

Board of Governors of the Federal Reserve System



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 \$150 million or more. In addition, multibank holding companies with debt outstanding to the general public or that are engaged in a nonbank activity (either directly or indirectly) involving financial leverage or engaged in credit extending activities, 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, except that lower-tiered bank holding companies that have total consolidated assets of \$1 billion or more must also file this report (FR Y-9C). 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: The Consolidated Financial Statements for Bank Holding Companies must be signed by one director of the bank holding company. This individual should also be a senior official of the bank holding company. In the event that the bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

The Consolidated Financial Statements for Bank Holding Companies is to be prepared in accordance with the instructions provided by the Federal Reserve System.

Date of Report:

March 31, 2005

Month / Date / Year (BHCK 9999)

I, _____
Name and Title of Officer

have reviewed the Consolidated Financial Statements for Bank Holding Companies filed by the named bank holding company and have transmitted a copy of the report to the Board of Directors for their information.

Signature of Bank Holding Company Official

Date of Signature

Legal Title of Bank Holding Company (TEXT 9010)

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

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Return to the appropriate Federal Reserve District Bank the completed original and the number of copies specified by that District Bank.

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.

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				1.a.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059				1.a.(2)
b. Income from lease financing receivables	4065				1.b.
c. Interest income on balances due from depository institutions ¹	4115				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				1.d.(1)
(2) Mortgage-backed securities	B489				1.d.(2)
(3) All other securities	4060				1.d.(3)
e. Interest income from trading assets	4069				1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020				1.f.
g. Other interest income	4518				1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107				1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more	A517				2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518				2.a.(1)(b)
(c) Other deposits	6761				2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172				2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180				2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185				2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397				2.d.
e. Other interest expense	4398				2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073				2.f.
3. Net interest income (item 1.h minus item 2.f)	4074				3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230				4.
5. Noninterest income:					
a. Income from fiduciary activities	4070				5.a.
b. Service charges on deposit accounts in domestic offices	4483				5.b.
c. Trading revenue ²	A220				5.c.
d. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490				5.d.
e. Venture capital revenue	B491				5.e.
f. Net servicing fees	B492				5.f.
g. Net securitization income	B493				5.g.
h. (1) Underwriting income from insurance and reinsurance activities	C386				5.h.(1)
(2) Income from other insurance and reinsurance activities	C387				5.h.(2)
i. Net gains (losses) on sales of loans and leases	8560				5.i.
j. Net gains (losses) on sales of other real estate owned	8561				5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496				5.k.
l. Other noninterest income ³	B497				5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079				5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521				6.a.
b. Realized gains (losses) on available-for-sale securities	3196				6.b.

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.

Schedule HI—Continued

Dollar Amounts in Thousands

	BHCK				
7. Noninterest expense:					
a. Salaries and employee benefits	4135				7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217				7.b.
c. (1) Goodwill impairment losses	C216				7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232				7.c.(2)
d. Other noninterest expense ⁴	4092				7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093				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				8.
9. Applicable income taxes (foreign and domestic)	4302				9.
10. Minority interest.....	4484				10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10).....	4300				11.
12. Extraordinary items, net of applicable taxes and minority interest ⁵	4320				12.
13. Net income (loss) (sum of items 11 and 12).....	4340				13.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

Memoranda

	BHCK				
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519				M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592				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				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				M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			
	4150				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.....	C013				M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014				M.6.b.
c. Income and fees from automated teller machines (ATMs).....	C016				M.6.c.
d. Rent and other income from other real estate owned	4042				M.6.d.
e. Safe deposit box rent	C015				M.6.e.
f. TEXT 8562	8562				M.6.f.
g. TEXT 8563	8563				M.6.g.
h. TEXT 8564	8564				M.6.h.

Schedule HI—Continued

Memoranda (continued)

Dollar Amounts in Thousands

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):		BHCK					
a.	Data processing expenses	C017					M.7.a.
b.	Advertising and marketing expenses	0497					M.7.b.
c.	Directors' fees	4136					M.7.c.
d.	Printing, stationery, and supplies.....	C018					M.7.d.
e.	Postage	8403					M.7.e.
f.	Legal fees and expenses	4141					M.7.f.
g.	FDIC deposit insurance assessments.....	4146					M.7.g.
h.	TEXT 8565	8565					M.7.h.
i.	TEXT 8566	8566					M.7.i.
j.	TEXT 8567	8567					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					M.8.a.(1)
	(2) Applicable income tax effect	BHCK 3572					M.8.a.(2)
b.	(1) TEXT 3573	3573					M.8.b.(1)
	(2) Applicable income tax effect	BHCK 3574					M.8.b.(2)
c.	(1) TEXT 3575	3575					M.8.c.(1)
	(2) Applicable income tax effect	BHCK 3576					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					M.9.a.
b.	Foreign exchange exposures.....	8758					M.9.b.
c.	Equity security and index exposures.....	8759					M.9.c.
d.	Commodity and other exposures	8760					M.9.d.
10. Impact on income of derivatives held for purposes other than trading:							
a.	Net increase (decrease) to interest income	8761					M.10.a.
b.	Net (increase) decrease to interest expense	8762					M.10.b.
c.	Other (noninterest) allocations	8763					M.10.c.
11. Credit losses on derivatives (see instructions).....		A251					M.11.
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices) .		8431					M.12.a.
	b. (1) Premiums on insurance related to the extension of credit	C242					M.12.b.(1)
	(2) All other insurance premiums	C243					M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities.....	B983					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					M.13.
14. Stock-based employee compensation expense (net of tax effects).....		BHCK C408					M.14
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method		C409					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				1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles	B507				2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508				3.
	bhct				
4. Net income (loss) (must equal Schedule HI, item 13).....	4340				4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross	3577				5.a.
b. Conversion or retirement of perpetual preferred stock.....	3578				5.b.
6. Sale of common stock:					
a. Sale of common stock, gross	3579				6.a.
b. Conversion or retirement of common stock	3580				6.b.
7. Sale of treasury stock	4782				7.
8. LESS: Purchase of treasury stock	4783				8.
9. Changes incident to business combinations, net.....	4356				9.
10. LESS: Cash dividends declared on preferred stock	4598				10.
11. LESS: Cash dividends declared on common stock	4460				11.
12. Other comprehensive income ¹	B511				12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company.....	4591				13.
14. Other adjustments to equity capital (not included above)	3581				14.
15. Total equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 28 on Schedule HC, Balance Sheet).....	bhct				
	3210				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

I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)	Charge-offs ¹ (Column A)				Recoveries (Column B)				
	BHCK				BHCK				
1. Loans secured by real estate:									
a. Construction, land development, and other land loans in domestic offices.....	3582				3583				1.a.
b. Secured by farmland in domestic offices	3584				3585				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				5412				1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:									
(a) Secured by first liens	C234				C217				1.c.(2)(a)
(b) Secured by junior liens	C235				C218				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588				3589				1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3590				3591				1.e.
f. In foreign offices	B512				B513				1.f.
2. Loans to depository institutions and acceptances of other banks:									
a. To U.S. banks and other U.S. depository institutions	4653				4663				2.a.
b. To foreign banks	4654				4664				2.b.
3. Loans to finance agricultural production and other loans to farmers.....	4655				4665				3.
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile)	4645				4617				4.a.
b. To non-U.S. addressees (domicile)	4646				4618				4.b.
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards	B514				B515				5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ..	B516				B517				5.b.
6. Loans to foreign governments and official institutions	4643				4627				6.
7. All other loans	4644				4628				7.
8. Lease financing receivables:									
a. To U.S. addressees (domicile)	4658				4668				8.a.
b. To non-U.S. addressees (domicile)	4659				4669				8.b.
9. Total (sum of items 1 through 8)	4635				4605				9.

Memoranda

	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				5410				M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above) ..	4652				4662				M.2.

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

Schedule HI-B—Continued

Memoranda—Continued

Dollar Amounts in Thousands

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				M.3.

Dollar Amounts in Thousands

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

Memoranda

Dollar Amounts in Thousands

1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	BHCK				
	C435				M.1.
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				M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390				M.3.

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

Dollar amount in thousands

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

For Federal Reserve Bank Use Only
C.I. _____

Name of Bank Holding Company _____

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business _____

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

ASSETS		BHCK				
1. Cash and balances due from depository institutions:						
a. Noninterest-bearing balances and currency and coin ¹		0081				1.a.
b. Interest-bearing balances: ²						
(1) In U.S. offices		0395				1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs		0397				1.b.(2)
2. Securities:						
a. Held-to-maturity securities (from Schedule HC-B, column A)		1754				2.a.
b. Available-for-sale securities (from Schedule HC-B, column D).....		1773				2.b.
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold in domestic offices	BHDM	B987				3.a.
b. Securities purchased under agreements to resell ³	BHCK	B989				3.b.
4. Loans and lease financing receivables:						
a. Loans and leases held for sale		5369				4.a.
b. Loans and leases, net of unearned income	B528					4.b.
c. LESS: Allowance for loan and lease losses	3123					4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529					4.d.
5. Trading assets (from Schedule HC-D)		3545				5.
6. Premises and fixed assets (including capitalized leases)		2145				6.
7. Other real estate owned (from Schedule HC-M).....		2150				7.
8. Investments in unconsolidated subsidiaries and associated companies		2130				8.
9. Customers' liability on acceptances outstanding		2155				9.
10. Intangible assets:						
a. Goodwill		3163				10.a.
b. Other intangible assets (from Schedule HC-M)		0426				10.b.
11. Other assets (from Schedule HC-F)		2160				11.
12. Total assets (sum of items 1 through 11)		2170				12.

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

Schedule HC—Continued

Dollar Amounts in Thousands

LIABILITIES		BHDM				
13. Deposits:						
a. In domestic offices (from Schedule HC-E):						
(1) Noninterest-bearing ¹		6631				13.a.(1)
(2) Interest-bearing		6636				13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:						
(1) Noninterest-bearing		BHFN				13.b.(1)
(2) Interest-bearing		6636				13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased in domestic offices ²						
	BHDM	B993				14.a.
b. Securities sold under agreements to repurchase ³						
	BHCK	B995				14.b.
15. Trading liabilities (from Schedule HC-D)		3548				15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)						
		3190				16.
17. Not applicable						
18. Liability on acceptances executed and outstanding						
		2920				18.
19. a. Subordinated notes and debentures ⁴						
		4062				19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities						
		C699				19.b.
20. Other liabilities (from Schedule HC-G)						
		2750				20.
21. Total liabilities (sum of items 13 through 20)						
		2948				21.
22. Minority interest in consolidated subsidiaries and similar items						
		3000				22.
EQUITY CAPITAL						
23. Perpetual preferred stock and related surplus						
		3283				23.
24. Common stock (par value)						
		3230				24.
25. Surplus (exclude all surplus related to preferred stock)						
		3240				25.
26. a. Retained earnings						
		3247				26.a.
b. Accumulated other comprehensive income ⁵						
		B530				26.b.
27. Other equity capital components ⁶						
		A130				27.
28. Total equity capital (sum of items 23 through 27)						
		3210				28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)						
		3300				29.

MEMORANDUM (to be completed only by top-tier bank holding companies)

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

b. _____
Name of Engagement Partner (TEXT C704)

City (TEXT C708)

E-mail Address (TEXT C705)

State Abbrev. (TEXT C714) Zip Code (TEXT C715)

1. Includes total demand deposits and noninterest-bearing time and savings deposits.
2. Report overnight Federal Home Loan Bank advances in Schedule HC, 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.
7. The Federal Reserve regards information submitted in response to Memorandum item 1.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				0213				1286				1287				1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies ¹	1289				1290				1291				1293				2.a.
b. Issued by U.S. government- sponsored agencies ²	1294				1295				1297				1298				2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496				8497				8498				8499				3.
4. Mortgage-backed securities (MBS)																	
a. Pass-through securities:																	
(1) Guaranteed by GNMA	1698				1699				1701				1702				4.a.(1)
(2) Issued by FNMA and FHLMC	1703				1705				1706				1707				4.a.(2)
(3) Other pass-through securities	1709				1710				1711				1713				4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714				1715				1716				1717				4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718				1719				1731				1732				4.b.(2)
(3) All other mortgage-backed securities	1733				1734				1735				1736				4.b.(3)
5. Asset-backed securities (ABS):																	
a. Credit card receivables	B838				B839				B840				B841				5.a.
b. Home equity lines	B842				B843				B844				B845				5.b.
c. Automobile loans	B846				B847				B848				B849				5.c.
d. Other consumer loans	B850				B851				B852				B853				5.d.
e. Commercial and industrial loans	B854				B855				B856				B857				5.e.
f. Other	B858				B859				B860				B861				5.f.
6. Other debt securities:																	
a. Other domestic debt securities	1737				1738				1739				1741				6.a.
b. Foreign debt securities	1742				1743				1744				1746				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

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
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
	1754				1771				1772				1773				

Memoranda

	BHCK				
1. Pledged securities ¹	0416				M.1.
2. Remaining maturity of debt securities (Schedule HC-B, items 1 through 6.b in columns A and D above):					
a. 1 year and less	0383				M.2.a.
b. Over 1 year to 5 years	0384				M.2.b.
c. Over 5 years	0387				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				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				M.4.a.
b. Fair value.....	8783				M.4.b.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

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								1.
a. Construction, land development, and other land loans					1415				1.a.
b. Secured by farmland					1420				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				1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:									
(a) Secured by first liens					5367				1.c.(2)(a)
(b) Secured by junior liens					5368				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties					1460				1.d.
e. Secured by nonfarm nonresidential properties					1480				1.e.
2. Loans to depository institutions and acceptances of other banks					1288				2.
a. To U.S. banks and other U.S. depository institutions	1292								2.a.
b. To foreign banks	1296								2.b.
3. Loans to finance agricultural production and other loans to farmers	1590				1590				3.
4. Commercial and industrial loans					1766				4.
a. To U.S. addressees (domicile)	1763								4.a.
b. To non-U.S. addressees (domicile)	1764								4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)					1975				6.
a. Credit cards	B538								6.a.
b. Other revolving credit plans	B539								6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011								6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081				2081				7.
8. Not applicable									
9. All other loans	1635				1635				9.
10. Lease financing receivables (net of unearned income)					2165				10.
a. To U.S. addressees (domicile)	2182								10.a.
b. To non-U.S. addressees (domicile)	2183								10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above	2123				2123				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				2122				12.

Schedule HC-C—Continued

Dollar Amounts in Thousands

Memoranda	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				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				M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837				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				M.4.

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

ASSETS	BHCK				
1. U.S. Treasury securities in domestic offices	3531				1.
2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities).....	3532				2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices	3533				3.
4. Mortgage-backed securities (MBS) in domestic offices:					
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534				4.a.
b. Other MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	3535				4.b.
c. All other mortgage-backed securities.....	3536				4.c.
5. Other debt securities in domestic offices	3537				5.
6.-8. Not applicable					
9. Other trading assets in domestic offices	3541				9.
10. Trading assets in foreign offices	3542				10.
11. Derivatives with a positive fair value:					
a. In domestic offices	3543				11.a.
b. In foreign offices.....	BHFN				11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)	bhct				12.
	3545				
LIABILITIES	BHCK				
13. Liability for short positions.....	3546				13.
14. Derivatives with a negative fair value.....	3547				14.
	bhct				
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule HC, item 15)	3548				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				1.a.
b. NOW, ATS, and other transaction accounts	3187				1.b.
c. Money market deposit accounts and other savings accounts	2389				1.c.
d. Time deposits of less than \$100,000	6648				1.d.
e. Time deposits of \$100,000 or more	2604				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				2.a.
b. NOW, ATS, and other transaction accounts	3187				2.b.
c. Money market deposit accounts and other savings accounts	2389				2.c.
d. Time deposits of less than \$100,000	6648				2.d.
e. Time deposits of \$100,000 or more	2604				2.e.

Memoranda

	BHDM				
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243				M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164				M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242				M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less	A245				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				1.
2. Net deferred tax assets ²	2148				2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans	A519				3.a.
b. Other financial assets	A520				3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752				4.
5. Other	2168				5.
a. Cash surrender value of life insurance (report only amounts that exceed 25% of Schedule HC-F, item 5)	C009				5.a.
	bhct				
6. Total (sum of items 1 through 5)(must equal Schedule HC, item 11)	2160				6.

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				2.
3. Allowance for credit losses on off-balance sheet credit exposures	B557				3.
4. Other	B984				4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750				5.

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

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands

	BHCK				
1. Earning assets that are repriceable within one year or mature within one year	3197				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				2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298				3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)	3408				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				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				1.
2. Total assets	C244				2.
LIABILITIES					
3. Claims and claims adjustment expense reserves	B990				3.
4. Unearned premiums	B991				4.
5. Total equity	C245				5.
6. Net income	C246				6.

II. Life and Health Underwriting

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

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands

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

For Federal Reserve Bank Use Only	
C.I.	<input type="checkbox"/>

(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				1.a.
b. Credit card lines	3815				1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate	3816				1.c.(1)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550				1.c.(2)
d. Securities underwriting	3817				1.d.
e. Other unused commitments	3818				1.e.
2. Financial standby letters of credit and foreign office guarantees	6566				2.
a. Amount of financial standby letters of credit conveyed to others	3820				2.a.
3. Performance standby letters of credit and foreign office guarantees.....	6570				3.
a. Amount of performance standby letters of credit conveyed to others	3822				3.a.
4. Commercial and similar letters of credit.....	3411				4.
5. Participations in acceptances conveyed to others by the reporting bank holding company ..	3428				5.
6. Securities lent	3433				6.
7. Credit derivatives:					
a. Notional amount of credit derivatives on which the reporting bank holding company or any of its consolidated subsidiaries is the guarantor	A534				7.a.
(1) Gross positive fair value	C219				7.a.(1)
(2) Gross negative fair value	C220				7.a.(2)
b. Notional amount of credit derivatives on which the reporting bank holding company or any of its consolidated subsidiaries is the beneficiary	A535				7.b.
(1) Gross positive fair value	C221				7.b.(1)
(2) Gross negative fair value	C222				7.b.(2)
8. Spot foreign exchange contracts	8765				8.

Schedule HC-L—Continued

Dollar Amounts in Thousands

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)		BHCK											
a. Securities borrowed		3430							9.				
b. Commitments to purchase when-issued securities		3432							9.a.				
c. Commitments to sell when-issued securities		3434							9.b.				
		3435							9.c.				
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TEXT													
6586													
10. Not applicable													

Schedule HC-L—Continued

Dollar Amounts in Thousands

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 the sum of items 12 and 13):																	
a. Futures contracts																	11.a.
	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
b. Forward contracts																	11.b.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
c. Exchange-traded option contracts:																	
(1) Written options.....																	11.c.(1)
	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(2) Purchased options																	11.c.(2)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
d. Over-the-counter option contracts:																	
(1) Written options.....																	11.d.(1)
	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(2) Purchased options																	11.d.(2)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
e. Swaps																	11.e.
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
12. Total gross notional amount of derivative contracts held for trading																	12.
	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				
13. Total gross notional amount of derivative contracts held for purposes other than trading																	
																	13.
	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728				

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				
14. Gross fair values of derivative contracts:																	
a. Contracts held for trading:																	
(1) Gross positive fair value	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				14.a.(1)
(2) Gross negative fair value	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				14.a.(2)
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				14.b.(1)
(2) Gross negative fair value	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				14.b.(2)

Schedule HC-M—Memoranda

Dollar Amounts in Thousands

	NUMBER (UNROUNDED)				BHCK			
1. Total number of bank holding company common shares outstanding	3459							
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							
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							
4. Other assets acquired in satisfaction of debts previously contracted	6557							
5. Securities purchased under agreements to resell netted against securities sold under agreements to repurchase on Schedule HC.....	A288							
6. Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments).....	3656							
7. Total assets of unconsolidated subsidiaries and associated companies	5376							

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							
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							
10. Did your bank holding company reduce "Customers' liability on acceptances outstanding" by the amount of any participations (even immaterial amounts) in bankers acceptances? (Enter "1" for yes; enter "0" for no).....	BHCK							
	6019							
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)? This item must be completed only by top-tier bank holding companies. Top-tier bank holding companies must not leave blank or enter "N/A." Lower-tier bank holding companies should report "N/A." The top-tier 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							

TEXT
6428

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

Area Code and Phone Number (TEXT 9009)

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

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							

16. Assets under management in proprietary mutual funds and annuities	BHCK							
	B570							

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). In most cases, these questions are only applicable to the top-tier BHC. 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 | |
- 17.

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

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date? **(Enter "1" for yes; enter "0" for no)**.....
- | | |
|------|--|
| BHCK | |
| C159 | |
- 18.

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

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

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

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? **(Enter "1" for yes; enter "0" for no)**.....
- | | |
|------|--|
| BHCK | |
| C700 | |
- 19.a.
- b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? **(Enter "1" for yes; enter "0" for no)**.....
- | | |
|------|--|
| C701 | |
|------|--|
- 19.b.

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

20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:
- | | | | |
|------|--|--|--|
| BHCK | | | |
| C252 | | | |
| 4832 | | | |
| 4833 | | | |
| 4834 | | | |
| 5041 | | | |
| 5043 | | | |
| 5045 | | | |
| 5047 | | | |
| C253 | | | |
- a. Net assets 20.a.
- b. Balances due from related institutions:
- (1) Due from the bank holding company (parent company only), gross 20.b.(1)
- (2) Due from subsidiary banks of the bank holding company, gross 20.b.(2)
- (3) Due from nonbank subsidiaries of the bank holding company, gross 20.b.(3)
- c. Balances due to related institutions:
- (1) Due to bank holding company (parent company only), gross 20.c.(1)
- (2) Due to subsidiary banks of the bank holding company, gross 20.c.(2)
- (3) Due to nonbank subsidiaries of the bank holding company, gross 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..... 20.d.
21. Net assets of insurance underwriting subsidiaries 21.

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:// _____ 22.

Schedule HC-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				
	BHCK				BHCK				BHCK				
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices	2759				2769				3492				1.a.
b. Secured by farmland in domestic offices	3493				3494				3495				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				5399				5400				1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens	C236				C237				C229				1.c.(2)(a)
(b) Secured by junior liens	C238				C239				C230				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499				3500				3501				1.d.
e. Secured by nonfarm non-residential properties in domestic offices	3502				3503				3504				1.e.
f. In foreign offices	B572				B573				B574				1.f.
2. Loans to depository institutions and acceptances of other banks:													
a. U.S. banks and other U.S. depository institutions	5377				5378				5379				2.a.
b. Foreign banks	5380				5381				5382				2.b.
3. Loans to finance agricultural production and other loans to farmers	1594				1597				1583				3.
4. Commercial and industrial loans	1606				1607				1608				4.

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575				B576				B577				5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)													
	B578				B579				B580				5.b.
6. Loans to foreign governments and official institutions													
	5389				5390				5391				6.
7. All other loans													
	5459				5460				5461				7.
8. Lease financing receivables													
	1226				1227				1228				8.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)													
	3505				3506				3507				9.
10. TOTAL (sum of items 1 through 9).....													
	5524				5525				5526				10.

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.

	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				5613				5614				11.
a. Guaranteed portion of loans and leases included in item 11 above													
	5615				5616				5617				11.a.

Schedule HC-N—Continued

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				
	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).....													M.1.
	1658				1659				1661				
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.....													M.2.
	6558				6559				6560				
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees													M.3.
	3508				1912				1913				
4. Not applicable													M.5.
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above)	C240				C241				C226				

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.....									M.6.
	3529				3530				

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

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C.I.	

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis only by the top-tier bank holding company when the total consolidated assets of the company are \$150 million or more.

Dollar Amounts in Thousands

Tier 1 capital		bhcx				
1.	Total equity capital (from Schedule HC, item 28)	3210				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				2.
		8434				
3.	LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221				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				4.
5.	LESS: Nonqualifying perpetual preferred stock	B588				5.
6.	a. Qualifying minority interests in consolidated subsidiaries and similar items	B589				6.a.
	b. Qualifying trust preferred securities ²	C502				6.b.
7.	LESS: Disallowed goodwill and other disallowed intangible assets	B590				7.
8.	Subtotal (sum of items 1, 6.a. and 6.b, less items 2, 3, 4, 5 and 7)	C227				8.
9.	a. LESS: Disallowed servicing assets and purchased credit card relationships	B591				9.a.
	b. LESS: Disallowed deferred tax assets	5610				9.b.
10.	Other additions to (deductions from) Tier 1 capital	B592				10.
11.	Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274				11.
Tier 2 capital						
12.	Qualifying subordinated debt and redeemable preferred stock	5306				12.
13.	Cumulative perpetual preferred stock includible in Tier 2 capital	B593				13.
14.	Allowance for loan and lease losses includible in Tier 2 capital	5310				14.
15.	Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221				15.
16.	Other Tier 2 capital components	B594				16.
17.	Tier 2 capital (sum of items 12 through 16)	5311				17.
18.	Allowable Tier 2 capital (lesser of item 11 or 17)	8275				18.
19.	Tier 3 capital allocated for market risk	1395				19.
20.	LESS: Deductions for total risk-based capital	B595				20.
21.	Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792				21.
Total assets for leverage ratio		bhct				
22.	Average total assets (from Schedule HC-K, item 5)	3368				22.
23.	LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above)	B590				23.
24.	LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591				24.
25.	LESS: Disallowed deferred tax assets (from item 9.b above)	5610				25.
26.	LESS: Other deductions from assets for leverage capital purposes	BHCK				26.
27.	Average total assets for leverage capital purposes (item 22 less items 23 through 26)	B596				27.
28.–30.	Not applicable	A224				
Capital ratios		BHCK	Percentage			
31.	Tier 1 leverage ratio (item 11 divided by item 27)	7204	___	___	___	31.
32.	Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	___	___	___	32.
33.	Total risk-based capital ratio (item 21 divided by item 62)	7205	___	___	___	33.

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

Schedule HC-R—Continued

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

			C000														
			(Column A) Totals (from Schedule HC)	(Column B) Items Not Subject to Risk-Weighting	(Column C)	(Column D)	(Column E)	(Column F)									
			Allocation by Risk Weight Category														
			0%			20%			50%			100%					
Dollar Amounts in Thousands																	
Balance Sheet Asset Categories			BHCE			BHC0			BHC2			BHC5			BHC9		
34.	Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....	BHCK 0010													34.		
		bhcx 1754															
35.	Held-to-maturity securities	bhcx 1773													35.		
36.	Available-for-sale securities	BHCK C225													36.		
37.	Federal funds sold and securities purchased under agreements to resell	bhct 5369													37.		
38.	Loans and leases held for sale	bhct B528													38.		
39.	Loans and leases, net of unearned income	bhcx 3123													39.		
40.	LESS: Allowance for loan and lease losses	bhcx 3545													40.		
41.	Trading assets.....	BHCK B639													41.		
42.	All other assets ¹	bhct 2170													42.		
43.	Total assets (sum of items 34 through 42)														43.		

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

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹	(Column C)	(Column D)	(Column E)	(Column F)
				Allocation by Risk Weight Category			
				0%	20%	50%	100%
Dollar Amounts in Thousands							
Derivatives and Off-Balance Sheet Items	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9
44. Financial standby letters of credit		1.00 or 12.5 ²					
45. Performance standby letters of credit	bhct 6570	.50					
46. Commercial and similar letters of credit	bhct 3411	.20					
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429	1.00					
	bhct 3433						
48. Securities lent		1.00					
49. Retained recourse on small business obligations sold with recourse	bhct A250	1.00					
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	BHCK B541	12.5 ³					
51. All other financial assets sold with recourse	BHCK B675	1.00					
52. All other off-balance sheet liabilities	BHCK B681	1.00					
53. Unused commitments with an original maturity exceeding one year	BHCK 6572	.50					
54. Derivative contracts			BHCE A167				

¹ Column A multiplied by credit conversion factor.

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

³ Or institution-specific factor.

Schedule HC-R—Continued

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

Schedule HC-R—Continued

Memoranda

Dollar Amounts in Thousands

	BHCK			
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards	8764			M.1.

With a remaining maturity of													
(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years					
2. Notional principal amounts of derivative contracts: ¹	BHCK				BHCK				BHCK				
a. Interest rate contracts	3809				8766				8767				M.2.a.
b. Foreign exchange contracts	3812				8769				8770				M.2.b.
c. Gold contracts	8771				8772				8773				M.2.c.
d. Other precious metals contracts	8774				8775				8776				M.2.d.
e. Other commodity contracts	8777				8778				8779				M.2.e.
f. Equity derivative contracts	A000				A001				A002				M.2.f.

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

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

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
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	
b. Loans (included in HC-C)							
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	
b. 90 days or more past due							
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	
b. Recoveries		BHCK B773	BHCK B774			BHCK B775	
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
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
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
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

6.a.

6.b.

7.a.

7.b.

8.a.

8.b.

9.

10.

11.

12. 3/02

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				M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250				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				M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805				M.2.b.
c. Other financial assets	A591				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				M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807				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				M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809				M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407				M.4.

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

Notes to the Balance Sheet—Predecessor Financial Items

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

		Dollar amount in thousands				
		BHBC				
1.	Average loans and leases (net of unearned income).....	3516				1.
2.	Average earning assets	3402				2.
3.	Average total consolidated assets	3368				3.
4.	Average equity capital.....	3519				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				1.
2.	5357					
		5357				2.
3.	5358					
		5358				3.
4.	5359					
		5359				4.
5.	5360					
		5360				5.
6.	B027					
		B027				6.

