

Federal Financial Institutions Examination Council

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Consolidated Reports of Condition and Income for A Bank With Domestic Offices Only - FFIEC 041

Institution Name	DISCOVER BANK
City	GREENWOOD
State	DE
Zip Code	19950
Call Report Quarter End Date	3/31/2006
Report Type	041
RSSD-ID	30810
FDIC Certificate Number	5649
OCC Charter Number	0
ABA Routing Number	31100649
Last updated on	4/28/2006

Bank Demographic Information

Dollar amounts in thousands

1. Reporting date.....	RCON9999	20060331	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. Authorized Officer 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.

Loans to Executive Officers

Dollar amounts in thousands

a. Number of loans made to executive officers since the previous Call Report date.....	RCON3561	1	a.
b. Total dollar amount of above loans.....	RCON3562	5	b.

Loans to Executive Officers

Dollar amounts in thousands

c. Range of interest charged on above loans.....	from		to	
	RCON7701	0.0799	RCON7702	0.1999

Schedule RI - Income Statement

Dollar amounts in thousands

1. Interest income:			1.
a. Interest and fee income on loans:			1.a.
1. Loans secured by real estate.....	RIAD4011	1,755	1.a.1.
2. Commercial and industrial loans.....	RIAD4012	0	1.a.2.
3. Loans to individuals for household, family, and other personal expenditures:			1.a.3.
a. Credit cards.....	RIADB485	510,502	1.a.3.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB486	1,335	1.a.3.b.
4. Loans to foreign governments and official institutions.....	RIAD4056	0	1.a.4.
5. All other loans.....	RIAD4058	2,980	1.a.5.
6. Total interest and fee income on loans.....	RIAD4010	516,572	1.a.6.

Dollar amounts in thousands

b. Income from lease financing receivables.....	RIAD4065	0	1.b.
c. Interest income on balances due from depository institutions.....	RIAD4115	0	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	7	1.d.1.
2. Mortgage-backed securities.....	RIADB489	326	1.d.2.
3. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RIAD4060	162	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	5,564	1.f.
g. Other interest income.....	RIAD4518	17,296	1.g.
h. Total interest income.....	RIAD4107	539,927	1.h.
2. Interest expense:			2.
a. Interest on deposits:			2.a.
1. Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	RIAD4508	115	2.a.1.
2. Nontransaction accounts:			2.a.2.
a. Savings deposits (includes MMDAs).....	RIAD0093	9,055	2.a.2.a.
b. Time deposits of \$100,000 or more.....	RIADA517	139,716	2.a.2.b.
c. Time deposits of less than \$100,000.....	RIADA518	12,102	2.a.2.c.
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	RIAD4180	0	2.b.
c. Interest on trading liabilities and other borrowed money.....	RIAD4185	18,426	2.c.
d. Interest on subordinated notes and debentures.....	RIAD4200	0	2.d.
e. Total interest expense	RIAD4073	179,414	2.e.
3. Net interest income.....	RIAD4074	360,513	3.
4. Provision for loan and lease losses.....	RIAD4230	-4,326	4.
5. Noninterest income:			5.
a. Income from fiduciary activities	RIAD4070	0	5.a.
b. Service charges on deposit accounts.....	RIAD4080	45	5.b.
c. Trading revenue.....	RIADA220	0	5.c.
d. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	RIADB490	0	5.d.
e. Venture capital revenue.....	RIADB491	0	5.e.
f. Net servicing fees.....	RIADB492	131,217	5.f.
g. Net securitization income.....	RIADB493	465,810	5.g.
h. Not available			5.h.
1. Underwriting income from insurance and reinsurance activities.....	RIADC386	0	5.h.1.
2. Income from other insurance activities.....	RIADC387	0	5.h.2.
i. Net gains (losses) on sales of loans and leases.....	RIAD5416	2,062	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	154,370	5.l.
m. Total noninterest income.....	RIAD4079	753,504	5.m.
6. Not available			6.
a. Realized gains (losses) on held-to-maturity securities.....	RIAD3521	-24	6.a.
b. Realized gains (losses) on available-for-sale securities.....	RIAD3196	0	6.b.
7. Noninterest expense:			7.
a. Salaries and employee benefits.....	RIAD4135	16,488	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	RIAD4217	2,246	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	505,480	7.d.
e. Total noninterest expense.....	RIAD4093	524,214	7.e.
8. Income (loss) before income taxes and extraordinary items and other adjustments.....	RIAD4301	594,105	8.
9. Applicable income taxes (on item 8).....	RIAD4302	219,598	9.
10. Income (loss) before extraordinary items and other adjustments.....	RIAD4300	374,507	10.
11. Extraordinary items and other adjustments, net of income taxes.....	RIAD4320	0	11.
12. Net income (loss).....	RIAD4340	374,507	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 (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	102	M.4.
5. Number of full-time equivalent employees at end of current period.....	RIAD4150	1230	M.5.
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5)).....	RIAD4024	0	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.
9. Not applicable			M.9.
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.

Schedule RI-A - Changes in Equity Capital

Dollar amounts in thousands

1. Total equity capital most recently reported for the December 31, 2005, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIAD3217	3,217,368	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	RIADB507	0	2.
3. Balance end of previous calendar year as restated.....	RIADB508	3,217,368	3.
4. Net income (loss).....	RIAD4340	374,507	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	0	9.
10. Other comprehensive income.....	RIADB511	-61	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	3,591,814	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.....	RIAD3582	0	RIAD3583	0	1.a.
b. Secured by farmland.....	RIAD3584	0	RIAD3585	0	1.b.
c. Secured by 1-4 family residential properties:				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	0	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.....	RIAD3588	0	RIAD3589	0	1.d.
e. Secured by nonfarm nonresidential properties.....	RIAD3590	0	RIAD3591	0	1.e.
2. Loans to depository institutions and acceptances of other banks.....	RIAD4481	0	RIAD4482	0	2.
3. Not applicable					3.
4. Commercial and industrial loans.....	RIAD4638	0	RIAD4608	0	4.
5. Loans to individuals for household, family, and other personal expenditures:				5.	
a. Credit cards.....	RIADB514	157,280	RIADB515	36,942	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB516	1,191	RIADB517	267	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.....	RIAD4266	0	RIAD4267	0	8.
9. Total.....	RIAD4635	158,471	RIAD4605	37,209	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. Not available					M.2.
a. 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.a.
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above).....	RIAD4654	0	RIAD4664	0	M.2.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above).....	RIAD4646	0	RIAD4618	0	M.2.c.
d. Lease financing receivables of non-U.S. addresses (domicile) (included in Schedule RI-B, part I, item 8, above).....	RIAD4659	0	RIAD4669	0	M.2.d.
3. Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above).....	RIAD4655	0	RIAD4665	0	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	31,352	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, 2005, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIADB522	794,788	1.
2. Recoveries	RIAD4605	37,209	2.
3. Charge-offs.....	RIADC079	158,471	3.

Dollar amounts in thousands

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	-4,326	5.
6. Adjustments.....	RIADC233	0	6.
7. Balance end of current period.....	RIAD3123	669,200	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	187,815	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-E - Explanations

Dollar amounts in thousands

1. Other noninterest income (from 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. Disclose component and the dollar amount of that component:			1.f.
1. Describe component.....	TEXT4461	Other Fee Income	1.f.1.
2. Amount of component.....	RIAD4461	155,291	1.f.2.
g. Disclose component and the dollar amount of that component:			1.g.
1. Describe component.....	TEXT4462		1.g.1.
2. Amount of component.....	RIAD4462	0	1.g.2.
h. Disclose component and the dollar amount of that component:			1.h.
1. Describe component.....	TEXT4463		1.h.1.
2. Amount of component.....	RIAD4463	0	1.h.2.
2. Other noninterest expense (from 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. Disclose component and the dollar amount of that component:			2.h.
1. Describe component.....	TEXT4464	Cardmember Servicing Fee	2.h.1.
2. Amount of component.....	RIAD4464	467,805	2.h.2.
i. Disclose component and the dollar amount of that component:			2.i.
1. Describe component.....	TEXT4467	Network Access Fee	2.i.1.
2. Amount of component.....	RIAD4467	15,856	2.i.2.
j. Disclose component and the dollar amount of that component:			2.j.
1. Describe component.....	TEXT4468		2.j.1.
2. Amount of component.....	RIAD4468	0	2.j.2.
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11):			3.

Dollar amounts in thousands

a. Disclose component, the gross dollar amount of that component, and its related income tax:			3.a.
1. Describe component.....	TEXT4469		3.a.1.
2. Amount of component.....	RIAD4469	0	3.a.2.
3. Applicable income tax effect.....	RIAD4486	0	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. Disclose component and the dollar amount of that component:			4.a.
1. Describe component.....	TEXTB526		4.a.1.
2. Amount of component.....	RIADB526	0	4.a.2.
b. Disclose component and the dollar amount of that component:			4.b.
1. Describe component.....	TEXTB527		4.b.1.
2. Amount of component.....	RIADB527	0	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	Yes	7.a.
b. Other explanations.....	TEXT4769		7.b.

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.....	RCON0081	310,587	1.a.
b. Interest-bearing balances.....	RCON0071	0	1.b.
2. Securities:			2.
a. Held-to-maturity securities (from Schedule RC-B, column A).....	RCON1754	43,317	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....	RCON1773	2,175	2.b.
3. Federal funds sold and securities purchased under agreements to resell:			3.

Dollar amounts in thousands

a. Federal funds sold.....	RCONB987	1,906,700	3.a.
b. Securities purchased under agreements to resell.....	RCONB989	0	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			4.
a. Loans and leases held for sale.....	RCON5369	15,726	4.a.
b. Loans and leases, net of unearned income.....	RCONB528	17,011,002	4.b.
c. Allowance for loan and lease losses.....	RCON3123	669,200	4.c.
d. Loans and leases, net of unearned income and allowance.....	RCONB529	16,341,802	4.d.
5. Trading assets (from Schedule RC-D).....	RCON3545	0	5.
6. Premises and fixed assets (including capitalized leases).....	RCON2145	9,736	6.
7. Other real estate owned (from Schedule RC-M).....	RCON2150	53	7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M).....	RCON2130	0	8.
9. Not applicable			9.
10. Intangible assets:			10.
a. Goodwill.....	RCON3163	0	10.a.
b. Other intangible assets (from Schedule RC-M).....	RCON0426	0	10.b.
11. Other assets (from Schedule RC-F).....	RCON2160	1,597,548	11.
12. Total assets.....	RCON2170	20,227,644	12.
13. Deposits:			13.
a. In domestic offices.....	RCON2200	15,005,866	13.a.
1. Noninterest-bearing.....	RCON6631	94,117	13.a.1.
2. Interest-bearing.....	RCON6636	14,911,749	13.a.2.
b. Not applicable			13.b.
14. Federal funds purchased and securities sold under agreements to repurchase:			14.
a. Federal funds purchased.....	RCONB993	0	14.a.
b. Securities sold under agreements to repurchase.....	RCONB995	0	14.b.
15. Trading liabilities (from Schedule RC-D).....	RCON3548	0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M).....	RCON3190	289,357	16.
17. Not applicable			17.
18. Not applicable			18.
19. Subordinated notes and debentures.....	RCON3200	0	19.
20. Other liabilities (from Schedule RC-G).....	RCON2930	1,340,607	20.
21. Total liabilities.....	RCON2948	16,635,830	21.
22. Minority interest in consolidated subsidiaries.....	RCON3000	0	22.
23. Perpetual preferred stock and related surplus.....	RCON3838	0	23.
24. Common stock.....	RCON3230	35	24.
25. Surplus (exclude all surplus related to preferred stock).....	RCON3839	778,632	25.
26. Not available			26.
a. Retained earnings.....	RCON3632	2,813,034	26.a.
b. Accumulated other comprehensive income.....	RCONB530	113	26.b.
27. Other equity capital components.....	RCONA130	0	27.
28. Total equity capital.....	RCON3210	3,591,814	28.
29. Total liabilities, minority interest, and equity capital.....	RCON3300	20,227,644	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 2005.....	RCON6724	1	M.1.

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

Dollar amounts in thousands

1. Cash items in process of collection, unposted debits, and currency and coin:			1.
a. Cash items in process of collection and unposted debits.....	RCON0020	223,161	1.a.
b. Currency and coin.....	RCON0080	345	1.b.
2. Balances due from depository institutions in the U.S:			2.
a. U.S. branches and agencies of foreign banks.....	RCON0083	0	2.a.
b. Other commercial banks in the U.S. and other depository institutions in the U.S.....	RCON0085	86,116	2.b.
3. Balances due from banks in foreign countries and foreign central banks:			3.
a. Foreign branches of other U.S. banks.....	RCON0073	0	3.a.
b. Other banks in foreign countries and foreign central banks.....	RCON0074	0	3.b.
4. Balances due from Federal Reserve Banks.....	RCON0090	965	4.
5. Total.....	RCON0010	310,587	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.....	RCON0211	RCON0213	RCON1286	RCON1287	1.
	646	646	0	0	
2. U.S. Government agency obligations (exclude mortgage-backed securities):					2.
a. Issued by U.S. Government agencies.....	RCON1289	RCON1290	RCON1291	RCON1293	2.a.
	0	0	0	0	
b. Issued by U.S. Government-sponsored agencies.....	RCON1294	RCON1295	RCON1297	RCON1298	2.b.
	0	0	0	0	
3. Securities issued by states and political subdivisions in the U.S.....	RCON8496	RCON8497	RCON8498	RCON8499	3.
	19,779	19,408	0	0	
4. Mortgage-backed securities (MBS):					4.
a. Pass-through securities:					4.a.
1. Guaranteed by GNMA.....	RCON1698	RCON1699	RCON1701	RCON1702	4.a.1.
	887	902	0	0	
2. Issued by FNMA and FHLMC.....	RCON1703	RCON1705	RCON1706	RCON1707	4.a.2.
	22,005	21,672	0	0	
3. Other pass-through securities.....	RCON1709	RCON1710	RCON1711	RCON1713	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.....	RCON1714	RCON1715	RCON1716	RCON1717	4.b.1.
	0	0	0	0	
2. Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON1718	RCON1719	RCON1731	RCON1732	4.b.2.
	0	0	0	0	
3. All other mortgage-backed securities.....	RCON1733	RCON1734	RCON1735	RCON1736	4.b.3.
	0	0	0	0	
5. Asset-backed securities (ABS).....	RCONC026	RCONC988	RCONC989	RCONC027	5.
	0	0	0	0	
6. Other debt securities:					6.
a. Other domestic debt securities.....	RCON1737	RCON1738	RCON1739	RCON1741	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	
	RCON1742	RCON1743	RCON1744	RCON1746	
b. Foreign debt securities.....	0	0	0	0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values.....			RCONA510	RCONA511	
			2,000	2,175	7.
	RCON1754	RCON1771	RCON1772	RCON1773	
8. Total.....	43,317	42,628	2,000	2,175	8.

Schedule RC-B - Securities

Dollar amounts in thousands

1. Pledged securities.....	RCON0416	646	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.....	RCONA549	646	M.2.a.1.
2. Over three months through 12 months.....	RCONA550	0	M.2.a.2.
3. Over one year through three years.....	RCONA551	0	M.2.a.3.
4. Over three years through five years.....	RCONA552	0	M.2.a.4.
5. Over five years through 15 years.....	RCONA553	590	M.2.a.5.
6. Over 15 years.....	RCONA554	19,189	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.....	RCONA555	0	M.2.b.1.
2. Over three months through 12 months.....	RCONA556	0	M.2.b.2.
3. Over one year through three years.....	RCONA557	0	M.2.b.3.
4. Over three years through five years.....	RCONA558	0	M.2.b.4.
5. Over five years through 15 years.....	RCONA559	0	M.2.b.5.
6. Over 15 years.....	RCONA560	22,892	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.....	RCONA561	0	M.2.c.1.
2. Over three years.....	RCONA562	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).....	RCONA248	646	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).....	RCON1778	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.....	RCON8782	0	M.4.a.
b. Fair value.....	RCON8783	0	M.4.b.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands		(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets		(Column B) To Be Completed by All Banks	
1. Loans secured by real estate:					
a. Construction, land development, and other land loans.....				RCON1415	6
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	3,928
2. Closed-end loans secured by 1-4 family residential properties:					
a. Secured by first liens.....				RCON5367	65,545
b. Secured by junior liens.....				RCON5368	11,798
d. Secured by multifamily (5 or more) residential properties.....				RCON1460	0
e. Secured by nonfarm nonresidential properties.....				RCON1480	0
2. Loans to depository institutions and acceptances of other banks.....				RCON1288	300,000
a. To commercial banks in the U.S.:					
1. To U.S. branches and agencies of foreign banks.....	RCONB532	300,000			
2. To other commercial banks in the U.S.....	RCONB533	0			
b. To other depository institutions in the U.S.....	RCONB534	0			
c. To banks in foreign countries:					
1. To foreign branches of other U.S. banks.....	RCONB536	0			
2. To other banks in foreign countries.....	RCONB537	0			
3. Loans to finance agricultural production and other loans to farmers.....				RCON1590	0
4. Commercial and industrial loans.....				RCON1766	0
a. To U.S. addressees (domicile).....	RCON1763	0			
b. To non-U.S. addressees (domicile).....	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.....				RCONB538	16,603,904
b. Other revolving credit plans.....				RCONB539	0
c. Other consumer loans (includes single payment, installment, and all student loans).....				RCON2011	41,021
7. Loans to foreign governments and official institutions (including foreign central banks).....				RCON2081	0
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.....				RCON2107	0
9. Other loans.....				RCON1563	526
a. Loans for purchasing or carrying securities (secured and unsecured).....	RCON1545	0			
b. All other loans (exclude consumer loans).....	RCON1564	526			
10. Lease financing receivables (net of unearned income).....				RCON2165	0
a. Of U.S. addressees (domicile).....	RCON2182	0			
b. Of non-U.S. addressees (domicile).....	RCON2183	0			
11. Any unearned income on loans reflected in items 1-9 above.....				RCON2123	0
12. Total loans and leases, net of unearned income.....				RCON2122	17,026,728

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) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures).....	RCON1616	0	M.1.
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 (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:			M.2.a.
1. Three months or less.....	RCONA564	110	M.2.a.1.
2. Over three months through 12 months.....	RCONA565	501	M.2.a.2.
3. Over one year through three years.....	RCONA566	1,282	M.2.a.3.
4. Over three years through five years.....	RCONA567	430	M.2.a.4.
5. Over five years through 15 years.....	RCONA568	7,515	M.2.a.5.
6. Over 15 years.....	RCONA569	55,468	M.2.a.6.
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:			M.2.b.
1. Three months or less.....	RCONA570	10,990,493	M.2.b.1.
2. Over three months through 12 months.....	RCONA571	2,967,373	M.2.b.2.
3. Over one year through three years.....	RCONA572	2,886,182	M.2.b.3.
4. Over three years through five years.....	RCONA573	59,571	M.2.b.4.
5. Over five years through 15 years.....	RCONA574	12,212	M.2.b.5.
6. Over 15 years.....	RCONA575	371	M.2.b.6.
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status).....	RCONA247	302,230	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 B.....	RCON2746	0	M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B).....	RCON5370	2,257	M.4.
5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, items 1.a through 1.e, column B).....	RCONB837	0	M.5.
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.....	RCONC391	1,017,430	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.....	RCONC779	0	M.7.a.
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9.....	RCONC780	0	M.7.b.

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

Dollar amounts in thousands

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" reported in Schedule RC-C, part I, item 1.e, and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4, have original amounts of \$100,000 or less.....	RCON6999	NR	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" reported in Schedule RC-C, part I, item 1.e.....	RCON5562	NR	2.a.
b. "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4.....	RCON5563	NR	2.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	
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e:					
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" reported in Schedule RC-C, part I, item 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				
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)" reported in Schedule RC-C, part I, item 1.b, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3, have original amounts of \$100,000 or less.....		RCON6860	NR	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)" reported in Schedule RC-C, part I, item 1.b.....	RCON5576	NR		6.a.
b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3.....	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)" reported in Schedule RC-C, part I, item 1.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" reported in Schedule RC-C, part I, item 3:					
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			
1. U.S. Treasury securities.....	RCON3531	NR	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities).....	RCON3532	NR	2.
3. Securities issued by states and political subdivisions in the U.S.....	RCON3533	NR	3.
4. Mortgage-backed securities (MBS):			4.

Dollar amounts in thousands

a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON3534	NR	4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	RCON3535	NR	4.b.
c. All other mortgage-backed securities.....	RCON3536	NR	4.c.
5. Other debt securities.....	RCON3537	NR	5.
6. Not applicable			6.
7. Not applicable			7.
8. Not applicable			8.
9. Other trading assets.....	RCON3541	NR	9.
10. Not applicable			10.
11. Derivatives with a positive fair value.....	RCON3543	NR	11.
12. Total trading assets.....	RCON3545	0	12.
13. Liability for short positions	RCON3546	NR	13.
14. Derivatives with a negative fair value.....	RCON3547	NR	14.
15. Total trading liabilities.....	RCON3548	0	15.

Schedule RC-E - Deposit Liabilities

	(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 92,520		RCONB550 14,876,196	1.
2. U.S. Government.....	0		0	2.
3. States and political subdivisions in the U.S.....	162		9,377	3.
4. Commercial banks and other depository institutions in the U.S.....	27,611		0	4.
5. Banks in foreign countries.....	0		0	5.
6. Foreign governments and official institutions (including foreign central banks).....	0		0	6.
7. Total.....	120,293	94,117	14,885,573	7.

Schedule RC-E - Deposit Liabilities

Dollar amounts in thousands

1. Selected components of total deposits:			
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts.....	RCON6835	3,708	M.1.a.
b. Total brokered deposits.....	RCON2365	12,566,228	M.1.b.
c. Fully insured brokered deposits (included in Memorandum item 1.b above):			M.1.c.
1. Issued in denominations of less than \$100,000.....	RCON2343	6,312	M.1.c.1.

Dollar amounts in thousands

2. Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less.....	RCON2344	12,234,916	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	709	M.1.d.1.
2. Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less.....	RCONA244	6,627,175	M.1.d.2.
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only).....	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	1,672,963	M.2.a.1.
2. Other savings deposits (excludes MMDAs).....	RCON0352	3,800	M.2.a.2.
b. Total time deposits of less than \$100,000.....	RCON6648	1,079,860	M.2.b.
c. Total time deposits of \$100,000 or more.....	RCON2604	12,128,950	M.2.c.
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	241,093	M.3.a.1.
2. Over three months through 12 months.....	RCONA580	481,670	M.3.a.2.
3. Over one year through three years.....	RCONA581	238,037	M.3.a.3.
4. Over three years.....	RCONA582	119,060	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	722,763	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	3,383,323	M.4.a.1.
2. Over three months through 12 months.....	RCONA585	2,693,293	M.4.a.2.
3. Over one year through three years.....	RCONA586	4,021,775	M.4.a.3.
4. Over three years.....	RCONA587	2,030,559	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	6,076,616	M.4.b.

Schedule RC-F - Other Assets

Dollar amounts in thousands

1. Accrued interest receivable.....	RCONB556	90,642	1.
2. Net deferred tax assets.....	RCON2148	55,466	2.
3. Interest-only strips receivable (not in the form of a security) on:			3.
a. Mortgage loans.....	RCONA519	0	3.a.
b. Other financial assets.....	RCONA520	248,324	3.b.
4. Equity securities that DO NOT have readily determinable fair values.....	RCON1752	21,426	4.
5. Life insurance assets.....	RCONC009	0	5.
6. All other assets.....	RCON2168	1,181,690	6.
a. Prepaid expenses.....	RCON2166	0	6.a.
b. Repossessed personal property (including vehicles).....	RCON1578	0	6.b.
c. Derivatives with a positive fair value held for purposes other than trading.....	RCONC010	0	6.c.
d. Retained interests in accrued interest receivable related to securitized credit cards....	RCONC436	522,843	6.d.
e. Disclose component and the dollar amount of that component:			6.e.

Dollar amounts in thousands

1. Describe component.....	TEXT3549	Click here for value	6.e.1.
2. Amount of component.....	RCON3549	541,346	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.....	RCON3550	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.....	RCON3551	0	6.g.2.
7. Total.....	RCON2160	1,597,548	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.....	RCON3645	177,747	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable).....	RCON3646	1,105,258	1.b.
2. Net deferred tax liabilities.....	RCON3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	RCONB557	0	3.
4. All other liabilities.....	RCON2938	57,602	4.
a. Accounts payable.....	RCON3066	0	4.a.
b. Deferred compensation liabilities.....	RCONC011	0	4.b.
c. Dividends declared but not yet payable.....	RCON2932	0	4.c.
d. Derivatives with a negative fair value held for purposes other than trading.....	RCONC012	49,127	4.d.
e. Disclose component and the dollar amount of that component:			4.e.
1. Describe component.....	TEXT3552		4.e.1.
2. Amount of component.....	RCON3552	0	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.....	RCON3553	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.....	RCON3554	0	4.g.2.
5. Total.....	RCON2930	1,340,607	5.

Schedule RC-K - Quarterly Averages

Dollar amounts in thousands

1. Interest-bearing balances due from depository institutions.....	RCON3381	0	1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RCONB558	642	2.
3. Mortgage-backed securities.....	RCONB559	23,228	3.
4. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RCONB560	11,607	4.
5. Federal funds sold and securities purchased under agreements to resell.....	RCON3365	493,933	5.
6. Loans:			6.
a. Total loans.....	RCON3360	18,962,085	6.a.
b. Loans secured by real estate.....	RCON3385	117,482	6.b.
c. Commercial and industrial loans.....	RCON3387	0	6.c.

Dollar amounts in thousands

d. Loans to individuals for household, family, and other personal expenditures:			6.d.
1. Credit cards.....	RCONB561	18,539,727	6.d.1.
2. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RCONB562	45,473	6.d.2.
7. Trading assets.....	RCON3401	0	7.
8. Lease financing receivables (net of unearned income).....	RCON3484	0	8.
9. Total assets.....	RCON3368	21,298,019	9.
10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits).....	RCON3485	13,420	10.
11. Nontransaction accounts:			11.
a. Savings deposits (includes MMDAs).....	RCONB563	932,697	11.a.
b. Time deposits of \$100,000 or more.....	RCONA514	12,624,741	11.b.
c. Time deposits of less than \$100,000.....	RCONA529	1,111,107	11.c.
12. Federal funds purchased and securities sold under agreements to repurchase.....	RCON3353	0	12.
13. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases).....	RCON3355	1,655,888	13.
1. Loans to finance agricultural production and other loans to farmers	RCON3386	0	M.1.

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

Dollar amounts in thousands

1. Unused commitments:			1.
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines.....	RCON3814	5,814	1.a.
b. Credit card lines.....	RCON3815	242,044,050	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.....	RCON3816	0	1.c.1.
2. Commitments to fund commercial real estate, construction, and land development loans not secured by real estate.....	RCON6550	0	1.c.2.
d. Securities underwriting.....	RCON3817	0	1.d.
e. Other unused commitments.....	RCON3818	36,129	1.e.
2. Financial standby letters of credit.....	RCON3819	0	2.
a. Amount of financial standby letters of credit conveyed to others.....	RCON3820	0	2.a.
3. Performance standby letters of credit.....	RCON3821	0	3.
a. Amount of performance standby letters of credit conveyed to others.....	RCON3822	0	3.a.
4. Commercial and similar letters of credit.....	RCON3411	0	4.
5. Not applicable			5.
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank).....	RCON3433	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.....	RCONC968	0	RCONC969	0	7.a.1.
2. Total return swaps.....	RCONC970	0	RCONC971	0	7.a.2.
3. Credit options.....	RCONC972	0	RCONC973	0	7.a.3.
4. Other credit derivatives.....	RCONC974	0	RCONC975	0	7.a.4.
b. Gross fair values:					7.b.
1. Gross positive fair value.....	RCONC219	0	RCONC221	0	7.b.1.

Dollar amounts in thousands	(Column A) Guarantor		(Column B) Beneficiary	
2. Gross negative fair value.....	RCONC220	0	RCONC222	0

7.b.2.

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

Dollar amounts in thousands

8. Spot foreign exchange contracts.....	RCON8765	0	8.
9. All other off-balance sheet liabilities (exclude derivatives).....	RCON3430	0	9.
a. Securities borrowed.....	RCON3432	0	9.a.
b. Commitments to purchase when-issued securities.....	RCON3434	0	9.b.
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf...	RCONC978	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.....	RCON3555	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.....	RCON3556	0	9.e.2.
f. Disclose component and the dollar amount of that component:			9.f.
1. Describe component.....	TEXT3557		9.f.1.
2. Amount of component.....	RCON3557	0	9.f.2.
10. All other off-balance sheet assets (exclude derivatives).....	RCON5591	0	10.
a. Commitments to sell when-issued securities.....	RCON3435	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.....	RCON5592	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.....	RCON5593	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.....	RCON5594	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.....	RCON5595	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.....	RCONC223	0	11.a.
b. Sales for which the reporting bank is the agent bank with risk.....	RCONC224	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.
	RCON8693	RCON8694	RCON8695	RCON8696	
a. Futures contracts.....	0	0	0	0	12.a.
	RCON8697	RCON8698	RCON8699	RCON8700	
b. Forward contracts.....	0	0	0	0	12.b.
c. Exchange-traded option contracts:					12.c.
	RCON8701	RCON8702	RCON8703	RCON8704	
1. Written options.....	0	0	0	0	12.c.1.
	RCON8705	RCON8706	RCON8707	RCON8708	
2. Purchased options.....	0	0	0	0	12.c.2.
d. Over-the-counter option contracts:					12.d.
	RCON8709	RCON8710	RCON8711	RCON8712	
1. Written options.....	0	0	0	0	12.d.1.
	RCON8713	RCON8714	RCON8715	RCON8716	
2. Purchased options.....	0	0	0	0	12.d.2.
e. Swaps.....	1,210,500	0	0	0	12.e.
	RCONA126	RCONA127	RCON8723	RCON8724	
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.....	1,210,500	0	0	0	14.
	RCONA589				
a. Interest rate swaps where the bank has agreed to pay a fixed rate.....	0				14.a.
15. Not available					15.
a. Contracts held for trading:					15.a.
	RCON8733	RCON8734	RCON8735	RCON8736	
1. Gross positive fair value.....	0	0	0	0	15.a.1.
	RCON8737	RCON8738	RCON8739	RCON8740	
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
	RCO8741	RCO8742	RCO8743	RCO8744
	0	0	0	0
	RCO8745	RCO8746	RCO8747	RCO8748
	49,127	0	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.....	RCON6164	513	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.....	RCON6165	0	1.b.
2. Intangible assets other than goodwill:			2.
a. Mortgage servicing assets.....	RCON3164	0	2.a.
1. Estimated fair value of mortgage servicing assets.....	RCONA590	0	2.a.1.
b. Purchased credit card relationships and nonmortgage servicing assets.....	RCONB026	0	2.b.
c. All other identifiable intangible assets.....	RCON5507	0	2.c.
d. Total.....	RCON0426	0	2.d.
3. Other real estate owned:			3.
a. Direct and indirect investments in real estate ventures.....	RCON5372	0	3.a.
b. All other real estate owned:			3.b.
1. Construction, land development, and other land.....	RCON5508	0	3.b.1.
2. Farmland.....	RCON5509	0	3.b.2.
3. 1-4 family residential properties.....	RCON5510	53	3.b.3.
4. Multifamily (5 or more) residential properties.....	RCON5511	0	3.b.4.
5. Nonfarm nonresidential properties.....	RCON5512	0	3.b.5.
6. Foreclosed properties from "GNMA loans".....	RCONC979	0	3.b.6.
c. Total.....	RCON2150	53	3.c.
4. Investments in unconsolidated subsidiaries and associated companies:			4.
a. Direct and indirect investments in real estate ventures.....	RCON5374	0	4.a.
b. All other investments in unconsolidated subsidiaries and associated companies.....	RCON5375	0	4.b.
c. Total.....	RCON2130	0	4.c.
5. Other borrowed money:			5.
a. Federal Home Loan Bank advances:			5.a.
1. With a remaining maturity of one year or less.....	RCON2651	0	5.a.1.
2. With a remaining maturity of more than one year through three years.....	RCONB565	0	5.a.2.
3. With a remaining maturity of more than three years.....	RCONB566	0	5.a.3.
b. Other borrowings:			5.b.
1. With a remaining maturity of one year or less.....	RCONB571	0	5.b.1.
2. With a remaining maturity of more than one year through three years.....	RCONB567	249,657	5.b.2.
3. With a remaining maturity of more than three years.....	RCONB568	39,700	5.b.3.
c. Total.....	RCON3190	289,357	5.c.
6. Does the reporting bank sell private label or third party mutual funds and annuities?.....	RCONB569	No	6.
7. Assets under the reporting bank's management in proprietary mutual funds and annuities.	RCONB570	0	7.
8. Primary Internet Web site address of the 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?.....	RCON4088	Yes	9.

(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:			
	RCON2759	RCON2769	RCON3492
a. Construction, land development, and other land loans.....	0	0	0
	RCON3493	RCON3494	RCON3495
b. Secured by farmland.....	0	0	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.....	RCON5398	RCON5399	RCON5400
	0	0	0
2. Closed-end loans secured by 1-4 family residential properties:			
a. Secured by first liens.....	537	0	239
	RCONC238	RCONC239	RCONC230
b. Secured by junior liens.....	0	0	0
	RCON3499	RCON3500	RCON3501
d. Secured by multifamily (5 or more) residential properties.....	0	0	0
	RCON3502	RCON3503	RCON3504
e. Secured by nonfarm nonresidential properties.....	0	0	0
	RCONB834	RCONB835	RCONB836
2. Loans to depository institutions and acceptances of other banks.....	0	0	0
3. Not applicable			
	RCON1606	RCON1607	RCON1608
4. Commercial and industrial loans.....	0	0	0
5. Loans to individuals for household, family, and other personal expenditures:			
a. Credit cards.....	237,541	210,212	44,866
	RCONB575	RCONB576	RCONB577
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	743	280	115
	RCONB578	RCONB579	RCONB580
	RCON5389	RCON5390	RCON5391
6. Loans to foreign governments and official institutions.....	0	0	0
	RCON5459	RCON5460	RCON5461
7. All other loans.....	0	0	0
	RCON1226	RCON1227	RCON1228
8. Lease financing receivables.....	0	0	0
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	RCON3505	RCON3506	RCON3507
	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.....	RCON5612	RCON5613	RCON5614
	0	0	0
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans").....	RCON5615	RCON5616	RCON5617
	0	0	0
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above.....	RCONC866	RCONC867	RCONC868
	0	0	0

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. 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).....		RCON1658	RCON1659	RCON1661	
		0	0	0	M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above.....		RCON6558	RCON6559	RCON6560	
		0	0	0	M.2.
3. Not available					M.3.
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above).....		RCON1248	RCON1249	RCON1250	
		0	0	0	M.3.a.
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above).....		RCON5380	RCON5381	RCON5382	
		0	0	0	M.3.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above).....		RCON1254	RCON1255	RCON1256	
		0	0	0	M.3.c.
d. Lease financing receivables of non-U.S. addressees (domicile) (included in Schedule RC-N, item 8, above).....		RCON1271	RCON1272	RCON1791	
		0	0	0	M.3.d.
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above).....		RCON1594	RCON1597	RCON1583	
		0	0	0	M.4.
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above).....		RCONC240	RCONC241	RCONC226	
		0	0	0	M.5.

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.....		RCON3529	0	RCON3530	0
					M.6.

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

Dollar amounts in thousands				
1. Unposted debits:				1.
a. Actual amount of all unposted debits.....		RCON0030	0	1.a.
b. Separate amount of unposted debits:				1.b.
1. Actual amount of unposted debits to demand deposits.....		RCON0031	0	1.b.1.
2. Actual amount of unposted debits to time and savings deposits.....		RCON0032	0	1.b.2.
2. Unposted credits:				2.
a. Actual amount of all unposted credits.....		RCON3510	0	2.a.
b. Separate amount of unposted credits:				2.b.
1. Actual amount of unposted credits to demand deposits.....		RCON3512	0	2.b.1.
2. Actual amount of unposted credits to time and savings deposits.....		RCON3514	0	2.b.2.
3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits).....		RCON3520	0	3.
4. Deposits of consolidated subsidiaries (not included in total deposits):				4.
a. Demand deposits of consolidated subsidiaries.....		RCON2211	0	4.a.
b. Time and savings deposits of consolidated subsidiaries.....		RCON2351	0	4.b.
c. Interest accrued and unpaid on deposits of consolidated subsidiaries.....		RCON5514	0	4.c.
5. Not applicable				5.

Dollar amounts in thousands

6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:			6.
a. Amount reflected in demand deposits (included in Schedule RC-E, item 7, column B).....	RCON2314	0	6.a.
b. Amount reflected in time and savings deposits (included in Schedule RC-E, item 7, column A or C, but not column B).....	RCON2315	0	6.b.
7. Unamortized premiums and discounts on time and savings deposits:			7.
a. Unamortized premiums.....	RCON5516	0	7.a.
b. Unamortized discounts.....	RCON5517	49,233	7.b.
8. To be completed by banks with "Oakar deposits."			8.
a. Deposits purchased or acquired from other FDIC-insured institutions during the quarter:			8.a.
1. Total deposits purchased or acquired from other FDIC-insured institutions during the quarter.....	RCONA531	0	8.a.1.
2. Amount of purchased or acquired deposits reported in item 8.a.(1) above attributable to a secondary fund (i.e., BIF members report deposits attributable to SAIF; SAIF members report deposits attributable to BIF).....	RCONA532	0	8.a.2.
b. Total deposits sold or transferred to other FDIC-insured institutions during the quarter.	RCONA533	0	8.b.
9. Deposits in lifeline accounts			9.
10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits).....	RCON8432	0	10.
11. Adjustments to demand deposits reported in Schedule RC-E for certain reciprocal demand balances:			11.
a. Amount by which demand deposits would be reduced if the reporting bank's reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions that were reported on a gross basis in Schedule RC-E had been reported on a net basis.....	RCON8785	0	11.a.
b. Amount by which demand deposits would be increased if the reporting bank's reciprocal demand balances with foreign banks and foreign offices of other U.S. banks (other than insured branches in Puerto Rico and U.S. territories and possessions) that were reported on a net basis in Schedule RC-E had been reported on a gross basis.....	RCONA181	0	11.b.
c. Amount by which demand deposits would be reduced if cash items in process of collection were included in the calculation of the reporting bank's net reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions in Schedule RC-E.....	RCONA182	0	11.c.
12. Amount of assets netted against deposit liabilities on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles (exclude amounts related to reciprocal demand balances):			12.
a. Amount of assets netted against demand deposits.....	RCONA527	0	12.a.
b. Amount of assets netted against time and savings deposits.....	RCONA528	0	12.b.
1. Total deposits of the bank:			M.1.
a. Deposit account of \$100,000 or less:			M.1.a.
1. Amount of deposit accounts of \$100,000 or less.....	RCON2702	1,812,991	M.1.a.1.
2. Number of deposit accounts of \$100,000 or less.....	RCON3779	NR	M.1.a.2.
b. Deposit accounts of more than \$100,000:			M.1.b.
1. Amount of deposit accounts of more than \$100,000.....	RCON2710	13,192,875	M.1.b.1.
2. Number of deposit accounts of more than \$100,000.....	RCON2722	5363	M.1.b.2.
2. Estimated amount of uninsured deposits.....	RCON5597	531,037	M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent saving 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-R - Regulatory Capital

Dollar amounts in thousands

1. Total equity capital (from Schedule RC, item 28).....	RCON3210	3,591,814	1.
2. Net unrealized gains (losses) on available-for-sale securities.....	RCON8434	113	2.
3. Net unrealized loss on available-for-sale equity securities.....	RCONA221	0	3.
4. Accumulated net gains (losses) on cash flow hedges.....	RCON4336	0	4.
5. Nonqualifying perpetual preferred stock.....	RCONB588	0	5.
6. Qualifying minority interests in consolidated subsidiaries.....	RCONB589	0	6.
7. Disallowed goodwill and other disallowed intangible assets.....	RCONB590	0	7.
8. Subtotal.....	RCONC227	3,591,701	8.
9. Not available			9.
a. Disallowed servicing assets and purchased credit card relationships.....	RCONB591	0	9.a.
b. Disallowed deferred tax assets.....	RCON5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital.....	RCONB592	0	10.
11. Tier 1 capital.....	RCON8274	3,591,701	11.
12. Qualifying subordinated debt and redeemable preferred stock.....	RCON5306	0	12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital.....	RCONB593	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital.....	RCON5310	332,796	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....	RCON2221	51	15.
16. Other Tier 2 capital components.....	RCONB594	0	16.
17. Tier 2 capital.....	RCON5311	332,847	17.
18. Allowable Tier 2 capital.....	RCON8275	332,847	18.
19. Tier 3 capital allocated for market risk.....	RCON1395	0	19.
20. Deductions for total risk-based capital.....	RCONB595	0	20.
21. Total risk-based capital.....	RCON3792	3,924,548	21.
22. Average total assets (from Schedule RC-K, item 9).....	RCON3368	21,298,019	22.
23. Disallowed goodwill and other disallowed intangible assets (from item 7 above).....	RCONB590	0	23.
24. Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	RCONB591	0	24.
25. Disallowed deferred tax assets (from item 9.b above).....	RCON5610	0	25.
26. Other deductions from assets for leverage capital purposes.....	RCONB596	0	26.
27. Average total assets for leverage capital purposes.....	RCONA224	21,298,019	27.
28. Not available			28.
a. Adjustment to Tier 1 capital reported in item 11.....	RCONC228	0	28.a.
b. Adjustment to total risk-based capital reported in item 21.....	RCONB503	0	28.b.
29. Adjustment to risk-weighted assets reported in item 62.....	RCONB504	0	29.
30. Adjustment to average total assets reported in item 27.....	RCONB505	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.....	RCON7273	0	RCON7204	0.16864	31.
32. Tier 1 risk-based capital ratio.....	RCON7274	0	RCON7206	0.167111	32.
33. Total risk-based capital ratio.....	RCON7275	0	RCON7205	0.182598	33.

Dollar amounts in thousands

	(Column A) Face Value or Notional Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
47. Risk participations in bankers acceptances acquired by the reporting institution.....	RCON3429	RCONB660	RCONB661	RCONB662		RCONB663
	0	0	0	0		0
48. Securities lent.....	RCON3433	RCONB664	RCONB665	RCONB666	RCONB667	RCONB668
	0	0	0	0	0	0
49. Retained recourse on small business obligations sold with recourse.....	RCONA250	RCONB669	RCONB670	RCONB671	RCONB672	RCONB673
	0	0	0	0	0	0
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement..	RCONB541	RCONB542				RCONB543
	682,974	3,742,698				3,742,698
	RCONB675	RCONB676	RCONB677	RCONB678	RCONB679	RCONB680
51. All other financial assets sold with recourse.....	0	0	0	0	0	0
	RCONB681	RCONB682	RCONB683	RCONB684	RCONB685	RCONB686
52. All other off-balance sheet liabilities.....	0	0	0	0	0	0
53. Unused commitments with an original maturity exceeding one year.....	RCON3833	RCONB687	RCONB688	RCONB689	RCONB690	RCONB691
	41,943	20,972	0	0	0	20,972
		RCONA167	RCONB693	RCONB694	RCONB695	
54. Derivative contracts.....		13,603	0	0	13,603	
55. Total assets, derivatives, and off-balance sheet items by risk weight category.....			RCONB696	RCONB697	RCONB698	RCONB699
			2,847	2,538,808	79,358	21,281,813
56. Risk weight factor						
			RCONB700	RCONB701	RCONB702	RCONB703
57. Risk-weighted assets by risk weight category.....			0	507,762	39,679	21,281,813
						RCON1651
58. Market risk equivalent assets.....						0
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve.....						RCONB704
						21,829,254
						RCONA222
60. Excess allowance for loan and lease losses.....						336,404
						RCON3128
61. Allocated transfer risk reserve.....						0
						RCONA223
62. Total risk-weighted assets.....						21,492,850

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....	RCON8764	0	M.1.
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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.
a. Interest rate contracts.....	140,000	245,500	825,000	M.2.a.
b. Foreign exchange contracts.....	0	0	0	M.2.b.
c. Gold contracts.....	0	0	0	M.2.c.
d. Other precious metals contracts.....	0	0	0	M.2.d.
e. Other commodity contracts.....	0	0	0	M.2.e.
f. Equity derivative contracts.....	0	0	0	M.2.f.
g. Credit derivative contracts:				M.2.g.
1. Investment grade.....	0	0	0	M.2.g.1.
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.....	RCONB705	RCONB706	RCONB707	RCONB708	RCONB709	RCONB710	RCONB711
	0	0	25,981,042	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).....	RCONB712	RCONB713	RCONB714	RCONB715	RCONB716	RCONB717	RCONB718
	0	0	248,324	0	0	0	0
b. Subordinated securities and other residual interests.....	RCONC393	RCONC394	RCONC395	RCONC396	RCONC397	RCONC398	RCONC399
	0	0	522,843	0	0	0	0
c. Standby letters of credit and other enhancements.....	RCONC400	RCONC401	RCONC402	RCONC403	RCONC404	RCONC405	RCONC406
	0	0	0	0	0	0	0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1.....	RCONB726	RCONB727	RCONB728	RCONB729	RCONB730	RCONB731	RCONB732
	0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:							
a. 30-89 days past due.....	RCONB733	RCONB734	RCONB735	RCONB736	RCONB737	RCONB738	RCONB739
	0	0	473,425	0	0	0	0
b. 90 days or more past due.....	RCONB740	RCONB741	RCONB742	RCONB743	RCONB744	RCONB745	RCONB746
	0	0	423,979	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	410,561	0	0	0	0
b. Recoveries.....	RIADB754	RIADB755	RIADB756	RIADB757	RIADB758	RIADB759	RIADB760
	0	0	82,028	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).....		RCONB761	RCONB762			RCONB763	
		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.....	RCONA249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date.....	RCONA250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others:			M.2.
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	RCONB804	0	M.2.a.
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	RCONB805	0	M.2.b.
c. Other financial assets (includes home equity lines).....	RCONA591	25,981,042	M.2.c.
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..	RCONB806	0	M.3.a.1.
2. Conduits sponsored by other unrelated institutions.....	RCONB807	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..	RCONB808	0	M.3.b.1.
2. Conduits sponsored by other unrelated institutions.....	RCONB809	0	M.3.b.2.
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C.....	RCONC407	2,231,013	M.4.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

1. Does the institution have fiduciary powers?.....	RCONA345	No	1.
2. Does the institution exercise the fiduciary powers it has been granted?.....	RCONA346	No	2.
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule?.....	RCONB867	No	3.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands		(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts
		RCONB868	RCONB869	RCONB870	RCONB871
4. Personal trust and agency accounts.....		NR	NR	NR	NR
5. Retirement related trust and agency accounts:					
a. Employee benefit - defined contribution.....		NR	NR	NR	NR
b. Employee benefit - defined benefit.....		NR	NR	NR	NR
c. Other retirement accounts.....		NR	NR	NR	NR
6. Corporate trust and agency accounts.....		NR	NR	NR	NR
7. Investment management agency accounts.....		NR		NR	
8. Other fiduciary accounts.....		NR	NR	NR	NR
9. Total fiduciary accounts.....		0	0	0	0
10. Custody and safekeeping accounts.....			NR		NR
11. Not applicable					

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.
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.....	RCONB913	NR	M.1.a.
b. Interest-bearing deposits.....	RCONB914	NR	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations.....	RCONB915	NR	M.1.c.
d. State, county and municipal obligations.....	RCONB916	NR	M.1.d.
e. Money market mutual funds.....	RCONB917	NR	M.1.e.
f. Other short-term obligations.....	RCONB918	NR	M.1.f.
g. Other notes and bonds.....	RCONB919	NR	M.1.g.
h. Common and preferred stocks.....	RCONB920	NR	M.1.h.
i. Real estate mortgages.....	RCONB921	NR	M.1.i.
j. Real estate.....	RCONB922	NR	M.1.j.
k. Miscellaneous assets.....	RCONB923	NR	M.1.k.
l. Total managed assets held in personal trust and agency accounts.....	RCONB868	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.....	RCONB927	NR	M.2.a.
b. Transfer agent, registrar, paying agent, and other corporate agency.....	RCONB929	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.....	RCONB931	NR	M.3.a.
b. International/Global equity.....	RCONB933	NR	M.3.b.
c. Stock/Bond blend.....	RCONB935	NR	M.3.c.
d. Taxable bond.....	RCONB937	NR	M.3.d.
e. Municipal bond.....	RCONB939	NR	M.3.e.
f. Short term investments/Money market.....	RCONB941	NR	M.3.f.

Dollar amounts in thousands	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
g. Specialty/Other.....	RCONB943	NR	RCONB944	NR	M.3.g.
h. Total collective investment funds.....	RCONB945	0	RCONB946	0	M.3.h.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands	(Column A)	(Column B)	(Column C)	
	Gross Losses Managed Accounts	Gross Losses Non-Managed Accounts	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			
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c. Differences in Detail of Reports			1.c.
d. Shifts in Reporting Status			1.d.
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3. Preparation of the Reports			3.
4. Signatures			4.
a. Officer Declaration			4.a.
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14. Miscellaneous General Instructions			14.
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Dollar amounts in thousands

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Dollar amounts in thousands

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Dollar amounts in thousands

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Dollar amounts in thousands

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Dollar amounts in thousands

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