

Board of Governors of the Federal Reserve System

RSSD ID: 1119794



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

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

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

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

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

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

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

Date of Report:

December 31, 2006

Month / Date / Year (BHCK 9999)

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

Signature of Chief Financial Officer

Date of Signature

U.S. BANCORP

Legal Title of Bank Holding Company (TEXT 9010)

800 NICOLLET MALL

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT9110)

MINNEAPOLIS

MN

55402

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

S.F. _____

Report of Income for Bank Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

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

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices	4010		9310000	1.a.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		7000	1.a.(2)
b. Income from lease financing receivables	4065		792000	1.b.
c. Interest income on balances due from depository institutions ¹	4115		1000	1.c.
d. Interest and dividend income on securities:				
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488		29000	1.d.(1)
(2) Mortgage-backed securities	B489		1800000	1.d.(2)
(3) All other securities	4060		172000	1.d.(3)
e. Interest income from trading assets	4069		38000	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020		9000	1.f.
g. Other interest income	4518		105000	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		12263000	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		696000	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		524000	2.a.(1)(b)
(c) Other deposits	6761		821000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172		348000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		626000	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		1866000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		386000	2.d.
e. Other interest expense	4398		255000	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		5522000	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074		6741000	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		544000	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		1058000	5.a.
b. Service charges on deposit accounts in domestic offices	4483		1464000	5.b.
c. Trading revenue ²	A220		112000	5.c.
d. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490		327000	5.d.
e. Venture capital revenue	B491		108000	5.e.
f. Net servicing fees	B492		127000	5.f.
g. Net securitization income	B493		13000	5.g.
h. (1) Underwriting income from insurance and reinsurance activities	C386		37000	5.h.(1)
(2) Income from other insurance and reinsurance activities	C387		38000	5.h.(2)
i. Net gains (losses) on sales of loans and leases	8560		104000	5.i.
j. Net gains (losses) on sales of other real estate owned	8561		7000	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		70000	5.k.
l. Other noninterest income ³	B497		3378000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		6843000	5.m.

1. Includes interest income on time certificates of deposit not held for trading.

2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.d.

3. See Schedule HI, memoranda item 6.

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Schedule HI—Continued

	Dollar Amounts in Thousands			
	BHCK			
6. a. Realized gains (losses) on held-to-maturity securities	3521		-1000	6.a.
b. Realized gains (losses) on available-for-sale securities	3196		15000	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits	4135		2998000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		660000	7.b.
c. (1) Goodwill impairment losses	C216		0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		355000	7.c.(2)
d. Other noninterest expense ⁴	4092		2120000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		6133000	7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301		6921000	8.
9. Applicable income taxes (foreign and domestic)	4302		2112000	9.
10. Minority interest	4484		58000	10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)	4300		4751000	11.
12. Extraordinary items, net of applicable taxes and minority interest ⁵	4320		0	12.
13. Net income (loss) (sum of items 11 and 12)	4340		4751000	13.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

1. Net interest income (item 3 above) on a fully taxable equivalent basis	BHCK								
	4519		6790000		M.1.				
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis									
	4592		6970000		M.2.				
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)									
	4313		94000		M.3.				
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)									
	4507		119000		M.4.				
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number						
	4150		50423		M.5.				
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):									
a. Income and fees from the printing and sale of checks	BHCK								
	C013		0		M.6.a.				
b. Earnings on/increase in value of cash surrender value of life insurance	C014		0		M.6.b.				
c. Income and fees from automated teller machines (ATMs)	C016		243000		M.6.c.				
d. Rent and other income from other real estate owned	4042		0		M.6.d.				
e. Safe deposit box rent	C015		0		M.6.e.				
f. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td>MERCHANT PROCESSING SERVICES</td></tr><tr><td>8562</td><td></td></tr></table>	TEXT	MERCHANT PROCESSING SERVICES	8562						
TEXT	MERCHANT PROCESSING SERVICES								
8562									
	8562		963000		M.6.f.				
g. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td>CREDIT AND DEBIT CARD REVENUE</td></tr><tr><td>8563</td><td></td></tr></table>	TEXT	CREDIT AND DEBIT CARD REVENUE	8563						
TEXT	CREDIT AND DEBIT CARD REVENUE								
8563									
	8563		800000		M.6.g.				
h. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td>CORPORATE PAYMENT PRODUCTS REVENUE</td></tr><tr><td>8564</td><td></td></tr></table>	TEXT	CORPORATE PAYMENT PRODUCTS REVENUE	8564						
TEXT	CORPORATE PAYMENT PRODUCTS REVENUE								
8564									
	8564		557000		M.6.h.				

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Schedule HI—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands

		BHCK				
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):						
a.	Data processing expenses	C017			195000	M.7.a.
b.	Advertising and marketing expenses	0497			0	M.7.b.
c.	Directors' fees	4136			0	M.7.c.
d.	Printing, stationery, and supplies.....	C018			0	M.7.d.
e.	Postage	8403			0	M.7.e.
f.	Legal fees and expenses	4141			0	M.7.f.
g.	FDIC deposit insurance assessments.....	4146			0	M.7.g.
h.	TEXT 8565 AMORTIZATION OF AFFORDABLE HOUSING INVESTMENTS	8565			249000	M.7.h.
i.	TEXT 8566	8566			0	M.7.i.
j.	TEXT 8567	8567			0	M.7.j.
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):						
a.	(1) TEXT 3571	3571			0	M.8.a.(1)
	(2) Applicable income tax effect	BHCK	3572		0	M.8.a.(2)
b.	(1) TEXT 3573	3573			0	M.8.b.(1)
	(2) Applicable income tax effect	BHCK	3574		0	M.8.b.(2)
c.	(1) TEXT 3575	3575			0	M.8.c.(1)
	(2) Applicable income tax effect	BHCK	3576		0	M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.d must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):						
a.	Interest rate exposures	8757			72000	M.9.a.
b.	Foreign exchange exposures	8758			40000	M.9.b.
c.	Equity security and index exposures.....	8759			0	M.9.c.
d.	Commodity and other exposures	8760			0	M.9.d.
10. Not applicable						
11. Credit losses on derivatives (see instructions).....						
		A251			0	M.11.
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic of ces) .						
		8431			327000	M.12.a.
b. (1) Premiums on insurance related to the extension of credit						
		C242			37000	M.12.b.(1)
(2) All other insurance premiums						
		C243			0	M.12.b.(2)
c. Bene ts, losses, and expenses from insurance-related activities						
		B983			28000	M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no)						
		BHCK				
		A530			0	M.13.
14. Not applicable						
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method						
		BHCK				
		C409			64000	M.15.

Schedule HI-A—Changes in Equity Capital

	Dollar Amounts in Thousands		BHCK			
1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217			20086000		1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles	B507			4000		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508			20090000		3.
	bhct					
4. Net income (loss) (must equal Schedule HI, item 13)	4340			4751000		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK					
a. Sale of perpetual preferred stock, gross	3577			948000		5.a.
b. Conversion or retirement of perpetual preferred stock	3578			0		5.b.
6. Sale of common stock:						
a. Sale of common stock, gross	3579			0		6.a.
b. Conversion or retirement of common stock	3580			0		6.b.
7. Sale of treasury stock	4782			1045000		7.
8. LESS: Purchase of treasury stock	4783			2817000		8.
9. Changes incident to business combinations, net	4356			0		9.
10. LESS: Cash dividends declared on preferred stock	4598			48000		10.
11. LESS: Cash dividends declared on common stock	4460			2466000		11.
12. Other comprehensive income ¹	B511			-307000		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591			0		13.
14. Other adjustments to equity capital (not included above)	3581			1000		14.
	bhct					
15. Total equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 28 on Schedule HC, Balance Sheet)	3210			21197000		15.

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

Dollar Amounts in Thousands	Charge-offs ¹ (Column A)			Recoveries (Column B)			
	BHCK			BHCK			
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)							
1. Loans secured by real estate:							
a. Construction, land development, and other land loans in domestic of ces.....	3582		1000	3583		0	1.a.
b. Secured by farmland in domestic of ces	3584		0	3585		1000	1.b.
c. Secured by 1–4 family residential properties in domestic of ces:							
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411		32000	5412		4000	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic of ces:							
(a) Secured by rst liens	C234		43000	C217		2000	1.c.(2)(a)
(b) Secured by junior liens	C235		30000	C218		8000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic of ces.....	3588		1000	3589		0	1.d.
e. Secured by nonfarm nonresidential properties in domestic of ces	3590		7000	3591		7000	1.e.
f. In foreign of ces	B512		0	B513		0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. To U.S. banks and other U.S. depository institutions	4653		0	4663		0	2.a.
b. To foreign banks	4654		0	4664		0	2.b.
3. Loans to nance agricultural production and other loans to farmers	4655		1000	4665		1000	3.
4. Commercial and industrial loans:							
a. To U.S. addressees (domicile)	4645		119000	4617		59000	4.a.
b. To non-U.S. addressees (domicile)	4646		0	4618		0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B514		256000	B515		36000	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516		193000	B517		62000	5.b.
6. Loans to foreign governments and of cial institutions	4643		0	4627		0	6.
7. All other loans	4644		4000	4628		1000	7.
8. Lease nancing receivables:							
a. To U.S. addressees (domicile)	4658		76000	4668		38000	8.a.
b. To non-U.S. addressees (domicile)	4659		0	4669		0	8.b.
9. Total (sum of items 1 through 8)	4635		763000	4605		219000	9.

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

Schedule HI-B—Continued

MEMORANDA

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

M.1.

M.2.

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

	BHCK			
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	C388			86000

M.3.

	BHCK			
II. Changes in allowance for loan and lease losses				
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522			2041000
	bhct			
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605			219000
3. LESS: Charge-offs (must equal Schedule HI-B, part I, column A above less Schedule HI-B, part II, item 4).....	BHCK			
	C079			756000
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	5523			7000
	bhct			
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230			544000
	BHCK			
6. Adjustments (see instructions for this schedule).....	C233			-19000
	bhct			
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	3123			2022000

1.

2.

3.

4.

5.

6.

7.

MEMORANDA

	BHCK			
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435			0
Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)				
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges ..	C389			53000
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390			0
Memorandum item 4 is to be completed by all bank holding companies.				
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781			0

M.1.

M.2.

M.3.

M.4.

Notes to the Income Statement—Predecessor Financial Items

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

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

Notes to the Income Statement—Other

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

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

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

Example

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

TEXT	BHCK			
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country				
	0000		1	350

Notes to the Income Statement—Other

	TEXT	Dollar Amount in Thousands	BHCK			
1.	5351					
			5351			0
2.	5352					
			5352			0
3.	5353					
			5353			0
4.	5354					
			5354			0
5.	5355					
			5355			0
6.	B042					
			B042			0
7.	B043					
			B043			0
8.	B044					
			B044			0
9.	B045					
			B045			0
10.	B046					
			B046			0

Notes to the Income Statement—Other, Continued

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

For Federal Reserve Bank Use Only
C.I. _____

RSSD ID:
1119794

U.S. BANCORP

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20061231

Schedule HC—Consolidated Balance Sheet

		Dollar Amounts in Thousands		BHCK				
ASSETS								
1. Cash and balances due from depository institutions:								
a. Noninterest-bearing balances and currency and coin ¹		0081				8639000	1.a.	
b. Interest-bearing balances: ²								
(1) In U.S. of ces		0395				6000	1.b.(1)	
(2) In foreign of ces, Edge and Agreement subsidiaries, and IBFs		0397				0	1.b.(2)	
2. Securities:								
a. Held-to-maturity securities (from Schedule HC-B, column A)		1754				87000	2.a.	
b. Available-for-sale securities (from Schedule HC-B, column D).....		1773				40030000	2.b.	
3. Federal funds sold and securities purchased under agreements to resell:								
a. Federal funds sold in domestic of ces	BHDM	B987				128000	3.a.	
b. Securities purchased under agreements to resell ³	BHCK	B989				32000	3.b.	
4. Loans and lease financing receivables:								
a. Loans and leases held for sale		5369				3256000	4.a.	
b. Loans and leases, net of unearned income	B528					143597000	4.b.	
c. LESS: Allowance for loan and lease losses	3123					2022000	4.c.	
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529					141575000	4.d.	
5. Trading assets (from Schedule HC-D)		3545				258000	5.	
6. Premises and fixed assets (including capitalized leases)		2145				1835000	6.	
7. Other real estate owned (from Schedule HC-M).....		2150				178000	7.	
8. Investments in unconsolidated subsidiaries and associated companies		2130				151000	8.	
9. Not applicable								
10. Intangible assets:								
a. Goodwill		3163				7538000	10.a.	
b. Other intangible assets (from Schedule HC-M)		0426				3227000	10.b.	
11. Other assets (from Schedule HC-F)		2160				12292000	11.	
12. Total assets (sum of items 1 through 11)		2170				219232000	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 of ces, regardless of maturity.

Schedule HC—Continued

RSSD ID:

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Dollar Amounts in Thousands		BHDM			
LIABILITIES					
13. Deposits:					
a. In domestic of ces (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631		32128000	13.a.(1)	
(2) Interest-bearing	6636		85198000	13.a.(2)	
b. In foreign of ces, Edge and Agreement subsidiaries, and IBFs:					
(1) Noninterest-bearing	BHFN		0	13.b.(1)	
(2) Interest-bearing	6636		7556000	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic of ces ²	BHDM	B993	2554000	14.a.	
b. Securities sold under agreements to repurchase ³	BHCK	B995	9763000	14.b.	
15. Trading liabilities (from Schedule HC-D)		3548	140000	15.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)		3190	41369000	16.	
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures⁴		4062	6878000	19.a.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities		C699	3831000	19.b.	
20. Other liabilities (from Schedule HC-G)		2750	7896000	20.	
21. Total liabilities (sum of items 13 through 20)		2948	197313000	21.	
22. Minority interest in consolidated subsidiaries and similar items		3000	722000	22.	
EQUITY CAPITAL					
23. Perpetual preferred stock and related surplus		3283	1000000	23.	
24. Common stock (par value)		3230	20000	24.	
25. Surplus (exclude all surplus related to preferred stock)		3240	5762000	25.	
26. a. Retained earnings		3247	21242000	26.a.	
b. Accumulated other comprehensive income ⁵		B530	-736000	26.b.	
27. Other equity capital components⁶		A130	-6091000	27.	
28. Total equity capital (sum of items 23 through 27)		3210	21197000	28.	
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)		3300	219232000	29.	

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

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

a. ERNST & YOUNG LLP

(1) Name of External Auditing Firm (TEXT C703)
MINNEAPOLIS

(2) City (TEXT C708)

MN

(3) State Abbrev. (TEXT C714)

55402

(4) Zip Code (TEXT C715)

b.

(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

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

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK		BHCK		BHCK		BHCK		
1. U.S. Treasury securities	0211	0	0213	0	1286	5000	1287	5000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. government agencies ¹	1289	0	1290	0	1291	57000	1293	58000	2.a.
b. Issued by U.S. government- sponsored agencies ²	1294	0	1295	0	1297	410000	1298	404000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	67000	8497	72000	8498	4463000	8499	4539000	3.
4. Mortgage-backed securities (MBS)									
a. Pass-through securities:									
(1) Guaranteed by GNMA	1698	0	1699	0	1701	750000	1702	736000	4.a.(1)
(2) Issued by FNMA and FHLMC	1703	0	1705	0	1706	21039000	1707	20424000	4.a.(2)
(3) Other pass-through securities	1709	7000	1710	7000	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	8064000	1717	8085000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718	0	1719	0	1731	0	1732	0	4.b.(2)
(3) All other mortgage-backed securities	1733	0	1734	0	1735	4612000	1736	4542000	4.b.(3)
5. Asset-backed securities (ABS)	C026	0	C988	0	C989	7000	C027	7000	5.
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	828000	1741	827000	6.a.
b. Foreign debt securities	1742	13000	1743	13000	1744	62000	1746	62000	6.b.

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

Schedule HC-B—Continued

RSSD ID:

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value ¹		
	BHCK		BHCK		BHCK		BHCK		
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	333000	A511	341000	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct						bhct		8.
	1754	87000	1771	92000	1772	40630000	1773	40030000	

MEMORANDA

	BHCK			
1. Pledged securities ¹	0416		35806000	M.1.
2. Remaining maturity or next repricing date of debt securities ^{2,3} (Schedule HC-B, items 1 through 6.b in columns A and D above):				
a. 1 year and less	0383		8646000	M.2.a.
b. Over 1 year to 5 years	0384		4747000	M.2.b.
c. Over 5 years	0387		26383000	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778		0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):				
a. Amortized cost	8782		0	M.4.a.
b. Fair value	8783		0	M.4.b.

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

	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value ¹		
	BHCK		BHCK		BHCK		BHCK		
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):									
a. Credit card receivables	B838	0	B839	0	B840	0	B841	0	5.a.
b. Home equity lines	B842	0	B843	0	B844	7000	B845	7000	5.b.
c. Automobile loans	B846	0	B847	0	B848	0	B849	0	5.c.
d. Other consumer loans	B850	0	B851	0	B852	0	B853	0	5.d.
e. Commercial and industrial loans	B854	0	B855	0	B856	0	B857	0	5.e.
f. Other	B858	0	B859	0	B860	0	B861	0	5.f.

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

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale and (2) other loans and leases, net of unearned income. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	Consolidated (Column A)			In Domestic Offices (Column B)			
	BHCK			BHDM			
1. Loans secured by real estate	1410		65779000				1.
a. Construction, land development, and other land loans				1415		8934000	1.a.
b. Secured by farmland				1420		866000	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		11479000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens				5367		23056000	1.c.(2)(a)
(b) Secured by junior liens				5368		4044000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties				1460		1704000	1.d.
e. Secured by nonfarm nonresidential properties				1480		15696000	1.e.
2. Loans to depository institutions and acceptances of other banks				1288		683000	2.
a. To U.S. banks and other U.S. depository institutions	1292		603000				2.a.
b. To foreign banks	1296		80000				2.b.
3. Loans to finance agricultural production and other loans to farmers	1590		1128000	1590		1128000	3.
4. Commercial and industrial loans				1766		33165000	4.
a. To U.S. addressees (domicile)	1763		32991000				4.a.
b. To non-U.S. addressees (domicile)	1764		511000				4.b.
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)				1975		26368000	6.
a. Credit cards	B538		8795000				6.a.
b. Other revolving credit plans	B539		2563000				6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011		15010000				6.c.
7. Loans to foreign governments and of cial institutions (including foreign central banks)	2081		0	2081		0	7.
8. Not applicable							
9. a. Loans for purchasing and carrying securities (secured and unsecured)							
b. All other loans	1545		507000	1545		507000	9.a.
	1564		6376000	1564		6376000	9.b.
10. Lease financing receivables (net of unearned income)				2165		12510000	10.
a. To U.S. addressees (domicile)	2182		12510000				10.a.
b. To non-U.S. addressees (domicile)	2183		0				10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123		0	2123		0	11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122		146853000	2122		146516000	12.

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands		Consolidated			
		BHCK			
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures)	1616		19000		M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above	2746		4432000		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837		21000		M.3.
Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391		361000		M.4.
Memorandum item 5 is to be completed by all bank holding companies.					
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance	C779		0		M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9.....	C780		0		M.5.b.

Schedule HC-D—Trading Assets and Liabilities

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

Dollar Amounts in Thousands		Consolidated			
		BHCK			
ASSETS					
1. U.S. Treasury securities in domestic of ces	3531		0		1.
2. U.S. Government agency obligations in domestic of ces (exclude mortgage-backed securities).....	3532		0		2.
3. Securities issued by states and political subdivisions in the U.S. in domestic of ces	3533		0		3.
4. Mortgage-backed securities (MBS) in domestic of ces:					
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534		0		4.a.
b. Other MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	3535		0		4.b.
c. All other mortgage-backed securities	3536		0		4.c.
5. Other debt securities in domestic of ces	3537		52000		5.
6-8. Not applicable					
9. Other trading assets in domestic of ces	3541		0		9.
10. Trading assets in foreign of ces	3542		0		10.
11. Derivatives with a positive fair value:					
a. In domestic of ces	3543		206000		11.a.
	BHFN				
b. In foreign of ces	3543		0		11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)	bhct				
	3545		258000		12.
LIABILITIES					
13. Liability for short positions	3546		0		13.
14. Derivatives with a negative fair value	3547		140000		14.
	bhct				
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule HC, item 15)	3548		140000		15.

Schedule HC-E—Deposit Liabilities¹

		Dollar Amounts in Thousands			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
	BHCB				
a. Demand deposits	2210		32128000		1.a.
b. NOW, ATS, and other transaction accounts	3187		24937000		1.b.
c. Money market deposit accounts and other savings accounts	2389		31534000		1.c.
d. Time deposits of less than \$100,000	6648		13859000		1.d.
e. Time deposits of \$100,000 or more	2604		14868000		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
	BHOD				
a. Noninterest-bearing balances	3189		0		2.a.
b. NOW, ATS, and other transaction accounts	3187		0		2.b.
c. Money market deposit accounts and other savings accounts	2389		0		2.c.
d. Time deposits of less than \$100,000	6648		0		2.d.
e. Time deposits of \$100,000 or more	2604		0		2.e.

MEMORANDA

	BHDM				
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243		0		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164		0		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242		13405000		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less	A245		7556000		M.4.

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

Schedule HC-F—Other Assets

		Dollar Amounts in Thousands			
	BHCK				
1. Accrued interest receivable ¹	B556		1067000		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		14000		3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		938000		4.
5. Life insurance assets	C009		3717000		5.
6. Other	2168		6556000		6.
	bhct				
7. Total (sum of items 1 through 6)(must equal Schedule HC, item 11)	2160		12292000		7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

		Dollar Amounts in Thousands			
	BHCK				
1. Not applicable					
2. Net deferred tax liabilities ¹	3049		1483000		2.
3. Allowance for credit losses on off-balance sheet credit exposures	B557		234000		3.
4. Other	B984		6179000		4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750		7896000		5.

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

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Schedule HC-H—Interest Sensitivity¹

	Dollar Amounts in Thousands			BHCK			
1. Earning assets that are repriceable within one year or mature within one year	3197		90511000				1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a(2) and 13.b(2) on Schedule HC, Balance Sheet.....	3296		30966000				2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298		15412000				3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)	3408		1000000				4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409		294000				5.

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

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

I. Property and Casualty Underwriting

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

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

II. Life and Health Underwriting

	BHCK			
ASSETS				
1. Reinsurance recoverables	C247		2000	1.
2. Separate account assets	B992		0	2.
3. Total assets	C248		304000	3.
LIABILITIES				
4. Policyholder benefits and contractholder funds	B994		12000	4.
5. Separate account liabilities	B996		0	5.
6. Total equity	C249		277000	6.
7. Net income	C250		8000	7.

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Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
ASSETS					
1. Securities		3515		40266000	1.
2. Federal funds sold and securities purchased under agreements to resell.....		3365		121000	2.
3. Loans and leases		3516		147654000	3.
4. a. Trading assets		3401		407000	4.a.
b. Other earning assets		B985		1212000	4.b.
5. Total consolidated assets		3368		218055000	5.
LIABILITIES					
6. Interest-bearing deposits (domestic).....		3517		85050000	6.
7. Interest-bearing deposits (foreign)		3404		6912000	7.
8. Federal funds purchased and securities sold under agreements to repurchase		3353		14410000	8.
9. All other borrowed money		2635		41314000	9.
10. Not applicable					
EQUITY CAPITAL					
11. Equity capital (excludes limited-life preferred stock)		3519		21204000	11.

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C.I.	[]

(Report only transactions with nonrelated institutions)

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

Dollar Amounts in Thousands		BHCK			
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1–4 family residential properties, e.g., home equity lines					
		3814		13977000	1.a.
b. Credit card lines					
		3815		54181000	1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate					
		3816		6980000	1.c.(1)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate					
		6550		6041000	1.c.(2)
d. Securities underwriting					
		3817		0	1.d.
e. Other unused commitments					
		3818		56379000	1.e.
2. Financial standby letters of credit and foreign of ce guarantees					
a. Amount of nancial standby letters of credit conveyed to others					
		6566		12750000	2.
a. Amount of financial standby letters of credit conveyed to others					
		3820		1246000	2.a.
3. Performance standby letters of credit and foreign of ce guarantees.....					
		6570		489000	3.
a. Amount of performance standby letters of credit conveyed to others					
		3822		67000	3.a.
4. Commercial and similar letters of credit.....					
		3411		417000	4.
5. Not applicable					
6. Securities lent					
		3433		13785000	6.

7. Credit derivatives:

a. **Notional amounts:**

Guarantor (Column A)				Beneficiary (Column B)			
BHCK				BHCK			
(1) Credit default swaps	C968		0	C969		25000	7.a.
(2) Total return swaps	C970		0	C971		0	7.a.(1)
(3) Credit options	C972		0	C973		0	7.a.(2)
(4) Other credit derivatives	C974			C975			7.a.(3)

b. Gross fair values:

(1) Gross positive fair value	C219		0	C221		0	7.a.(4)
(2) Gross negative fair value	C220		0	C222		1000	7.b.

Schedule HC-L—Continued

		Dollar Amounts in Thousands		BHCK				
8.	Spot foreign exchange contracts			8765			164000	8.
9.	All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of Schedule HC, item 28, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 28)							
	a. Securities borrowed			3430			0	9.
	b. Commitments to purchase when-issued securities			3432			0	9.a.
	c. Commitments to sell when-issued securities			3434			0	9.b.
				3435			0	9.c.
d.	TEXT 6561			6561			0	9.d.
e.	TEXT 6562			6562			0	9.e.
f.	TEXT 6568			6568			0	9.f.
g.	TEXT 6586			6586			0	9.g.
10.	Not applicable							

Derivatives Position Indicators	(Column A) Interest Rate Contracts			(Column B) Foreign Exchange Contracts			(Column C) Equity Derivative Contracts			(Column D) Commodity and Other Contracts		
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):												
a. Futures contracts	BHCK 8693			BHCK 8694			BHCK 8695			BHCK 8696		
	4000000			0			0			0		
b. Forward contracts	BHCK 8697			BHCK 8698			BHCK 8699			BHCK 8700		
	2824000			4211000			0			0		
c. Exchange-traded option contracts:												
(1) Written options	BHCK 8701			BHCK 8702			BHCK 8703			BHCK 8704		
	5600000			0			0			0		
(2) Purchased options	BHCK 8705			BHCK 8706			BHCK 8707			BHCK 8708		
	0			0			0			0		
d. Over-the-counter option contracts:												
(1) Written options	BHCK 8709			BHCK 8710			BHCK 8711			BHCK8712		
	3843000			408000			0			0		
(2) Purchased options	BHCK 8713			BHCK 8714			BHCK 8715			BHCK 8716		
	1899000			408000			0			0		
e. Swaps	BHCK 3450			BHCK 3826			BHCK 8719			BHCK 8720		
	38386000			413000			86000			0		
12. Total gross notional amount of derivative contracts held for trading	BHCK A126			BHCK A127			BHCK 8723			BHCK 8724		
	24579000			4735000			0			0		
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725			BHCK 8726			BHCK 8727			BHCK 8728		
	31973000			705000			86000			0		

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:	BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736	
(1) Gross positive fair value	214000	52000	0	0	14.a.(1)
	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	
(2) Gross negative fair value	156000	43000	0	0	14.a.(2)
b. Contracts held for purposes other than trading:					
	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	
(1) Gross positive fair value	154000	15000	4000	0	14.b.(1)
	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	
(2) Gross negative fair value	98000	0	0	0	14.b.(2)

Schedule HC-M—Memoranda

		Dollar Amounts in Thousands		BHCK			
1.	Total number of bank holding company common shares outstanding	NUMBER (UNROUNDED)					
		3459	1764714251				
2.	Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....	6555	7781000				
3.	Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....	6556	19262000				
4.	Other assets acquired in satisfaction of debts previously contracted	6557	6000				
5.	Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....	A288	0				
6.	Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments).....	3656	0				
7.	Not applicable						

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

TEXT
6428

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

Area Code and Phone Number (TEXT 9009)

12.	Intangible assets other than goodwill:	BHCK						
a.	Mortgage servicing assets	3164	1427000					12.a.
	(1) Estimated fair value of mortgage servicing assets	6438	1427000					12.a.(1)
b.	Purchased credit card relationships and nonmortgage servicing assets	B026	160000					12.b.
c.	All other identifiable intangible assets	5507	1640000					12.c.
		bhct						
d.	Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	0426	3227000					12.d.
13.	Other real estate owned:	BHCK						
a.	Real estate acquired in satisfaction of debts previously contracted.....	2744	178000					13.a.
b.	Other real estate owned.....	2745	0					13.b.
		bhct						
c.	Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7)	2150	178000					13.c.
14.	Other borrowed money:	BHCK						
a.	Commercial paper.....	2309	9974000					14.a.
b.	Other borrowed money with a remaining maturity of one year or less.....	2332	12390000					14.b.
c.	Other borrowed money with a remaining maturity of more than one year	2333	19005000					14.c.
		bhct						
d.	Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	3190	41369000					14.d.

15.	Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no)	BHCK	B569	1				15.
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16.	Assets under management in proprietary mutual funds and annuities	BHCK	B570	72937000				16.
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Schedule HC-M—Continued

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

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

BHCK	
C161	1

17.

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

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

BHCK	
C159	1

18.

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

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

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

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

BHCK	
C700	

19.a.

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

C701	
------	--

19.b.

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

	BHCK			
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:				
a. Net assets	C252	85000		20.a.
b. Balances due from related institutions:				
(1) Due from the bank holding company (parent company only), gross	4832	0		20.b.(1)
(2) Due from subsidiary banks of the bank holding company, gross.....	4833	56000		20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834	0		20.b.(3)
c. Balances due to related institutions:				
(1) Due to bank holding company (parent company only), gross.....	5041	0		20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross.....	5043	1000		20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045	0		20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors.....	5047	0		20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act	C253	0		21.

Schedule HC-M—Continued

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

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

TEXT
C497 [http:// PHX.CORPORATE-IR.NET/PHOENIX.ZHTML?C=117565&P=IROL-REPORTSANNUAL](http://PHX.CORPORATE-IR.NET/PHOENIX.ZHTML?C=117565&P=IROL-REPORTSANNUAL)

22.

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

		Dollar Amounts in Thousands			BHCK			
23. Secured liabilities:								
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)								
		F064					0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d).....								
		F065					11536000	23.b.

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
1. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic of ces	2759		88000		2769		1000		3492		38000	1.a.
b. Secured by farmland in domestic of ces	3493		3000		3494		0		3495		10000	1.b.
c. Secured by 1-4 family residential properties in domestic of ces:												
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398		49000		5399		20000		5400		9000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:												
(a) Secured by 1st liens	C236		278000		C237		625000		C229		36000	1.c.(2)(a)
(b) Secured by junior liens	C238		30000		C239		8000		C230		5000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic of ces	3499		4000		3500		0		3501		13000	1.d.
e. Secured by nonfarm nonresidential properties in domestic of ces	3502		50000		3503		3000		3504		89000	1.e.
f. In foreign of ces	B572		0		B573		0		B574		0	1.f.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
2. Loans to depository institutions and acceptances of other banks:												
a. U.S. banks and other U.S. depository institutions	5377		0		5378		0		5379		0	2.a.
b. Foreign banks	5380		0		5381		0		5382		0	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594		23000		1597		0		1583		9000	3.
4. Commercial and industrial loans	1606		206000		1607		25000		1608		179000	4.
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards	B575		204000		B576		152000		B577		31000	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		131000		B579		44000		B580		3000	5.b.
6. Loans to foreign governments and of cial institutions	5389		0		5390		0		5391		0	6.
7. All other loans	5459		6000		5460		0		5461		8000	7.
8. Lease financing receivables	1226		149000		1227		2000		1228		40000	8.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		1000		3506		0		3507		16000	9.
10. TOTAL (sum of items 1 through 9).....	5524		1222000		5525		880000		5526		486000	10.

Schedule HC-N—Continued

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612		141000		5613		537000		5614		19000		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above..	5615		9000		5616		0		5617		14000		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	C866		123000		C867		531000		C868		0		11.b.

Schedule HC-N—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual			
	BHCK			BHCK			BHCK			
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1).....	1658		0	1659		0	1661		5000	M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558		5000	6559		0	6560		31000	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508		1000	1912		0	1913		4000	M.3.
4. Not applicable										
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above)	C240		10000	C241		6000	C226		1000	M.5.

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

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

M.6.

7. Additions to nonaccrual assets during the quarter	BHCK			
	C410		177000	M.7.
8. Nonaccrual assets sold during the quarter	C411		74000	M.8.

RSSD ID:

1119794

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

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

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of closed-end 1–4 family residential mortgage loans for sale²:					
a. First liens	F066			1296000	1.a.
b. Junior liens	F067			41000	1.b.
2. Wholesale originations and purchases during the quarter of closed-end 1–4 family residential mortgage loans for sale²:					
a. First liens	F068			4380000	2.a.
b. Junior liens	F069			50000	2.b.
3. Closed-end 1–4 family residential mortgages sold during the quarter:					
a. First liens	F070			6468000	3.a.
b. Junior liens	F071			86000	3.b.
4. Closed-end 1–4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):					
a. First liens	F072			1694000	4.a.
b. Junior liens	F073			77000	4.b.

1. The \$1 billion asset size test is generally based on the total assets reported as of **June 30, 2005**.

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

For Federal Reserve Bank Use Only
C.I.

RSSD ID:
1119794

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

	bhcx			
Tier 1 capital				
1. Total equity capital (from Schedule HC, item 28)	3210		21197000	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK			
	8434		-372000	2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221		0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	4336		-355000	4.
5. LESS: Nonqualifying perpetual preferred stock	B588		0	5.
6. a. Qualifying minority interests in consolidated subsidiaries and similar items	B589		694000	6.a.
b. Qualifying trust preferred securities ²	C502		3639000	6.b.
7. LESS: Disallowed goodwill and other disallowed intangible assets	B590		9063000	7.
8. Subtotal (sum of items 1, 6.a. and 6.b, less items 2, 3, 4, 5 and 7)	C227		17194000	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		143000	9.a.
b. LESS: Disallowed deferred tax assets	5610		0	9.b.
10. Other additions to (deductions from) Tier 1 capital	B592		-15000	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		17036000	11.
Tier 2 capital				
12. Qualifying subordinated debt and redeemable preferred stock	5306		5199000	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		2256000	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		4000	15.
16. Other Tier 2 capital components	B594		0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311		7459000	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275		7459000	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		24495000	21.
Total assets for leverage ratio				
22. Average total assets (from Schedule HC-K, item 5)	bhct			
	3368		218055000	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above)	B590		9063000	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		143000	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610		0	25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCK			
	B596		177000	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		208672000	27.
28.–30. Not applicable				
Capital ratios				
31. Tier 1 leverage ratio (item 11 divided by item 27)	BHCK		Percentage	
	7204		8.16	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		8.75	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205		12.58	33.

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income."
2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

Schedule HC-R—Continued

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

													C000											
													Allocation by Risk Weight Category											
													(Column C) 0%		(Column D) 20%		(Column E) 50%		(Column F) 100%					
Dollar Amounts in Thousands																								
Balance Sheet Asset Categories													BHCE		BHC0		BHC2		BHC5		BHC9			
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....													BHCK 0010											
													8645000		0		1908000		6737000		0			
													bhcx 1754											
35. Held-to-maturity securities													87000		0		0		60000		14000		13000	
													bhcx 1773											
36. Available-for-sale securities													40030000		-604000		1355000		34461000		3591000		1227000	
37. Federal funds sold and securities purchased under agreements to resell													BHCK C225											
													160000				32000		128000		0			
													bhct 5369											
38. Loans and leases held for sale													3256000		0		0		0		3256000		0	
													bhct B528											
39. Loans and leases, net of unearned income													143597000		0		911000		4291000		18835000		119560000	
													bhcx 3123											
40. LESS: Allowance for loan and lease losses													2022000		2022000									
													bhcx 3545											
41. Trading assets.....													258000		205000		0		0		0		53000	
													BHCK B639											
42. All other assets ¹													25221000		9657000		625000		3529000		81000		11329000	
													bhct 2170											
43. Total assets (sum of items 34 through 42)													219232000		7236000		4831000		49206000		25777000		132182000	

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

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹	(Column C)	(Column D)	(Column E)	(Column F)				
				Allocation by Risk Weight Category							
				0%	20%	50%	100%				
Dollar Amounts in Thousands											
	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9				
Derivatives and Off-Balance Sheet Items	12750000	1.00 or 12.5 ²	12750000	236000	1236000	844000	10434000	44.			
44. Financial standby letters of credit	bhct 6570										
45. Performance standby letters of credit	489000	.50	244500	8300	33500	14500	188200	45.			
46. Commercial and similar letters of credit	bhct 3411										
47. Risk participations in bankers acceptances acquired by the reporting institution.....	417000	.20	83400	6800	800	9700	66100	46.			
	BHCK 3429										
	14000	1.00	14000	0	0		14000	47.			
	bhct 3433										
48. Securities lent	13785000	1.00	13785000	13785000	0	0	0	48.			
49. Retained recourse on small business obligations sold with recourse.....	bhct A250										
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.....	1000	1.00	1000	0	0	0	1000	49.			
	BHCK B541										
	8000	12.5 ³	102000				102000	50.			
51. All other financial assets sold with recourse	BHCK B675										
52. All other off-balance sheet liabilities	638000	1.00	638000	0	0	638000	0	51.			
53. Unused commitments with an original maturity exceeding one year	BHCK B681										
	228000	1.00	228000	0	0	10000	218000	52.			
	BHCK 6572										
	63848000	.50	31924000	0	5464300	27000	26432700	53.			
			BHCE A167								
54. Derivative contracts			596000	0	418000	178000		54.			

¹ Column A multiplied by credit conversion factor.

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

³ Or institution-specific factor.

Schedule HC-R—Continued

		(Column C)	(Column D)	(Column E)	(Column F)	
		Allocation by Risk Weight Category				
		0%	20%	50%	100%	
Dollar Amounts in Thousands						
Totals						
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....		BHCK B696 18867100	BHCK B697 56358600	BHCK B698 27498200	BHCK B699 169638000	55.
56. Risk weight factor.....		x 0%	x 20%	x 50%	x 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)		BHCK B700 0	BHCK B701 11271720	BHCK B702 13749100	BHCK B703 169638000	57.
58. Market risk equivalent assets.....					BHCK 1651 0	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)					BHCK B704 194658820	59.
60. LESS: Excess allowance for loan and lease losses					BHCK A222 0	60.
61. LESS: Allocated transfer risk reserve					BHCK 3128 0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)					BHCK A223 194658820	62.

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands			
BHCK			
8764			327000

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

With a remaining maturity of											
(Column A) One year or less				(Column B) Over one year through ve years				(Column C) Over ve years			
BHCK				BHCK				BHCK			
3809		14678000		8766		15762000		8767		12669000	
3812		3468000		8769		546000		8770		386000	
8771		0		8772		0		8773		0	
8774		0		8775		0		8776		0	
8777		0		8778		0		8779		0	
A000		5000		A001		81000		A002		0	
g. Credit derivative contracts:											
(1) Investment grade											
C980		25000		C981		33000		C982		145000	
(2) Subinvestment grade											
C983		15000		C984		168000		C985		175000	

3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:											
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC).....	5479		1000000								
b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	5990		0								
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 22)	C498		667000								
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 22)	A507		0								
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27)	2771		0								
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):											
a. In the form of perpetual preferred stock	5483		0								
b. In the form of common stock	5484		6091000								
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	F031		0								

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

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

							C000	◀
	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
Securitization Activities								
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements	BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711	1.
	0	0	0	0	0	0	2204000	
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:								
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)	BHCK B712	BHCK B713	BHCK B714	BHCK B715	BHCK B716	BHCK B717	BHCK B718	2.a.
	0	0	0	0	0	0	0	
b. Subordinated securities and other residual interests	BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399	2.b.
	0	0	0	0	0	0	0	
c. Standby letters of credit and other enhancements	BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406	2.c.
	0	0	0	0	0	0	0	
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCK B726	BHCK B727	BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732	3.
	0	0	0	0	0	0	2252000	
4. Past due loan amounts included in item 1:								
a. 30-89 days past due	BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739	4.a.
	0	0	0	0	0	0	0	
b. 90 days or more past due	BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746	4.b.
	0	0	0	0	0	0	0	
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):								
a. Charge-offs	BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753	5.a.
	0	0	0	0	0	0	0	
b. Recoveries	BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760	5.b.
	0	0	0	0	0	0	0	

Schedule HC-S—Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761	BHCK B762			BHCK B763		
		0	0			0		
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502		
		0	0			0		
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due		BHCK B764	BHCK B765			BHCK B766		
		0	0			0		
b. 90 days or more past due		BHCK B767	BHCK B768			BHCK B769		
		0	0			0		
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770	BHCK B771			BHCK B772		
		0	0			0		
b. Recoveries		BHCK B773	BHCK B774			BHCK B775		
		0	0			0		
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements		BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782
		0	0	0	0	0	0	0
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures		BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789
		0	0	0	0	0	0	0
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized		BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796
		638000	0	0	0	0	0	0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11		BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803
		638000	0	0	0	0	0	0

6.a.

6.b.

7.a.

7.b.

8.a.

8.b.

9.

10.

11.

12. 3/06

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Schedule HC-S—Continued

MEMORANDA

		Dollar Amounts in Thousands			
		BHCK			
1.	Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
	a. Outstanding principal balance	A249	159000		M.1.a.
	b. Amount of retained recourse on these obligations as of the report date	A250	1000		M.1.b.
2.	Outstanding principal balance of assets serviced for others:				
	a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804	638000		M.2.a.
	b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	82254000		M.2.b.
	c. Other financial assets ¹	A591	742000		M.2.c.
3.	Asset-backed commercial paper conduits:				
	a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
	(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806	13000		M.3.a.(1)
	(2) Conduits sponsored by other unrelated institutions	B807	0		M.3.a.(2)
	b. Unused commitments to provide liquidity to conduit structures:				
	(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808	2252000		M.3.b.(1)
	(2) Conduits sponsored by other unrelated institutions	B809	0		M.3.b.(2)
4.	Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407	0		M.4.

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

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Notes to the Balance Sheet—Predecessor Financial Items

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

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

Notes to the Balance Sheet—Other

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

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

Example

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

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

Notes to the Balance Sheet—Other

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

Notes to the Balance Sheet—Other, Continued

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