000	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		483000	2.a.(1)(b)
(c) Other deposits	6761		758000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		299000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		485000	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		1775000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		339000	2.d.
e. Other interest expense	4398		178000	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		4809000	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074		4948000	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		567000	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		808000	5.a.
b. Service charges on deposit accounts in domestic offices	4483		1141000	5.b.
c. Trading revenue ²	A220		43000	5.c.
d. (1) Fees and commissions from securities brokerage	C886		79000	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888		150000	5.d.(2)
(3) Fees and commissions from annuity sales	C887		66000	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		27000	5.d.(4)
(5) Income from other insurance activities	C387		23000	5.d.(5)
e. Venture capital revenue	B491		67000	5.e.
f. Net servicing fees	B492		134000	5.f.
g. Net securitization income	B493		8000	5.g.
h. Not applicable				
i. Net gains (losses) on sales of loans and leases	8560		122000	5.i.
j. Net gains (losses) on sales of other real estate owned	8561		-5000	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		16000	5.k.
l. Other noninterest income ³	B497		2703000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		5382000	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.

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Schedule HI—Continued

	Dollar Amounts in Thousands			
	BHCK			
6. a. Realized gains (losses) on held-to-maturity securities	3521		0	6.a.
b. Realized gains (losses) on available-for-sale securities	3196		11000	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits	4135		2322000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		511000	7.b.
c. (1) Goodwill impairment losses	C216		0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		283000	7.c.(2)
d. Other noninterest expense ⁴	4092		1747000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		4863000	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		4911000	8.
9. Applicable income taxes (foreign and domestic)	4302		1466000	9.
10. Minority interest	4484		63000	10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)	4300		3382000	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		3382000	13.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

1. Net interest income (item 3 above) on a fully taxable equivalent basis	BHCK				
	4519		5001000		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis					
	4592		4964000		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		82000		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		184000		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number		
	4150		51629		M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):					
a. Income and fees from the printing and sale of checks	BHCK				
	C013		0		M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014		156000		M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016		183000		M.6.c.
d. Rent and other income from other real estate owned	4042		0		M.6.d.
e. Safe deposit box rent	C015		0		M.6.e.
f. TEXT MERCHANT PROCESSING SERVICES					
	8562		822000		M.6.f.
g. TEXT CREDIT AND DEBIT CARD REVENUE					
	8563		668000		M.6.g.
h. TEXT CORPORATE PAYMENT PRODUCTS REVENUE					
	8564		466000		M.6.h.
i. Net change in the fair values of financial instruments accounted for under a fair value option					
	F229		0		M.6.i.

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Schedule HI—Continued

MEMORANDA (continued)

		Dollar Amounts in Thousands			BHCK			
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):								
a.	Data processing expenses	C017					152000	M.7.a.
b.	Advertising and marketing expenses	0497					0	M.7.b.
c.	Directors' fees	4136					0	M.7.c.
d.	Printing, stationery, and supplies.....	C018					0	M.7.d.
e.	Postage	8403					0	M.7.e.
f.	Legal fees and expenses	4141					0	M.7.f.
g.	FDIC deposit insurance assessments.....	4146					0	M.7.g.
h.	TEXT 8565 AMORTIZATION OF AFFORDABLE HOUSING INVESTMENTS	8565					185000	M.7.h.
i.	TEXT 8566	8566					0	M.7.i.
j.	TEXT 8567	8567					0	M.7.j.
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):								
a.	(1) TEXT 3571	3571					0	M.8.a.(1)
	(2) Applicable income tax effect	BHCK	3572				0	M.8.a.(2)
b.	(1) TEXT 3573	3573					0	M.8.b.(1)
	(2) Applicable income tax effect	BHCK	3574				0	M.8.b.(2)
c.	(1) TEXT 3575	3575					0	M.8.c.(1)
	(2) Applicable income tax effect	BHCK	3576				0	M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):								
a.	Interest rate exposures	8757					6000	M.9.a.
b.	Foreign exchange exposures	8758					36000	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					287000	M.12.a.
	b. (1) Premiums on insurance related to the extension of credit	C242					27000	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					21000	M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no)								
		BHCK						
		A530					0	M.13.

Schedule HI—Continued

MEMORANDA (continued)

14. Not applicable	BHCK				
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409			36000	M.15.

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

	Year-to-date				
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1))	BHCK				
	F228			0	M.16.

Schedule HI-A—Changes in Equity Capital

	Dollar Amounts in Thousands				
	BHCK				
1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217			21197000	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles ¹	B507			0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508			21197000	3.
	bhct				
4. Net income (loss) (must equal Schedule HI, item 13)	4340			3382000	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross	3577			0	5.a.
b. Conversion or retirement of perpetual preferred stock	3578			0	5.b.
6. Sale of common stock:					
a. Sale of common stock, gross	3579			0	6.a.
b. Conversion or retirement of common stock	3580			0	6.b.
7. Sale of treasury stock	4782			431000	7.
8. LESS: Purchase of treasury stock	4783			2003000	8.
9. Changes incident to business combinations, net	4356			79000	9.
10. LESS: Cash dividends declared on preferred stock	4598			45000	10.
11. LESS: Cash dividends declared on common stock	4460			2079000	11.
12. Other comprehensive income ²	B511			-292000	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			16000	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			20686000	15.

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

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

Dollar Amounts in Thousands	Charge-offs ¹ (Column A)			Recoveries (Column B)			
	BHCK			BHCK			
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)							
1. Loans secured by real estate:							
a. Construction, land development, and other land loans in domestic offices.....	3582		3000	3583		0	1.a.
b. Secured by farmland in domestic offices	3584		0	3585		0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411		27000	5412		2000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:							
(a) Secured by first liens	C234		45000	C217		1000	1.c.(2)(a)
(b) Secured by junior liens	C235		31000	C218		4000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		1000	3589		0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3590		12000	3591		4000	1.e.
f. In foreign offices	B512		0	B513		0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. To U.S. banks and other U.S. depository institutions	4653		0	4663		0	2.a.
b. To foreign banks	4654		0	4664		0	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655		1000	4665		0	3.
4. Commercial and industrial loans:							
a. To U.S. addressees (domicile)	4645		111000	4617		36000	4.a.
b. To non-U.S. addressees (domicile)	4646		0	4618		0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B514		280000	B515		48000	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516		168000	B517		52000	5.b.
6. Loans to foreign governments and official institutions	4643		0	4627		0	6.
7. All other loans	4644		5000	4628		2000	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F185		16000	F187		6000	8.a.
b. All other leases	C880		45000	F188		23000	8.b.
9. Total (sum of items 1 through 8)	4635		745000	4605		178000	9.

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

Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Charge-offs ¹				(Column B) Recoveries				
	Calendar year-to-date								
	BHCK				BHCK				
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409		3000		5410		1000		M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).	4652		0		4662		0		M.2.

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

	Calendar year-to-date				
	BHCK				
	C388		87000		
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)					M.3.

	(Column A) Charge-offs ¹				(Column B) Recoveries				
	Calendar year-to-date								
	BHCK				BHCK				
4. Construction, land development, and other land loans (sum of Memorandum items 4.a and 4.b must equal Schedule HI-B, part I, item 1.a):									
a. 1-4 family residential construction loans	C891		1000		C892		0		M.4.a.
b. Other construction loans and all land development and other land loans	C893		2000		C894		0		M.4.b.
5. Loans secured by nonfarm nonresidential properties (sum of Memorandum items 5.a and 5.b must equal Schedule HI-B, part I, item 1.e):									
a. Loans secured by owner-occupied nonfarm nonresidential properties	C895		3000		C896		2000		M.5.a.
b. Loans secured by other nonfarm nonresidential properties	C897		9000		C898		2000		M.5.b.

II. Changes in allowance for loan and lease losses	Calendar year-to-date				
	BHCK				
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522		2022000		1.
	bhct				
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605		178000		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		737000		3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	5523		8000		4.
	bhct				
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230		567000		5.
	BHCK				
6. Adjustments (see instructions for this schedule)	C233		19000		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		2041000		7.

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

Schedule HI-B—Continued

MEMORANDA

	BHCK				
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435			0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges ..	C389			67000	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			u
1. Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option					
		F465			1.
2. 5352					
		5352		0	2.
3. 5353					
		5353		0	3.
4. 5354					
		5354		0	4.
5. 5355					
		5355		0	5.
6. B042					
		B042		0	6.
7. B043					
		B043		0	7.
8. B044					
		B044		0	8.
9. B045					
		B045		0	9.
10. B046					
		B046		0	10.

Notes to the Income Statement—Other, Continued

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

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RSSD ID:
1119794

U.S. BANCORP

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20070930

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				6636000	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				72000	1.b.(2)
2.	Securities:						
a.	Held-to-maturity securities (from Schedule HC-B, column A)	1754				78000	2.a.
b.	Available-for-sale securities (from Schedule HC-B, column D).....	1773				40293000	2.b.
3.	Federal funds sold and securities purchased under agreements to resell:						
a.	Federal funds sold in domestic offices	BHDM	B987			136000	3.a.
b.	Securities purchased under agreements to resell ³	BHCK	B989			0	3.b.
4.	Loans and lease financing receivables:						
a.	Loans and leases held for sale	5369				4601000	4.a.
b.	Loans and leases, net of unearned income	B528				149039000	4.b.
c.	LESS: Allowance for loan and lease losses	3123				2041000	4.c.
d.	Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529				146998000	4.d.
5.	Trading assets (from Schedule HC-D)	3545				370000	5.
6.	Premises and fixed assets (including capitalized leases)	2145				1779000	6.
7.	Other real estate owned (from Schedule HC-M).....	2150				208000	7.
8.	Investments in unconsolidated subsidiaries and associated companies	2130				138000	8.
9.	Not applicable						
10.	Intangible assets:						
a.	Goodwill	3163				7604000	10.a.
b.	Other intangible assets (from Schedule HC-M)	0426				3150000	10.b.
11.	Other assets (from Schedule HC-F)	2160				15563000	11.
12.	Total assets (sum of items 1 through 11)	2170				227628000	12.

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

Schedule HC—Continued

RSSD ID:

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Dollar Amounts in Thousands		BHDM			
LIABILITIES					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631		28272000	13.a.(1)	
(2) Interest-bearing	6636		84927000	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		9549000	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices ²	BHDM	B993	1283000	14.a.	
b. Securities sold under agreements to repurchase ³	BHCK	B995	11288000	14.b.	
15. Trading liabilities (from Schedule HC-D)		3548	234000	15.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)		3190	49349000	16.	
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures ⁴		4062	7897000	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	9377000	20.	
21. Total liabilities (sum of items 13 through 20)		2948	206234000	21.	
22. Minority interest in consolidated subsidiaries and similar items		3000	708000	22.	
EQUITY CAPITAL					
23. Perpetual preferred stock and related surplus		3283	1000000	23.	
24. Common stock (par value)		3230	20000	24.	
25. Surplus (exclude all surplus related to preferred stock)		3240	5748000	25.	
26. a. Retained earnings		3247	22500000	26.a.	
b. Accumulated other comprehensive income ⁵		B530	-1028000	26.b.	
27. Other equity capital components ⁶		A130	-7554000	27.	
28. Total equity capital (sum of items 23 through 27)		3210	20686000	28.	
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)		3300	227628000	29.	

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

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

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

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

(2) City (TEXT C708)

(2) E-mail Address (TEXT C705)

(3) State Abbrev. (TEXT C714)

(4) Zip Code (TEXT C715)

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

RSSD ID:

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity						Available-for-Sale						
	(Column A) Amortized Cost			(Column B) Fair Value			(Column C) Amortized Cost			(Column D) Fair Value			
	BHCK			BHCK			BHCK			BHCK			
1. U.S. Treasury securities	0211		0	0213		0	1286		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		49000	1293		49000	2.a.
b. Issued by U.S. government- sponsored agencies ²	1294		0	1295		0	1297		393000	1298		389000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496		60000	8497		64000	8498		6691000	8499		6624000	3.
4. Mortgage-backed securities (MBS)													
a. Pass-through securities:													
(1) Guaranteed by GNMA	1698		0	1699		0	1701		678000	1702		661000	4.a.(1)
(2) Issued by FNMA and FHLMC	1703		0	1705		0	1706		18950000	1707		18298000	4.a.(2)
(3) Other pass-through securities	1709		6000	1710		6000	1711		0	1713		0	4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):													
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714		0	1715		0	1716		7717000	1717		7597000	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		4660000	1736		4574000	4.b.(3)
5. Asset-backed securities (ABS)	C026		0	C988		0	C989		5000	C027		5000	5.
6. Other debt securities:													
a. Other domestic debt securities	1737		0	1738		0	1739		1364000	1741		1260000	6.a.
b. Foreign debt securities	1742		12000	1743		12000	1744		257000	1746		250000	6.b.

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

Schedule HC-B—Continued

RSSD ID:

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value ¹		
	BHCK		BHCK		BHCK		BHCK		
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	595000	A511	584000	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	78000	1771	82000	1772	41361000	1773	40293000	

MEMORANDA

	BHCK			
1. Pledged securities ¹	0416		35677000	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		8206000	M.2.a.
b. Over 1 year to 5 years	0384		3950000	M.2.b.
c. Over 5 years	0387		27631000	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778		0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):				
a. Amortized cost	8782		0	M.4.a.
b. Fair value	8783		0	M.4.b.

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

	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value ¹		
	BHCK		BHCK		BHCK		BHCK		
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):									
a. Credit card receivables	B838	0	B839	0	B840	0	B841	0	5.a.
b. Home equity lines	B842	0	B843	0	B844	5000	B845	5000	5.b.
c. Automobile loans	B846	0	B847	0	B848	0	B849	0	5.c.
d. Other consumer loans	B850	0	B851	0	B852	0	B853	0	5.d.
e. Commercial and industrial loans	B854	0	B855	0	B856	0	B857	0	5.e.
f. Other	B858	0	B859	0	B860	0	B861	0	5.f.

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

RSSD ID:
1119794

Schedule HC-C—Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCK				BHDM				
1. Loans secured by real estate	1410		68647000						1.
a. Construction, land development, and other land loans					1415		8867000		1.a.
b. Secured by farmland					1420		798000		1.b.
c. Secured by 1-4 family residential properties:									
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit					1797		11831000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens					5367		25472000		1.c.(2)(a)
(b) Secured by junior liens					5368		4379000		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties					1460		1710000		1.d.
e. Secured by nonfarm nonresidential properties					1480		15564000		1.e.
2. Loans to depository institutions and acceptances of other banks					1288		704000		2.
a. To U.S. banks and other U.S. depository institutions	1292		597000						2.a.
b. To foreign banks	1296		107000						2.b.
3. Loans to finance agricultural production and other loans to farmers	1590		1069000	1590		1069000			3.
4. Commercial and industrial loans				1766		34451000			4.
a. To U.S. addressees (domicile)	1763		34309000						4.a.
b. To non-U.S. addressees (domicile)	1764		541000						4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)					1975		29039000		6.
a. Credit cards	B538		10251000						6.a.
b. Other revolving credit plans	B539		2679000						6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011		16109000						6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081		0	2081		0			7.
8. Not applicable									
9. a. Loans for purchasing and carrying securities (secured and unsecured)	1545		583000	1545		583000			9.a.
b. All other loans	1564		6580000	1564		6580000			9.b.
10. Lease financing receivables (net of unearned income)					2165		12168000		10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162		6282000						10.a.
b. All other leases	F163		5886000						10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123		0	2123		0			11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122		153640000	2122		153215000			12.

Schedule HC-C—Continued

MEMORANDA

		Consolidated			
		BHCK			
Dollar Amounts in Thousands					
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures)					
	1616		20000		M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above					
	2746		4612000		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)					
	B837		51000		M.3.
<p>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)</p>					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)					
	C391		406000		M.4.
<p>Memorandum item 5 is to be completed by all bank holding companies.</p>					
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance	C779		1000		M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9.....	C780		0		M.5.b.
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))					
	F230		4000		M.6.a.
<p>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) as of December 31, 2006, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</p>					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties					
	F231		0		M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 6.a above					
	F232		0		M.6.c.
7. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 7.a and 7.b must equal Schedule HC-C, item 1.a):					
a. 1-4 family residential construction loans.....	F158		1329000		M.7.a.
b. Other construction loans and all land development and other land loans	F159		7538000		M.7.b.
8. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 8.a and 8.b must equal Schedule HC-C, item 1.e):					
a. Loans secured by owner-occupied nonfarm nonresidential properties.....	F160		7070000		M.8.a.
b. Loans secured by other nonfarm nonresidential properties	F161		8494000		M.8.b.

Schedule HC-D—Trading Assets and Liabilities

RSSD ID:

1119794

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

Dollar Amounts in Thousands		BHCK			
ASSETS					
1. U.S. Treasury securities in domestic offices	3531			0	1.
2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities).....	3532			0	2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices	3533			0	3.
4. Mortgage-backed securities (MBS) in domestic offices:					
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534			0	4.a.
b. Other MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	3535			0	4.b.
c. All other mortgage-backed securities	3536			0	4.c.
5. Other debt securities in domestic offices	3537			55000	5.
6.–8. Not applicable					
9. Other trading assets in domestic offices	3541			2000	9.
10. Trading assets in foreign offices	3542			0	10.
11. Derivatives with a positive fair value:					
a. In domestic offices	3543			313000	11.a.
	BHFN				
b. In foreign offices	3543			0	11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)	bhct				
	3545			370000	12.
LIABILITIES					
	BHCK				
13. Liability for short positions.....	3546			0	13.
14. Derivatives with a negative fair value.....	3547			234000	14.
	bhct				
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule HC, item 15)	3548			234000	15.

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands					
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
	BHCB				
a. Demand deposits	2210			28272000	1.a.
b. NOW, ATS, and other transaction accounts	3187			27440000	1.b.
c. Money market deposit accounts and other savings accounts.....	2389			28863000	1.c.
d. Time deposits of less than \$100,000.....	6648			14613000	1.d.
e. Time deposits of \$100,000 or more.....	2604			14011000	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
	BHOD				
a. Noninterest-bearing balances	3189			0	2.a.
b. NOW, ATS, and other transaction accounts	3187			0	2.b.
c. Money market deposit accounts and other savings accounts.....	2389			0	2.c.
d. Time deposits of less than \$100,000.....	6648			0	2.d.
e. Time deposits of \$100,000 or more.....	2604			0	2.e.

MEMORANDA

	BHDM				
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243			0	M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164			0	M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242			12742000	M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less	A245			9549000	M.4.

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

Schedule HC-F—Other Assets

	Dollar Amounts in Thousands			BHCK			
1. Accrued interest receivable ¹	B556		1152000				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		5000				3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		1089000				4.
5. Life insurance assets	C009		5063000				5.
6. Other	2168		8254000				6.
	bhct						
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		15563000				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		1192000				2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557		219000				3.
4. Other	B984		7966000				4.
	bhct						
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750		9377000				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		93199000				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		34024000				2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298		19360000				3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)	3408		1000000				4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409		600000				5.

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

RSSD ID:
1119794

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

I. Property and Casualty Underwriting

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

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

II. Life and Health Underwriting

	BHCK			
ASSETS				
1. Reinsurance recoverables	C247		1000	1.
2. Separate account assets	B992		0	2.
3. Total assets	C248		313000	3.
LIABILITIES				
4. Policyholder benefits and contractholder funds	B994		12000	4.
5. Separate account liabilities	B996		0	5.
6. Total equity	C249		286000	6.
7. Net income	C250		6000	7.

Schedule HC-K—Quarterly Averages

	Dollar Amounts in Thousands			BHCK			
ASSETS							
1. Securities	3515		41128000				1.
2. Federal funds sold and securities purchased under agreements to resell	3365		134000				2.
3. Loans and leases	3516		152064000				3.
4. a. Trading assets	3401		241000				4.a.
b. Other earning assets	B985		1319000				4.b.
5. Total consolidated assets	3368		224708000				5.
LIABILITIES							
6. Interest-bearing deposits (domestic)	3517		83882000				6.
7. Interest-bearing deposits (foreign)	3404		8316000				7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353		13275000				8.
9. All other borrowed money	2635		50236000				9.
10. Not applicable							
EQUITY CAPITAL							
11. Equity capital (excludes limited-life preferred stock)	3519		20741000				11.

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(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		14846000	1.a.
b. Credit card lines	3815		62692000	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		6295000	1.c.(1)
(a) 1-4 family residential construction loan commitments	F164		973000	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165		5322000	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550		5099000	1.c.(2)
d. Securities underwriting	3817		0	1.d.
e. Other unused commitments	3818		52137000	1.e.
2. Financial standby letters of credit and foreign office guarantees.....	6566		12243000	2.
a. Amount of financial standby letters of credit conveyed to others	3820		425000	2.a.
3. Performance standby letters of credit and foreign office guarantees.....	6570		401000	3.
a. Amount of performance standby letters of credit conveyed to others	3822		8000	3.a.
4. Commercial and similar letters of credit.....	3411		423000	4.
5. Not applicable				
6. Securities lent	3433		15768000	6.

7. Credit derivatives:

	Guarantor (Column A)			Beneficiary (Column B)		
	BHCK			BHCK		
a. Notional amounts:						
(1) Credit default swaps	C968		0	C969		46000
(2) Total return swaps.....	C970		0	C971		0
(3) Credit options.....	C972		0	C973		0
(4) Other credit derivatives	C974		525000	C975		245000
b. Gross fair values:						
(1) Gross positive fair value	C219		0	C221		1000
(2) Gross negative fair value	C220		1000	C222		1000

	BHCK			
8. Spot foreign exchange contracts	8765		379000	8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of Schedule HC, item 28, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 28)				
a. Securities borrowed	3430		3910000	9.
b. Commitments to purchase when-issued securities	3432		0	9.a.
c. Commitments to sell when-issued securities	3434		0	9.b.
	3435		0	9.c.

d.	TEXT 6561			6561		0	9.d.
e.	TEXT 6562			6562		0	9.e.
f.	TEXT 6568			6568		0	9.f.
g.	TEXT 6586			6586		0	9.g.

10. Not applicable

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
	BHCK 8693	BHCK 8694	BHCK 8695	BHCK 8696	
a. Futures contracts	6950000	0	0	0	11.a.
	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	
b. Forward contracts	10767000	6252000	0	0	11.b.
c. Exchange-traded option contracts:					
	BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704	
(1) Written options	9330000	0	0	0	11.c.(1)
	BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708	
(2) Purchased options	0	0	0	0	11.c.(2)
d. Over-the-counter option contracts:					
	BHCK 8709	BHCK 8710	BHCK 8711	BHCK8712	
(1) Written options	5472000	173000	0	0	11.d.(1)
	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	
(2) Purchased options	2119000	173000	0	0	11.d.(2)
	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	
e. Swaps	45475000	1907000	78000	0	11.e.
12. Total gross notional amount of derivative contracts held for trading					
	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	
	35049000	5463000	0	0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading					
	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	
	45064000	3042000	78000	0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
	BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736	
(1) Gross positive fair value	211000	136000	0	0	14.a.(1)
	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	
(2) Gross negative fair value	142000	126000	0	0	14.a.(2)
b. Contracts held for purposes other than trading:					
	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	
(1) Gross positive fair value	25000	153000	1000	0	14.b.(1)
	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	
(2) Gross negative fair value	212000	29000	0	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	1725411504				
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	20005000				
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	23775000				
4. Other assets acquired in satisfaction of debts previously contracted		6557	10000				
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	1522000		
(1) Estimated fair value of mortgage servicing assets	6438	1522000			
b. Purchased credit card relationships and nonmortgage servicing assets		B026	162000		
c. All other identifiable intangible assets		5507	1466000		
		bhct			
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426	3150000		
13. Other real estate owned:		BHCK			
a. Real estate acquired in satisfaction of debts previously contracted.....		2744	208000		
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	208000		
14. Other borrowed money:		BHCK			
a. Commercial paper.....		2309	9622000		
b. Other borrowed money with a remaining maturity of one year or less.....		2332	16925000		
c. Other borrowed money with a remaining maturity of more than one year		2333	22802000		
		bhct			
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)		3190	49349000		

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	85520000		

Schedule HC-M—Continued

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

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

BHCK	
C161	1

17.

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

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

BHCK	
C159	1

18.

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

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

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

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

BHCK	
C700	

19.a.

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

C701	
------	--

19.b.

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

	BHCK			
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:				
a. Net assets	C252	88000		20.a.
b. Balances due from related institutions:				
(1) Due from the bank holding company (parent company only), gross	4832	0		20.b.(1)
(2) Due from subsidiary banks of the bank holding company, gross.....	4833	76000		20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834	1000		20.b.(3)
c. Balances due to related institutions:				
(1) Due to bank holding company (parent company only), gross.....	5041	0		20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross.....	5043	2000		20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045	0		20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors.....	5047	0		20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act	C253	0		21.

Schedule HC-M—Continued

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

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

TEXT
C497

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

22.

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

		Dollar Amounts in Thousands			
		BHCK			
23. Secured liabilities:					
a.	Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)	F064		0	23.a.
b.	Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	F065		22000000	23.b.

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices	2759		98000		2769		8000		3492		153000		1.a.
b. Secured by farmland in domestic offices	3493		2000		3494		0		3495		5000		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		50000		5399		22000		5400		9000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens	C236		429000		C237		675000		C229		48000		1.c.(2)(a)
(b) Secured by junior liens	C238		26000		C239		11000		C230		3000		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		3000		3500		0		3501		14000		1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3502		82000		3503		4000		3504		54000		1.e.
f. In foreign offices	B572		0		B573		0		B574		0		1.f.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
2. Loans to depository institutions and acceptances of other banks:													
a. U.S. banks and other U.S. depository institutions	5377			0	5378			0	5379			0	2.a.
b. Foreign banks	5380			0	5381			0	5382			0	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594			4000	1597			0	1583			12000	3.
4. Commercial and industrial loans	1606			216000	1607			35000	1608			80000	4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575			243000	B576			170000	B577			17000	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578			160000	B579			52000	B580			3000	5.b.
6. Loans to foreign governments and official institutions	5389			0	5390			0	5391			0	6.
7. All other loans	5459			24000	5460			0	5461			69000	7.
8. Lease financing receivables:													
a. Leases to individuals for household, family, and other personal expenditures	F166			33000	F167			4000	F168			0	8.a.
b. All other leases	F169			117000	F170			0	F171			46000	8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505			1000	3506			0	3507			5000	9.
10. TOTAL (sum of items 1 through 9).....	5524			1488000	5525			981000	5526			518000	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		172000		5613		530000		5614		18000		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above..	5615		12000		5616		0		5617		13000		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	C866		156000		C867		530000		C868		0		11.b.

Schedule HC-N—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual			
	BHCK			BHCK			BHCK			
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1).....	1658		0	1659		0	1661		2000	M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558		8000	6559		0	6560		4000	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 (included in Schedule HC-N, items 1 through 8 above)	C240		4000	C241		1000	C226		1000	M.5.

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

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

M.6.

7. Additions to nonaccrual assets during the quarter	C410		200000			
8. Nonaccrual assets sold during the quarter	C411		20000			

M.7.
M.8.

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		
9. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 9.a and 9.b must equal Schedule HC-N, item 1.a):									
a. 1-4 family residential construction loans	F172		10000	F174		5000	F176		5000
b. Other construction loans and all land development and other land loans									
	F173		88000	F175		3000	F177		148000
10. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 10.a. and 10.b must equal Schedule HC-N, item 1.e):									
a. Loans secured by owner-occupied nonfarm nonresidential properties									
	F178		16000	F180		1000	F182		20000
b. Loans secured by other nonfarm nonresidential properties									
	F179		66000	F181		3000	F183		34000

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

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

Dollar Amounts in Thousands	BHCK			
1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale²:				
a. First liens	F066		1358000	1.a.
b. Junior liens	F067		5000	1.b.
2. Wholesale originations and purchases during the quarter of closed-end 1-4 family residential mortgage loans for sale²:				
a. First liens	F068		5407000	2.a.
b. Junior liens	F069		20000	2.b.
3. Closed-end 1-4 family residential mortgages sold during the quarter:				
a. First liens	F070		6643000	3.a.
b. Junior liens	F071		9000	3.b.
4. Closed-end 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):				
a. First liens	F072		2905000	4.a.
b. Junior liens	F073		4000	4.b.
5. Noninterest income for the quarter from the sale, securitization, and servicing of closed-end 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i)				
	F184		79000	5.

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

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

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

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

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

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C.I.	□

RSSD ID:
1119794

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

	bhcx			
Tier 1 capital				
1. Total equity capital (from Schedule HC, item 28)	3210		20686000	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		-662000	2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221		7000	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		-362000	4.
5. LESS: Nonqualifying perpetual preferred stock	B588		0	5.
6. a. Qualifying minority interests in consolidated subsidiaries and similar items	B589		700000	6.a.
b. Qualifying trust preferred securities ²	C502		4024000	6.b.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590		8968000	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		17459000	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		152000	9.a.
b. LESS: Disallowed deferred tax assets	5610		0	9.b.
10. Other additions to (deductions from) Tier 1 capital	B592		-19000	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		17288000	11.
Tier 2 capital				
12. Qualifying subordinated debt and redeemable preferred stock	5306		6272000	12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital	B593		0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310		2260000	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		0	15.
16. Other Tier 2 capital components	B594		0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311		8532000	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275		8532000	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		25820000	21.
Total assets for leverage ratio				
22. Average total assets (from Schedule HC-K, item 5)	bhct			
	3368		224708000	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) ..	B590		8968000	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		152000	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		186000	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		215402000	27.
28.–30. Not applicable				
Capital ratios				
31. Tier 1 leverage ratio (item 11 divided by item 27)	BHCK	Percentage		
	7204		8.03	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		8.52	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205		12.72	33.

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

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

Schedule HC-R—Continued

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

													C000											
													Allocation by Risk Weight Category											
													(Column C) 0%		(Column D) 20%		(Column E) 50%		(Column F) 100%					
Dollar Amounts in Thousands																								
Balance Sheet Asset Categories													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											
													6710000		0		1382000		5328000		0			
													bhcx 1754											
35. Held-to-maturity securities													78000		0		0		48000		18000		12000	
													bhcx 1773											
36. Available-for-sale securities													40293000		-1057000		1231000		32746000		5168000		2205000	
37. Federal funds sold and securities purchased under agreements to resell													BHCK C225											
													136000				0		136000		0			
													bhct 5369											
38. Loans and leases held for sale													4601000		0		0		1653000		2909000		39000	
													bhct B528											
39. Loans and leases, net of unearned income													149039000		0		1181000		4190000		19992000		123676000	
													bhcx 3123											
40. LESS: Allowance for loan and lease losses													2041000		2041000									
													bhcx 3545											
41. Trading assets.....													370000		315000		0		0		0		55000	
													BHCK B639											
42. All other assets ¹													28442000		9624000		398000		6288000		110000		12022000	
													bhct 2170											
43. Total assets (sum of items 34 through 42)													227628000		6841000		4192000		50389000		28197000		138009000	

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	12243000	1.00 or 12.5 ²	12243000	384000	425000	919000	10515000	44.			
44. Financial standby letters of credit	bhct 6570										
45. Performance standby letters of credit	401000	.50	200500	4100	3700	20000	172700	45.			
46. Commercial and similar letters of credit	bhct 3411										
47. Risk participations in bankers acceptances acquired by the reporting institution.....	423000	.20	84600	5400	4600	5000	69600	46.			
	BHCK 3429										
	11000	1.00	11000	0	0		11000	47.			
	bhct 3433										
48. Securities lent	15768000	1.00	15768000	15768000	0	0	0	48.			
49. Retained recourse on small business obligations sold with recourse.....	bhct A250										
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.....	1000	1.00	1000	0	0	0	1000	49.			
	BHCK B541										
	3000	12.5 ³	33000				33000	50.			
51. All other financial assets sold with recourse	BHCK B675										
52. All other off-balance sheet liabilities	529000	1.00	529000	0	0	529000	0	51.			
53. Unused commitments with an original maturity exceeding one year	BHCK B681										
	233000	1.00	233000	0	0	5000	228000	52.			
	BHCK 6572										
	60007000	.50	30003500	0	1631500	40700	28331300	53.			
			BHCE A167								
54. Derivative contracts			857000	24000	493000	340000		54.			

¹ Column A multiplied by credit conversion factor.

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

³ Or institution-specific factor.

Schedule HC-R—Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
Allocation by Risk Weight Category					
	0%	20%	50%	100%	
Dollar Amounts in Thousands					
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....	BHCK B696 20377500	BHCK B697 52946800	BHCK B698 30055700	BHCK B699 177370600	55.
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 0	BHCK B701 10589360	BHCK B702 15027850	BHCK B703 177370600	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 202987810	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 202987810	62.

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands			
BHCK			
8764		526000	

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

With a remaining maturity of											
(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years			
BHCK				BHCK				BHCK			
3809		23657000		8766		18148000		8767		16556000	
3812		2808000		8769		1096000		8770		1879000	
8771		0		8772		0		8773		0	
8774		0		8775		0		8776		0	
8777		0		8778		0		8779		0	
A000		0		A001		78000		A002		0	
C980		25000		C981		74000		C982		68000	
C983		6000		C984		340000		C985		265000	

2. Notional principal amounts of derivative contracts:¹

a. Interest rate contracts M.2.a.

b. Foreign exchange contracts M.2.b.

c. Gold contracts M.2.c.

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

e. Other commodity contracts M.2.e.

f. Equity derivative contracts M.2.f.

g. Credit derivative contracts:

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

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

				BHCK			
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:							
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC).....				5479		1000000	
b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)				5990		0	
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 22)				C498		667000	
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 22)				A507		0	
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27)				2771		0	
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):							
a. In the form of perpetual preferred stock				5483		0	
b. In the form of common stock				5484		7554000	
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)				F031		0	

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

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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	1.
	0	0	0	0	0	0	1333000	
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:								
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)	BHCK B712	BHCK B713	BHCK B714	BHCK B715	BHCK B716	BHCK B717	BHCK B718	2.a.
	0	0	0	0	0	0	0	
b. Subordinated securities and other residual interests	BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399	2.b.
	0	0	0	0	0	0	0	
c. Standby letters of credit and other enhancements	BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406	2.c.
	0	0	0	0	0	0	0	
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCK B726	BHCK B727	BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732	3.
	0	0	0	0	0	0	1371000	
4. Past due loan amounts included in item 1:								
a. 30-89 days past due	BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739	4.a.
	0	0	0	0	0	0	0	
b. 90 days or more past due	BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746	4.b.
	0	0	0	0	0	0	0	
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):								
a. Charge-offs	BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753	5.a.
	0	0	0	0	0	0	0	
b. Recoveries	BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760	5.b.
	0	0	0	0	0	0	0	

Schedule HC-S—Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands							
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in HC-B)		BHCK B761	BHCK B762			BHCK B763	
		0	0			0	
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502	
		0	0			0	
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due		BHCK B764	BHCK B765			BHCK B766	
		0	0			0	
b. 90 days or more past due		BHCK B767	BHCK B768			BHCK B769	
		0	0			0	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							
a. Charge-offs		BHCK B770	BHCK B771			BHCK B772	
		0	0			0	
b. Recoveries		BHCK B773	BHCK B774			BHCK B775	
		0	0			0	
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements		BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781
		0	0	0	0	0	0
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures		BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788
		0	0	0	0	0	0
Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized		BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795
		529000	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
		529000	0	0	0	0	0

6.a.

6.b.

7.a.

7.b.

8.a.

8.b.

9.

10.

11.

12. 3/06

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Schedule HC-S—Continued

MEMORANDA

		Dollar Amounts in Thousands			
		BHCK			
1.	Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
a.	Outstanding principal balance	A249	121000		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	529000		M.2.a.
b.	1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	93850000		M.2.b.
c.	Other financial assets ¹	A591	1314000		M.2.c.
3.	Asset-backed commercial paper conduits:				
a.	Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1)	Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806	4000		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	1371000		M.3.b.(1)
(2)	Conduits sponsored by other unrelated institutions	B809	0		M.3.b.(2)
4.	Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407	0		M.4.

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

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Notes to the Balance Sheet—Predecessor Financial Items

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

		Dollar Amount in Thousands			BHBC				
1.	Average loans and leases (net of unearned income).....	3516						0	1.
2.	Average earning assets	3402						0	2.
3.	Average total consolidated assets	3368						0	3.
4.	Average equity capital.....	3519						0	4.

Notes to the Balance Sheet—Other

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

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

Example

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

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

Notes to the Balance Sheet—Other

		Dollar Amount in Thousands			BHCK				
1.	5356								
		5356						0	1.
2.	5357								
		5357						0	2.
3.	5358								
		5358						0	3.
4.	5359								
		5359						0	4.
5.	5360								
		5360						0	5.
6.	B027								
		B027						0	6.

Notes to the Balance Sheet—Other, Continued

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