

Federal Financial Institutions Examination Council



1

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

Institution Name	DISCOVER BANK
City	GREENWOOD
State	DE
Zip Code	19950
Call Report Quarter End Date	6/30/2008
Report Type	031
RSSD-ID	30810
FDIC Certificate Number	5649
OCC Charter Number	0
ABA Routing Number	31100649
Last updated on	8/25/2008

Bank Demographic Information

Dollar amounts in thousands

1. Reporting date.....	RCON9999	20080630	1.
2. FDIC certificate number.....	RSSD9050	5649	2.
3. Legal title of bank.....	RSSD9017	Discover Bank	3.
4. City.....	RSSD9130	New Castle	4.
5. State abbreviation.....	RSSD9200	DE	5.
6. Zip code.....	RSSD9220	19720	6.

Contact Information

Dollar amounts in thousands

1. Contact Information for the Reports of Condition and Income			1.
a. Chief Financial Officer (or Equivalent) Signing the Reports			1.a.
1. Name.....	TEXTC490	CONF	1.a.1.
2. Title.....	TEXTC491	CONF	1.a.2.
3. E-mail Address.....	TEXTC492	CONF	1.a.3.
4. Telephone.....	TEXTC493	CONF	1.a.4.
5. FAX.....	TEXTC494	CONF	1.a.5.
b. Other Person to Whom Questions about the Reports Should be Directed			1.b.
1. Name.....	TEXTC495	CONF	1.b.1.
2. Title.....	TEXTC496	CONF	1.b.2.
3. E-mail Address.....	TEXT4086	CONF	1.b.3.
4. Telephone.....	TEXT8902	CONF	1.b.4.
5. FAX.....	TEXT9116	CONF	1.b.5.
2. Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed			2.
a. Name and Title.....	TEXTB962	CONF	2.a.
b. E-mail Address.....	TEXTB926	CONF	2.b.
c. Telephone.....	TEXTB963	CONF	2.c.
d. FAX.....	TEXTB964	CONF	2.d.
3. Emergency Contact Information			3.
a. Primary Contact			3.a.
1. Name.....	TEXTC366	CONF	3.a.1.
2. Title.....	TEXTC367	CONF	3.a.2.
3. E-mail Address.....	TEXTC368	CONF	3.a.3.
4. Telephone.....	TEXTC369	CONF	3.a.4.
5. FAX.....	TEXTC370	CONF	3.a.5.
b. Secondary Contact			3.b.
1. Name.....	TEXTC371	CONF	3.b.1.
2. Title.....	TEXTC372	CONF	3.b.2.
3. E-mail Address.....	TEXTC373	CONF	3.b.3.
4. Telephone.....	TEXTC374	CONF	3.b.4.
5. FAX.....	TEXTC375	CONF	3.b.5.
4. USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information			4.
a. Primary Contact			4.a.
1. Name.....	TEXTC437	CONF	4.a.1.
2. Title.....	TEXTC438	CONF	4.a.2.
3. E-mail Address.....	TEXTC439	CONF	4.a.3.
4. Telephone.....	TEXTC440	CONF	4.a.4.
5. FAX.....	TEXTC441	CONF	4.a.5.

Dollar amounts in thousands

b. Secondary Contact				4.b.
1. Name.....	TEXTC442		CONF	4.b.1.
2. Title.....	TEXTC443		CONF	4.b.2.
3. E-mail Address.....	TEXTC444		CONF	4.b.3.
4. Telephone.....	TEXTC445		CONF	4.b.4.
5. FAX.....	TEXTC446		CONF	4.b.5.
c. Third Contact				4.c.
1. Name.....	TEXTC870		CONF	4.c.1.
2. Title.....	TEXTC871		CONF	4.c.2.
3. E-mail Address.....	TEXTC872		CONF	4.c.3.
4. Telephone.....	TEXTC873		CONF	4.c.4.
5. FAX.....	TEXTC874		CONF	4.c.5.
d. Fourth Contact				4.d.
1. Name.....	TEXTC875		CONF	4.d.1.
2. Title.....	TEXTC876		CONF	4.d.2.
3. E-mail Address.....	TEXTC877		CONF	4.d.3.
4. Telephone.....	TEXTC878		CONF	4.d.4.
5. FAX.....	TEXTC879		CONF	4.d.5.

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

Dollar amounts in thousands

1. Comments?.....	RCON6979		No	1.
2. Bank Management Statement.....	TEXT6980			2.

Schedule RI - Income Statement

Dollar amounts in thousands

1. Interest income:				1.
a. Interest and fee income on loans:				1.a.
1. In domestic offices:				1.a.1.
a. Loans secured by real estate:				1.a.1.a.
1. Loans secured by 1-4 family residential properties.....	RIAD4435		1,940	1.a.1.a.1.
2. All other loans secured by real estate.....	RIAD4436		0	1.a.1.a.2.
b. Loans to finance agricultural production and other loans to farmers.....	RIAD4024		0	1.a.1.b.
c. Commercial and industrial loans.....	RIAD4012		9,962	1.a.1.c.
d. Loans to individuals for household, family, and other personal expenditures:				1.a.1.d.
1. Credit cards.....	RIADB485		1,066,948	1.a.1.d.1.
2. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB486		27,590	1.a.1.d.2.
e. Loans to foreign governments and official institutions.....	RIAD4056		0	1.a.1.e.
f. All other loans in domestic offices.....	RIADB487		10,962	1.a.1.f.
2. In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RIAD4059		0	1.a.2.
3. Total interest and fee income on loans.....	RIAD4010		1,117,402	1.a.3.
b. Income from lease financing receivables.....	RIAD4065		0	1.b.
c. Interest income on balances due from depository institutions.....	RIAD4115		60,217	1.c.
d. Interest and dividend income on securities:				1.d.
1. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RIADB488		11	1.d.1.
2. Mortgage-backed securities.....	RIADB489		461	1.d.2.

Dollar amounts in thousands

3. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RIAD4060	11,922	1.d.3.
e. Interest income from trading assets.....	RIAD4069	0	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	RIAD4020	33,788	1.f.
g. Other interest income.....	RIAD4518	23,432	1.g.
h. Total interest income.....	RIAD4107	1,247,233	1.h.
2. Interest expense:			2.
a. Interest on deposits:			2.a.
1. Interest on deposits in domestic offices:			2.a.1.
a. Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	RIAD4508	373	2.a.1.a.
b. Nontransaction accounts:			2.a.1.b.
1. Savings deposits (includes MMDAs).....	RIAD0093	70,862	2.a.1.b.1.
2. Time deposits of \$100,000 or more.....	RIADA517	19,054	2.a.1.b.2.
3. Time deposits of less than \$100,000.....	RIADA518	487,197	2.a.1.b.3.
2. Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RIAD4172	0	2.a.2.
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	RIAD4180	71	2.b.
c. Interest on trading liabilities and other borrowed money.....	RIAD4185	4,755	2.c.
d. Interest on subordinated notes and debentures.....	RIAD4200	0	2.d.
e. Total interest expense	RIAD4073	582,312	2.e.
3. Net interest income.....	RIAD4074	664,921	3.
4. Provision for loan and lease losses.....	RIAD4230	474,511	4.
5. Noninterest income:			5.
a. Income from fiduciary activities.....	RIAD4070	0	5.a.
b. Service charges on deposit accounts in domestic offices.....	RIAD4080	116	5.b.
c. Trading revenue.....	RIADA220	0	5.c.
d. Not available			5.d.
1. Fees and commissions from securities brokerage.....	RIADC886	0	5.d.1.
2. Investment banking, advisory, and underwriting fees and commissions.....	RIADC888	0	5.d.2.
3. Fees and commissions from annuity sales.....	RIADC887	0	5.d.3.
4. Underwriting income from insurance and reinsurance activities.....	RIADC386	0	5.d.4.
5. Income from other insurance activities.....	RIADC387	11,520	5.d.5.
e. Venture capital revenue.....	RIADB491	0	5.e.
f. Net servicing fees.....	RIADB492	277,936	5.f.
g. Net securitization income.....	RIADB493	1,119,663	5.g.
h. Not applicable			5.h.
i. Net gains (losses) on sales of loans and leases.....	RIAD5416	0	5.i.
j. Net gains (losses) on sales of other real estate owned.....	RIAD5415	0	5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....	RIADB496	0	5.k.
l. Other noninterest income.....	RIADB497	248,144	5.l.
m. Total noninterest income.....	RIAD4079	1,657,379	5.m.
6. Not available			6.
a. Realized gains (losses) on held-to-maturity securities.....	RIAD3521	-7	6.a.
b. Realized gains (losses) on available-for-sale securities.....	RIAD3196	-32,457	6.b.
7. Noninterest expense:			7.
a. Salaries and employee benefits.....	RIAD4135	132,165	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	RIAD4217	17,457	7.b.
c. Not available			7.c.

Dollar amounts in thousands

1. Goodwill impairment losses.....	RIADC216	0	7.c.1.
2. Amortization expense and impairment losses for other intangible assets.....	RIADC232	0	7.c.2.
d. Other noninterest expense.....	RIAD4092	956,812	7.d.
e. Total noninterest expense.....	RIAD4093	1,106,434	7.e.
8. Income (loss) before income taxes and extraordinary items and other adjustments.....	RIAD4301	708,891	8.
9. Applicable income taxes (on item 8).....	RIAD4302	265,401	9.
10. Income (loss) before extraordinary items and other adjustments.....	RIAD4300	443,490	10.
11. Extraordinary items and other adjustments, net of income taxes.....	RIAD4320	-29,379	11.
12. Net income (loss).....	RIAD4340	414,111	12.
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes.....	RIAD4513	0	M.1.
2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8).....	RIAD8431	0	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b).....	RIAD4313	0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3)).....	RIAD4507	1,147	M.4.
5. Number of full-time equivalent employees at end of current period.....	RIAD4150	5552	M.5.
6. Not applicable			M.6.
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition.....	RIAD9106	0	M.7.
8. Trading revenue (from cash instruments and derivative instruments):			M.8.
a. Interest rate exposures.....	RIAD8757	NR	M.8.a.
b. Foreign exchange exposures.....	RIAD8758	NR	M.8.b.
c. Equity security and index exposures.....	RIAD8759	NR	M.8.c.
d. Commodity and other exposures.....	RIAD8760	NR	M.8.d.
e. Credit exposures.....	RIADF186	NR	M.8.e.
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			M.9.
a. Net gains (losses) on credit derivatives held for trading.....	RIADC889	0	M.9.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading.....	RIADC890	0	M.9.b.
10. Credit losses on derivatives.....	RIADA251	0	M.10.
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?.....	RIADA530	No	M.11.
12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a)(1)).....	RIADF228	NR	M.12.
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			M.13.
a. Net gains (losses) on assets.....	RIADF551	NR	M.13.a.
1. Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	RIADF552	NR	M.13a.1.
b. Net gains (losses) on liabilities.....	RIADF553	NR	M.13.b.
1. Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	RIADF554	NR	M.13b.1.

Schedule RI-A - Changes in Equity Capital

Dollar amounts in thousands

1. Total equity capital most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIAD3217	3,385,832	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	RIADB507	-9,238	2.
3. Balance end of previous calendar year as restated.....	RIADB508	3,376,594	3.

Dollar amounts in thousands

4. Net income (loss).....	RIAD4340	414,111	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions).....	RIADB509	0	5.
6. Treasury stock transactions, net.....	RIADB510	0	6.
7. Changes incident to business combinations, net.....	RIAD4356	0	7.
8. Cash dividends declared on preferred stock.....	RIAD4470	0	8.
9. Cash dividends declared on common stock.....	RIAD4460	95,000	9.
10. Other comprehensive income.....	RIADB511	-10,455	10.
11. Other transactions with parent holding company (not included in items 5, 6, 8, or 9 above).....	RIAD4415	0	11.
12. Total equity capital end of current period.....	RIAD3210	3,685,250	12.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

	(Column A) Charge-offs Calendar year-to-date		(Column B) Recoveries Calendar year-to-date		
1. Loans secured by real estate:					1.
a. Construction, land development, and other land loans in domestic offices:					1.a.
1. 1-4 family residential construction loans.....	RIADC891	0	RIADC892	0	1.a.1.
2. Other construction loans and all land development and other land loans.....	RIADC893	0	RIADC894	0	1.a.2.
b. Secured by farmland in domestic offices.....	RIAD3584	0	RIAD3585	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:					1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RIAD5411	0	RIAD5412	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:					1.c.2.
a. Secured by first liens.....	RIADC234	36	RIADC217	0	1.c.2.a.
b. Secured by junior liens.....	RIADC235	0	RIADC218	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	RIAD3588	0	RIAD3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RIADC895	0	RIADC896	0	1.e.1.
2. Loans secured by other nonfarm nonresidential properties.....	RIADC897	0	RIADC898	0	1.e.2.
f. In foreign offices.....	RIADB512	0	RIADB513	0	1.f.
2. Loans to depository institutions and acceptances of other banks:					2.
a. To U.S. banks and other U.S. depository institutions.....	RIAD4653	0	RIAD4663	0	2.a.
b. To foreign banks.....	RIAD4654	0	RIAD4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers.....	RIAD4655	0	RIAD4665	0	3.
4. Commercial and industrial loans:					4.
a. To U.S. addressees (domicile).....	RIAD4645	7,641	RIAD4617	94	4.a.
b. To non-U.S. addressees (domicile).....	RIAD4646	0	RIAD4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					5.
a. Credit cards.....	RIADB514	520,045	RIADB515	85,557	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB516	1,194	RIADB517	293	5.b.
6. Loans to foreign governments and official institutions.....	RIAD4643	0	RIAD4627	0	6.
7. All other loans.....	RIAD4644	0	RIAD4628	0	7.
8. Lease financing receivables:					8.

Dollar amounts in thousands		(Column A) Charge-offs		(Column B) Recoveries	
		Calendar year-to-date		Calendar year-to-date	
a. Leases to individuals for household, family, and other personal expenditures.....	RIADF185	0	RIADF187	0	8.a.
b. All other leases.....	RIADC880	0	RIADF188	0	8.b.
9. Total.....	RIAD4635	528,916	RIAD4605	85,944	9.
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above.....	RIAD5409	0	RIAD5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above).....	RIAD4652	0	RIAD4662	0	M.2.
3. Not applicable					M.3.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses).....	RIADC388	189,802	M.4.
---	----------	----------------	------

Schedule RI-B Part II - Changes in Allowance for Loan and Lease Losses

Dollar amounts in thousands

1. Balance most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIADB522	786,750	1.
2. Recoveries.....	RIAD4605	85,944	2.
3. Charge-offs.....	RIADC079	528,916	3.
4. Write-downs arising from transfers of loans to a held-for-sale account.....	RIAD5523	0	4.
5. Provision for loan and lease losses.....	RIAD4230	474,511	5.
6. Adjustments.....	RIADC233	0	6.
7. Balance end of current period.....	RIAD3123	818,289	7.
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above.....	RIADC435	0	M.1.
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	RIADC389	0	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges.....	RIADC390	214,864	M.3.
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 RI-B, part II, item 7, above).....	RIADC781	0	M.4.

Schedule RI-D - Income from Foreign Offices

Dollar amounts in thousands

1. Total interest income in foreign offices.....	RIADC899	0	1.
2. Total interest expense in foreign offices.....	RIADC900	0	2.
3. Provision for loan and lease losses in foreign offices.....	RIADC901	0	3.
4. Noninterest income in foreign offices:			4.
a. Trading revenue.....	RIADC902	0	4.a.
b. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	RIADC903	0	4.b.
c. Net securitization income.....	RIADC904	0	4.c.
d. Other noninterest income.....	RIADC905	0	4.d.
5. Realized gains (losses) on held-to-maturity and available-for-sale securities in foreign offices.....	RIADC906	0	5.
6. Total noninterest expense in foreign offices.....	RIADC907	0	6.
7. Adjustments to pretax income in foreign offices for internal allocations to foreign offices to reflect the effects of equity capital on overall bank funding costs.....	RIADC908	0	7.

Dollar amounts in thousands

8. Applicable income taxes (on items 1 through 7).....	RIADC909	0	8.
9. Extraordinary items and other adjustments, net of income taxes, in foreign offices.....	RIADC910	0	9.
10. Net income attributable to foreign offices before internal allocations of income and expense.....	RIADC911	0	10.
11. Internal allocations of income and expense applicable to foreign offices.....	RIADC912	0	11.
12. Eliminations arising from the consolidation of foreign offices with domestic offices.....	RIADC913	0	12.
13. Consolidated net income attributable to foreign offices.....	RIADC914	0	13.

Schedule RI-E - Explanations

Dollar amounts in thousands

1. Other noninterest income (from Schedule RI, item 5.l) Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 5.l:			1.
a. Income and fees from the printing and sale of checks.....	RIADC013	0	1.a.
b. Earnings on/increase in value of cash surrender value of life insurance.....	RIADC014	0	1.b.
c. Income and fees from automated teller machines (ATMs).....	RIADC016	0	1.c.
d. Rent and other income from other real estate owned.....	RIAD4042	0	1.d.
e. Safe deposit box rent.....	RIADC015	0	1.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option.....	RIADF229	0	1.f.
g. Bank card and credit card interchange fees.....	RIADF555	66,709	1.g.
h. Disclose component and the dollar amount of that component:			1.h.
1. Describe component.....	TEXT4461	Net credit card fee income	1.h.1.
2. Amount of component.....	RIAD4461	159,836	1.h.2.
i. Disclose component and the dollar amount of that component:			1.i.
1. Describe component.....	TEXT4462	Referral fee income	1.i.1.
2. Amount of component.....	RIAD4462	13,226	1.i.2.
j. Disclose component and the dollar amount of that component:			1.j.
1. Describe component.....	TEXT4463	Net commercial loan fee income	1.j.1.
2. Amount of component.....	RIAD4463	8,228	1.j.2.
2. Other noninterest expense (from Schedule RI, item 7.d) Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 7.d:			2.
a. Data processing expenses.....	RIADC017	0	2.a.
b. Advertising and marketing expenses.....	RIAD0497	0	2.b.
c. Directors' fees.....	RIAD4136	0	2.c.
d. Printing, stationery, and supplies.....	RIADC018	0	2.d.
e. Postage.....	RIAD8403	0	2.e.
f. Legal fees and expenses.....	RIAD4141	0	2.f.
g. FDIC deposit insurance assessments.....	RIAD4146	0	2.g.
h. Accounting and auditing expenses.....	RIADF556	0	2.h.
i. Consulting and advisory expenses.....	RIADF557	0	2.i.
j. Automated teller machine (ATM) and interchange expenses.....	RIADF558	0	2.j.
k. Telecommunications expenses.....	RIADF559	0	2.k.
l. Disclose component and the dollar amount of that component:			2.l.
1. Describe component.....	TEXT4464	Click here for value	2.l.1.
2. Amount of component.....	RIAD4464	893,290	2.l.2.
m. Disclose component and the dollar amount of that component:			2.m.
1. Describe component.....	TEXT4467	Fraud losses	2.m.1.
2. Amount of component.....	RIAD4467	33,662	2.m.2.

Dollar amounts in thousands

n. Disclose component and the dollar amount of that component:			2.n.
1. Describe component.....	TEXT4468		2.n.1.
2. Amount of component.....	RIAD4468	0	2.n.2.
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11):			3.
a. Disclose component, the gross dollar amount of that component, and its related income tax:			3.a.
1. Describe component.....	TEXT4469	Click here for value	3.a.1.
2. Amount of component.....	RIAD4469	-13,071	3.a.2.
3. Applicable income tax effect.....	RIAD4486	16,308	3.a.3.
b. Disclose component, the gross dollar amount of that component, and its related income tax:			3.b.
1. Describe component.....	TEXT4487		3.b.1.
2. Amount of component.....	RIAD4487	0	3.b.2.
3. Applicable income tax effect.....	RIAD4488	0	3.b.3.
c. Disclose component, the gross dollar amount of that component, and its related income tax:			3.c.
1. Describe component.....	TEXT4489		3.c.1.
2. Amount of component.....	RIAD4489	0	3.c.2.
3. Applicable income tax effect.....	RIAD4491	0	3.c.3.
4. Restatements due to corrections of material accounting errors and changes in accounting principles (from Schedule RI-A, item 2):			4.
a. Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option.....	RIADF465	0	4.a.
b. Disclose component and the dollar amount of that component:			4.b.
1. Describe component.....	TEXTB527	Click here for value	4.b.1.
2. Amount of component.....	RIADB527	-9,238	4.b.2.
5. Other transactions with parent holding company (from Schedule RI-A, item 11):			5.
a. Disclose component and the dollar amount of that component:			5.a.
1. Describe component.....	TEXT4498		5.a.1.
2. Amount of component.....	RIAD4498	0	5.a.2.
b. Disclose component and the dollar amount of that component:			5.b.
1. Describe component.....	TEXT4499		5.b.1.
2. Amount of component.....	RIAD4499	0	5.b.2.
6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6):			6.
a. Disclose component and the dollar amount of that component:			6.a.
1. Describe component.....	TEXT4521		6.a.1.
2. Amount of component.....	RIAD4521	0	6.a.2.
b. Disclose component and the dollar amount of that component:			6.b.
1. Describe component.....	TEXT4522		6.b.1.
2. Amount of component.....	RIAD4522	0	6.b.2.
7. Other explanations:			7.
a. Comments?.....	RIAD4769	No	7.a.
b. Other explanations.....	TEXT4769		7.b.

(TEXT4464) Servicing fees paid to affiliates

(TEXT4469) Discontinued operations of Goldfish business

(TEXTB527) Cumulative-effect adj resulting from initial adoption of FIN 48

Schedule RC - Balance Sheet

Dollar amounts in thousands

1. Cash and balances due from depository institutions (from Schedule RC-A):			1.
a. Noninterest-bearing balances and currency and coin.....	RCFD0081	367,212	1.a.
b. Interest-bearing balances.....	RCFD0071	5,686,494	1.b.
2. Securities:			2.
a. Held-to-maturity securities (from Schedule RC-B, column A).....	RCFD1754	76,980	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....	RCFD1773	661,801	2.b.
3. Federal funds sold and securities purchased under agreements to resell:			3.
a. Federal funds sold in domestic offices.....	RCONB987	1,435,200	3.a.
b. Securities purchased under agreements to resell.....	RCFDB989	0	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			4.
a. Loans and leases held for sale.....	RCFD5369	1,415,000	4.a.
b. Loans and leases, net of unearned income.....	RCFDB528	19,601,334	4.b.
c. Allowance for loan and lease losses.....	RCFD3123	818,289	4.c.
d. Loans and leases, net of unearned income and allowance.....	RCFDB529	18,783,045	4.d.
5. Trading assets (from Schedule RC-D).....	RCFD3545	0	5.
6. Premises and fixed assets (including capitalized leases).....	RCFD2145	7,313	6.
7. Other real estate owned (from Schedule RC-M).....	RCFD2150	185	7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M).....	RCFD2130	0	8.
9. Not applicable			9.
10. Intangible assets:			10.
a. Goodwill.....	RCFD3163	0	10.a.
b. Other intangible assets (from Schedule RC-M).....	RCFD0426	0	10.b.
11. Other assets (from Schedule RC-F).....	RCFD2160	2,068,417	11.
12. Total assets.....	RCFD2170	30,501,647	12.
13. Deposits:			13.
a. In domestic offices.....	RCON2200	24,456,103	13.a.
1. Noninterest-bearing.....	RCON6631	83,602	13.a.1.
2. Interest-bearing.....	RCON6636	24,372,501	13.a.2.
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II).....	RCFN2200	0	13.b.
1. Noninterest-bearing.....	RCFN6631	0	13.b.1.
2. Interest-bearing.....	RCFN6636	0	13.b.2.
14. Federal funds purchased and securities sold under agreements to repurchase:			14.
a. Federal funds purchased in domestic offices.....	RCONB993	0	14.a.
b. Securities sold under agreements to repurchase.....	RCFDB995	0	14.b.
15. Trading liabilities (from Schedule RC-D).....	RCFD3548	0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M).....	RCFD3190	266,291	16.
17. Not applicable			17.
18. Not applicable			18.
19. Subordinated notes and debentures.....	RCFD3200	0	19.
20. Other liabilities (from Schedule RC-G).....	RCFD2930	2,094,003	20.
21. Total liabilities.....	RCFD2948	26,816,397	21.
22. Minority interest in consolidated subsidiaries.....	RCFD3000	0	22.
23. Perpetual preferred stock and related surplus.....	RCFD3838	0	23.
24. Common stock.....	RCFD3230	523,639	24.
25. Surplus (exclude all surplus related to preferred stock).....	RCFD3839	954,630	25.

Dollar amounts in thousands

26. Not available			26.
a. Retained earnings.....	RCFD3632	2,207,814	26.a.
b. Accumulated other comprehensive income.....	RCFDB530	-833	26.b.
27. Other equity capital components.....	RCFDA130	0	27.
28. Total equity capital.....	RCFD3210	3,685,250	28.
29. Total liabilities, minority interest, and equity capital.....	RCFD3300	30,501,647	29.
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2007.....	RCFD6724	NR	M.1.

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

	Dollar amounts in thousands				
	(Column A) Consolidated Bank		(Column B) Domestic Offices		
1. Cash items in process of collection, unposted debits, and currency and coin.....	RCFD0022	325,621			1.
a. Cash items in process of collection and unposted debits.....			RCON0020	325,088	1.a.
b. Currency and coin.....			RCON0080	533	1.b.
2. Balances due from depository institutions in the U.S.....			RCON0082	5,541,067	2.
a. U.S. branches and agencies of foreign banks (including their IBFs).....	RCFD0083	0			2.a.
b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs).....	RCFD0085	5,541,067			2.b.
3. Balances due from banks in foreign countries and foreign central banks.....			RCON0070	0	3.
a. Foreign branches of other U.S. banks.....	RCFD0073	59,769			3.a.
b. Other banks in foreign countries and foreign central banks.....	RCFD0074	126,749			3.b.
4. Balances due from Federal Reserve Banks.....	RCFD0090	500	RCON0090	500	4.
5. Total.....	RCFD0010	6,053,706	RCON0010	5,867,188	5.

Schedule RC-B - Securities

	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
Dollar amounts in thousands					
1. U.S. Treasury securities.....	RCFD0211	RCFD0213	RCFD1286	RCFD1287	1.
	645	645	0	0	
2. U.S. Government agency obligations (exclude mortgage-backed securities):					2.
a. Issued by U.S. Government agencies.....	RCFD1289	RCFD1290	RCFD1291	RCFD1293	2.a.
	0	0	0	0	
b. Issued by U.S. Government-sponsored agencies.....	RCFD1294	RCFD1295	RCFD1297	RCFD1298	2.b.
	0	0	0	0	
3. Securities issued by states and political subdivisions in the U.S.....	RCFD8496	RCFD8497	RCFD8498	RCFD8499	3.
	60,431	53,764	0	0	
4. Mortgage-backed securities (MBS):					4.
a. Pass-through securities:					4.a.
1. Guaranteed by GNMA.....	RCFD1698	RCFD1699	RCFD1701	RCFD1702	4.a.1.
	705	722	0	0	
2. Issued by FNMA and FHLMC.....	RCFD1703	RCFD1705	RCFD1706	RCFD1707	4.a.2.
	15,199	15,134	0	0	
3. Other pass-through securities.....	RCFD1709	RCFD1710	RCFD1711	RCFD1713	4.a.3.
	0	0	0	0	
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					4.b.
1. Issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCFD1714	RCFD1715	RCFD1716	RCFD1717	4.b.1.
	0	0	0	0	
2. Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCFD1718	RCFD1719	RCFD1731	RCFD1732	4.b.2.
	0	0	0	0	
3. All other mortgage-backed securities.....	RCFD1733	RCFD1734	RCFD1735	RCFD1736	4.b.3.
	0	0	77,408	77,408	
5. Asset-backed securities (ABS).....	RCFDC026	RCFDC988	RCFDC989	RCFDC027	5.
	0	0	585,000	584,214	
6. Other debt securities:					6.
a. Other domestic debt securities.....	RCFD1737	RCFD1738	RCFD1739	RCFD1741	6.a.
	0	0	0	0	

Dollar amounts in thousands		(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
	RCFD1742	RCFD1742	RCFD1743	RCFD1744	RCFD1746	
b. Foreign debt securities.....	0	0	0	0	0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values.....				RCFDA510	RCFDA511	
				816	179	7.
	RCFD1754	RCFD1771	RCFD1772	RCFD1773		
8. Total.....	76,980	70,265	663,224	661,801		8.

Schedule RC-B - Securities

Dollar amounts in thousands

1. Pledged securities.....	RCFD0416	645	M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status):			M.2.
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:			M.2.a.
1. Three months or less.....	RCFDA549	0	M.2.a.1.
2. Over three months through 12 months.....	RCFDA550	645	M.2.a.2.
3. Over one year through three years.....	RCFDA551	584,214	M.2.a.3.
4. Over three years through five years.....	RCFDA552	0	M.2.a.4.
5. Over five years through 15 years.....	RCFDA553	10,045	M.2.a.5.
6. Over 15 years.....	RCFDA554	50,386	M.2.a.6.
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:			M.2.b.
1. Three months or less.....	RCFDA555	0	M.2.b.1.
2. Over three months through 12 months.....	RCFDA556	0	M.2.b.2.
3. Over one year through three years.....	RCFDA557	0	M.2.b.3.
4. Over three years through five years.....	RCFDA558	0	M.2.b.4.
5. Over five years through 15 years.....	RCFDA559	0	M.2.b.5.
6. Over 15 years.....	RCFDA560	15,904	M.2.b.6.
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of:			M.2.c.
1. Three years or less.....	RCFDA561	77,408	M.2.c.1.
2. Over three years.....	RCFDA562	0	M.2.c.2.
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above).....	RCFDA248	78,053	M.2.d.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer).....	RCFD1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			M.4.
a. Amortized cost.....	RCFD8782	0	M.4.a.
b. Fair value.....	RCFD8783	0	M.4.b.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands		(Column A) Consolidated Bank		(Column B) Domestic Offices	
1. Loans secured by real estate.....		RCFD1410	76,543		
a. Construction, land development, and other land loans:					
1. 1-4 family residential construction loans.....				RCONF158	0
2. Other construction loans and all land development and other land loans.....				RCONF159	0
b. Secured by farmland (including farm residential and other improvements).....				RCON1420	0
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.....				RCON1797	9,865
2. Closed-end loans secured by 1-4 family residential properties:					
a. Secured by first liens.....				RCON5367	66,012
b. Secured by junior liens.....				RCON5368	666
d. Secured by multifamily (5 or more) residential properties.....				RCON1460	0
e. Secured by nonfarm nonresidential properties:					
1. Loans secured by owner-occupied nonfarm nonresidential properties.....				RCONF160	0
2. Loans secured by other nonfarm nonresidential properties.....				RCONF161	0
2. Loans to depository institutions and acceptances of other banks:					
a. To commercial banks in the U.S.....				RCONB531	550,000
1. To U.S. branches and agencies of foreign banks.....		RCFDB532	300,000		
2. To other commercial banks in the U.S.....		RCFDB533	250,000		
b. To other depository institutions in the U.S.....		RCFDB534	0	RCONB534	0
c. To banks in foreign countries.....				RCONB535	0
1. To foreign branches of other U.S. banks.....		RCFDB536	0		
2. To other banks in foreign countries.....		RCFDB537	0		
3. Loans to finance agricultural production and other loans to farmers.....		RCFD1590	0	RCON1590	0
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile).....		RCFD1763	415,942	RCON1763	415,942
b. To non-U.S. addressees (domicile).....		RCFD1764	0	RCON1764	0
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
a. Credit cards.....		RCFDB538	19,269,785	RCONB538	19,269,785
b. Other revolving credit plans.....		RCFDB539	0	RCONB539	0
c. Other consumer loans (includes single payment, installment, and all student loans).....		RCFD2011	701,103	RCON2011	701,103
7. Loans to foreign governments and official institutions (including foreign central banks).....		RCFD2081	0	RCON2081	0
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.....		RCFD2107	0	RCON2107	0
9. Other loans.....		RCFD1563	2,961		
a. Loans for purchasing or carrying securities (secured and unsecured).....				RCON1545	0
b. All other loans (exclude consumer loans).....				RCON1564	2,961
10. Lease financing receivables (net of unearned income).....				RCON2165	0
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....		RCFDF162	0		
b. All other leases.....		RCFDF163	0		
11. Any unearned income on loans reflected in items 1-9 above.....		RCFD2123	0	RCON2123	0

Dollar amounts in thousands	(Column A) Consolidated Bank		(Column B) Domestic Offices	
	RCFD2122	21,016,334	RCON2122	21,016,334
12. Total loans and leases, net of unearned income.....				

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands

1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):				M.1.
a. Loans secured by 1-4 family residential properties in domestic offices.....	RCONF576	0		M.1.a.
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures).....	RCFD1616	0		M.1.b.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):				M.2.
a. Closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of:				M.2.a.
1. Three months or less.....	RCONA564	0		M.2.a.1.
2. Over three months through 12 months.....	RCONA565	804		M.2.a.2.
3. Over one year through three years.....	RCONA566	183		M.2.a.3.
4. Over three years through five years.....	RCONA567	12		M.2.a.4.
5. Over five years through 15 years.....	RCONA568	5,479		M.2.a.5.
6. Over 15 years.....	RCONA569	58,906		M.2.a.6.
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of:				M.2.b.
1. Three months or less.....	RCFDA570	9,114,577		M.2.b.1.
2. Over three months through 12 months.....	RCFDA571	2,021,895		M.2.b.2.
3. Over one year through three years.....	RCFDA572	9,030,717		M.2.b.3.
4. Over three years through five years.....	RCFDA573	275,529		M.2.b.4.
5. Over five years through 15 years.....	RCFDA574	392,891		M.2.b.5.
6. Over 15 years.....	RCFDA575	2,778		M.2.b.6.
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status).....	RCFDA247	559,605		M.2.c.
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column A....	RCFD2746	0		M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (included in Schedule RC-C, part I, item 1.c.(2)(a), column B).....	RCON5370	978		M.4.
5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, item 1, column A).....	RCFDB837	0		M.5.
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a, column A.....	RCFDC391	1,292,315		M.6.
7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):				M.7.
a. Outstanding balance.....	RCFDC779	0		M.7.a.
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9.....	RCFDC780	0		M.7.b.
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:				M.8.
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and 1.c.(2)(b)).....	RCONF230	0		M.8.a.
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties.....	RCONF231	NR		M.8.b.

Dollar amounts in thousands

c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 8.a above.....	RCONF232	NR	M.8.c.
9. Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).....	RCONF577	422	M.9.

Schedule RC-C Part I - Loans and Leases

	(Column A) Consolidated Bank		(Column B) Domestic Offices		
	Dollar amounts in thousands				
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):					M.10.
a. Loans secured by real estate.....	RCFDF608	0			M.10.a.
1. Construction, land development, and other land loans.....			RCONF578	0	M.10.a.1.
2. Secured by farmland (including farm residential and other improvements).....			RCONF579	0	M.10.a.2.
3. Secured by 1-4 family residential properties:					M.10.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....			RCONF580	0	M.10.a.3.a.
b. Closed-end loans secured by 1-4 family residential properties:					M.10.a.3.b.
1. Secured by first liens.....			RCONF581	0	M.10.a.3.b.1.
2. Secured by junior liens.....			RCONF582	0	M.10.a.3.b.2.
4. Secured by multifamily (5 or more) residential properties.....			RCONF583	0	M.10.a.4.
5. Secured by nonfarm nonresidential properties.....			RCONF584	0	M.10.a.5.
b. Commercial and industrial loans.....	RCFDF585	0	RCONF585	0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					M.10.c.
1. Credit cards.....	RCFDF586	0	RCONF586	0	M.10.c.1.
2. Other revolving credit plans.....	RCFDF587	0	RCONF587	0	M.10.c.2.
3. Other consumer loans (includes single payment, installment, and all student loans).....	RCFDF588	0	RCONF588	0	M.10.c.3.
d. Other loans.....	RCFDF589	0	RCONF589	0	M.10.d.
11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum item 10):					M.11.
a. Loans secured by real estate.....	RCFDF609	0			M.11.a.
1. Construction, and land development, and other land loans.....			RCONF590	0	M.11.a.1.
2. Secured by farmland (including farm residential and other improvements).....			RCONF591	0	M.11.a.2.
3. Secured by 1-4 family residential properties:					M.11.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....			RCONF592	0	M.11.a.3.a.
b. Closed-end loans secured by 1-4 family residential properties:					M.11.a.3.b.
1. Secured by first liens.....			RCONF593	0	M.11.a.3.b.1.
2. Secured by junior liens.....			RCONF594	0	M.11.a.3.b.2.
4. Secured by multifamily (5 or more) residential properties.....			RCONF595	0	M.11.a.4.
5. Secured by nonfarm nonresidential properties.....			RCONF596	0	M.11.a.5.
b. Commercial and industrial loans.....	RCFDF597	0	RCONF597	0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					M.11.c.
1. Credit cards.....	RCFDF598	0	RCONF598	0	M.11.c.1.
2. Other revolving credit plans.....	RCFDF599	0	RCONF599	0	M.11.c.2.

Dollar amounts in thousands	(Column A) Consolidated Bank		(Column B) Domestic Offices		
3. Other consumer loans (includes single payment, installment, and all student loans).....	RCDF600	0	RCONF600	0	M11c3
d. Other loans.....	RCDF601	0	RCONF601	0	M11d

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

<p>1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2), column B, and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B, have original amounts of \$100,000 or less.....</p>	RCON6999	Yes	1.
2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:			2.
a. "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2), column B.....	RCON5562	0	2.a.
b. "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B.....	RCON5563	131041	2.b.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

Dollar amounts in thousands	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2), column B:					3.
a. With original amounts of \$100,000 or less.....	RCON5564	NR	RCON5565	NR	3.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5566	NR	RCON5567	NR	3.b.
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5568	NR	RCON5569	NR	3.c.
4. Number and amount currently outstanding of "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B:					4.
a. With original amounts of \$100,000 or less.....	RCON5570	NR	RCON5571	NR	4.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5572	NR	RCON5573	NR	4.b.
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5574	NR	RCON5575	NR	4.c.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

<p>5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B, have original amounts of \$100,000 or less.....</p>	RCON6860	No	5.
6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:			6.
a. "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B.....	RCON5576	NR	6.a.
b. "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B.....	RCON5577	NR	6.b.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands		(Column A) Number of Loans		(Column B) Amount Currently Outstanding	
7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B:					
a. With original amounts of \$100,000 or less.....	RCON5578	NR	RCON5579	NR	7.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5580	NR	RCON5581	NR	7.b.
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5582	NR	RCON5583	NR	7.c.
8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B:					
a. With original amounts of \$100,000 or less.....	RCON5584	NR	RCON5585	NR	8.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5586	NR	RCON5587	NR	8.b.
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5588	NR	RCON5589	NR	8.c.

Schedule RC-D - Trading Assets and Liabilities

Dollar amounts in thousands		(Column A) Consolidated Bank		(Column B) Domestic Offices	
1. U.S. Treasury securities.....	RCFD3531	NR	RCON3531	NR	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities).....	RCFD3532	NR	RCON3532	NR	2.
3. Securities issued by states and political subdivisions in the U.S.....	RCFD3533	NR	RCON3533	NR	3.
4. Mortgage-backed securities (MBS):					4.
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCFD3534	NR	RCON3534	NR	4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	RCFD3535	NR	RCON3535	NR	4.b.
c. All other mortgage-backed securities.....	RCFD3536	NR	RCON3536	NR	4.c.
5. Other debt securities.....	RCFD3537	NR	RCON3537	NR	5.
6. Loans:					6.
a. Loans secured by real estate.....	RCFDF610	NR			6.a.
1. Construction, land development, and other land loans.....			RCONF604	NR	6.a.1.
2. Secured by farmland (including farm residential and other improvements).....			RCONF605	NR	6.a.2.
3. Secured by 1-4 family residential properties:					6.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....			RCONF606	NR	6.a.3a.
b. Closed-end loans secured by 1-4 family residential properties:					6.a.3b.
1. Secured by first liens.....			RCONF607	NR	6a3b1.
2. Secured by junior liens.....			RCONF611	NR	6a3b2.
4. Secured by multifamily (5 or more) residential properties.....			RCONF612	NR	6.a.4.
5. Secured by nonfarm nonresidential properties.....			RCONF613	NR	6.a.5.
b. Commercial and industrial loans.....	RCFDF614	NR	RCONF614	NR	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					6.c.
1. Credit cards.....	RCFDF615	NR	RCONF615	NR	6.c.1.
2. Other revolving credit plans.....	RCFDF616	NR	RCONF616	NR	6.c.2.
3. Other consumer loans (includes single payment, installment, and all student loans).....	RCFDF617	NR	RCONF617	NR	6.c.3.
d. Other loans.....	RCFDF618	NR	RCONF618	NR	6.d.

Dollar amounts in thousands		(Column A) Consolidated Bank		(Column B) Domestic Offices	
7. Not applicable					7.
8. Not applicable					8.
9. Other trading assets.....	RCFD3541	NR	RCON3541	NR	9.
10. Not applicable					10.
11. Derivatives with a positive fair value.....	RCFD3543	NR	RCON3543	NR	11.
12. Total trading assets.....	RCFD3545	0	RCON3545	NR	12.
13. Not available					13.
a. Liability for short positions.....	RCFD3546	NR	RCON3546	NR	13.a.
b. Other trading liabilities.....	RCFDF624	NR	RCONF624	NR	13.b.
14. Derivatives with a negative fair value.....	RCFD3547	NR	RCON3547	NR	14.
15. Total trading liabilities.....	RCFD3548	0	RCON3548	NR	15.
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a through 6.d):					M.1.
a. Loans secured by real estate.....	RCFDF790	NR			M.1.a.
1. Construction, land development, and other land loans.....			RCONF625	NR	M1a.1.
2. Secured by farmland (including farm residential and other improvements).....			RCONF626	NR	M1a.2.
3. Secured by 1-4 family residential properties:					M1a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....			RCONF627	NR	M1a.3a.
b. Closed-end loans secured by 1-4 family residential properties:					M1a.3b.
1. Secured by first liens.....			RCONF628	NR	M1a.3b.1.
2. Secured by junior liens.....			RCONF629	NR	M1a.3b.2.
4. Secured by multifamily (5 or more) residential properties.....			RCONF630	NR	M1a.4.
5. Secured by nonfarm nonresidential properties.....			RCONF631	NR	M1a.5.
b. Commercial and industrial loans.....	RCFDF632	NR	RCONF632	NR	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					M.1.c.
1. Credit cards.....	RCFDF633	NR	RCONF633	NR	M1c.1.
2. Other revolving credit plans.....	RCFDF634	NR	RCONF634	NR	M1c.2.
3. Other consumer loans (includes single payment, installment, and all student loans).....	RCFDF635	NR	RCONF635	NR	M1c.3.
d. Other loans.....	RCFDF636	NR	RCONF636	NR	M.1.d.
2. Not applicable					M.2.
3. Loans measured at fair value that are past due 90 days or more:					M.3.
a. Fair value.....	RCFDF639	NR	RCONF639	NR	M.3.a.
b. Unpaid principal balance.....	RCFDF640	NR	RCONF640	NR	M.3.b.

Schedule RC-D - Trading Assets and Liabilities

Dollar amounts in thousands

4. Asset-backed securities:					M.4.
a. Residential mortgage-backed securities.....	RCFDF641	NR			M.4.a.
b. Commercial mortgage-backed securities.....	RCFDF642	NR			M.4.b.
c. Credit card receivables.....	RCFDF643	NR			M.4.c.
d. Home equity lines.....	RCFDF644	NR			M.4.d.
e. Automobile loans.....	RCFDF645	NR			M.4.e.
f. Other consumer loans.....	RCFDF646	NR			M.4.f.
g. Commercial and industrial loans.....	RCFDF647	NR			M.4.g.
h. Other.....	RCFDF648	NR			M.4.h.

Dollar amounts in thousands

5. Collateralized debt obligations:			M.5.
a. Synthetic.....	RCFDF649	NR	M.5.a.
b. Other.....	RCFDF650	NR	M.5.b.
6. Retained beneficial interests in securitizations (first-loss or equity tranches).....	RCFDF651	NR	M.6.
7. Equity securities:			M.7.
a. Readily determinable fair values.....	RCFDF652	NR	M.7.a.
b. Other.....	RCFDF653	NR	M.7.b.
8. Loans pending securitization.....	RCFDF654	NR	M.8.
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$25,000 and exceed 25% of the item):			M.9.
a. Disclose component and the dollar amount of that component:			M.9.a.
1. Describe component.....	TEXTF655		M.9.a.1.
2. Amount of component.....	RCFDF655	NR	M.9.a.2.
b. Disclose component and the dollar amount of that component:			M.9.b.
1. Describe component.....	TEXTF656		M.9.b.1.
2. Amount of component.....	RCFDF656	NR	M.9.b.2.
c. Disclose component and the dollar amount of that component:			M.9.c.
1. Describe component.....	TEXTF657		M.9.c.1.
2. Amount of component.....	RCFDF657	NR	M.9.c.2.
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than \$25,000 and exceed 25% of the item):			M.10.
a. Disclose component and the dollar amount of that component:			M.10.a.
1. Describe component.....	TEXTF658		M.10.a.1.
2. Amount of component.....	RCFDF658	NR	M.10.a.2.
b. Disclose component and the dollar amount of that component:			M.10.b.
1. Describe component.....	TEXTF659		M.10.b.1.
2. Amount of component.....	RCFDF659	NR	M.10.b.2.
c. Disclose component and the dollar amount of that component:			M.10.c.
1. Describe component.....	TEXTF660		M.10.c.1.
2. Amount of component.....	RCFDF660	NR	M.10.c.2.

Schedule RC-E Part I - Deposits in Domestic Offices

	(Column A) Transaction Accounts Total Transaction accounts (including total demand deposits)	(Column B) Transaction Accounts Memo: Total demand deposits (included in column A)	(Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs)	
Dollar amounts in thousands				
Deposits of:				
1. Individuals, partnerships, and corporations (include all certified and official checks).....	RCONB549		RCONB550	1.
	125,247		24,062,655	
2. U.S. Government.....	RCON2202		RCON2520	2.
	7		2,295	
3. States and political subdivisions in the U.S.....	RCON2203		RCON2530	3.
	309		137,764	
4. Commercial banks and other depository institutions in the U.S.....	RCONB551		RCONB552	4.
	24,214		103,612	

	(Column A) Transaction Accounts Total Transaction accounts (including total demand deposits)	(Column B) Transaction Accounts Memo: Total demand deposits (included in column A)	(Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs)	
Dollar amounts in thousands				
	RCON2213		RCON2236	
5. Banks in foreign countries.....	0		0	5.
	RCON2216		RCON2377	
6. Foreign governments and official institutions (including foreign central banks).....	0		0	6.
	RCON2215	RCON2210	RCON2385	
7. Total.....	149,777	83,602	24,306,326	7.

Schedule RC-E Part I - Deposits in Domestic Offices

Dollar amounts in thousands

1. Selected components of total deposits:			M.1.
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts.....	RCON6835	30,096	M.1.a.
b. Total brokered deposits.....	RCON2365	20,336,636	M.1.b.
c. Fully insured brokered deposits (included in Memorandum item 1.b above):			M.1.c.
1. Brokered deposits issued in denominations of less than \$100,000.....	RCON2343	20,225,056	M.1.c.1.
2. Brokered deposits issued in denominations of \$100,000 and certain brokered retirement deposit accounts.....	RCON2344	0	M.1.c.2.
d. Maturity data for brokered deposits:			M.1.d.
1. Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above).....	RCONA243	10,467,490	M.1.d.1.
2. Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above).....	RCONA244	102,785	M.1.d.2.
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law).....	RCON5590	NR	M.1.e.
2. Components of total nontransaction accounts:			M.2.
a. Savings deposits:			M.2.a.
1. Money market deposit accounts (MMDAs).....	RCON6810	4,134,976	M.2.a.1.
2. Other savings deposits (excludes MMDAs).....	RCON0352	2,235	M.2.a.2.
b. Total time deposits of less than \$100,000.....	RCON6648	19,203,040	M.2.b.
c. Total time deposits of \$100,000 or more.....	RCON2604	966,075	M.2.c.
1. Individual Retirement Accounts (IRAs) and Keogh Plan accounts included in Memorandum item 2.c, "Total time deposits of \$100,000 or more," above.....	RCONF233	11,233	M.2.c.1.
3. Maturity and repricing data for time deposits of less than \$100,000:			M.3.
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of:			M.3.a.
1. Three months or less.....	RCONA579	3,434,125	M.3.a.1.
2. Over three months through 12 months.....	RCONA580	5,343,429	M.3.a.2.
3. Over one year through three years.....	RCONA581	6,032,508	M.3.a.3.
4. Over three years.....	RCONA582	4,392,978	M.3.a.4.
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above).....	RCONA241	8,762,219	M.3.b.
4. Maturity and repricing data for time deposits of \$100,000 or more:			M.4.
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of:			M.4.a.
1. Three months or less.....	RCONA584	143,892	M.4.a.1.

Dollar amounts in thousands

2. Over three months through 12 months.....	RCONA585	439,664	M.4.a.2.
3. Over one year through three years.....	RCONA586	243,182	M.4.a.3.
4. Over three years.....	RCONA587	139,337	M.4.a.4.
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above).....	RCONA242	583,556	M.4.b.

Schedule RC-E Part II - Deposits in Foreign Offices including Edge and Agreement subsidiaries and IBFs

Dollar amounts in thousands

Deposits of:			
1. Individuals, partnerships, and corporations (include all certified and official checks).....	RCFNB553	0	1.
2. U.S. banks (including IBFs and foreign branches of U.S. banks) and other U.S. depository institutions.....	RCFNB554	0	2.
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs).....	RCFN2625	0	3.
4. Foreign governments and official institutions (including foreign central banks).....	RCFN2650	0	4.
5. U.S. Government and states and political subdivisions in the U.S.....	RCFNB555	0	5.
6. Total.....	RCFN2200	0	6.
1. Time deposits with a remaining maturity of one year or less (included in Part II, item 6 above).....	RCFNA245	0	M.1.

Schedule RC-F - Other Assets

Dollar amounts in thousands

1. Accrued interest receivable.....	RCFDB556	119,753	1.
2. Net deferred tax assets.....	RCFD2148	333,066	2.
3. Interest-only strips receivable (not in the form of a security) on:			3.
a. Mortgage loans.....	RCFDA519	0	3.a.
b. Other financial assets.....	RCFDA520	450,190	3.b.
4. Equity securities that DO NOT have readily determinable fair values.....	RCFD1752	46,057	4.
5. Life insurance assets.....	RCFDC009	0	5.
6. All other assets.....	RCFD2168	1,119,351	6.
a. Prepaid expenses.....	RCFD2166	0	6.a.
b. Repossessed personal property (including vehicles).....	RCFD1578	0	6.b.
c. Derivatives with a positive fair value held for purposes other than trading.....	RCFDC010	0	6.c.
d. Retained interests in accrued interest receivable related to securitized credit cards ...	RCFDC436	533,198	6.d.
e. Disclose component and the dollar amount of that component:			6.e.
1. Describe component.....	TEXT3549	Click here for value	6.e.1.
2. Amount of component.....	RCFD3549	392,093	6.e.2.
f. Disclose component and the dollar amount of that component:			6.f.
1. Describe component.....	TEXT3550		6.f.1.
2. Amount of component.....	RCFD3550	0	6.f.2.
g. Disclose component and the dollar amount of that component:			6.g.
1. Describe component.....	TEXT3551		6.g.1.
2. Amount of component.....	RCFD3551	0	6.g.2.
7. Total.....	RCFD2160	2,068,417	7.

(TEXT3549) Other amounts due from securitization

Schedule RC-G - Other Liabilities

Dollar amounts in thousands

1. Not available			1.
a. Interest accrued and unpaid on deposits in domestic offices.....	RCON3645	221,455	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable).....	RCFD3646	1,337,306	1.b.
2. Net deferred tax liabilities.....	RCFD3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	RCFDB557	0	3.
4. All other liabilities.....	RCFD2938	535,242	4.
a. Accounts payable.....	RCFD3066	0	4.a.
b. Deferred compensation liabilities.....	RCFDC011	0	4.b.
c. Dividends declared but not yet payable.....	RCFD2932	0	4.c.
d. Derivatives with a negative fair value held for purposes other than trading.....	RCFDC012	0	4.d.
e. Disclose component and the dollar amount of that component:			4.e.
1. Describe component.....	TEXT3552	Merchant settlement	4.e.1.
2. Amount of component.....	RCFD3552	505,162	4.e.2.
f. Disclose component and the dollar amount of that component:			4.f.
1. Describe component.....	TEXT3553		4.f.1.
2. Amount of component.....	RCFD3553	0	4.f.2.
g. Disclose component and the dollar amount of that component:			4.g.
1. Describe component.....	TEXT3554		4.g.1.
2. Amount of component.....	RCFD3554	0	4.g.2.
5. Total.....	RCFD2930	2,094,003	5.

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

Dollar amounts in thousands

1. Not applicable			1.
2. Not applicable			2.
3. Securities purchased under agreements to resell.....	RCONB989	0	3.
4. Securities sold under agreements to repurchase.....	RCONB995	0	4.
5. Other borrowed money.....	RCON3190	266,291	5.
6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RCON2163	219,032	6.
7. Net due to own foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RCON2941	0	7.
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs).....	RCON2192	30,281,962	8.
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs).....	RCON3129	26,815,744	9.
10. U.S. Treasury securities.....	RCON1039	645	10.
11. U.S. Government agency obligations (exclude mortgage-backed securities).....	RCON1041	0	11.
12. Securities issued by states and political subdivisions in the U.S.....	RCON1042	60,431	12.
13. Mortgage-backed securities (MBS):			13.
a. Pass-through securities:			13.a.
1. Issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON1043	15,904	13.a.1.
2. Other pass-through securities.....	RCON1044	0	13.a.2.
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):			13.b.
1. Issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON1209	0	13.b.1.
2. All other mortgage-backed securities.....	RCON1280	77,408	13.b.2.
14. Other domestic debt securities (include domestic asset-backed securities).....	RCON1281	585,000	14.
15. Foreign debt securities (include foreign asset-backed securities).....	RCON1282	0	15.
16. Investments in mutual funds and other equity securities with readily determinable fair values.....	RCONA510	816	16.

Dollar amounts in thousands

17. Total amortized (historical) cost of both held-to-maturity and available-for-sale securities.	RCON1374	740,204	17.
18. Equity securities that do not have readily determinable fair values.....	RCON1752	46,057	18.

Schedule RC-I - Assets and Liabilities of IBFs

Dollar amounts in thousands

1. Total IBF assets of the consolidated bank (component of Schedule RC, item 12).....	RCFN2133	NR	1.
2. Total IBF liabilities (component of Schedule RC, item 21).....	RCFN2898	NR	2.

Schedule RC-K - Quarterly Averages

Dollar amounts in thousands

1. Interest-bearing balances due from depository institutions.....	RCFD3381	5,650,026	1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RCFDB558	646	2.
3. Mortgage-backed securities.....	RCFDB559	114,187	3.
4. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RCFDB560	518,766	4.
5. Federal funds sold and securities purchased under agreements to resell.....	RCFD3365	1,648,954	5.
6. Loans:			6.
a. Loans in domestic offices:			6.a.
1. Total loans.....	RCON3360	21,019,857	6.a.1.
2. Loans secured by real estate:			6.a.2.
a. Loans secured by 1-4 family residential properties.....	RCON3465	76,691	6.a.2.a.
b. All other loans secured by real estate.....	RCON3466	0	6.a.2.b.
3. Loans to finance agricultural production and other loans to farmers	RCON3386	0	6.a.3.
4. Commercial and industrial loans.....	RCON3387	385,533	6.a.4.
5. Loans to individuals for household, family, and other personal expenditures:			6.a.5.
a. Credit cards.....	RCONB561	18,920,492	6.a.5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RCONB562	610,331	6.a.5.b.
b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RCFN3360	0	6.b.
7. Trading assets.....	RCFD3401	0	7.
8. Lease financing receivables (net of unearned income).....	RCFD3484	0	8.
9. Total assets.....	RCFD3368	30,960,051	9.
10. Interest-bearing transaction accounts in domestic offices (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits).....	RCON3485	42,594	10.
11. Nontransaction accounts in domestic offices:			11.
a. Savings deposits (includes MMDAs).....	RCONB563	4,441,062	11.a.
b. Time deposits of \$100,000 or more.....	RCONA514	933,902	11.b.
c. Time deposits of less than \$100,000.....	RCONA529	19,547,786	11.c.
12. Interest-bearing deposits in foreign offices, EDGE and Agreement subsidiaries, and IBFs.....	RCFN3404	0	12.
13. Federal funds purchased and securities sold under agreements to repurchase.....	RCFD3353	0	13.
14. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases).....	RCFD3355	266,253	14.

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

Dollar amounts in thousands

1. Unused commitments:			1.
------------------------	--	--	----

Dollar amounts in thousands

a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines.....	RCFD3814	4,237	1.a.
b. Credit card lines.....	RCFD3815	213,553,389	1.b.
c. Commercial real estate, construction, and land development:			1.c.
1. Commitments to fund commercial real estate, construction, and land development loans secured by real estate:			1.c.1.
a. 1-4 family residential construction loan commitments.....	RCFDF164	0	1.c.1.a.
b. Commercial real estate, other construction loan, and land development loan commitments.....	RCFDF165	0	1.c.1.b.
2. Commitments to fund commercial real estate, construction, and land development loans not secured by real estate.....	RCFD6550	0	1.c.2.
d. Securities underwriting.....	RCFD3817	0	1.d.
e. Other unused commitments.....	RCFD3818	309	1.e.
2. Financial standby letters of credit and foreign office guarantees.....	RCFD3819	0	2.
a. Amount of financial standby letters of credit conveyed to others.....	RCFD3820	0	2.a.
3. Performance standby letters of credit and foreign office guarantees.....	RCFD3821	0	3.
a. Amount of performance standby letters of credit conveyed to others.....	RCFD3822	0	3.a.
4. Commercial and similar letters of credit.....	RCFD3411	0	4.
5. Not applicable			5.
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank).....	RCFD3433	0	6.

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

Dollar amounts in thousands

	(Column A) Guarantor	(Column B) Beneficiary	
7. Credit derivatives:			7.
a. Notional amounts:			7.a.
1. Credit default swaps.....	RCFDC968	0 RCFDC969	0 7.a.1.
2. Total return swaps.....	RCFDC970	0 RCFDC971	0 7.a.2.
3. Credit options.....	RCFDC972	0 RCFDC973	0 7.a.3.
4. Other credit derivatives.....	RCFDC974	0 RCFDC975	0 7.a.4.
b. Gross fair values:			7.b.
1. Gross positive fair value.....	RCFDC219	0 RCFDC221	0 7.b.1.
2. Gross negative fair value.....	RCFDC220	0 RCFDC222	0 7.b.2.

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

Dollar amounts in thousands

8. Spot foreign exchange contracts.....	RCFD8765	0	8.
9. All other off-balance sheet liabilities (exclude derivatives).....	RCFD3430	0	9.
a. Securities borrowed.....	RCFD3432	0	9.a.
b. Commitments to purchase when-issued securities.....	RCFD3434	0	9.b.
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf.....	RCFDC978	0	9.c.
d. Disclose component and the dollar amount of that component:			9.d.
1. Describe component.....	TEXT3555		9.d.1.
2. Amount of component.....	RCFD3555	0	9.d.2.
e. Disclose component and the dollar amount of that component:			9.e.
1. Describe component.....	TEXT3556		9.e.1.
2. Amount of component.....	RCFD3556	0	9.e.2.
f. Disclose component and the dollar amount of that component:			9.f.
1. Describe component.....	TEXT3557		9.f.1.

Dollar amounts in thousands

2. Amount of component.....	RCFD3557	0	9.f.2.
10. All other off-balance sheet assets (exclude derivatives).....	RCFD5591	0	10.
a. Commitments to sell when-issued securities.....	RCFD3435	0	10.a.
b. Disclose component and the dollar amount of that component:			10.b.
1. Describe component.....	TEXT5592		10.b.1.
2. Amount of component.....	RCFD5592	0	10.b.2.
c. Disclose component and the dollar amount of that component:			10.c.
1. Describe component.....	TEXT5593		10.c.1.
2. Amount of component.....	RCFD5593	0	10.c.2.
d. Disclose component and the dollar amount of that component:			10.d.
1. Describe component.....	TEXT5594		10.d.1.
2. Amount of component.....	RCFD5594	0	10.d.2.
e. Disclose component and the dollar amount of that component:			10.e.
1. Describe component.....	TEXT5595		10.e.1.
2. Amount of component.....	RCFD5595	0	10.e.2.
11. Year-to-date merchant credit card sales volume:			11.
a. Sales for which the reporting bank is the acquiring bank.....	RCFDC223	0	11.a.
b. Sales for which the reporting bank is the agent bank with risk.....	RCFDC224	0	11.b.

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

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	
12. Gross amounts (e.g., notional amounts):					12.
	RCFD8693	RCFD8694	RCFD8695	RCFD8696	
a. Futures contracts.....	0	0	0	0	12.a.
	RCFD8697	RCFD8698	RCFD8699	RCFD8700	
b. Forward contracts.....	0	100,000	0	0	12.b.
c. Exchange-traded option contracts:					12.c.
	RCFD8701	RCFD8702	RCFD8703	RCFD8704	
1. Written options.....	0	0	0	0	12.c.1.
	RCFD8705	RCFD8706	RCFD8707	RCFD8708	
2. Purchased options.....	0	0	0	0	12.c.2.
d. Over-the-counter option contracts:					12.d.
	RCFD8709	RCFD8710	RCFD8711	RCFD8712	
1. Written options.....	0	0	0	0	12.d.1.
	RCFD8713	RCFD8714	RCFD8715	RCFD8716	
2. Purchased options.....	0	0	0	0	12.d.2.
e. Swaps.....	678,000	0	0	0	12.e.
	RCFDA126	RCFDA127	RCFD8723	RCFD8724	
13. Total gross notional amount of derivative contracts held for trading.....	0	0	0	0	13.
14. Total gross notional amount of derivative contracts held for purposes other than trading.....	678,000	100,000	0	0	14.
	RCFDA589				
a. Interest rate swaps where the bank has agreed to pay a fixed rate.....	0				14.a.
15. Gross fair values of derivative contracts:					15.
a. Contracts held for trading:					15.a.
	RCFD8733	RCFD8734	RCFD8735	RCFD8736	
1. Gross positive fair value.....	0	0	0	0	15.a.1.
	RCFD8737	RCFD8738	RCFD8739	RCFD8740	
2. Gross negative fair value.....	0	0	0	0	15.a.2.

Dollar amounts in thousands

b. Contracts held for purposes other than trading:

1. Gross positive fair value.....

2. Gross negative fair value.....

	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts
	RCFD8741	RCFD8742	RCFD8743	RCFD8744
	4,491	0	0	0
	RCFD8745	RCFD8746	RCFD8747	RCFD8748
	3,904	1,510	0	0

15.b.

15.b.1.

15.b.2.

Schedule RC-M - Memoranda

Dollar amounts in thousands

1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:			1.
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests.....	RCFD6164	548	1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations.....	RCFD6165	0	1.b.
2. Intangible assets other than goodwill:			2.
a. Mortgage servicing assets.....	RCFD3164	0	2.a.
1. Estimated fair value of mortgage servicing assets.....	RCFDA590	0	2.a.1.
b. Purchased credit card relationships and nonmortgage servicing assets.....	RCFDB026	0	2.b.
c. All other identifiable intangible assets.....	RCFD5507	0	2.c.
d. Total.....	RCFD0426	0	2.d.
3. Other real estate owned:			3.
a. Direct and indirect investments in real estate ventures.....	RCFD5372	0	3.a.
b. All other real estate owned:			3.b.
1. Construction, land development, and other land in domestic offices.....	RCON5508	0	3.b.1.
2. Farmland in domestic offices.....	RCON5509	0	3.b.2.
3. 1-4 family residential properties in domestic offices.....	RCON5510	185	3.b.3.
4. Multifamily (5 or more) residential properties in domestic offices.....	RCON5511	0	3.b.4.
5. Nonfarm nonresidential properties in domestic offices.....	RCON5512	0	3.b.5.
6. Foreclosed properties from "GNMA loans".....	RCONC979	0	3.b.6.
7. In foreign offices.....	RCFN5513	0	3.b.7.
c. Total.....	RCFD2150	185	3.c.
4. Investments in unconsolidated subsidiaries and associated companies:			4.
a. Direct and indirect investments in real estate ventures.....	RCFD5374	0	4.a.
b. All other investments in unconsolidated subsidiaries and associated companies.....	RCFD5375	0	4.b.
c. Total.....	RCFD2130	0	4.c.
5. Other borrowed money:			5.
a. Federal Home Loan Bank advances:			5.a.
1. Advances with a remaining maturity or next repricing date of:			5.a.1.
a. One year or less.....	RCFDF055	0	5.a.1.a.
b. Over one year through three years.....	RCFDF056	0	5.a.1.b.
c. Over three years through five years.....	RCFDF057	0	5.a.1.c.
d. Over five years.....	RCFDF058	0	5.a.1.d.
2. Advances with a remaining maturity of one year or less (included in item 5.a.(1)(a) above).....	RCFD2651	0	5.a.2.
3. Structured advances (included in items 5.a.(1)(a) - (d) above).....	RCFDF059	0	5.a.3.
b. Other borrowings:			5.b.
1. Other borrowings with a remaining maturity of next repricing date of:			5.b.1.
a. One year or less.....	RCFDF060	266,291	5.b.1.a.
b. Over one year through three years.....	RCFDF061	0	5.b.1.b.
c. Over three years through five years.....	RCFDF062	0	5.b.1.c.
d. Over five years.....	RCFDF063	0	5.b.1.d.
2. Other borrowings with a remaining maturity of one year or less (included in item 5.b.(1)(a) above).....	RCFDB571	266,291	5.b.2.
c. Total.....	RCFD3190	266,291	5.c.
6. Does the reporting bank sell private label or third party mutual funds and annuities?.....	RCFDB569	No	6.
7. Assets under the reporting bank's management in proprietary mutual funds and annuities.	RCFDB570	0	7.

Dollar amounts in thousands

8. Primary Internet Web site address of bank (home page), if any.....	TEXT4087	Click here for value	8.
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?.....	RCFD4088	Yes	9.
10. Secured liabilities:			10.
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule RC, item 14.a).....	RCONF064	0	10.a.
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a) - (d)).....	RCFDF065	0	10.b.

(TEXT4087) www.discovercard.com

Schedule RC-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	
1. Loans secured by real estate:				1.	
a. Construction, land development, and other land loans in domestic offices:				1.a.	
1. 1-4 family residential construction loans.....	RCONF172	0	0	0	1.a.1.
2. Other construction loans and all land development and other land loans.....	RCONF173	0	0	0	1.a.2.
b. Secured by farmland in domestic offices.....	RCON3493	0	0	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:				1.c.	
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCON5398	26	0	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:				1.c.2.	
a. Secured by first liens.....	RCONC236	856	0	628	1.c.2.a.
b. Secured by junior liens.....	RCONC238	0	0	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	RCON3499	0	0	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:				1.e.	
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONF178	0	0	0	1.e.1.
2. Loans secured by other nonfarm nonresidential properties...	RCONF179	0	0	0	1.e.2.
f. In foreign offices.....	RCFNB572	0	0	0	1.f.
2. Loans to depository institutions and acceptances of other banks:				2.	
a. To U.S. banks and other U.S. depository institutions.....	RCFD5377	0	0	0	2.a.

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	
	RCFD5380		RCFD5381		RCFD5382
b. To foreign banks.....	0	0	0		0
	RCFD1594		RCFD1597		RCFD1583
3. Loans to finance agricultural production and other loans to farmers.....	0	0	0		0
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile).....	5,275	6,223	1,251		
	RCFD1254		RCFD1255		RCFD1256
b. To non-U.S. addressees (domicile).....	0	0	0		
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards.....	306,768	307,044	110,513		
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	3,558	530	171		
	RCFD5389		RCFD5390		RCFD5391
6. Loans to foreign governments and official institutions.....	0	0	0		
	RCFD5459		RCFD5460		RCFD5461
7. All other loans.....	0	0	0		
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures.....	0	0	0		
	RCFDF169		RCFDF170		RCFDF171
b. All other leases.....	0	0	0		
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	0	0	0		
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government.....	88	0	0		
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans").....	85	0	0		
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above.....	0	0	0		
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1):					
a. Loans secured by 1-4 family residential properties in domestic offices.....	0	0	0		
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures).....	0	0	0		
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above.....	0	0	0		
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above).....	0	0	0		
4. Not applicable					

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
5. Loans and leases held for sale and loans measured at fair value (included in Schedule RC-N, items 1 through 8, above):				
				M.5.
	RCFDC240	RCFDC241	RCFDC226	
a. Loans and leases held for sale.....	24,680	25,195	8,629	M.5.a.
b. Loans measured at fair value:				
				M.5.b.
	RCFDF664	RCFDF665	RCFDF666	
1. Fair value.....	0	0	0	M.5.b.1.
	RCFDF667	RCFDF668	RCFDF669	
2. Unpaid principal balance.....	0	0	0	M.5.b.2.

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

Dollar amounts in thousands				(Column A) Past due 30 through 89 days	(Column B) Past due 90 days or more
6. Interest rate, foreign exchange rate, and other commodity and equity contracts: Fair value of amounts carried as assets.....					
	RCFD3529	0	RCFD3530	0	M.6.

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

Dollar amounts in thousands			
7. Additions to nonaccrual assets during the quarter.....	RCFDC410	178,171	M.7.
8. Nonaccrual assets sold during the quarter.....	RCFDC411	11,368	M.8.

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

Dollar amounts in thousands	
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	RCFDF236 24,675,287
2. Total allowable exclusions (including foreign deposits).....	RCFDF237 0
3. Total foreign deposits (included in item 2 above).....	RCFNF234 0
4. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	RCFDF238 25,313,288
5. Total daily average of allowable exclusions (including foreign deposits).....	RCFDF239 0
6. Total daily average of foreign deposits (included in item 5 above).....	RCFNF235 0
1. Total deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions:	
a. Deposit accounts (excluding retirement accounts) of \$100,000 or less:	
1. Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less..	RCONF049 23,087,425
2. Number of deposit accounts (excluding retirement accounts) of \$100,000 or less..	RCONF050 17871469
b. Deposit accounts (excluding retirement accounts) of more than \$100,000:	
1. Amount of deposit accounts (excluding retirement accounts) of more than \$100,000.....	RCONF051 1,557,706
2. Number of deposit accounts (excluding retirement accounts) of more than \$100,000.....	RCONF052 8129
c. Retirement deposit accounts of \$250,000 or less:	
1. Amount of retirement deposit accounts of \$250,000 or less.....	RCONF045 29,154
2. Number of retirement deposit accounts of \$250,000 or less.....	RCONF046 1388
d. Retirement deposit accounts of more than \$250,000:	

Dollar amounts in thousands

1. Amount of retirement deposit accounts of more than \$250,000.....	RCONF047	1,002	M.1.d.1.
2. Number of retirement deposit accounts of more than \$250,000.....	RCONF048	3	M.1.d.2.
2. Estimated amount of uninsured deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions.....	RCON5597	640,233	M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			M.3.
a. Legal title.....	TEXTA545		M.3.a.
b. FDIC Certificate Number.....	RCONA545	0	M.3.b.

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

Dollar amounts in thousands

1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:			1.
a. Closed-end first liens.....	RCONF066	0	1.a.
b. Closed-end junior liens.....	RCONF067	0	1.b.
c. Open-end loans extended under lines of credit:			1.c.
1. Total commitment under the lines of credit.....	RCONF670	0	1.c.1.
2. Principal amount funded under the lines of credit.....	RCONF671	0	1.c.2.
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:			2.
a. Closed-end first liens.....	RCONF068	0	2.a.
b. Closed-end junior liens.....	RCONF069	0	2.b.
c. Open-end loans extended under lines of credit:			2.c.
1. Total commitment under the lines of credit.....	RCONF672	0	2.c.1.
2. Principal amount funded under the lines of credit.....	RCONF673	0	2.c.2.
3. 1-4 family residential mortgages sold during the quarter:			3.
a. Closed-end first liens.....	RCONF070	0	3.a.
b. Closed-end junior liens.....	RCONF071	0	3.b.
c. Open-end loans extended under lines of credit:			3.c.
1. Total commitment under the lines of credit.....	RCONF674	0	3.c.1.
2. Principal amount funded under the lines of credit.....	RCONF675	0	3.c.2.
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule RC, item 4.a):			4.
a. Closed-end first liens.....	RCONF072	0	4.a.
b. Closed-end junior liens.....	RCONF073	0	4.b.
c. Open-end loans extended under lines of credit:			4.c.
1. Total commitment under the lines of credit.....	RCONF676	0	4.c.1.
2. Principal amount funded under the lines of credit.....	RCONF677	0	4.c.2.
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.f, 5.g, and 5.i):			5.
a. Closed-end 1-4 family residential mortgage loans.....	RIADF184	0	5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	RIADF560	0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:			6.
a. Closed-end first liens.....	RCONF678	0	6.a.
b. Closed-end junior liens.....	RCONF679	0	6.b.
c. Open-end loans extended under line of credit:			6.c.
1. Total commitment under the lines of credit.....	RCONF680	0	6.c.1.
2. Principal amount funded under the lines of credit.....	RCONF681	0	6.c.2.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Total equity capital (from Schedule RC, item 28).....	RCFD3210	3,685,250	1.
2. Net unrealized gains (losses) on available-for-sale securities.....	RCFD8434	-908	2.
3. Net unrealized loss on available-for-sale equity securities.....	RCFDA221	409	3.
4. Accumulated net gains (losses) on cash flow hedges.....	RCFD4336	0	4.
5. Nonqualifying perpetual preferred stock.....	RCFDB588	0	5.
6. Qualifying minority interests in consolidated subsidiaries.....	RCFDB589	0	6.
7. Not available			7.
a. Disallowed goodwill and other disallowed intangible assets.....	RCFDB590	0	7.a.
b. Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank's own creditworthiness.....	RCFDF264	0	7.b.
8. Subtotal.....	RCFDC227	3,685,749	8.
9. Not available			9.
a. Disallowed servicing assets and purchased credit card relationships.....	RCFDB591	0	9.a.
b. Disallowed deferred tax assets.....	RCFD5610	16,923	9.b.
10. Other additions to (deductions from) Tier 1 capital.....	RCFDB592	0	10.
11. Tier 1 capital.....	RCFD8274	3,668,826	11.
12. Qualifying subordinated debt and redeemable preferred stock.....	RCFD5306	0	12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital.....	RCFDB593	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital.....	RCFD5310	423,397	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....	RCFD2221	0	15.
16. Other Tier 2 capital components.....	RCFDB594	0	16.
17. Tier 2 capital.....	RCFD5311	423,397	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17).....	RCFD8275	423,397	18.
19. Tier 3 capital allocated for market risk.....	RCFD1395	0	19.
20. Deductions for total risk-based capital.....	RCFDB595	0	20.
21. Total risk-based capital.....	RCFD3792	4,092,223	21.
22. Average total assets (from Schedule RC-K, item 9).....	RCFD3368	30,960,051	22.
23. Disallowed goodwill and other disallowed intangible assets (from item 7 above).....	RCFDB590	0	23.
24. Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	RCFDB591	0	24.
25. Disallowed deferred tax assets (from item 9.b above).....	RCFD5610	16,923	25.
26. Other deductions from assets for leverage capital purposes.....	RCFDB596	0	26.
27. Average total assets for leverage capital purposes.....	RCFDA224	30,943,128	27.
28. Not available			28.
a. Adjustment to Tier 1 capital reported in item 11.....	RCFDC228	0	28.a.
b. Adjustment to total risk-based capital reported in item 21.....	RCFDB503	0	28.b.
29. Adjustment to risk-weighted assets in item 62.....	RCFDB504	0	29.
30. Adjustment to average total assets in item 27.....	RCFDB505	0	30.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

	(Column A) Percentage (Banks with Financial Subsidiaries)		(Column B) Percentage (All Banks)		
31. Tier 1 leverage ratio.....	RCFD7273	0	RCFD7204	0.118567	31.
32. Tier 1 risk-based capital ratio.....	RCFD7274	0	RCFD7206	0.126095	32.
33. Total risk-based capital ratio.....	RCFD7275	0	RCFD7205	0.140647	33.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....	RCFD8764	4,491	M.1.
---	----------	--------------	------

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

	(Column A) With a remaining maturity of one year or less	(Column B) With a remaining maturity of over one year through five years	(Column C) With a remaining maturity of over five years	
2. Notional principal amounts of derivative contracts:				M.2.
	RCFD3809	RCFD8766	RCFD8767	
a. Interest rate contracts.....	10,000	43,000	625,000	M.2.a.
	RCFD3812	RCFD8769	RCFD8770	
b. Foreign exchange contracts.....	100,000	0	0	M.2.b.
	RCFD8771	RCFD8772	RCFD8773	
c. Gold contracts.....	0	0	0	M.2.c.
	RCFD8774	RCFD8775	RCFD8776	
d. Other precious metals contracts.....	0	0	0	M.2.d.
	RCFD8777	RCFD8778	RCFD8779	
e. Other commodity contracts.....	0	0	0	M.2.e.
	RCFDA000	RCFDA001	RCFDA002	
f. Equity derivative contracts.....	0	0	0	M.2.f.
g. Credit derivative contracts:				M.2.g.
	RCFDC980	RCFDC981	RCFDC982	
1. Investment grade.....	0	0	0	M.2.g.1.
	RCFDC983	RCFDC984	RCFDC985	
2. Subinvestment grade.....	0	0	0	M.2.g.2.

Schedule RC-S - Servicing Securitization and Asset Sale Activities

	(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							
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements.....	RCFDB705	RCFDB706	RCFDB707	RCFDB708	RCFDB709	RCFDB710	RCFDB711
	0	0	27,711,587	0	0	0	0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5).....	RCFDB712	RCFDB713	RCFDB714	RCFDB715	RCFDB716	RCFDB717	RCFDB718
	0	0	450,190	0	0	0	0
b. Subordinated securities and other residual interests.....	RCFDC393	RCFDC394	RCFDC395	RCFDC396	RCFDC397	RCFDC398	RCFDC399
	0	0	1,118,198	0	0	0	0
c. Standby letters of credit and other enhancements.....	RCFDC400	RCFDC401	RCFDC402	RCFDC403	RCFDC404	RCFDC405	RCFDC406
	0	0	0	0	0	0	0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1.....	RCFDB726	RCFDB727	RCFDB728	RCFDB729	RCFDB730	RCFDB731	RCFDB732
	0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:							
a. 30-89 days past due.....	RCFDB733	RCFDB734	RCFDB735	RCFDB736	RCFDB737	RCFDB738	RCFDB739
	0	0	482,621	0	0	0	0
b. 90 days or more past due.....	RCFDB740	RCFDB741	RCFDB742	RCFDB743	RCFDB744	RCFDB745	RCFDB746
	0	0	492,504	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.....	RIADB747	RIADB748	RIADB749	RIADB750	RIADB751	RIADB752	RIADB753
	0	0	1,159,884	0	0	0	0
b. Recoveries.....	RIADB754	RIADB755	RIADB756	RIADB757	RIADB758	RIADB759	RIADB760
	0	0	155,079	0	0	0	0
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in Schedule RC-B or in Schedule RC, item 5).....		RCFDB761	RCFDB762			RCFDB763	
		0	0			0	

Schedule RC-S - Servicing Securitization and Asset Sale Activities

Dollar amounts in thousands

1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			M.1.
a. Outstanding principal balance.....	RCFDA249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date.....	RCFDA250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):			M.2.
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	RCFDB804	0	M.2.a.
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	RCFDB805	0	M.2.b.
c. Other financial assets (includes home equity lines).....	RCFDA591	27,126,587	M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans).....	RCFDF699	0	M.2.d.
3. Asset-backed commercial paper conduits:			M.3.
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:			M.3.a.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RCFDB806	0	M.3.a.1.
2. Conduits sponsored by other unrelated institutions.....	RCFDB807	0	M.3.a.2.
b. Unused commitments to provide liquidity to conduit structures:			M.3.b.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RCFDB808	0	M.3.b.1.
2. Conduits sponsored by other unrelated institutions.....	RCFDB809	0	M.3.b.2.
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C.....	RCFDC407	1,998,690	M.4.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

1. Does the institution have fiduciary powers?.....	RCFDA345	No	1.
2. Does the institution exercise the fiduciary powers it has been granted?.....	RCFDA346	No	2.
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule?.....	RCFDB867	No	3.

Schedule RC-T - Fiduciary and Related Services

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
Dollar amounts in thousands					
	RCFDB868	RCFDB869	RCFDB870	RCFDB871	
4. Personal trust and agency accounts.....	NR	NR	NR	NR	4.
5. Retirement related trust and agency accounts:					5.
a. Employee benefit - defined contribution.....	NR	NR	NR	NR	5.a.
b. Employee benefit - defined benefit.....	NR	NR	NR	NR	5.b.
c. Other retirement accounts.....	NR	NR	NR	NR	5.c.
6. Corporate trust and agency accounts.....	NR	NR	NR	NR	6.
7. Investment management agency accounts.....	NR		NR		7.
8. Other fiduciary accounts.....	NR	NR	NR	NR	8.
9. Total fiduciary accounts.....	NR	NR	NR	NR	9.
10. Custody and safekeeping accounts.....		NR		NR	10.
11. Fiduciary accounts held in foreign offices (included in items 9 and 10).....	NR	NR	NR	NR	11.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

12. Personal trust and agency accounts.....	RIADB904	CONF	12.
13. Retirement related trust and agency accounts:			13.
a. Employee benefit - defined contribution.....	RIADB905	CONF	13.a.
b. Employee benefit - defined benefit.....	RIADB906	CONF	13.b.
c. Other retirement accounts.....	RIADB907	CONF	13.c.
14. Corporate trust and agency accounts.....	RIADA479	CONF	14.
15. Investment management agency accounts.....	RIADB908	CONF	15.
16. Other fiduciary accounts.....	RIADA480	CONF	16.
17. Custody and safekeeping accounts.....	RIADB909	CONF	17.
18. Other fiduciary and related services income.....	RIADB910	CONF	18.
19. Total gross fiduciary and related services income.....	RIAD4070	0	19.
a. Fiduciary and related services income - foreign offices (included in item 19).....	RIADB912	CONF	19.a.
20. Expenses.....	RIADC058	CONF	20.
21. Net losses from fiduciary and related services.....	RIADA488	CONF	21.
22. Intracompany income credits for fiduciary and related services.....	RIADB911	CONF	22.
23. Net fiduciary and related services income.....	RIADA491	CONF	23.
1. Managed assets held in personal trust and agency accounts:			M.1.
a. Noninterest-bearing deposits.....	RCFDB913	NR	M.1.a.
b. Interest-bearing deposits.....	RCFDB914	NR	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations.....	RCFDB915	NR	M.1.c.
d. State, county and municipal obligations.....	RCFDB916	NR	M.1.d.
e. Money market mutual funds.....	RCFDB917	NR	M.1.e.
f. Other short-term obligations.....	RCFDB918	NR	M.1.f.
g. Other notes and bonds.....	RCFDB919	NR	M.1.g.
h. Common and preferred stocks.....	RCFDB920	NR	M.1.h.
i. Real estate mortgages.....	RCFDB921	NR	M.1.i.
j. Real estate.....	RCFDB922	NR	M.1.j.
k. Miscellaneous assets.....	RCFDB923	NR	M.1.k.
l. Total managed assets held in personal trust and agency accounts.....	RCFDB868	NR	M.1.l.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Number of Issues	(Column B) Principal Amount Outstanding	
2. Corporate trust and agency accounts:			M.2.
a. Corporate and municipal trusteeships.....	RCFDB927	NR	M.2.a.
b. Transfer agent, registrar, paying agent, and other corporate agency.....	RCFDB929	NR	M.2.b.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Number of Funds	(Column B) Market Value of Fund Assets	
3. Collective investment funds and common trust funds:			M.3.
a. Domestic equity.....	RCFDB931	NR	M.3.a.
b. International/Global equity.....	RCFDB933	NR	M.3.b.
c. Stock/Bond blend.....	RCFDB935	NR	M.3.c.
d. Taxable bond.....	RCFDB937	NR	M.3.d.
e. Municipal bond.....	RCFDB939	NR	M.3.e.

Dollar amounts in thousands	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
f. Short term investments/Money market.....	RCFDB941	NR	RCFDB942	NR	M.3.f.
g. Specialty/Other.....	RCFDB943	NR	RCFDB944	NR	M.3.g.
h. Total collective investment funds.....	RCFDB945	NR	RCFDB946	NR	M.3.h.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands	(Column A) Gross Losses Managed Accounts	(Column B) Gross Losses Non-Managed Accounts	(Column C) Recoveries	
4. Fiduciary settlements, surcharges, and other losses:				M.4.
a. Personal trust and agency accounts.....	CONF	CONF	CONF	M.4.a.
b. Retirement related trust and agency accounts.....	CONF	CONF	CONF	M.4.b.
c. Investment management agency accounts.....	CONF	CONF	CONF	M.4.c.
d. Other fiduciary accounts and related services.....	CONF	CONF	CONF	M.4.d.
e. Total fiduciary settlements, surcharges, and other losses.....	CONF	CONF	CONF	M.4.e.

General Instructions

Dollar amounts in thousands			
1. Who Must Report on What Forms			1.
a. Close of Business			1.a.
b. Frequency of Reporting			1.b.
c. Differences in Detail of Reports			1.c.
d. Shifts in Reporting Status			1.d.
2. Organization of the Instruction Books			2.
3. Preparation of the Reports			3.
4. Signatures			4.
a. Officer Declaration			4.a.
b. Director Attestation			4.b.
5. Submission of the Reports			5.
a. Submission Date			5.a.
b. Amended Reports			5.b.
6. Retention of Reports			6.
7. Scope of the "Consolidated Bank" Required to be Reported in the Submitted Reports			7.
a. Exclusions from the Coverage of the Consolidated Report			7.a.
8. Rules of Consolidation			8.
9. Reporting by Type of Office (For banks with foreign offices)			9.
10. Publication Requirements for the Report of Condition			10.
11. Release of Individual Bank Reports			11.
12. Applicability of Generally Accepted Accounting Principles to Regulatory Reporting Requirements			12.
13. Accrual Basis Reporting			13.
14. Miscellaneous General Instructions			14.

Dollar amounts in thousands

a. Rounding			14.a.
b. Negative Entries			14.b.
c. Verification			14.c.
d. Transactions Occurring Near the End of a Reporting Period			14.d.
15. Separate Branch Reports			15.

Glossary

Dollar amounts in thousands

1. Glossary			1.
2. Acceptances			2.
3. Accounting Changes			3.
4. Accounting Errors, Corrections of			4.
5. Accounting Estimates, Changes in			5.
6. Accounting Principles, Changes in			6.
7. Accrued Interest Receivable Related to Credit Card Securitizations			7.
8. Acquisition, Development, or Construction (ADC) Arrangements			8.
9. Agreement Corporation			9.
10. Allowance for Loan and Lease Losses			10.
11. Applicable Income Taxes			11.
12. Associated Company			12.
13. ATS Account			13.
14. Bankers Acceptances			14.
a. Bank-Owned Life Insurance			14.a.
15. Banks, U.S. and Foreign			15.
16. Banks in Foreign Countries			16.
17. Bill-of-Lading Draft			17.
18. Borrowings and Deposits in Foreign Offices			18.
19. Brokered Deposits			19.
20. Broker's Security Draft			20.
21. Business Combinations			21.
22. Call Option			22.
23. Capitalization of Interest Costs			23.
24. Carrybacks and Carryforwards			24.
25. Cash Management Arrangements			25.
26. Certificate of Deposit			26.
27. Changes in Accounting Estimates			27.
28. Changes in Accounting Principles			28.
29. Clearing Accounts			29.
30. Commercial Banks in the U.S.			30.
31. Commercial Letter of Credit			31.
32. Commercial Paper			32.
33. Commodity or Bill-of-Lading Draft			33.
34. Common Stock of Unconsolidated Subsidiaries, Investments in			34.
35. Continuing Contract			35.
36. Corporate Joint Venture			36.
37. Corrections of Accounting Errors			37.
38. Coupon Stripping, Treasury Receipts, and STRIPS			38.
39. Custody Account			39.
40. Dealer Reserve Account			40.
a. Deferred Compensation Agreements			40.a.

Dollar amounts in thousands

41. Deferred Income Taxes			41.
42. Demand Deposits			42.
43. Depository Institutions in the U.S.			43.
44. Deposits			44.
45. Derivative Contracts			45.
a. Discounts			45.a.
46. Dividends			46.
47. Domestic Office			47.
48. Domicile			48.
49. Due Bills			49.
50. Edge and Agreement Corporation			50.
a. Equity-Indexed Certificates of Deposit			50.a.
51. Equity Method of Accounting			51.
52. Extinguishments of Liabilities			52.
53. Extraordinary Items			53.
54. Fails			54.
a. Fair Value			54.a.
55. Federal Funds Transactions			55.
56. Federally-Sponsored Lending Agency			56.
57. Fees, Loan			57.
58. Foreclosed Assets			58.
59. Foreign Banks			59.
60. Foreign Currency Transactions and Translation			60.
61. Foreign Debt Exchange Transactions			61.
62. Foreign Governments and Official Institutions			62.
63. Foreign Office			63.
64. Forward Contracts			64.
65. Functional Currency			65.
66. Futures Contracts			66.
67. Goodwill			67.
68. Hypothecated Deposit			68.
69. IBF			69.
70. Income Taxes			70.
71. Intangible Assets			71.
72. Interest-Bearing Account			72.
73. Interest Capitalization			73.
74. Interest Rate Swaps			74.
75. Internal-Use Computer Software			75.
76. International Banking Facility (IBF)			76.
77. Interoffice Accounts			77.
78. Investments in Common Stock of Unconsolidated Subsidiaries			78.
79. Joint Venture			79.
80. Lease Accounting			80.
81. Letter of Credit			81.
82. Limited-Life Preferred Stock			82.
83. Loan			83.
84. Loan Fees			84.
85. Loan Impairment			85.
86. Loan Secured by Real Estate			86.
87. Loss Contingencies			87.
88. Majority-Owned Subsidiary			88.

Dollar amounts in thousands

89. Mandatory Convertible Debt			89.
91. Mergers			91.
92. Money Market Deposit Account (MMDA)			92.
93. Nonaccrual Status			93.
94. Noninterest-Bearing Account			94.
95. Nontransaction Account			95.
96. NOW Account			96.
97. Offsetting			97.
98. One-Day Transaction			98.
99. Option			99.
100. Organization Costs			100.
101. Other Depository Institutions in the U.S.			101.
102. Other Real Estate Owned			102.
103. Overdraft			103.
104. Participations			104.
105. Participations in Acceptances			105.
106. Participations in Pools of Securities			106.
107. Pass-through Reserve Balances			107.
108. Perpetual Preferred Stock			108.
109. Placements and Takings			109.
110. Pooling of Interests			110.
111. Preauthorized Transfer Account			111.
112. Preferred Stock			112.
113. Premiums and Discounts			113.
114. Purchase Acquisition			114.
a. Purchased Impaired Loans and Debt Securities			114.a.
115. Put Option			115.
116. Real Estate ADC Arrangements			116.
117. Real Estate, Loan Secured By			117.
118. Reciprocal Balances			118.
119. Renegotiated Troubled Debt			119.
120. Reorganizations			120.
121. Repurchase/Resale Agreements			121.
122. Reserve Balances, Pass-through			122.
123. Retail Sweep Arrangements			123.
124. Sales of Assets for Risk-Based Capital Purposes			124.
125. Savings Deposits			125.
126. Securities Activities			126.
127. Securities Borrowing/Lending Transactions			127.
128. Securities, Participations in Pools of			128.
129. Servicing Assets and Liabilities			129.
130. Settlement Date Accounting			130.
131. Shell Branches			131.
132. Short Position			132.
133. Significant Subsidiary			133.
134. Standby Letter of Credit			134.
135. Start-Up Activities			135.
136. STRIPS			136.
137. Subordinated Notes and Debentures			137.
138. Subsidiaries			138.
139. Suspense Accounts			139.

Dollar amounts in thousands

140. Syndications			140.
141. Telephone Transfer Account			141.
142. Term Federal Funds			142.
143. Time Deposits			143.
144. Trade Date and Settlement Date Accounting			144.
145. Trading Account			145.
146. Transction Account			146.
147. Transfers of Financial Assets			147.
148. Traveler's Letter of Credit			148.
149. Treasury Receipts			149.
150. Treasury Stock			150.
151. Troubled Debt Restructurings			151.
152. Trust Preferred Securities			152.
153. U.S. Banks			153.
154. U.S. Territories and Possessions			154.
155. Valuation Allowance			155.
156. When-Issued Securities Transactions			156.