

Federal Financial Institutions Examination Council

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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	12/31/2007
Report Type	031
RSSD-ID	30810
FDIC Certificate Number	5649
OCC Charter Number	0
ABA Routing Number	31100649
Last updated on	1/30/2008

Bank Demographic Information

Dollar amounts in thousands

1. Reporting date.....	RCON9999	20071231	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.....	RIAD4011		3,533	1.a.1.a.
b. Loans to finance agricultural production and other loans to farmers.....	RIAD4024		0	1.a.1.b.
c. Commercial and industrial loans.....	RIAD4012		5,818	1.a.1.c.
d. Loans to individuals for household, family, and other personal expenditures:				1.a.1.d.
1. Credit cards.....	RIADB485		2,272,250	1.a.1.d.1.
2. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB486		5,085	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		62,568	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		2,349,254	1.a.3.
b. Income from lease financing receivables.....	RIAD4065		0	1.b.
c. Interest income on balances due from depository institutions.....	RIAD4115		23,439	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		31	1.d.1.
2. Mortgage-backed securities.....	RIADB489		1,065	1.d.2.
3. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RIAD4060		2,652	1.d.3.

Dollar amounts in thousands

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	181,654	1.f.
g. Other interest income.....	RIAD4518	72,186	1.g.
h. Total interest income.....	RIAD4107	2,630,281	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	1,438	2.a.1.a.
b. Nontransaction accounts:			2.a.1.b.
1. Savings deposits (includes MMDAs).....	RIAD0093	180,375	2.a.1.b.1.
2. Time deposits of \$100,000 or more.....	RIADA517	36,065	2.a.1.b.2.
3. Time deposits of less than \$100,000.....	RIADA518	858,204	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	16,623	2.b.
c. Interest on trading liabilities and other borrowed money.....	RIAD4185	40,257	2.c.
d. Interest on subordinated notes and debentures.....	RIAD4200	0	2.d.
e. Total interest expense	RIAD4073	1,132,962	2.e.
3. Net interest income.....	RIAD4074	1,497,319	3.
4. Provision for loan and lease losses.....	RIAD4230	756,470	4.
5. Noninterest income:			5.
a. Income from fiduciary activities.....	RIAD4070	0	5.a.
b. Service charges on deposit accounts in domestic offices.....	RIAD4080	194	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	22,513	5.d.5.
e. Venture capital revenue.....	RIADB491	0	5.e.
f. Net servicing fees.....	RIADB492	542,232	5.f.
g. Net securitization income.....	RIADB493	1,797,120	5.g.
h. Not applicable			5.h.
i. Net gains (losses) on sales of loans and leases.....	RIAD5416	85,826	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	2,240	5.k.
l. Other noninterest income.....	RIADB497	550,808	5.l.
m. Total noninterest income.....	RIAD4079	3,000,933	5.m.
6. Not available			6.
a. Realized gains (losses) on held-to-maturity securities.....	RIAD3521	-4	6.a.
b. Realized gains (losses) on available-for-sale securities.....	RIAD3196	-11,404	6.b.
7. Noninterest expense:			7.
a. Salaries and employee benefits.....	RIAD4135	267,112	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	RIAD4217	34,442	7.b.
c. Not available			7.c.
1. Goodwill impairment losses.....	RIADC216	291,161	7.c.1.
2. Amortization expense and impairment losses for other intangible assets.....	RIADC232	103,886	7.c.2.

Dollar amounts in thousands

d. Other noninterest expense.....	RIAD4092	2,018,650	7.d.
e. Total noninterest expense.....	RIAD4093	2,715,251	7.e.
8. Income (loss) before income taxes and extraordinary items and other adjustments.....	RIAD4301	1,015,123	8.
9. Applicable income taxes (on item 8).....	RIAD4302	393,967	9.
10. Income (loss) before extraordinary items and other adjustments.....	RIAD4300	621,156	10.
11. Extraordinary items and other adjustments, net of income taxes.....	RIAD4320	0	11.
12. Net income (loss).....	RIAD4340	621,156	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	2,231	M.4.
5. Number of full-time equivalent employees at end of current period.....	RIAD4150	6365	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)).....	RIADF228	NR	M.12.

Schedule RI-A - Changes in Equity Capital

Dollar amounts in thousands

1. Total equity capital most recently reported for the December 31, 2006, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIAD3217	3,799,079	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	3,799,079	3.
4. Net income (loss).....	RIAD4340	621,156	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	1,635,000	9.
10. Other comprehensive income.....	RIADB511	9,428	10.
11. Other transactions with parent holding company (not included in items 5, 6, 8, or 9 above).....	RIAD4415	591,169	11.

Dollar amounts in thousands

12. Total equity capital end of current period.....	RIAD3210	3,385,832	12.
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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.....	RIAD3582	0	RIAD3583	0	1.a.
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	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 in domestic offices.....	RIAD3588	0	RIAD3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices..	RIAD3590	0	RIAD3591	0	1.e.
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	3,029	RIAD4617	44	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	838,421	RIADB515	160,605	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB516	1,765	RIADB517	960	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.
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	843,215	RIAD4605	161,609	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	297,160	M.4.
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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		
5. Construction, land development, and other land loans in domestic offices:						M.5.
a. 1-4 family residential construction loans.....	RIADC891	0	RIADC892	0		M.5.a.
b. Other construction loans and all land development and other land loans.....	RIADC893	0	RIADC894	0		M.5.b.
6. Loans secured by nonfarm nonresidential properties in domestic offices:						M.6.
a. Loans secured by owner-occupied nonfarm nonresidential properties.....	RIADC895	0	RIADC896	0		M.6.a.
b. Loans secured by other nonfarm nonresidential properties.....	RIADC897	0	RIADC898	0		M.6.b.

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, 2006, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIADB522	711,886		1.
2. Recoveries.....	RIAD4605	161,609		2.
3. Charge-offs.....	RIADC079	843,215		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	756,470		5.
6. Adjustments.....	RIADC233	0		6.
7. Balance end of current period.....	RIAD3123	786,750		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	219,571		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.
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.

Dollar amounts in thousands

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):			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	Net credit card fee income	1.f.1.
2. Amount of component.....	RIAD4461	507,872	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.
i. Net change in the fair values of financial instruments accounted for under a fair value option.....	RIADF229	0	1.i.
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	Click here for value	2.h.1.
2. Amount of component.....	RIAD4464	1,895,330	2.h.2.
i. Disclose component and the dollar amount of that component:			2.i.
1. Describe component.....	TEXT4467	Fraud losses	2.i.1.
2. Amount of component.....	RIAD4467	63,617	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.
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.

Dollar amounts in thousands

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		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	Click here for value	5.a.1.
2. Amount of component.....	RIAD4498	591,169	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

(TEXT4498) Capital contributions

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	1,087,119	1.a.
b. Interest-bearing balances.....	RCFD0071	2,082,953	1.b.
2. Securities:			2.
a. Held-to-maturity securities (from Schedule RC-B, column A).....	RCFD1754	78,722	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....	RCFD1773	109,497	2.b.
3. Federal funds sold and securities purchased under agreements to resell:			3.
a. Federal funds sold in domestic offices.....	RCONB987	1,194,500	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	1,355,262	4.a.

Dollar amounts in thousands

b. Loans and leases, net of unearned income.....	RCFDB528	23,486,330	4.b.
c. Allowance for loan and lease losses.....	RCFD3123	786,750	4.c.
d. Loans and leases, net of unearned income and allowance.....	RCFDB529	22,699,580	4.d.
5. Trading assets (from Schedule RC-D).....	RCFD3545	0	5.
6. Premises and fixed assets (including capitalized leases).....	RCFD2145	26,955	6.
7. Other real estate owned (from Schedule RC-M).....	RCFD2150	0	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	36,744	10.b.
11. Other assets (from Schedule RC-F).....	RCFD2160	2,028,810	11.
12. Total assets.....	RCFD2170	30,700,142	12.
13. Deposits:			13.
a. In domestic offices.....	RCON2200	25,370,500	13.a.
1. Noninterest-bearing.....	RCON6631	98,853	13.a.1.
2. Interest-bearing.....	RCON6636	25,271,647	13.a.2.
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II).....	RCFN2200	10,499	13.b.
1. Noninterest-bearing.....	RCFN6631	10,499	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	249,867	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	1,683,444	20.
21. Total liabilities.....	RCFD2948	27,314,310	21.
22. Minority interest in consolidated subsidiaries.....	RCFD3000	0	22.
23. Perpetual preferred stock and related surplus.....	RCFD3838	0	23.
24. Common stock.....	RCFD3230	573,350	24.
25. Surplus (exclude all surplus related to preferred stock).....	RCFD3839	904,918	25.
26. Not available			26.
a. Retained earnings.....	RCFD3632	1,897,942	26.a.
b. Accumulated other comprehensive income.....	RCFDB530	9,622	26.b.
27. Other equity capital components.....	RCFDA130	0	27.
28. Total equity capital.....	RCFD3210	3,385,832	28.
29. Total liabilities, minority interest, and equity capital.....	RCFD3300	30,700,142	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 2006.....	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	344,345				1.
a. Cash items in process of collection and unposted debits.....				RCON0020	343,727	1.a.
b. Currency and coin.....				RCON0080	616	1.b.
2. Balances due from depository institutions in the U.S.....				RCON0082	2,446,475	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	2,446,475				2.b.
3. Balances due from banks in foreign countries and foreign central banks.....				RCON0070	2	3.
a. Foreign branches of other U.S. banks.....	RCFD0073	79,312				3.a.
b. Other banks in foreign countries and foreign central banks.....	RCFD0074	299,438				3.b.
4. Balances due from Federal Reserve Banks.....	RCFD0090	502		RCON0090	502	4.
5. Total.....	RCFD0010	3,170,072		RCON0010	2,791,322	5.

Schedule RC-B - Securities

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	
	RCFD0211	RCFD0213	RCFD1286	RCFD1287	
1. U.S. Treasury securities.....	641	642	0	0	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities):					2.
a. Issued by U.S. Government agencies.....	0	0	0	0	2.a.
b. Issued by U.S. Government-sponsored agencies.....	0	0	0	0	2.b.
3. Securities issued by states and political subdivisions in the U.S.....	60,941	56,118	0	0	3.
4. Mortgage-backed securities (MBS):					4.
a. Pass-through securities:					4.a.
1. Guaranteed by GNMA.....	715	737	0	0	4.a.1.
2. Issued by FNMA and FHLMC.....	16,425	16,512	0	0	4.a.2.
3. Other pass-through securities.....	0	0	0	0	4.a.3.
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					4.b.
1. Issued or guaranteed by FNMA, FHLMC, or GNMA.....	0	0	0	0	4.b.1.
2. Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	0	0	0	0	4.b.2.
3. All other mortgage-backed securities.....	0	0	108,681	108,681	4.b.3.
5. Asset-backed securities (ABS).....	0	0	0	0	5.
6. Other debt securities:					6.
a. Other domestic debt securities.....	0	0	0	0	6.a.

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	RCFD1743	RCFD1744	RCFD1746	
b. Foreign debt securities.....	0	0	0	0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values.....			RCFDA510	RCFDA511	
			2,000	816	7.
	RCFD1754	RCFD1771	RCFD1772	RCFD1773	
8. Total.....	78,722	74,009	110,681	109,497	8.

Schedule RC-B - Securities

Dollar amounts in thousands

1. Pledged securities.....	RCFD0416	641	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	641	M.2.a.2.
3. Over one year through three years.....	RCFDA551	0	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	10,080	M.2.a.5.
6. Over 15 years.....	RCFDA554	50,861	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	17,140	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	108,681	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	109,322	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-B - Securities

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	
5. Asset-backed securities (ABS):						M.5.
		RCFDB838	RCFDB839	RCFDB840	RCFDB841	
a. Credit card receivables.....	0	0	0	0	0	M.5.a.
		RCFDB842	RCFDB843	RCFDB844	RCFDB845	
b. Home equity lines.....	0	0	0	0	0	M.5.b.
		RCFDB846	RCFDB847	RCFDB848	RCFDB849	
c. Automobile loans.....	0	0	0	0	0	M.5.c.
		RCFDB850	RCFDB851	RCFDB852	RCFDB853	
d. Other consumer loans.....	0	0	0	0	0	M.5.d.
		RCFDB854	RCFDB855	RCFDB856	RCFDB857	
e. Commercial and industrial loans.....	0	0	0	0	0	M.5.e.
		RCFDB858	RCFDB859	RCFDB860	RCFDB861	
f. Other.....	0	0	0	0	0	M.5.f.

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	75,198		
a. Construction, land development, and other land loans.....				RCON1415	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	7,601
2. Closed-end loans secured by 1-4 family residential properties:					
a. Secured by first liens.....				RCON5367	66,872
b. Secured by junior liens.....				RCON5368	725
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:					
a. To commercial banks in the U.S.....				RCONB531	1,100,000
1. To U.S. branches and agencies of foreign banks.....		RCFDB532	1,100,000		
2. To other commercial banks in the U.S.....		RCFDB533	0		
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	259,142	RCON1763	259,142
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	23,137,690	RCONB538	23,137,690
b. Other revolving credit plans.....		RCFDB539	0	RCONB539	0
c. Other consumer loans (includes single payment, installment, and all student loans).....		RCFD2011	267,675	RCON2011	267,675
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	1,887		
a. Loans for purchasing or carrying securities (secured and unsecured).....				RCON1545	0
b. All other loans (exclude consumer loans).....				RCON1564	1,887
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
12. Total loans and leases, net of unearned income.....		RCFD2122	24,841,592	RCON2122	24,841,592

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).....	RCFD1616	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 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	39	M.2.a.1.
2. Over three months through 12 months.....	RCONA565	830	M.2.a.2.
3. Over one year through three years.....	RCONA566	531	M.2.a.3.
4. Over three years through five years.....	RCONA567	14	M.2.a.4.
5. Over five years through 15 years.....	RCONA568	5,971	M.2.a.5.
6. Over 15 years.....	RCONA569	59,031	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	12,258,743	M.2.b.1.
2. Over three months through 12 months.....	RCFDA571	2,506,081	M.2.b.2.
3. Over one year through three years.....	RCFDA572	9,624,778	M.2.b.3.
4. Over three years through five years.....	RCFDA573	119,367	M.2.b.4.
5. Over five years through 15 years.....	RCFDA574	141,769	M.2.b.5.
6. Over 15 years.....	RCFDA575	1,993	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	1,102,839	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	1,375	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	1,494,596	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.
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. Construction, land development, and other land loans in domestic offices:			M.9.
a. 1-4 family residential construction loans.....	RCONF158	0	M.9.a.
b. Other construction loans and all land development and other land loans.....	RCONF159	0	M.9.b.
10. Loans secured by nonfarm nonresidential properties in domestic offices:			M.10.

Dollar amounts in thousands

a. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONF160	0	M.10.a.
b. Loans secured by other nonfarm nonresidential properties.....	RCONF161	0	M.10.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" in domestic offices reported in Schedule RC-C, part I, item 1.e, 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.....	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" in domestic offices reported in Schedule RC-C, part I, item 1.e, column B.....	RCON5562	NR	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	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" in domestic offices reported in Schedule RC-C, part I, item 1.e, 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

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.....	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)" 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:						7.
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:						8.
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 in domestic offices.....	RCON3531	NR	1.
2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities).....	RCON3532	NR	2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices.....	RCON3533	NR	3.
4. Mortgage-backed securities (MBS) in domestic offices:			4.
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 in domestic offices.....	RCON3537	NR	5.
6. Not applicable			6.
7. Not applicable			7.
8. Not applicable			8.
9. Other trading assets in domestic offices.....	RCON3541	NR	9.
10. Trading assets in foreign offices.....	RCFN3542	NR	10.
11. Derivatives with a positive fair value:			11.
a. In domestic offices.....	RCON3543	NR	11.a.
b. In foreign offices.....	RCFN3543	NR	11.b.
12. Total trading assets.....	RCFD3545	0	12.
13. Liability for short positions.....	RCFD3546	NR	13.
14. Derivatives with a negative fair value.....	RCFD3547	NR	14.
15. Total trading liabilities.....	RCFD3548	0	15.

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 141,781		RCONB550 25,165,321	1.
2. U.S. Government.....	RCON2202 2		RCON2520 0	2.
3. States and political subdivisions in the U.S.....	RCON2203 148		RCON2530 31,814	3.
4. Commercial banks and other depository institutions in the U.S.....	RCONB551 31,434		RCONB552 0	4.
5. Banks in foreign countries.....	RCON2213 0		RCON2236 0	5.
6. Foreign governments and official institutions (including foreign central banks).....	RCON2216 0		RCON2377 0	6.
7. Total.....	RCON2215 173,365	RCON2210 98,853	RCON2385 25,197,135	7.

Schedule RC-E Part I - Deposits in Domestic Offices

Dollar amounts in thousands			
1. Selected components of total deposits:			
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts.....	RCON6835	7,032	M.1.a.
b. Total brokered deposits.....	RCON2365	22,262,238	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	18,987,753	M.1.c.1.
2. Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less.....	RCON2344	3,024,485	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	9,840,538	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	3,272,198	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	162	M.1.e.
2. Components of total nontransaction accounts:			M.2.
a. Savings deposits:			M.2.a.
1. Money market deposit accounts (MMDAs).....	RCON6810	4,496,148	M.2.a.1.
2. Other savings deposits (excludes MMDAs).....	RCON0352	2,249	M.2.a.2.
b. Total time deposits of less than \$100,000.....	RCON6648	20,016,562	M.2.b.
c. Total time deposits of \$100,000 or more.....	RCON2604	682,176	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	2,056	M.2.c.1.
3. Maturity and repricing data for time deposits of less than \$100,000:			M.3.

Dollar amounts in thousands

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	2,665,139	M.3.a.1.
2. Over three months through 12 months.....	RCONA580	7,840,983	M.3.a.2.
3. Over one year through three years.....	RCONA581	6,105,899	M.3.a.3.
4. Over three years.....	RCONA582	3,404,541	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	10,434,347	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	313,580	M.4.a.1.
2. Over three months through 12 months.....	RCONA585	179,868	M.4.a.2.
3. Over one year through three years.....	RCONA586	108,731	M.4.a.3.
4. Over three years.....	RCONA587	79,997	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	493,448	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	10,499	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	10,499	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	148,683	1.
2. Net deferred tax assets.....	RCFD2148	323,612	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	371,236	3.b.
4. Equity securities that DO NOT have readily determinable fair values.....	RCFD1752	33,117	4.
5. Life insurance assets.....	RCFDC009	0	5.
6. All other assets.....	RCFD2168	1,152,162	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	519,544	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.

Dollar amounts in thousands

2. Amount of component.....	RCFD3549	464,857	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	2,028,810	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	248,802	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable).....	RCFD3646	1,341,333	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	93,309	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	Click here for value	4.e.1.
2. Amount of component.....	RCFD3552	71,499	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	1,683,444	5.

(TEXT3552) Intercompany settlement

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	249,867	5.
6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RCON2163	367,390	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	30,119,057	8.

Dollar amounts in thousands

9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs).....	RCON3129	27,100,615	9.
10. U.S. Treasury securities.....	RCON1039	641	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	60,941	12.
13. Mortgage-backed securities (MBS):			13.
a. Pass-through securities:			13.a.
1. Issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON1043	17,140	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	108,681	13.b.2.
14. Other domestic debt securities (include domestic asset-backed securities).....	RCON1281	0	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	2,000	16.
17. Total amortized (historical) cost of both held-to-maturity and available-for-sale securities.....	RCON1374	189,403	17.
18. Equity securities that do not have readily determinable fair values.....	RCON1752	33,112	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	1,390,779	1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RCFDB558	643	2.
3. Mortgage-backed securities.....	RCFDB559	133,615	3.
4. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RCFDB560	62,395	4.
5. Federal funds sold and securities purchased under agreements to resell.....	RCFD3365	4,975,093	5.
6. Loans:			6.
a. Loans in domestic offices:			6.a.
1. Total loans.....	RCON3360	21,165,990	6.a.1.
2. Loans secured by real estate.....	RCON3385	70,634	6.a.2.
3. Loans to finance agricultural production and other loans to farmers	RCON3386	0	6.a.3.
4. Commercial and industrial loans.....	RCON3387	229,922	6.a.4.
5. Loans to individuals for household, family, and other personal expenditures:			6.a.5.
a. Credit cards.....	RCONB561	19,829,960	6.a.5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RCONB562	127,710	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	30,557,239	9.
10. Interest-bearing transaction accounts in domestic offices (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits).....	RCON3485	37,731	10.
11. Nontransaction accounts in domestic offices:			11.

Dollar amounts in thousands

a. Savings deposits (includes MMDAs).....	RCONB563	4,206,881	11.a.
b. Time deposits of \$100,000 or more.....	RCONA514	709,394	11.b.
c. Time deposits of less than \$100,000.....	RCONA529	20,996,657	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	11,641	13.
14. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases).....	RCFD3355	299,847	14.

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.....	RCFD3814	4,289	1.a.
b. Credit card lines.....	RCFD3815	230,220,313	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.....	RCFD3816	0	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	16,154	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.
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Dollar amounts in thousands

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.
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	0	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.....	1,000,500	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.....	1,000,500	0	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
	5,498	0	0	0
	RCFD8745	RCFD8746	RCFD8747	RCFD8748
	6,005	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.....	RCFD6164	453	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	16,440	2.b.
c. All other identifiable intangible assets.....	RCFD5507	20,304	2.c.
d. Total.....	RCFD0426	36,744	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	0	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	0	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	249,867	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	0	5.b.2.
c. Total.....	RCFD3190	249,867	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.....	RCON2759	RCON2769	RCON3492	1.a.
	0	0	0	
b. Secured by farmland in domestic offices.....	RCON3493	RCON3494	RCON3495	1.b.
	0	0	0	
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	RCON5399	RCON5400	1.c.1.
	0	0	0	
2. Closed-end loans secured by 1-4 family residential properties:				1.c.2.
a. Secured by first liens.....	RCONC236	RCONC237	RCONC229	1.c.2.a.
	2,877	0	456	
b. Secured by junior liens.....	RCONC238	RCONC239	RCONC230	1.c.2.b.
	0	0	0	
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	RCON3499	RCON3500	RCON3501	1.d.
	0	0	0	
e. Secured by nonfarm nonresidential properties in domestic offices.....	RCON3502	RCON3503	RCON3504	1.e.
	0	0	0	
f. In foreign offices.....	RCFNB572	RCFNB573	RCFNB574	1.f.
	0	0	0	
2. Loans to depository institutions and acceptances of other banks:				2.
a. To U.S. banks and other U.S. depository institutions.....	RCFD5377	RCFD5378	RCFD5379	2.a.
	0	0	0	
b. To foreign banks.....	RCFD5380	RCFD5381	RCFD5382	2.b.
	0	0	0	
3. Loans to finance agricultural production and other loans to farmers.	RCFD1594	RCFD1597	RCFD1583	3.
	0	0	0	
4. Commercial and industrial loans:				4.
a. To U.S. addressees (domicile).....	RCFD1251	RCFD1252	RCFD1253	4.a.
	3,474	2,822	662	

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	
	RCFD1254		RCFD1255	RCFD1256	
b. To non-U.S. addressees (domicile).....	0	0	0		4.b.
5. Loans to individuals for household, family, and other personal expenditures:					5.
a. Credit cards.....	372,731	320,635	121,276		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	341	119	51		5.b.
6. Loans to foreign governments and official institutions.....	0	0	0		6.
7. All other loans.....	0	0	0		7.
8. Lease financing receivables:					8.
a. Leases to individuals for household, family, and other personal expenditures.....	0	0	0		8.a.
b. All other leases.....	0	0	0		8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	0	0	0		9.
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government.....	23	0	0		10.
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans").....	22	0	0		10.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above.....	0	0	0		10.b.
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).....	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.....	0	0	0		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above).....	0	0	0		M.3.
4. Not applicable					M.4.
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above).....	24,596	21,555	7,930		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.....	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	192,282	M.7.
8. Nonaccrual assets sold during the quarter.....	RCFDC411	14,479	M.8.

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	
9. Construction, land development, and other land loans in domestic offices:				M.9.
	RCONF172	RCONF174	RCONF176	
a. 1-4 family residential construction loans.....	0	0	0	M.9.a.
b. Other construction loans and all land development and other land loans.....	0	0	0	M.9.b.
10. Loans secured by nonfarm nonresidential properties in domestic offices:				M.10.
a. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONF178	RCONF180	RCONF182	
	0	0	0	M.10.a.
b. Loans secured by other nonfarm nonresidential properties.....	RCONF179	RCONF181	RCONF183	
	0	0	0	M.10.b.

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

Dollar amounts in thousands

A. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	RCFDF236	NR	A.
B. Total allowable exclusions (including foreign deposits).....	RCFDF237	NR	B.
C. Total foreign deposits (included in item B above).....	RCFNF234	NR	C.
D. 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	NR	D.
E. Total daily average of allowable exclusions (including foreign deposits).....	RCFDF239	NR	E.
F. Total daily average of foreign deposits (included in item E above).....	RCFNF235	NR	F.
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 in domestic offices).....	RCON3520	0	3.
4. Deposits of consolidated subsidiaries in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions (not included in total deposits):			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. Deposits in insured branches in Puerto Rico and U.S. territories and possessions:			5.

Dollar amounts in thousands

a. Demand deposits in insured branches (included in Schedules RC-E, Part II).....	RCON2229	0	5.a.
b. Time and savings deposits in insured branches (included in Schedule RC-E, Part II)..	RCON2383	0	5.b.
c. Interest accrued and unpaid on deposits in insured branches (included in Schedule RC-G, item 1.b.).....	RCON5515	0	5.c.
6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:			6.
a. Amount reflected in demand deposits (included in Schedule RC-E, Part I, item 7, column B).....	RCON2314	0	6.a.
b. Amount reflected in time and savings deposits (included in Schedule RC-E, Part I, 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	7,027	7.a.
b. Unamortized discounts.....	RCON5517	786	7.b.
8. Not applicable			8.
9. Deposits in lifeline accounts			9.
10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits in domestic offices).....	RCON8432	0	10.
11. Adjustments to demand deposits in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions reported in Schedule RC-E for certain reciprocal demand balances:			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 in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles (exclude amounts related to reciprocal demand balances):			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 in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions:			M.1.
a. Deposit accounts (excluding retirement accounts) of \$100,000 or less:			M.1.a.
1. Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less..	RCONF049	21,071,151	M.1.a.1.
2. Number of deposit accounts (excluding retirement accounts) of \$100,000 or less..	RCONF050	NR	M.1.a.2.
b. Deposit accounts (excluding retirement accounts) of more than \$100,000:			M.1.b.
1. Amount of deposit accounts (excluding retirement accounts) of more than \$100,000.....	RCONF051	4,292,317	M.1.b.1.
2. Number of deposit accounts (excluding retirement accounts) of more than \$100,000.....	RCONF052	6600	M.1.b.2.
c. Retirement deposit accounts of \$250,000 or less:			M.1.c.
1. Amount of retirement deposit accounts of \$250,000 or less.....	RCONF045	7,032	M.1.c.1.
2. Number of retirement deposit accounts of \$250,000 or less.....	RCONF046	NR	M.1.c.2.
d. Retirement deposit accounts of more than \$250,000:			M.1.d.
1. Amount of retirement deposit accounts of more than \$250,000.....	RCONF047	0	M.1.d.1.
2. Number of retirement deposit accounts of more than \$250,000.....	RCONF048	0	M.1.d.2.

Dollar amounts in thousands

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	609,951	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-P - Closed-End 1-4 Family Residential Mortgage Banking Activities in Domestic Offices

Dollar amounts in thousands

1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale:			1.
a. First liens.....	RCONF066	0	1.a.
b. Junior liens.....	RCONF067	0	1.b.
2. Wholesale originations and purchases during the quarter of closed-end 1-4 family residential mortgage loans for sale:			2.
a. First liens.....	RCONF068	0	2.a.
b. Junior liens.....	RCONF069	231	2.b.
3. Closed-end 1-4 family residential mortgages sold during the quarter:			3.
a. First liens.....	RCONF070	0	3.a.
b. Junior liens.....	RCONF071	976	3.b.
4. Closed-end 1-4 family residential mortgages held for sale at quarter-end (included in Schedule RC, item 4.a):			4.
a. First liens.....	RCONF072	0	4.a.
b. Junior liens.....	RCONF073	0	4.b.
5. Noninterest income for the quarter from the sale, securitization, and servicing of closed-end 1-4 family residential mortgage loans (included in Schedule RI, items 5.f, 5.g, and 5.i).....	RIADF184	7	5.

Schedule RC-Q - Financial Assets and Liabilities Measured at Fair Value

Dollar amounts in thousands

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) Level 2 Fair Value Measurements	(Column C) Level 3 Fair Value Measurements	
1. Loans and leases.....	RCFDF243 NR	RCFDF244 NR	RCFDF245 NR	1.
2. Trading assets.....	RCFDF246 NR	RCFDF247 NR	RCFDF248 NR	2.
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 2, above).....	RCFDF240 NR	RCFDF241 NR	RCFDF242 NR	2.a.
3. All other financial assets and servicing assets.....	RCFDF249 NR	RCFDF250 NR	RCFDF251 NR	3.
4. Deposits.....	RCFDF252 NR	RCFDF253 NR	RCFDF254 NR	4.
5. Trading liabilities.....	RCFDF255 NR	RCFDF256 NR	RCFDF257 NR	5.
6. All other financial liabilities and servicing liabilities.....	RCFDF258 NR	RCFDF259 NR	RCFDF260 NR	6.

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) Level 2 Fair Value Measurements	(Column C) Level 3 Fair Value Measurements
Dollar amounts in thousands			
	RCFDF261	RCFDF262	RCFDF263
7. Loan commitments (not accounted for as derivatives).....	NR	NR	NR

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Total equity capital (from Schedule RC, item 28).....	RCFD3210	3,385,832	1.
2. Net unrealized gains (losses) on available-for-sale securities.....	RCFD8434	-759	2.
3. Net unrealized loss on available-for-sale equity securities.....	RCFDA221	759	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	20,304	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	3,365,528	8.
9. Not available			9.
a. Disallowed servicing assets and purchased credit card relationships.....	RCFDB591	1,644	9.a.
b. Disallowed deferred tax assets.....	RCFD5610	86,724	9.b.
10. Other additions to (deductions from) Tier 1 capital.....	RCFDB592	0	10.
11. Tier 1 capital.....	RCFD8274	3,277,160	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	443,917	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	443,917	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17).....	RCFD8275	443,917	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	3,721,077	21.
22. Average total assets (from Schedule RC-K, item 9).....	RCFD3368	30,557,239	22.
23. Disallowed goodwill and other disallowed intangible assets (from item 7 above).....	RCFDB590	20,304	23.
24. Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	RCFDB591	1,644	24.
25. Disallowed deferred tax assets (from item 9.b above).....	RCFD5610	86,724	25.
26. Other deductions from assets for leverage capital purposes.....	RCFDB596	0	26.
27. Average total assets for leverage capital purposes.....	RCFDA224	30,448,567	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

	(Column A) Percentage (Banks with Financial Subsidiaries)		(Column B) Percentage (All Banks)		
Dollar amounts in thousands					
31. Tier 1 leverage ratio.....	RCFD7273	0	RCFD7204	0.107629	31.
32. Tier 1 risk-based capital ratio.....	RCFD7274	0	RCFD7206	0.101534	32.
33. Total risk-based capital ratio.....	RCFD7275	0	RCFD7205	0.115288	33.

	(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%
Dollar amounts in thousands						
47. Risk participations in bankers acceptances acquired by the reporting institution.....	RCFD3429	RCFDB660	RCFDB661	RCFDB662		RCFDB663
	0	0	0	0		0
48. Securities lent.....	RCFD3433	RCFDB664	RCFDB665	RCFDB666	RCFDB667	RCFDB668
	0	0	0	0	0	0
49. Retained recourse on small business obligations sold with recourse.....	RCFDA250	RCFDB669	RCFDB670	RCFDB671	RCFDB672	RCFDB673
	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..	RCFDB541	RCFDB542				RCFDB543
	755,674	6,551,694				6,551,694
51. All other financial assets sold with recourse.....	RCFDB675	RCFDB676	RCFDB677	RCFDB678	RCFDB679	RCFDB680
	0	0	0	0	0	0
52. All other off-balance sheet liabilities.....	RCFDB681	RCFDB682	RCFDB683	RCFDB684	RCFDB685	RCFDB686
	0	0	0	0	0	0
53. Unused commitments with an original maturity exceeding one year.....	RCFD3833	RCFDB687	RCFDB688	RCFDB689	RCFDB690	RCFDB691
	20,443	10,222	0	0	0	10,222
54. Derivative contracts.....		RCFDA167	RCFDB693	RCFDB694	RCFDB695	
		18,138	0	4,926	13,212	
55. Total assets, derivatives, and off-balance sheet items by risk weight category.....			RCFDB696	RCFDB697	RCFDB698	RCFDB699
			2,480	5,500,484	79,924	31,479,108
56. Risk weight factor						
57. Risk-weighted assets by risk weight category.....			RCFDB700	RCFDB701	RCFDB702	RCFDB703
			0	1,100,097	39,962	31,479,108
58. Market risk equivalent assets.....						RCFD1651
						0
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve.....						RCFDB704
						32,619,167
60. Excess allowance for loan and lease losses.....						RCFDA222
						342,833
61. Allocated transfer risk reserve.....						RCFD3128
						0
62. Total risk-weighted assets.....						RCFDA223
						32,276,334

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	5,498	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.
	RCFD3809	RCFD8766	RCFD8767	
a. Interest rate contracts.....	122,500	53,000	825,000	M.2.a.
	RCFD3812	RCFD8769	RCFD8770	
b. Foreign exchange contracts.....	0	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	25,778,673	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	371,236	0	0	0	0
b. Subordinated securities and other residual interests.....	RCFDC393	RCFDC394	RCFDC395	RCFDC396	RCFDC397	RCFDC398	RCFDC399
	0	0	519,544	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	467,251	0	0	0	0
b. 90 days or more past due.....	RCFDB740	RCFDB741	RCFDB742	RCFDB743	RCFDB744	RCFDB745	RCFDB746
	0	0	409,130	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	1,893,348	0	0	0	0
b. Recoveries.....	RIADB754	RIADB755	RIADB756	RIADB757	RIADB758	RIADB759	RIADB760
	0	0	308,714	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	25,778,673	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..	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	1,756,773	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

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	
	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.
	RIADB947	RIADB948	RIADB949	
a. Personal trust and agency accounts.....	CONF	CONF	CONF	M.4.a.
	RIADB950	RIADB951	RIADB952	
b. Retirement related trust and agency accounts.....	CONF	CONF	CONF	M.4.b.
	RIADB953	RIADB954	RIADB955	
c. Investment management agency accounts.....	CONF	CONF	CONF	M.4.c.
	RIADB956	RIADB957	RIADB958	
d. Other fiduciary accounts and related services.....	CONF	CONF	CONF	M.4.d.
	RIADB959	RIADB960	RIADB961	
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.

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Dollar amounts in thousands

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4. Accounting Errors, Corrections of			4.
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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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