

Federal Financial Institutions Examination Council

1

Please refer to page 1,
Table of Contents, for
the required disclosure
of estimated burden.

Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices—FFIEC 031

Report at the close of business March 31, 2004

(20040331)
(RCRI 9999)

This report is required by law: 12 U.S.C. §324 (State member banks); 12 U.S.C. §1817 (State nonmember banks); and 12 U.S.C. §161 (National banks).

This report form is to be filed by banks with branches and consolidated subsidiaries in U.S. territories and possessions, Edge or Agreement subsidiaries, foreign branches, consolidated foreign subsidiaries, or International Banking Facilities.

NOTE: The Reports of Condition and Income must be signed by an authorized officer and the Report of Condition must be attested to by not less than two directors (trustees) for State nonmember banks and three directors for State member and National banks.

The Reports of Condition and Income are to be prepared in accordance with Federal regulatory authority instructions.

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

I, Maggie Smiley, Regulatory Reporting Mgr

Name and Title of Officer Authorized to Sign Report

of the named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Signature of Officer Authorized to Sign Report

Date of Signature

Director (Trustee)

Director (Trustee)

Director (Trustee)

Submission of Reports

Each bank must prepare its Reports of Condition and Income either:

- (a) in electronic form and then file the computer data file directly with the banking agencies' collection agent, Electronic Data Systems Corporation (EDS), by modem or on computer diskette; or
- (b) in hard-copy (paper) form and arrange for another party to convert the paper report to electronic form. That party

(if other than EDS) must transmit the bank's computer data file to EDS.

For electronic filing assistance, contact EDS Call Report Services, 13890 Bishops Drive, Suite 110, Brookfield, WI 53005, telephone (800) 255-1571.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach this signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the completed report that the bank places in its files.

FDIC Certificate Number:

06548
(RCRI 9050)

U.S. Bank National Association

Legal Title of Bank (TEXT 9010)

Cincinnati

City (TEXT 9130)

OH

State Abbrev. (TEXT 9200)

45202

Zip Code (TEXT 9220)

Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices

Table of Contents

Signature Page	Cover
Contact Information	ii
Report of Income	
Schedule RI - Income Statement	RI-1, 2, 3
Schedule RI-A - Changes in Equity Capital	RI-4
Schedule RI-B - Charge-offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses	RI-4, 5, 6
Schedule RI-D - Income from International Operations	RI-6
Schedule RI-E - Explanations	RI-7, 8

Disclosure of Estimated Burden

The estimated average burden associated with this information collection is 37.1 hours per respondent and is estimated to vary from 15 to 600 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency 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. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503, and to one of the following:

Secretary

Board of Governors of the Federal Reserve System
Washington, D.C. 20551

Legislative and Regulatory Analysis Division

Office of the Comptroller of the Currency
Washington, D.C. 20219

Assistant Executive Secretary

Federal Deposit Insurance Corporation
Washington, D.C. 20429

Report of Condition

Schedule RC - Balance Sheet	RC-1, 2
Schedule RC-A - Cash and Balances Due From Depository Institutions	RC-3
Schedule RC-B - Securities	RC-3, 4, 5
Schedule RC-C - Loans and Lease Financing Receivables: Part I. Loans and Leases	RC-6, 7
Part II. Loans to Small Businesses and Small Farms (to be completed for the June report only; not included in the forms for the September and December reports)	RC-7a, 7b
Schedule RC-D - Trading Assets and Liabilities (to be completed only by selected banks)	RC-8
Schedule RC-E - Deposit Liabilities	RC-9, 10
Schedule RC-F - Other Assets	RC-11
Schedule RC-G - Other Liabilities	RC-11
Schedule RC-H - Selected Balance Sheet Items for Domestic Offices	RC-12
Schedule RC-I - Assets and Liabilities of IBFs	RC-12
Schedule RC-K - Quarterly Averages	RC-13
Schedule RC-L - Derivatives and Off-Balance Sheet Items	RC-14, 15
Schedule RC-M - Memoranda	RC-16
Schedule RC-N - Past Due and Nonaccrual Loans, Leases, and Other Assets	RC-17, 18
Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments	RC-19, 20
Schedule RC-R - Regulatory Capital	RC-21, 22, 23, 24
Schedule RC-S - Servicing, Securitization, and Asset Sales Activities	RC-25, 26, 27
Schedule RC-T - Fiduciary and Related Services	RC-28, 29, 30
Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income	RC-31

Special Report (to be completed by all banks)

FDIC Certificate Number - 06548

**Consolidated Report of Income
for the period January 1, 2004 – March 31, 2004**

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI—Income Statement

	Dollar Amounts in Thousands		RIAD	Bil	Mill	Thou
1. Interest income:						
a. Interest and fee income on loans:						
(1) In domestic offices:						
(a) Loans secured by real estate	4011	743,507				1.a.1.a
(b) Loans to finance agricultural production and other loans to farmers	4024	13,897				1.a.1.b
(c) Commercial and industrial loans	4012	388,222				1.a.1.c
(d) Loans to individuals for household, family, and other personal expenditures:						
(1) Credit cards	8485	147,560				1.a.1.d.1
(2) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	8486	216,406				1.a.1.d.2
(e) Loans to foreign governments and official institutions	4056	71				1.a.1.e
(f) All other loans in domestic offices	8487	36,311				1.a.1.f
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	416				1.a.2
(3) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(2))	4010	1,546,390				1.a.3
b. Income from lease financing receivables	4065	183,184				1.b
c. Interest income on balances due from depository institutions: (1)	4115	116				1.c
d. Interest and dividend income on securities:						
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	8488	10,752				1.d.1
(2) Mortgage-backed securities	8489	444,971				1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	10,677				1.d.3
e. Interest income from trading assets	4069	2,051				1.e
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	6,974				1.f
g. Other interest income	4518	17,562				1.g
h. Total interest income (sum of items 1.a.(3) through 1.g)	4107	2,222,677				1.h
2. Interest expense:						
a. Interest on deposits:						
(1) Interest on deposits in domestic offices:						
(a) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	5,164				2.a.1.a
(b) Nontransaction accounts:						
(1) Savings deposits (includes MMDAs)	0093	85,662				2.a.1.b.1
(2) Time deposits of \$100,000 or more	A517	45,457				2.a.1.b.2
(3) Time deposits of less than \$100,000	A518	90,625				2.a.1.b.3
(2) Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	18,122				2.a.2
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	30,742				2.b
c. Interest on trading liabilities and other borrowed money	4185	142,013				2.c

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

Schedule RI—Continued

	Dollar Amounts in Thousands		Year-to-date			
	RIAD		Bill	Mil Thou		
2. Interest expense (continued):						
d. Interest on subordinated notes and debentures	4200		32,016		2.d	
e. Total interest expense (sum of items 2.a through 2.d)	4073		449,801		2.e	
3. Net interest income (item 1.h minus 2.e)				4074	1,772,876	3
4. Provision for loan and lease losses				4230	204,323	4
5. Noninterest income:						
a. Income from fiduciary activities (1)	4070		242,141		5.a	
b. Service charges on deposit accounts in domestic offices	4080		299,482		5.b	
c. Trading revenue (2)	A220		11,291		5.c	
d. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490		926		5.d	
e. Venture capital revenue	B491		0		5.e	
f. Net servicing fees	B492		61,784		5.f	
g. Net securitization income	B493		6,053		5.g	
h. (1) Underwriting income from insurance and reinsurance activities	C386		4,896		5.h.1	
(2) Income from other insurance activities	C387		955		5.h.2	
i. Net gains (losses) on sales of loans and leases	5418		39,099		5.i	
j. Net gains (losses) on sales of other real estate owned	5415		2,669		5.j	
k. Net gains (losses) on sales of other assets (excluding securities)	B496		6,104		5.k	
l. Other noninterest income*	B497		547,627		5.l	
m. Total noninterest income (sum of items 5.a through 5.l)				4079	1,223,027	5.m
6. a. Realized gains (losses) on held-to-maturity securities				3521	0	6.a
b. Realized gains (losses) on available-for-sale securities				3196	212	6.b
7. Noninterest expense:						
a. Salaries and employee benefits	4135		594,571		7.a	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		150,364		7.b	
c. (1) Goodwill impairment losses	C216		0		7.c.1	
(2) Amortization expense and impairment losses for other intangible assets	C232		245,976		7.c.2	
d. Other noninterest expense *	4092		431,088		7.d	
e. Total noninterest expense (sum of items 7.a through 7.d)				4093	1,421,999	7.e
8. Income (loss) before income taxes and extraordinary items, and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)				4301	1,369,793	8
9. Applicable income taxes (on item 8)				4302	381,834	9
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)				4300	987,959	10
11. Extraordinary items and other adjustments, net of income taxes *				4320	0	11
12. Net income (loss) (sum of items 10 and 11)				4340	987,959	12

* Describe on Schedule RI-E - Explanations.

(1) For banks required to complete Schedule RC-T, items 12 through 19, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 19.

(2) For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c must equal the sum of Memorandum items 8.a through 8.d.

Schedule RI—Continued

Memoranda	Dollar Amounts in Thousands	Year-to-Date		
		RIAD	Bit Mil Thou	
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes	4513	7,836		M.1
2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8)	8431	926		M.2
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b)	4313	12,066		M.3
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3))	4507	4,653		M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	45,402		M.5
6. Not applicable				
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition (1)	9106	CCYY / MM / DD N/A		M.7
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.d must equal Schedule RI, item 5.c) (To be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.):				
a. Interest rate exposures	8757	4,032		M.8.a
b. Foreign exchange exposures	8758	7,259		M.8.b
c. Equity security and index exposures	8759	0		M.8.c
d. Commodity and other exposures	8760	0		M.8.d
9. Impact on income of derivatives held for purposes other than trading:				
a. Net increase (decrease) to interest income	8781	109,097		M.9.a
b. Net (increase) decrease to interest expense	8762	35,697		M.9.b
c. Other (noninterest) allocations	8763	(8,717)		M.9.c
10. Credit losses on derivatives (see instructions)	A251	24		M.10
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?	A530	YES / NO NO		M.11

(1) For example, a bank acquired on June 1, 2001, would report 20010601

Schedule RI-A—Changes in Equity Capital

Indicate decreases and losses in parentheses.

	Dollar Amounts in Thousands		RIAD	Bil Mil Thou	
	RIAD	Bil Mil Thou			
1. Total equity capital most recently reported for the December 31, 2003, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217	18,095,735			1
2. Restatements due to corrections of material accounting errors and changes in accounting principles*	8507	0			2
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	8508	18,095,735			3
4. Net income (loss) (must equal Schedule RI, item 12)	4340	987,959			4
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	8509	0			5
6. Treasury stock transactions, net	8510	0			6
7. Changes incident to business combinations, net	4386	0			7
8. LESS: Cash dividends declared on preferred stock	4470	0			8
9. LESS: Cash dividends declared on common stock	4460	182,500			9
10. Other comprehensive income (1)	8511	321,767			10
11. Other transactions with parent holding company * (not included in items 5, 6, 8, or 9 above)	4415	0			11
12. Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28)	3210	19,222,961			12

* Describe on Schedule RI-E - Explanations.

(1) 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 RI-B—Charge-offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

Part I. Charge-offs and Recoveries on Loans and Leases

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

	(Column A) Charge-offs (1)				(Column B) Recoveries						
	Calendar year-to-date										
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou			
Dollar Amounts in Thousands											
1. Loans secured by real estate:											
a. Construction, land development, and other land loans in domestic offices	3582	4,888	3583	245							1.a
b. Secured by farmland in domestic offices	3584	443	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	7,397	5412	941							1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:											
(a) Secured by first liens	C234	8,046	C217	985							1.c.2.a
(b) Secured by junior liens	C235	14,151	C218	1,872							1.c.2.b
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	531	3589	80							1.d
e. Secured by nonfarm nonresidential properties in domestic offices	3590	7,132	3591	4,376							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	11							2.a
b. To foreign banks	4654	750	4664	0							2.b
3. Loans to finance agricultural production and other loans to farmers	4655	4,835	4665	179							3
4. Commercial and industrial loans:											
a. To U.S. addressees (domicile)	4645	71,075	4617	27,028							4.a
b. To non-U.S. addressees (domicile)	4646	48	4618	1							4.b

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

Schedule RI-B—Continued

Part I. Continued

	(Column A) Charge-offs (1)				(Column B) Recoveries			
	Calendar year-to-date							
	Dollar Amounts in Thousands							
	RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards	B514		67,285		B515		6,968	
b. Other (includes single payment, installment, all student loans and revolving credit plans other than credit cards)	B516		59,663		B517		12,542	
6. Loans to foreign governments and official institutions	4643		0		4627		0	
7. All other loans	4644		2,036		4628		400	
8. Lease financing receivables:								
a. To U.S. addressees (domicile)	4658		45,384		4668		13,096	
b. To non-U.S. addressees (domicile)	4659		0		4669		0	
9. Total (sum of items 1 through 8)	4635		293,664		4605		68,724	

Memoranda

	(Column A) Charge-offs (1)				(Column B) Recoveries			
	Calendar year-to-date							
	Dollar Amounts in Thousands							
	RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above	5409		3		5410		247	
2. Loans secured by real estate to non-U.S. addresses (domicile) (included in Schedule RI-B, part I, item 1, above):	4652		0		4662		0	
3. Not applicable.								

Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

	Calendar year-to-date			
	RIAD	Bil	Mil	Thou
4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	C388		16,928	

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

FDIC Certificate Number - 06548

Part II. Changes in Allowance for Loan and Lease Losses

	Dollar Amounts in Thousands		RIAD	Bil Mil Thou		
1. Balance most recently reported for the December 31, 2003, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	8522	2,242,737				1
2. Recoveries (must equal part I, item 9, column B above)	4605	68,724				2
3. LESS: Charge-offs (must equal part I, item 9, column A above less Schedule RI-B, part II, item 4)	6079	291,987				3
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523	1,677				4
5. Provision for loan and lease losses (must equal Schedule RI, item 4)	4230	204,323				5
6. Adjustments * (see instructions for this schedule)	2233	(131,091)				6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)	3123	2,091,029				7

Memoranda	Dollar Amounts in Thousands		RIAD	Bil Mil Thou		
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above <i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>	C435	0				M.1
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	32,704				M.2
3. Amount of allowance for loan and leases losses attributable to retail credit card fees and finance charges	C390	0				M.3

* Describe on Schedule RI-E—Explanations.

Schedule RI-D—Income from International Operations

For all banks with foreign offices, Edge or Agreement subsidiaries, or IBFs where International operations account for more than 10 percent of total revenues, total assets, or net income.

	Dollar Amounts in Thousands		Year-to-Date		
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	
1. Interest income and expense attributable to international operations:					
a. Gross interest income	B523	N/A			1.a
b. Gross interest expense	B524	N/A			1.b
2. Net interest income attributable to international operations (item 1.a minus 1.b)	B525	N/A			2.
3. Noninterest income and expense attributable to international operations:					
a. Noninterest income attributable to international operations	4097	N/A			3.a
b. Provision for loan and lease losses attributable to international operations	4235	N/A			3.b
c. Other noninterest expense attributable to international operations	4239	N/A			3.c
d. Net noninterest income (expense) attributable to international operations (item 3.a minus 3.b and 3.c)	4843	N/A			3.d
4. Estimated pretax income attributable to international operations before capital allocation adjustment (sum of items 2 and 3.d)	4844	N/A			4
5. Adjustment to pretax income for internal allocations to international operations to reflect the effects of equity capital on overall bank funding costs	4845	N/A			5
6. Estimated pretax income attributable to international operations after capital allocation adjustment (sum of items 4 and 5)	4846	N/A			6
7. Income taxes attributable to income from international operations as estimated in item 6	4797	N/A			7
8. Estimated net income attributable to international operations (item 6 minus 7)	4341	N/A			8

FDIC Certificate Number - 06548

Schedule RI-E—Explanations

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedules RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details.)

		Dollar Amounts in Thousands		Year-to-Date		
		RIAD	Bil	Mill	Thou	
1. Other noninterest income (from Schedule RI, item 5.l) Itemize and describe amounts that exceed 1% of the sum of Schedule RI, items 1.h and 5.m:						
TEXT						
a.	Income and fees from the printing and sale of checks	C013		0		1.a
b.	Earnings on/increase in value of cash surrender value of life insurance	C014		0		1.b
c.	Income and fees from automated teller machines (ATMs)	C016		42,226		1.c
d.	Rent and other income from other real estate owned	4042		0		1.d
e.	Safe deposit box rent	C015		0		1.e
f.	4461 Merchant Fees	4461		141,065		1.f
g.	4482 Interchange Fee Income	4462		144,454		1.g
h.	4463 Commercial loan fees	4463		34,472		1.h
2. Other noninterest expense (from Schedule RI, item 7.d): Itemize and describe amounts that exceed 1% of the sum of Schedule RI, items 1.h and 5.m:						
TEXT						
a.	Data processing expenses	C017		0		2.a
b.	Advertising and marketing expenses	0497		0		2.b
c.	Director's fees	4136		0		2.c
d.	Printing, stationery, and supplies	C018		0		2.d
e.	Postage	8403		0		2.e
f.	Legal fees and expenses	4141		0		2.f
g.	FDIC deposit insurance assessments	4146		0		2.g
h.	4464 Prepayment Exp on L/T debt	4464		35,423		2.h
i.	4467	4467		N/A		2.i
j.	4468	4468		N/A		2.j
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and other adjustments):						
TEXT						
a.	(1) 4469	4469		N/A		3.a.1
	(2) Applicable income tax effect	4486		0		3.a.2
b.	(1) 4487	4487		N/A		3.b.1
	(2) Applicable income tax effect	4488		0		3.b.2
c.	(1) 4489	4489		N/A		3.c.1
	(2) Applicable income tax effect	4491		0		3.c.2

U.S. Bank National Association
 Legal Title of Bank
Cincinnati
 City
OH **45202**
 State Zip Code

FFIEC 031
RC-1

12

FDIC Certificate Number - 06548

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for March 31, 2004

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

		Dollar Amounts in Thousands		RCFD	Bil	Mill	Thou	
ASSETS								
1. Cash and balances due from depository institutions (from Schedule RC-A):								
a. Noninterest-bearing balances and currency and coin (1)				0081	7,174,807			1.a
b. Interest-bearing balances (2)				0071	5,971			1.b
2. Securities:								
a. Held-to-maturity securities (from Schedule RC-B, column A)				1754	136,537			2.a
b. Available-for-sale securities (from Schedule RC-B, column D)				1773	44,902,257			2.b
3. Federal funds sold and securities purchased under agreements to resell:								
a. Federal funds sold in domestic offices				RCON B987	2,593,702			3.a
b. Securities purchased under agreements to resell (3)				RCFD B989	0			3.b
4. Loans and lease financing receivables (from Schedule RC-C):								
a. Loans and leases held for sale				5369	1,641,259			4.a
b. Loans and leases, net of unearned income		B528	116,924,364					4.b
c. LESS: Allowance for loan and lease losses		3123	2,091,029					4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)		B529	114,833,335					4.d
5. Trading assets (from Schedule RC-D)				3545	293,923			5
6. Premises and fixed assets (including capitalized leases)				2145	1,789,213			6
7. Other real estate owned (from Schedule RC-M)				2150	74,270			7
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)				2130	592,912			8
9. Customers' liability to this bank on acceptances outstanding				2155	148,067			9
10. Intangible assets:								
a. Goodwill				3163	5,975,277			10.a
b. Other intangible assets (from Schedule RC-M)				0426	3,521,843			10.b
11. Other assets (from Schedule RC-F)				2160	7,922,196			11
12. Total assets (sum of items 1 through 11)				2170	191,605,569			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.

FDIC Certificate Number - 06548

13

Schedule RC—Continued

			Dollar Amounts in Thousands			Bil	Mill	Thou	
LIABILITIES									
13. Deposits:									
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)					RCON				
					2200	113	510	787	13.a
(1) Noninterest-bearing (1)					6631	32	014	958	13.a.1
(2) Interest-bearing					6636	81	495	829	13.a.2
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)									
					RCFN				
					2200	13	094	300	13.b
(1) Noninterest-bearing					6631			0	13.b.1
(2) Interest-bearing					6636	13	094	300	13.b.2
14. Federal funds purchased and securities sold under agreements to repurchase:									
a. Federal funds purchased in domestic offices (2)					RCON				
					B993	5	698	785	14.a
b. Securities sold under agreements to repurchase (3)					RCFD				
					B995	3	981	328	14.b
15. Trading liabilities (from Schedule RC-D)					3548	252	912		15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)					3190	23	295	560	16
17. Not applicable									
18. Bank's liability on acceptances executed and outstanding					2920	148	067		18
19. Subordinated notes and debentures(4)					3200	5	807	310	19
20. Other liabilities (from Schedule RC-G)					2930	5	587	914	20
21. Total liabilities (sum of items 13 through 20)					2948	171	376	963	21
22. Minority interest in consolidated subsidiaries					3000	1	005	645	22
EQUITY CAPITAL									
23. Perpetual preferred stock and related surplus					3838			0	23
24. Common stock					3230	18	200		24
25. Surplus (exclude all surplus related to preferred stock)					3839	11	677	397	25
26. a. Retained earnings					3632	7	149	478	26.a
b. Accumulated other comprehensive income (5)					B530	377	886		26.b
27. Other equity capital components (6)					A130			0	27
28. Total equity capital (sum of items 23 through 27)					3210	19	222	961	28
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)					3300	191	605	569	29

Memorandum

To be reported only with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2003

RCFD	Number
6724	2

M. 1

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm

- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

(1) Includes total demand deposits and noninterest-bearing time and savings deposits.
 (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "other borrowed money."
 (3) Includes all securities repurchase agreements in domestic and foreign offices, regardless of maturity.
 (4) Includes limited-life preferred stock and related surplus.
 (5) Includes 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.
 (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule RC-A—Cash and Balances Due From Depository Institutions

Exclude assets held for trading.

Dollar Amounts in Thousands	(Column A) Consolidated Bank				(Column B) Domestic Offices				
	RCFD	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
	1. Cash items in process of collection, unposted debits, and currency and coin								
	0022		6,938,051						1
a. Cash items in process of collection and unposted debits					0020		5,584,542		1.a
b. Currency and coin					0080		1,353,509		1.b
2. Balance due from depository institutions in the U.S.									
a. U.S. branches and agencies of foreign banks (including their IBFs)	0083		0						2.a
b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs)	0085		169,081						2.b
3. Balances due from banks in foreign countries and foreign central banks									
a. Foreign branches of other U.S. banks	0073		0						3.a
b. Other banks in foreign countries and foreign central banks	0074		23,263						3.b
4. Balances due from Federal Reserve Banks									
	0090		50,383		0090		50,383		4
5. Total (sum of items 1 through 4) (total of column A must equal Schedule RC, sum of items 1.a and 1.b)									
	0010		7,180,778		0010		7,179,500		5

Schedule RC-B—Securities

Exclude assets held for trading.

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				
	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou			
1. U.S. Treasury securities											
	0211		0	0213		0	1286	6,666	1287	7,052	1
2. U.S. Government agency obligations (exclude mortgage-backed securities):											
a. Issued by U.S. Government agencies (1)	1289		0	1290		0	1291	80,325	1293	82,869	2.a
b. Issued by U.S. Government-sponsored agencies (2)	1294		0	1295		0	1297	1,460,555	1298	1,418,231	2.b
3. Securities issued by states and political subdivisions in the U.S.											
	8496		123,318	8497		131,523	8498	295,876	8499	307,835	3

(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 RC-B—Continued

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			
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
4. Mortgage-backed securities (MBS):																
a. Pass-through securities:																
(1) Guaranteed by GNMA	1698		0		1699		0		1701		1,124,235		1702		1,137,915	4.a.1
(2) Issued by FNMA and FHLMC	1703		0		1705		0		1706		26,784,120		1707		26,968,734	4.a.2
(3) Other pass-through securities	1709		13,219		1710		13,219		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		12,227,366		1717		12,241,437	4.b.1
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718		0		1719		0		1731		40,084		1732		41,721	4.b.2
(3) All other mortgage-backed securities	1733		0		1734		0		1735		1,692,746		1738		1,710,635	4.b.3
5. Asset-backed securities (ABS):																
a. Credit card receivables	B838		0		B839		0		B840		0		B841		0	5.a
b. Home equity lines	B842		0		B843		0		B844		176,973		B845		181,321	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		16,905		B857		14,369	5.e
f. Other	B858		0		B859		0		B860		0		B861		0	5.f
6. Other debt securities:																
a. Other domestic debt securities	1737		0		1738		0		1739		605,699		1741		598,365	6.a
b. Foreign debt securities	1742		0		1743		0		1744		22,687		1746		22,740	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values (1)																
									A510		169,035		A511		169,033	7
8. Total (sum of items 1 through 7) (total of Column A must equal Schedule RC item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754		136,537		1771		144,742		1772		44,703,272		1773		44,902,257	8

(1) Report Federal Reserve stock, Federal Home Loan Bank stock, and banker's bank stock in Schedule RC-F, item 4.

FDIC Certificate Number - 06548

Schedule RC-B—Continued

Memoranda	Dollar Amounts in Thousands		RCFD	Bil	Mil	Thou	
1. Pledged securities (1)			0418	35,514	217		M.1
2. Maturity and repricing data for debt securities (1, 2) (excluding those in nonaccrual status):							
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3,4)							
(1) Three months or less	A549	1,663,143					M.2.a.1
(2) Over three months through 12 months	A550	141,396					M.2.a.2
(3) Over one year through three years	A551	325,258					M.2.a.3
(4) Over three years through five years	A552	102,848					M.2.a.4
(5) Over five years through 15 years	A553	327,086					M.2.a.5
(6) Over 15 years	A554	196,369					M.2.a.6
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3,5)							
(1) Three months or less	A555	731,284					M.2.b.1
(2) Over three months through 12 months	A556	12,262					M.2.b.2
(3) Over one year through three years	A557	9,336					M.2.b.3
(4) Over three years through five years	A558	695,221					M.2.b.4
(5) Over five years through 15 years	A559	14,382,752					M.2.b.5
(6) Over 15 years	A560	12,289,013					M.2.b.6
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of: (6)							
(1) Three years or less	A561	2,219,734					M.2.c.1
(2) Over three years	A562	11,774,059					M.2.c.2
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)	A248	85,300					M.2.d
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 RC-B, items 2, 3, 5, and 6):							
a. Amortized cost	8782	1,150,000					M.4.a
b. Fair value	8783	1,110,654					M.4.b

- (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 rate debt securities by next repricing date.
- (4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 5, and 6, columns A and D, plus mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.b, sum of columns A and D.

FDIC Certificate Number - 06548

Schedule RC-C—Loans and Lease Financing Receivables

Part I. Loans and Leases

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or market value and (2) loans and leases held for investment, net of unearned income. Exclude assets held for trading and commercial paper.

	(Column A) Consolidated Bank			(Column B) Domestic Offices		
	RCFD	Bil Mil Thou		RCOD	Bil Mil Thou	
Dollar Amounts in Thousands						
1. Loans secured by real estate	1410	54,537,256				1
a. Construction, land development, and other land loans				1415	6,592,117	1.a
b. Secured by farmland (including farm residential and other improvements)				1420	724,155	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	9,453,865	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:						
(a) Secured by first liens				5367	15,000,679	1.c.2.a
(b) Secured by junior liens				5368	3,574,161	1.c.2.b
d. Secured by multifamily (5 or more) residential properties				1460	2,317,032	1.d
e. Secured by nonfarm nonresidential properties				1480	16,875,247	1.e
2. Loans to depository institutions and acceptances of other banks:						
a. To commercial banks in the U.S.				B531	165,683	2.a
(1) To U.S. branches and agencies of foreign banks	B532	0				2.a.1
(2) To other commercial banks in the U.S.	B533	165,683				2.a.2
b. To other depository institutions in the U.S.	B534	54,571	B534	54,571		2.b
c. To banks in foreign countries				B535	104,787	2.c
(1) To foreign branches of other U.S. banks	B536	10				2.c.1
(2) To other banks in foreign countries	B537	104,777				2.c.2
3. Loans to finance agricultural production and other loans to farmers	1590	1,173,521	1590	1,173,521		3
4. Commercial and industrial loans:						
a. To U.S. addressees (domicile)	1763	26,623,230	1763	26,600,147		4.a
b. To non-U.S. addressees (domicile)	1764	161,096	1764	60,544		4.b
5. Not applicable.						
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
a. Credit cards	B538	5,563,223	B538	5,563,223		6.a
b. Other revolving credit plans	B539	2,399,904	B539	2,399,904		6.b
c. Other consumer loans (includes single payment, installment, and all student loans)	2011	11,379,808	2011	11,379,808		6.c
7. Loans to foreign government and official institutions (including foreign central banks)	2081	0	2081	0		7
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.	2107	1,764,264	2107	1,764,264		8
9. Other loans	1563	3,431,859				9
a. Loans for purchasing or carrying securities (secured and unsecured)				1545	854,205	9.a
b. All other loans (exclude consumer loans)				1564	2,577,654	9.b
10. Lease financing receivables (net of unearned income)				2165	11,206,262	10
a. Of U.S. addressees (domicile)	2182	11,206,221				10.a
b. Of non-U.S. addressees (domicile)	2183	200				10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	0	2123	0		11
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule RC, item 4.a and 4.b)	2122	118,565,623	2122	118,441,829		12

FDIC Certificate Number - 06548

Schedule RC-C—Continued

Part I. Continued

Memoranda	Dollar Amounts in Thousands		RCFD	Bl	Mil	Thou	
1. Loans and Leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-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	0					M.1
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):							
a. Closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of: (1, 2)	RCON						
(1) Three months or less	A564	636,137					M.2.a.1
(2) Over three months through 12 months	A565	656,996					M.2.a.2
(3) Over one year through three years	A566	1,605,698					M.2.a.3
(4) Over three years through five years	A567	1,517,627					M.2.a.4
(5) Over five years through 15 years	A568	4,513,536					M.2.a.5
(6) Over 15 years	A569	6,029,312					M.2.a.6
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of: (1,3)	RCFD						
(1) Three months or less	A570	46,937,658					M.2.b.1
(2) Over three months through 12 months	A571	5,902,722					M.2.b.2
(3) Over one year through three years	A572	17,604,726					M.2.b.3
(4) Over three years through five years	A573	18,327,277					M.2.b.4
(5) Over five years through 15 years	A574	11,308,225					M.2.b.5
(6) Over 15 years	A575	2,609,340					M.2.b.6
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)	A247	29,825,587					M.2.c
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column A (4)	2746	2,547,165					M.3
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)	RCON						
	S370	3,523,328					M.4
5. Loans secured by real estate to non-U.S. addresses (domicile) (included in Schedule RC-C, part I, item 1, column A)	RCFD						
	B837	0					M.5
<i>Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>							
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a., column A	C391	229,712					M.6

- (1) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.
- (2) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties in domestic offices included in Schedule RC-N, item 1.c.(2)(a), column C must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B
- (3) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties in domestic offices included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, Part I, sum of items 1 through 10, column A, minus total closed-end loans secured by first liens on 1-4 family residential properties in domestic offices from Schedule RC-C, part I, item 1.c.(2)(a), column B.
- (4) Exclude loans secured by real estate that are included in Schedule RC-C, part I, item 1, column A.

Schedule RC-D—Trading Assets and Liabilities

Schedule RC-D is to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding year.

	Dollar Amounts in Thousands	RC	Bil Mil Thou	
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 mortgage-backed securities 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	0	5
6. - 8. Not applicable				
9. Other trading assets in domestic offices		3541	0	9
10. Trading assets in foreign offices		RCFN	0	10
11. Revaluation gains on derivative contracts:		RC		
a. In domestic offices		3543	293,923	11.a
b. In foreign offices		RCFN	0	11.b
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)		RCFD	293,923	12
LIABILITIES				
13. Liability for short positions		RCFD	0	13
14. Revaluation losses on derivative contracts		3547	252,912	14
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule RC, item 15)		3548	252,912	15

Schedule RC-E—Deposit Liabilities

Part I. Deposits in Domestic Offices

	Transaction Accounts								Nontransaction Accounts			
	(Column A) Total transaction accounts (including total demand deposits)				(Column B) Memo: Total demand deposits (included in column A)				(Column C) Total nontransaction accounts (including MMDAs)			
	Dollar Amounts in Thousands				Dollar Amounts in Thousands				Dollar Amounts in Thousands			
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou
Deposits of:												
1. Individuals, partnerships and corporations (include all certified and official checks)	8549		13,717,645						8550	87,114,370		
2. U.S. Government	2202		55,955						2520	188,714		
3. States and political subdivisions in the U.S.	2203		1,098,079						2530	8,457,921		
4. Commercial banks and other depository institutions in the U.S.	8551		2,825,682						8552	20,377		
5. Banks in foreign countries	2213		32,044						2236	0		
6. Foreign governments, and official institutions (including foreign central banks)	2216		0						2377	0		
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215		17,729,405		2210		14,318,642		2385	95,781,382		

Memoranda	Dollar Amounts in Thousands				M
	RCON	Bil	Mil	Thou	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):					
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835		3,787,325		M.1.a
b. Total brokered deposits	2365		88,011		M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above):					
(1) Issued in denominations of less than \$100,000	2343		0		M.1.c.1
(2) Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less	2344		5,685		M.1.c.2
d. Maturity data for brokered deposits:					
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)	A243		0		M.1.d.1
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	A244		75,000		M.1.d.2
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only)	5590		N/A		M.1.e
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 7, column C, above):					
a. Savings deposits:					
(1) Money market deposit accounts (MMDAs)	6810		69,513,544		M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352		6,002,971		M.2.a.2
b. Total time deposits of less than \$100,000	6648		13,039,356		M.2.b
c. Total time deposits of \$100,000 or more	2604		7,225,512		M.2.c

Schedule RC-E—Continued

Part I. Continued

Memoranda (continued)	Dollar Amounts in Thousands		RCFN	Bil	Mil	Thou	
3. Maturity and repricing data for time deposits of less than \$100,000 :							
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of (1,2)							
(1) Three months or less	A579	2,564,678					M.3.a.1
(2) Over three months through 12 months	A580	4,749,328					M.3.a.2
(3) Over one year through three years	A581	4,346,051					M.3.a.3
(4) Over three years	A582	1,379,299					M.3.a.4
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above) (3)	A241	7,314,006					M.3.b
4. Maturity and repricing data for time deposits of \$100,000 or more:							
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of (1,4)							
(1) Three months or less	A584	3,914,527					M.4.a.1
(2) Over three months through 12 months	A585	1,741,812					M.4.a.2
(3) Over one year through three years	A586	1,108,931					M.4.a.3
(4) Over three years	A587	460,242					M.4.a.4
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above) (3)	A242	5,656,339					M.4.b

- (1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.
- (2) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E Memorandum item 2.b.
- (3) Report both fixed and floating rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.
- (4) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.c.

Part II. Deposits in Foreign Offices (including Edge and Agreement subsidiaries and IBFs)

Deposits of:	Dollar Amounts in Thousands		RCFN	Bil	Mil	Thou	
1. Individuals, partnerships, and corporations (include all certified and official checks)	B553	6,390,730					1
2. U.S. banks (including IBFs and foreign branches of U.S. banks) and other U.S. depository institutions	B554	6,703,570					2
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs)	2625	0					3
4. Foreign governments and official institutions (including foreign central banks)	2650	0					4
5. U.S. Government and states and political subdivisions in the U.S.	B555	0					5
6. Total (sum of items 1 through 5) (must equal Schedule RC, item 13.b)	2200	13,094,300					6

Memorandum	Dollar Amounts in Thousands		RCFN	Bil	Mil	Thou	
1. Time deposits with a remaining maturity of one year or less (included in Part II, item 6 above)	A245	13,094,300					M.1

Schedule RC-F—Other Assets

		Dollar Amounts in Thousands		RCFO	Bil Mil Thou	
1.	Accrued interest receivable (1)			B556	703,456	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	123,154	3.b
4.	Equity securities that DO NOT have readily determinable fair values (4)			1752	827,252	4
5.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2168	6,268,334	5
	TEXT					
a.	Prepaid expenses	2166	0			5.a
b.	Cash surrender value of life insurance	C009	1,754,487			5.b
c.	Repossessed personal property (including vehicles)	1578	0			5.c
d.	Derivatives with a positive fair value held for purposes other than trading	C010	0			5.d
e.	Retained interests in accrued interest receivable related to securitized credit cards	C438	0			5.e
f.	3549	3549	N/A			5.f
g.	3550	3550	N/A			5.g
h.	3551	3551	N/A			5.h
6.	Total (sum of items 1 through 5) (must equal Schedule RC, item 11)			2160	7,922,196	6

Schedule RC-G—Other Liabilities

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. a.	Interest accrued and unpaid on deposits in domestic offices(5)			3645	134,695	1.a
b.	Other expenses accrued and unpaid (includes accrued income taxes payable)			RCFD		
				3646	1,736,873	1.b
2.	Net deferred tax liabilities (2)			3049	2,299,852	2
3.	Allowance for credit losses on off-balance sheet credit exposures			B557	131,091	3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2938	1,285,403	4
	TEXT					
a.	Accounts payable	3066	324,800			4.a
b.	Deferred compensation liabilities	C011	0			4.b
c.	Dividends declared but not yet payable	2932	0			4.c
d.	Derivatives with a negative fair value held for purposes other than trading	C012	0			4.d
e.	3552 Low Income Housing Investment Liability	3552	354,994			4.e
f.	3553	3553	N/A			4.f
g.	3554	3554	N/A			4.g
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)			2930	5,587,914	5

- (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 RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.
- (4) Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock
- (5) For savings banks, includes "dividends" accrued and unpaid on deposits.

Schedule RC-H—Selected Balance Sheet Items for Domestic Offices

	Domestic Offices			
	RCON	Bil	Mil	
Dollar Amounts in Thousands				
1. Customers' liability to this bank on acceptances outstanding	2155		148,067	1
2. Bank's liability on acceptances executed and outstanding	2920		148,067	2
3. Securities purchased under agreements to resell	6989		0	3
4. Securities sold under agreements to repurchase	6995		3,981,328	4
5. Other borrowed money	3190		23,295,560	5
<i>EITHER</i>				
6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs	2163		N/A	6
<i>OR</i>				
7. Net due to own foreign offices, Edge and Agreement subsidiaries, and IBFs	2941		13,094,300	7
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs)	2192		191,605,569	8
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs)	3129		158,282,663	9

In items 10-17 report the amortized (historical) cost of both held-to-maturity and available-for-sale securities in domestic offices.

	RCON	Bil	Mil	Thou	
10. U.S. Treasury securities	1039		6,666		10
11. U.S. Government agency obligations (exclude mortgage-backed securities)	1041		1,540,880		11
12. Securities issued by states and political subdivisions in the U.S.	1042		419,194		12
13. Mortgage-backed securities (MBS):					
a. Pass-through securities:					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1043		27,908,355		13.a.1
(2) Other pass-through securities	1044		13,219		13.a.2
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1209		12,227,366		13.b.1
(2) All other mortgage-backed securities	1280		1,732,830		13.b.2
14. Other domestic debt securities (include domestic asset-backed securities)	1281		799,577		14
15. Foreign debt securities (include foreign asset-backed securities)	1282		22,687		15
16. Investments in mutual funds and other equity securities with readily determinable fair values	A510		169,035		16
17. Total amortized (historical) cost of both held-to-maturity and available-for-sale securities (sum of items 10 through 16)	1374		44,839,809		17
18. Equity securities that do not have readily determinable fair values	1752		827,252		18

Schedule RC-I—Selected Assets and Liabilities of IBFs

To be completed only by banks with IBFs and other "foreign" offices.

	Dollar Amounts in Thousands				
	RCFN	Bil	Mil	Thou	
1. Total IBF assets of the consolidated bank (component of Schedule RC, item 12)	2133			N/A	1
2. Total IBF liabilities (component of Schedule RC, item 21)	2898			N/A	2

Schedule RC-K—Quarterly Averages (1)

		Dollar Amounts in Thousands		RCFD	Bil	Mil	Thou
ASSETS							
1.	Interest-bearing balances due from depository institutions	3381	19,412				1
2.	U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities)	B558	1,552,907				2
3.	Mortgage-backed securities (2)	B559	41,653,327				3
4.	All other securities (2, 3)(includes securities issued by states and political subdivisions in the U.S.)	B560	1,180,396				4
5.	Federal funds sold and securities purchased under agreements to resell	3365	2,636,365				5
6.	Loans:						
a.	Loans in domestic offices:	RCON					
(1)	Total loans	3360	106,072,906				6.a.1
(2)	Loans secured by real estate	3365	54,012,165				6.a.2
(3)	Loans to finance agricultural production and other loans to farmers	3366	1,186,766				6.a.3
(4)	Commercial and industrial loans	3367	27,733,183				6.a.4
(5)	Loans to individuals for household, family, and other personal expenditures:						
(a)	Credit cards	B561	5,556,006				6.a.5.a
(b)	Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B562	13,813,010				6.a.5.b
b.	Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs	RCFN					
		3360	110,552				6.b
7.	Trading assets	RCFD					
		3401	247,066				7
8.	Lease financing receivables (net of unearned income)	3484	11,093,482				8
9.	Total assets(4)	3368	175,459,259				9
LIABILITIES							
10.	Interest-bearing transaction accounts in domestic (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)	RCON					
		3485	3,034,217				10
11.	Nontransaction accounts in domestic offices:						
a.	Savings deposits (includes MMDAs)	B563	75,577,122				11.a
b.	Time deposits of \$100,000 or more	A514	6,380,179				11.b
c.	Time deposits of less than \$100,000	A529	13,618,159				11.c
12.	Interest-bearing deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	RCFN					
		3404	12,825,866				12
13.	Federal funds purchased and securities sold under agreements to repurchase	RCFD					
		3353	8,924,270				13
14.	Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)						
		3355	24,908,252				14

(1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).

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

(3) Quarterly averages for all equity securities should be based on historical cost.

(4) The quarterly averages for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

			Dollar Amounts in Thousands		RCFD	Bil	Mill	Thou	
1. Unused commitments:									
a.	Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines				3814	9,894,803			1.a
b.	Credit card lines				3815	28,949,183			1.b
c.	(1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate				3816	4,840,637			1.c.1
	(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate				6550	2,125,866			1.c.2
d.	Securities underwriting				3817	0			1.d
e.	Other unused commitments				3818	43,197,412			1.e
2. Financial standby letters of credit and foreign office guarantees									
a.	Amount of financial standby letters of credit conveyed to others	3820	1,313,804						2.a
3. Performance standby letters of credit and foreign office guarantees									
a.	Amount of performance standby letters of credit conveyed to others	3822	27,520						3.a
4. Commercial and similar letters of credit									
					3411	420,559			4
5. Participations in acceptances (as described in the instructions) conveyed to others by the reporting bank									
					3428	789			5
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)									
					3433	12,391,369			6
7. Credit derivatives :									
a.	Notional amount of credit derivatives on which the reporting bank is the guarantor				A534	63,626			7.a
	(1) Gross positive fair value				C219	0			7.a.1
	(2) Gross negative fair value				C220	13			7.a.2
b.	Notional amount of credit derivatives on which the reporting bank is the beneficiary				A535	127,366			7.b
	(1) Gross positive fair value				C221	9			7.b.1
	(2) Gross negative fair value				C222	0			7.b.2
8. Spot foreign exchange contracts									
					8765	148,653			8
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")									
					3430	0			9
TEXT									
a.	Securities borrowed	3432	0						9.a
b.	Commitments to purchase when-issued securities	3434	0						9.b
c.	3555	3555	N/A						9.c
d.	3556	3556	N/A						9.d
e.	3557	3557	N/A						9.e
10. All other off-balance sheet assets (exclude derivatives)(itemize and describe each component of this item over 25% Schedule RC item 28., "Total equity capital")									
					5591	0			10
TEXT									
a.	Commitments to sell when-issued securities	3435	0						10.a
b.	5592	5592	N/A						10.b
c.	5593	5593	N/A						10.c
d.	5594	5594	N/A						10.d
e.	5595	5595	N/A						10.e
11. Year-to-date merchant credit card sales volume:									
a.	Sales for which the reporting bank is the acquiring bank				C223	21,477,999			11.a
b.	Sales for which the reporting bank is the agent bank with risk				C224	5,077,655			11.b

FDIC Certificate Number - 06548

Schedule RC-L—Continued

Dollar Amounts in Thousands		(Column A)	(Column B)	(Column C)	(Column D)
Derivatives Position Indicators		Interest Rate Contracts	Foreign Exchange Contracts	Equity Derivative Contracts	Commodity and Other Contracts
		Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):					
a. Futures contracts		RCFD 8693 0	RCFD 8694 0	RCFD 8695 0	RCFD 8696 0
b. Forward contracts		RCFD 8697 3,772,200	RCFD 8698 1,906,345	RCFD 8699 0	RCFD 8700 0
c. Exchange-traded option contracts:		RCFD 8701	RCFD 8702	RCFD 8703	RCFD 8704
(1) Written options		0	0	0	0
(2) Purchased options		RCFD 8705 0	RCFD 8706 0	RCFD 8707 0	RCFD 8708 0
d. Over-the-counter option contracts:		RCFD 8709	RCFD 8710	RCFD 8711	RCFD 8712
(1) Written options		2,748,433	5,098	0	0
(2) Purchased options		RCFD 8713 447,962	RCFD 8714 5,098	RCFD 8715 0	RCFD 8716 0
e. Swaps		RCFD 3450 33,453,420	RCFD 3826 0	RCFD 8719 0	RCFD 8720 0
13. Total gross notional amount of derivative contracts held for trading		RCFD A126 12,974,342	RCFD A127 1,916,541	RCFD 8723 0	RCFD 8724 0
14. Total gross notional amount of derivative contracts held for purposes other than trading		RCFD 8725 27,447,673	RCFD 8726 0	RCFD 8727 0	RCFD 8728 0
a. Interest rate swaps where the bank has agreed to pay a fixed rate		RCFD A589 4,500,000			
15. Gross fair values of derivative contracts:					
a. Contracts held for trading:		RCFD 8733	RCFD 8734	RCFD 8735	RCFD 8736
(1) Gross positive fair value		243,895	87,037	0	0
(2) Gross negative fair value		RCFD 8737 210,592	RCFD 8738 78,286	RCFD 8739 0	RCFD 8740 0
b. Contracts held for purposes other than trading:		RCFD 8741	RCFD 8742	RCFD 8743	RCFD 8744
(1) Gross positive fair value		629,596	0	0	0
(2) Gross negative fair value		RCFD 8745 51,558	RCFD 8746 0	RCFD 8747 0	RCFD 8748 0

Schedule RC-M—Memoranda

		Dollar Amounts in Thousands		RCFD	Bil	Mill	Thou		
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:									
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests		6164	624					1.a	
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations		6165	0					1.b	
2. Intangible assets other than goodwill:									
a. Mortgage servicing Assets		3164	634,464					2.a	
(1) Estimated fair value of mortgage servicing assets		A590	634,464					2.a.1	
b. Purchased credit card relationships and nonmortgage servicing assets		B026	52,582					2.b	
c. All other identifiable intangible assets		5507	2,834,797					2.c	
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)		0426	3,521,843					2.d	
3. Other real estate owned:									
a. Direct and indirect investments in real estate ventures		5372	0					3.a	
b. All other real estate owned:		RCFN							
(1) Construction, land development, and other land in domestic offices		5508	4,064					3.b.1	
(2) Farmland in domestic offices		5509	548					3.b.2	
(3) 1-4 family residential properties in domestic offices		5510	67,745					3.b.3	
(4) Multifamily (5 or more) residential properties in domestic offices		5511	30					3.b.4	
(5) Nonfarm nonresidential properties in domestic offices		5512	1,883					3.b.5	
(6) In foreign offices		RCFN							
		5513	0					3.b.6	
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7)		RCFD							
		2150	74,270					3.c	
4. Investments in unconsolidated subsidiaries and associated companies:									
a. Direct and indirect investments in real estate ventures		5374	0					4.a	
b. All other investments in unconsolidated subsidiaries and associated companies		5375	592,912					4.b	
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8)		2130	592,912					4.c	
5. Other borrowed money:									
a. Federal Home Loan Bank advances:									
(1) With a remaining maturity of one year or less (1)		2651	750,930					5.a.1	
(2) With a remaining maturity of more than one year through three years		B565	2,700,664					5.a.2	
(3) With a remaining maturity of more than three years		B566	2,728,543					5.a.3	
b. Other borrowings:									
(1) With a remaining maturity of one year or less		B571	3,361,272					5.b.1	
(2) With a remaining maturity of more than one year through three years		B567	13,552,429					5.b.2	
(3) With a remaining maturity of more than three years		B568	201,722					5.b.3	
c. Total (sum of items 5.a.(1) through 5.b.(3)) (must equal Schedule RC, item 16)		3190	23,295,560					5.c	
6. Does the reporting bank sell private label or third party mutual funds and annuities?		B569	YES					6	
7. Assets under the reporting bank's management in proprietary mutual funds and annuities		RCFD							
		B570	56,566,921					7	
8. Primary Internet Web site address of the bank (home page), if any: (example: http://www.examplebank.com)		TEXT 4087 http://www.usbank.com							8
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?		4088	YES					9	

(1) Includes overnight Federal Home Loan Bank advances.

FDIC Certificate Number - 06548

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

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
Dollar Amounts in Thousands													
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices	2759		62,909		2769		2,710		3492		43,603		1.a
b. Secured by farmland in domestic offices	3493		4,821		3494		0		3495		20,093		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		41,762		5399		18,964		5400		5,991		1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens	C236		79,565		C237		75,877		C229		41,373		1.c.2.a
(b) Secured by junior liens	C238		63,876		C239		30,610		C230		6,343		1.c.2.b
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		5,586		3500		23		3501		8,767		1.d
e. Secured by nonfarm nonresidential properties properties in domestic offices	3502		89,570		3503		218		3504		156,050		1.e
f. In foreign offices	RCFN				RCFN				RCFN				
	B572		0		B573		0		B574		0		1.f
2. Loans to depository institutions and acceptances of other banks:													
a. To U.S. banks and other U.S. depository institutions	RCFD				RCFD				RCFD				
	5377		0		5378		633		5379		0		2.a
b. To foreign banks	5380		1,502		5381		0		5382		1		2.b
3. Loans to finance agricultural production and other loans to farmers	1594		14,377		1597		22		1583		12,680		3
4. Commercial and industrial loans:													
a. To U.S. addressees (domicile)	1251		157,836		1252		16,817		1253		472,057		4.a
b. To non-U.S. addressees (domicile)	1254		536		1255		74		1256		0		4.b
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575		126,708		B578		101,840		B577		0		5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		136,196		B579		48,047		B580		7,518		5.b
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		0		6
7. All other loans	5459		34,237		5460		19		5461		25,976		7
8. Lease financing receivables:													
a. Of U.S. addressees (domicile)	1257		181,593		1258		7,154		1259		115,916		8.a
b. Of non-U.S. addressees (domicile)	1271		2		1272		79		1791		0		8.b
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		2,915		3506		80		3507		21,019		9

Schedule RC-N—Continued

Amounts reported in Schedule RC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
Dollar Amounts in Thousands													
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612		5,167		5613		0		5614		24,291		10
a. Guaranteed portion of loans and leases included in item 10 above	5615		3,984		5616		0		5617		18,435		10.a

Memoranda	(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				
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
Dollar Amounts in Thousands													
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1)	1658		0		1659		0		1661		53,567		M.1
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above	6558		18,110		6559		0		6560		9,941		M.2
3. Loans secured by real estate to non-U.S. addresses (domicile) (included in Schedule RC-N, item 1, above)	1248		0		1249		0		1250		0		M.3
4. Not applicable													
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above)	C240		815		C241		211		C226		0		M.5

	(Column A) Past due 30 through 89 days				(Column B) Past due 90 days or more				
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
6. Interest rate, foreign exchange rate, and other commodity and equity contracts: Fair value of amounts carried as assets	3529		0		3530		0		M.6

FDIC Certificate Number - 06548

Schedule RC-O—Other Data for Deposit Insurance and FICO Assessments

		Dollar Amounts in Thousands			RCON	Bif	Mil	Thou	
1. Unposted debits (see instructions):									
a. Actual amount of all unposted debits		0030		0					1.a
OR									
b. Separate amount of unposted debits:									
(1) Actual amount of unposted debits to demand deposits		0031		N/A					1.b.1
(2) Actual amount of unposted debits to time and savings deposits (1)		0032		N/A					1.b.2
2. Unposted credits (see instructions):									
a. Actual amount of all unposted credits		3510		0					2.a
OR									
b. Separate amount of unposted credits:									
(1) Actual amount of unposted credits to demand deposits		3512		N/A					2.b.1
(2) Actual amount of unposted credits to time and savings deposits (1)		3514		N/A					2.b.2
3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits in domestic offices)									
		3520		0					3
4. Deposits of consolidated subsidiaries in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions (not included in total deposits):									
a. Demand deposits of consolidated subsidiaries		2211		595,433					4.a
b. Time and savings deposits (1) of consolidated subsidiaries		2351		0					4.b
c. Interest accrued and unpaid on deposits of consolidated subsidiaries		5514		0					4.c
5. Deposits in insured branches in Puerto Rico and U.S. territories and possessions:									
a. Demand deposits in insured branches (included in Schedule RC-E, Part II)		2229		0					5.a
b. Time and saving deposits (1) in insured branches (included in Schedule RC-E, Part II)		2383		0					5.b
c. Interest accrued and unpaid on deposits in insured branches (included in Schedule RC-G, item 1.b)		5515		0					5.c
6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:									
a. Amount reflected in demand deposits (included in Schedule RC-E, Part I, Item 7 column B)		2314		0					6.a
b. Amount reflected in time and savings deposits (1) (included in Schedule RC-E, Part I, Item 7, column A or C, but not column B)		2315		0					6.b
7. Unamortized premiums and discounts on time and savings deposits: (1,2)									
a. Unamortized premiums		5516		9,859					7.a
b. Unamortized discounts		5517		81					7.b
8. To be completed by banks with " Oakar deposits ".									
a. Deposits purchased or acquired from other FDIC-insured institutions during the quarter (exclude deposits purchased or acquired from foreign offices other than insured branches in Puerto Rico and U.S. territories and possessions):									
(1) Total deposits purchased or acquired from other FDIC-insured institutions during the quarter		A531		0					8.a.1
(2) Amount of purchased or acquired deposits reported in item 8.a.(1) above attributable to a secondary fund (i.e., BIF members report deposits attributable to SAIF; SAIF members report deposits attributable to BIF)		A532		0					8.a.2
b. Total deposits sold or transferred to other FDIC-insured institutions during the quarter (exclude sales or transfers by the reporting bank of deposits in foreign offices other than insured branches in Puerto Rico and U.S. territories and possessions)		A533		0					8.b

(1) For FDIC and FICO insurance assessment purposes, "time and savings deposits" consists of nontransaction accounts and all transaction accounts other than demand deposits.
 (2) Exclude core deposit intangibles.

Schedule RC-O—Continued

	Dollar Amounts in Thousands			RCON	Bil	Mil	Thou	
9. Deposits in lifeline accounts				5596				9
10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits in domestic offices)				8432		0		10
11. Adjustments to demand deposits in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions reported in Schedule RC-E for certain reciprocal demand balances:								
a. Amount by which demand deposits would be reduced if the reporting bank's reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions that were reported on a gross basis in Schedule RC-E had been reported on a net basis				8785		0		11.a
b. Amount by which demand deposits would be increased if the reporting bank's reciprocal demand balances with foreign banks and foreign offices of other U.S. banks (other than insured branches in Puerto Rico and U.S. territories and possessions) that were reported on a net basis in Schedule RC-E had been reported on a gross basis				A181		0		11.b
c. Amount by which demand deposits would be reduced if cash items in process of collection were included in the calculation of the reporting bank's net reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions in Schedule RC-E				A182		0		11.c
12. Amount of assets netted against deposit liabilities in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles (exclude amounts related to reciprocal demand balances):								
a. Amount of assets netted against demand deposits				A527		0		12.a
b. Amount of assets netted against time and savings deposits				A528		0		12.b

Memoranda (to be completed each quarter except as noted)

	Dollar Amounts in Thousands			RCON	Bil	Mil	Thou	
1. Total deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions (sum of Memorandum items 1.a.(1) and 1.b.(1) must equal the sum of Schedule RC, item 13.a, and Schedule RC-O, items 5.a and 5.b):								
a. Deposit accounts of \$100,000 or less (1):								
(1) Amount of deposit accounts of \$100,000 or less				2702		52,918,723		M.1.a 1
(2) Number of deposit accounts of \$100,000 or less (to be completed for the June report only)	3779		N/A					M.1.a 2
b. Deposit accounts of more than \$100,000 (1):								
(1) Amount of deposit accounts of more than \$100,000				2710		60,592,064		M.1.b 1
(2) Number of deposit accounts of more than \$100,000	2722		125,417					M.1.b 2
2. Memorandum item 2 is to be completed by all banks. Estimated amount of uninsured deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions (see instructions)				5597		48,011,908		M.2
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:								
Text	A545			RCON		FDIC Cert No.		
				A545		N/A		M.3

(1) The dollar amounts used as the basis for reporting in Memoranda items 1.a and 1.b reflect the deposit insurance limits in effect on the report date.

FDIC Certificate Number - 06548

32

Schedule RC-R—Regulatory Capital

		Dollar Amounts in Thousands			RCFD	Bil	Mil	Thou	
Tier 1 capital									
1.	Total equity capital (from Schedule RC, item 28)	3210	19,222,961						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)	8434	123,370						2
3.	LESS: Net unrealized loss on available-for-sale EQUITY securities (1) (report loss as a positive value)	A221	1						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	203,168						4
5.	LESS: Nonqualifying perpetual preferred stock	B588	0						5
6.	Qualifying minority interests in consolidated subsidiaries	B589	1,005,645						6
7.	LESS: Disallowed goodwill and other disallowed intangible assets	B590	8,683,348						7
8.	Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, and 7)	C227	11,218,719						8
9.a.	LESS: Disallowed servicing assets and purchased credit card relationships	B591	63,447						9.a
9.b.	LESS: Disallowed deferred tax assets	B610	0						9.b
10.	Other additions to (deductions from) Tier 1 capital	B592	(1,509)						10
11.	Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	11,153,763						11
Tier 2 Capital									
12.	Qualifying subordinated debt and redeemable preferred stock	5306	4,627,997						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	1,986,475						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	6,614,472						17
18.	Allowable Tier 2 capital (lesser of item 11 or 17)	8275	6,614,472						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	17,768,235						21
Total assets for leverage ratio									
22.	Average total assets (from Schedule RC-K, item 9)	3368	175,459,259						22
23.	LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above)	B590	8,683,348						23
24.	LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	63,447						24
25.	LESS: Disallowed deferred tax assets (from item 9.b above)	B610	0						25
26.	LESS: Other deductions from assets for leverage capital purposes	B596	145,592						26
27.	Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	166,566,872						27
Adjustments for financial subsidiaries									
28.a.	Adjustment to Tier 1 capital reported in item 11	C228	0						28.a
28.b.	Adjustment to total risk-based capital reported in item 21	B503	0						28.b
29.	Adjustment to risk-weighted assets reported in item 62	B504	0						29
30.	Adjustment to average total assets reported in item 27	B505	0						30
Capital Ratios									
(Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries)									
		(Column A)		(Column B)					
		RCFD	Percentage	RCFD	Percentage				
31.	Tier 1 leverage ratio (2)	7273	N/A	7204	6.70%				31
32.	Tier 1 risk-based capital ratio (3)	7274	N/A	7206	7.03%				32
33.	Total risk-based capital ratio (4)	7275	N/A	7205	11.20%				33

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

(2) The ratio for column B is item 11 divided by item 27. The ratio for column A is item 11 minus item 28.a divided by (item 27 minus item 30).

(3) The ratio for column B is item 11 divided by item 62. The ratio for column A is item 11 minus item 28.a divided by (item 62 minus item 29).

(4) The ratio for column B is item 21 divided by item 62. The ratio for column A is item 21 minus item 28.b divided by (item 62 minus item 29).

FDIC Certificate Number - 06548

Schedule RC-R—Continued

Banks 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 rate. When completing items 34 through 54 of Schedule RC-R, each bank should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank 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, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

Balance Sheet Asset Categories 34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC, items 1.a and 1.b) 35. Held-to-maturity securities 36. Available-for-sale securities 37. Federal funds sold and securities purchased under agreements to resell 38. Loans and leases held for sale 39. Loans and leases, net of unearned income 40. LESS: Allowance for loan and lease losses 41. Trading assets 42. All other assets (1) 43. Total assets (sum of items 34 through 42)	(Column A) Totals (from Schedule RC) Bill Mil Thou	(Column B) Items Not Subject to Risk-Weighting Bill Mil Thou	(Column C) Allocation by Risk Weight Category						(Column E) (Column F)	
			0%							100%
			Bill Mil Thou	RCFD B600	RCFD B604	RCFD B605	RCFD B606	RCFD B607		
	7,180,778		1,403,892	5,776,886						
	136,537	0	0	123,318	13,219					
	44,902,257	166,165	2,472,677	41,424,896	41,101					
	2,593,702		0	2,593,702						
	1,641,259	0	0	0	1,641,259					
	116,924,364	0	890,865	4,795,618	10,598,461					
	2,091,029	2,091,029								
	293,923	293,923	0	0	0					
	20,023,778	9,643,783	356,419	1,832,637	228,883					
	191,605,569	8,012,942	5,123,853	56,547,057	12,522,923					

(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.

FDIC Certificate Number - 06548

34

Schedule RC-R—Continued

	(Column A) Face Value or Notional Amount Bill Mil Thou	Credit Conversion Factor	(Column B) Credit Equivalent Amount (1) Bill Mil Thou	(Column C)			(Column D)			(Column E)		(Column F)
				0%	20%	50%	Allocation by Risk Weight Category	20%	50%	100%		
Dollar Amounts in Thousands												
Derivatives and Off-Balance Sheet Items												
44. Financial standby letters of credit	RCFD B546 11,013,908	1.000	RCFD B547 11,013,908	RCFD B548 0	RCFD B581 1,313,804	RCFD B582 0	RCFD B583 0	RCFD B584 0	RCFD B585 0	RCFD B586 0	RCFD B587 0	RCFD B588 0
45. Performance standby letters of credit	RCFD 3821 355,973	.50	RCFD B650 177,987	RCFD B651 0	RCFD B652 13,760	RCFD B653 0	RCFD B654 0	RCFD B655 0	RCFD B656 0	RCFD B657 0	RCFD B658 0	RCFD B659 0
46. Commercial and similar letters of credit	RCFD 3411 420,559	.20	RCFD B655 84,112	RCFD B656 0	RCFD B657 4,112	RCFD B658 0	RCFD B659 0	RCFD B660 0	RCFD B661 0	RCFD B662 0	RCFD B663 0	RCFD B664 0
47. Risk participations in bankers acceptances acquired by the reporting institution	RCFD 3429 6,525	1.00	RCFD B660 6,525	RCFD B661 0	RCFD B662 0	RCFD B663 0	RCFD B664 0	RCFD B665 0	RCFD B666 0	RCFD B667 0	RCFD B668 0	RCFD B669 0
48. Securities lent	RCFD 3433 12,391,369	1.00	RCFD B664 12,391,369	RCFD B665 12,391,369	RCFD B666 0	RCFD B667 0	RCFD B668 0	RCFD B669 0	RCFD B670 0	RCFD B671 0	RCFD B672 0	RCFD B673 0
49. Retained recourse on small business obligations sold with recourse	RCFD A250 2,109	1.00	RCFD B669 2,109	RCFD B670 0	RCFD B671 0	RCFD B672 0	RCFD B673 0	RCFD B674 0	RCFD B675 0	RCFD B676 0	RCFD B677 0	RCFD B678 0
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	RCFD B541 43,046	Below	RCFD B542 538,075	RCFD B543 0	RCFD B544 0	RCFD B545 0	RCFD B546 0	RCFD B547 0	RCFD B548 0	RCFD B549 0	RCFD B550 0	RCFD B551 0
51. All other financial assets sold with recourse	RCFD B675 345,045	1.00	RCFD B676 345,045	RCFD B677 0	RCFD B678 0	RCFD B679 1,461	RCFD B680 0	RCFD B681 0	RCFD B682 0	RCFD B683 0	RCFD B684 0	RCFD B685 0
52. All other off-balance sheet liabilities	RCFD B681 15,071	1.00	RCFD B682 15,071	RCFD B683 0	RCFD B684 0	RCFD B685 5,211	RCFD B686 0	RCFD B687 0	RCFD B688 0	RCFD B689 0	RCFD B690 0	RCFD B691 0
53. Unused commitments with an original maturity exceeding one year	RCFD 3833 41,991,435	.50	RCFD B687 20,945,718	RCFD B688 0	RCFD B689 422,078	RCFD B690 30,253	RCFD B691 0	RCFD B692 0	RCFD B693 0	RCFD B694 0	RCFD B695 0	RCFD B696 0
54. Derivative contracts	RCFD B697 948,056	1.00	RCFD B698 948,056	RCFD B699 187,256	RCFD B700 464,209	RCFD B701 0	RCFD B702 0	RCFD B703 0	RCFD B704 0	RCFD B705 0	RCFD B706 0	RCFD B707 0

(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.

FDIC Certificate Number - 06548

35

Schedule RC-R—Continued

	Dollar Amounts In Thousands			
	(Column C) 0% Bill Mil Thou	(Column D) 20% Bill Mil Thou	(Column E) 50% Bill Mil Thou	(Column F) 100% Bill Mil Thou
Totals				
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	RCFD 8696 17,702,478 * 0%	RCFD 8697 58,765,020 * 20%	RCFD 8698 12,856,439 * 50%	RCFD 8699 140,736,765 * 100%
56. Risk weight factor				
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCFD B700 0	RCFD B701 11,753,004	RCFD B702 6,428,220	RCFD B703 140,736,765
58. Market risk equivalent assets				RCFD 1651 0
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)				RCFD B704 158,917,989
60. LESS: Excess allowance for loan and lease losses				RCFD A222 235,645
61. LESS: Allocated transfer risk reserve				RCFD 3128 0
62. Total risk-weighted assets (item 59 minus items 60 and 61)				RCFD A223 158,682,344

Memoranda

	Dollar Amounts in Thousands	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards	RCFD 8764	Bill Mil Thou 765,888

M.1

	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years	
	RCFD	Tri Bill Mil Thou	RCFD	Tri Bill Mil Thou	RCFD	Tri Bill Mil Thou
2. Notional principal amounts of derivative contracts: (1)						
a. Interest rate contracts	3809	13,343,811	8766	18,718,896	8787	5,610,873
b. Foreign exchange contracts	3812	1,497,411	8769	203,541	8770	0
c. Gold contracts	8771	0	8772	0	8773	0
d. Other precious metals contracts	8774	0	8775	0	8776	0
e. Other commodity contracts	8777	0	8778	0	8779	0
f. Equity derivative contracts	A000	0	A001	0	A002	0

M.2.a
 M.2.b
 M.2.c
 M.2.d
 M.2.e
 M.2.f

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

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

Dollar Amounts in Thousands		(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Loans	(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 and All Leases
		Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou
Bank Securitization Activities		RCFD B705	RCFD B706	RCFD B707	RCFD B708	RCFD B709	RCFD B710	RCFD B711
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements		0	0	0	0	0	457,330	0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:								
a. Credit-enhancing interest-only strips (Included in Schedules RC-B or RC-F or in Schedule RC, item 5)		RCFD B712	RCFD B713	RCFD B714	RCFD B715	RCFD B716	RCFD B717	RCFD B718
		0	0	0	0	0	39,890	0
b. Subordinated securities and other residual interests		RCFD C393	RCFD C394	RCFD C395	RCFD C396	RCFD C397	RCFD C398	RCFD C399
		0	0	0	0	0	108,671	0
c. Standby letters of credit and other enhancements		RCFD C400	RCFD C401	RCFD C402	RCFD C403	RCFD C404	RCFD C405	RCFD C406
		0	0	0	0	0	0	0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1		RCFD B728	RCFD B727	RCFD B728	RCFD B729	RCFD B730	RCFD B731	RCFD B732
		0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:		RCFD B733	RCFD B734	RCFD B735	RCFD B736	RCFD B737	RCFD B738	RCFD B739
a. 30-89 days past due		0	0	0	0	0	10,434	0
b. 90 days or more past due		RCFD B740	RCFD B741	RCFD B742	RCFD B743	RCFD B744	RCFD B745	RCFD B746
		0	0	0	0	0	5,937	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		RIAD B747	RIAD B748	RIAD B749	RIAD B750	RIAD B751	RIAD B752	RIAD B753
		0	0	0	0	0	8,931	0
b. Recoveries		RIAD B754	RIAD B755	RIAD B756	RIAD B757	RIAD B758	RIAD B759	RIAD B760
		0	0	0	0	0	790	0

FDIC Certificate Number - 06548

37

Schedule RC-S—Continued

Dollar Amounts in Thousands

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Loans	(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 and All Leases
	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou
6. Amount of ownership (or seller's) interest carried as:							
a. Securities (included in RC-B or RC, item 5)	RCFD B781	RCFD B500	RCFD B762			RCFD B763	RCFD B782
b. Loans (included in Schedule RC-C)						0	0
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due	RCFD B764	RCFD B767	RCFD B501	RCFD B765		RCFD B766	RCFD B769
b. 90 days or more past due			0	0		11,726	0
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							
a. Charge-offs	RIAD B770	RIAD B773	RIAD B771	RIAD B774		RIAD B772	RIAD B775
b. Recoveries						0	0
9. 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 bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	RCFD B776	RCFD B777	RCFD B778	RCFD B779	RCFD B780	RCFD B781	RCFD B782
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures	0	0	0	0	0	0	0
	RCFD B783	RCFD B784	RCFD B785	RCFD B786	RCFD B787	RCFD B788	RCFD B789
	0	0	0	0	0	0	0

6.a

6.b

7.a

7.b

8.a

8.b

9

10

FDIC Certificate Number - 06548

38

Schedule RC-S--Continued

Bank Asset Sales		Dollar Amounts in Thousands						
(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Loans	(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 and All Leases		
Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou		
RCFD B790	RCFD B791	RCFD B792	RCFD B793	RCFD B794	RCFD B795	RCFD B796		
1,461	0	0	0	0	0	0	11	
RCFD B797	RCFD B798	RCFD B799	RCFD B800	RCFD B801	RCFD B802	RCFD B803		
289	0	0	0	0	0	0	12	

Memoranda

	Dollar Amounts in Thousands	
	Bil Mil Thou	RCFD
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	388,147	A249
b. Amount of retained recourse on these obligations as of the report date	2,109	A250
2. Outstanding principal balance of assets serviced for others:		
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	10	B804
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	57,666,737	B805
c. Other financial assets (1)	0	A591
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's holding company	38,108	B806
(2) Conduits sponsored by other unrelated institutions	0	B807
b. Unused commitments to provide liquidity to conduit structures:		
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	6,987,959	B808
(2) Conduits sponsored by other unrelated institutions	0	B809
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column c (2).		
(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 banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.		

M.1.a
M.1.b
M.2.a
M.2.b
M.2.c
M.3.a.1
M.3.a.2
M.3.b.1
M.3.b.2
M.4

Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income

The management of the reporting bank may, if it wishes, submit a brief narrative statement on the amounts reported in the Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Reports of Condition and Income, in response to any request for individual bank report data. However, the information reported in Schedule RC-T, items 12 through 23 and Memorandum item 4, is regarded as confidential and will not be released to the public. **BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IN SCHEDULE RC-T, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS.** Banks choosing not to make a statement may check the "No comment" box below and should make no entries of any kind in the space provided for the narrative statement; i.e., DO NOT enter in this space such phrases as "No statement," "Not applicable," "N/A," "No comment," and "None."

The optional statement must be entered on this sheet. The statement should not exceed 100 words. Further, regardless of the number of words, the statement must not exceed 750 characters, including punctuation, indentation, and standard spacing between words and sentences. If any submission should exceed 750 characters, as defined, it will be truncated at 750 characters with no notice to the submitting bank and the truncated statement will

appear as the bank's statement both on agency computerized records and in computer-file releases to the public.

All information furnished by the bank in the narrative statement must be accurate and not misleading. Appropriate efforts shall be taken by the submitting bank to ensure the statement's accuracy. The statement must be signed, in the space provided below, by a senior officer of the bank who thereby attests to its accuracy.

If, subsequent to the original submission, material changes are submitted for the data reported in the Reports of Condition and Income, the existing narrative statement will be deleted from the files, and from disclosure; the bank, at its option, may replace it with a statement, under signature, appropriate to the amended data.

The optional narrative statement will appear in agency records and in release to the public exactly as submitted (or amended as described in the preceding paragraph) by the management of the bank (except for the truncation of the statements exceeding the 750-character limit described above.) **THE STATEMENT WILL NOT BE EDITED OR SCREENED IN ANY WAY BY THE SUPERVISORY AGENCIES FOR ACCURACY OR RELEVANCE. DISCLOSURE OF THE STATEMENT SHALL NOT SIGNIFY THAT ANY FEDERAL SUPERVISORY AGENCY HAS VERIFIED OR CONFIRMED THE ACCURACY OF THE INFORMATION CONTAINED THEREIN. A STATEMENT TO THIS EFFECT WILL APPEAR ON ANY PUBLIC RELEASE OF THE OPTIONAL STATEMENT SUBMITTED BY THE MANAGEMENT OF THE REPORTING BANK.**

X = NO COMMENT Y = COMMENT 6979 Y

BANK MANAGEMENT STATEMENT (please type or print clearly):

TEXT (70 characters per line)

6980	In accordance with a ruling by the Office of the Comptroller of the Currency, the bank is not required to deduct its investment in: U.S. Bank Trust N.A. South Dakota, and U.S. Bank Trust N.A. Delaware Consolidated Trust Subsidiaries, from Total Capital. Total Capital as disclosed on schedule RC-R is in conformance with this treatment.

THIS PAGE IS TO BE COMPLETED BY ALL BANKS

NAME AND ADDRESS OF BANK

U.S. Bank National Association
125 Walnut Street
Cincinnati, OH 45202

43

OMB No. For OCC: 1557-0081
OMB No. For FDIC: 3064-0052
OMB No. For Federal Reserve: 7100-0036
Expiration Date: 4/30/2006

SPECIAL REPORT
(Dollar Amounts in Thousands)

CLOSE OF BUSINESS DATE	FDIC Certificate Number
3/31/2004	6548

LOANS TO EXECUTIVE OFFICERS (Complete as of each Call Report Date)

The following information is required by Public Laws 90-44 and 102-242, but does not constitute a part of the Report of Condition. With each Report of Condition, these Laws require all banks to furnish a report of all loans or other extensions of credit to their executive officers made since the date of the previous Report of Condition. Data regarding individual loans or other extensions of credit are not required. If no such loans or other extensions of credit were made during the period, insert "none" against subitem (a). (Excluded the first \$15,000 of indebtedness of each executive officer under bank credit card plan.)

See Sections 215.2 and 215.3 of Title 12 of the Code of Federal Regulations (Federal Reserve Board Regulation O) for the definitions of "executive officer" and "extension of credit," respectively. Exclude loans and other extensions of credit to directors and principal shareholders who are not executive officers.

	RCFD		
a. Number of loans made to executive officers since the previous Call Report date	3561	7	a
b. Total dollar amount of above loans (in thousands of dollars)	3582	253	b
c. Range of interest charged on above loans (example: 9-3/4% = 9.75)	From	To	
	7701 4.00%	7702 23.99%	c

SIGNATURE AND TITLE OF OFFICER AUTHORIZED TO SIGN REPORT

DATE (Month, Day, Year)

Maggie Smiley, Regulatory Reporting Manager

4/29/04