

**Board of Governors of the Federal Reserve System**

**Consolidated Financial Statements for  
Holding Companies - FR Y-9C**

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

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. § 1844) and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and Section 10 of the Home Owners Loan Act (12 U.S.C. § 1467a(b)).

This report form is to be filed by holding companies with total consolidated assets of \$1 billion or more. In addition, holding companies meeting certain criteria must file this report (FR

Y-9C) regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number

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

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

Date of Report: **June 30, 2016**

Month / Day / Year (BHCK 9999)

**R. Mark Graf**

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

Signature of Chief Financial Officer (or Equivalent) (BHCK H321)

**08/08/2016**

Date of Signature (MM/DD/YYYY) (BHTX J196)

**Discover Financial Services**

Legal Title of Holding Company (TEXT 9010)

**2500 Lake Cook Road**

(Mailing Address of the Holding Company) Street / P.O. Box (TEXT 9110)

**Riverwoods, IL 60015**

City (TEXT 9130)

State (TEXT 9200)

ZIP Code (TEXT 9220)

Person to whom questions about this report should be directed:

**Thomas L. Bonifas, Director**

Name / Title (BHTX 8901)

**(224) 405-1082**

Area Code / Phone Number (BHTX 8902)

**(224) 405-3542**

FAX Number (BHTX 9116)

**tombonifas@discover.com**

E-mail Address of Contact (BHTX 4086)

**For Federal Reserve Bank Use Only**

RSSD ID \_\_\_\_\_

C.I. \_\_\_\_\_ S.F. \_\_\_\_\_

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

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 50.84 hours per response for non-Advanced Approaches HCs and 52.09 hours for Advanced Approaches HCs, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

For Federal Reserve Bank Use Only	
RSSD ID	_____
S.F.	_____

## Report of Income for Holding Companies

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

### Schedule HI - Consolidated Income Statement

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Interest income			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by 1-4 family residential properties	4435	5,663	1.a.(1)(a)
(b) All other loans secured by real estate	4436	0	1.a.(1)(b)
(c) All other loans	F821	4,239,533	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	0	1.a.(2)
b. Income from lease financing receivables	4065	0	1.b.
c. Interest income on balances due from depository institutions [1]	4115	28,688	1.c.
d. Interest and dividend income on securities:			
(1) U.S Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488	9,140	1.d.(1)
(2) Mortgage-backed securities	B489	11,737	1.d.(2)
(3) All other securities	4060	840	1.d.(3)
e. Interest income from trading assets	4069	0	1.e.
f. Interest income of federal funds sold and securities purchased under agreements to resell	4020	0	1.f.
g. Other interest income	4518	18	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	4,295,619	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$100,000 or more	A517	42,554	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518	161,287	2.a.(1)(b)
(c) Other deposits	6761	109,234	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172	0	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	5	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	318,180	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	26,774	2.d.
e. Other interest expense	4398	0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	658,034	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074	3,637,585	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	836,392	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	0	5.a.
b. Service charges on deposit accounts in domestic offices	4483	1,460	5.b.
c. Trading revenue [2]	A220	0	5.c.
d. (1) Fees and commissions from securities brokerage	C886	0	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888	0	5.d.(2)
(3) Fees and commissions from annuity sales	C887	0	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.(4)
(5) Income from other insurance activities	C387	30,852	5.d.(5)
e. Venture capital revenue	B491	0	5.e.
f. Net servicing fees	B492	0	5.f.
g. Net securitization income	B493	0	5.g.
h. Not applicable			

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

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

## Schedule HI - Continued

	Dollar Amounts in Thousands		
	BHCK	Amount	
5. i. Net gains (losses) on sales of loans and leases	8560	-16	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	0	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496	4	5.k.
l. Other noninterest income [3]	B497	760,250	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	<b>792,550</b>	5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities	3196	0	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	695,775	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	91,512	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	1,450	7.c.(2)
d. Other noninterest expense [4]	4092	993,285	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	<b>1,782,022</b>	7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301	<b>1,811,721</b>	8.
9. Applicable income taxes (foreign and domestic)	4302	620,965	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300	<b>1,190,756</b>	10.
11. Extraordinary items and other adjustments, net of income taxes [5]	4320	0	11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104	<b>1,190,756</b>	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103	0	13.
14. Net income (loss) attributable to holding company (item 12 minus item 13)	4340	<b>1,190,756</b>	14.

3. See Schedule HI, memoranda item 6.  
4. See Schedule HI, memoranda item 7.  
5. Describe on Schedule HI, memoranda item 8.

### Memoranda

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519	3,637,635	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592	1,811,771	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313	0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)	4507	102	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK	Number	
	4150	14,848	M.5.
6. Other noninterest income (from schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):	BHCK	Amount	
a. Income and fees from the printing and sale of checks	C013	0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014	0	M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016	0	M.6.c.
d. Rent and other income from other real estate owned	4042	0	M.6.d.
e. Safe deposit box rent	C015	0	M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229	0	M.6.f.

NOTE: The concept of extraordinary items has been eliminated from U.S. generally accepted accounting principles for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. References to extraordinary items in the captions for Schedule HI, items 8, 10, and 11 and HI memo item 2 will be removed at a later date.

**Schedule HI - Continued**  
**Memoranda - Continued**

				Dollar Amounts in Thousands		BHCK	Amount		
6. g.	Bank card and credit card interchange fees					F555	538,472	M.6.g.	
h.	Gains on bargain purchases					J447	0	M.6.h.	
i.	TEXT	Net credit card fee income							
	8562					8562	126,734	M.6.i.	
j.	TEXT	Transactions Processing Revenue							
	8563					8563	53,744	M.6.j.	
k.	TEXT	Royalty Revenue							
	8564					8564	23,195	M.6.k.	
7.	Other noninterest expense (from schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):								
a.	Data processing expenses					C017	35,692	M.7.a.	
b.	Advertising and marketing expenses					497	346,862	M.7.b.	
c.	Directors' fees					4136	0	M.7.c.	
d.	Printing, stationery, and supplies					C018	0	M.7.d.	
e.	Postage					8403	40,750	M.7.e.	
f.	Legal fees and expenses					4141	0	M.7.f.	
g.	FDIC deposit insurance assessments					4146	0	M.7.g.	
h.	Accounting and auditing expenses					F556	0	M.7.h.	
i.	Consulting and advisory expenses					F557	109,305	M.7.i.	
j.	Automated teller machine (ATM) and interchange expenses					F558	0	M.7.j.	
k.	Telecommunications expenses					F559	0	M.7.k.	
l.	TEXT	Fraud Losses							
	8565					8565	52,093	M.7.l.	
m.	TEXT	Collection fees							
	8566					8566	57,823	M.7.m.	
n.	TEXT	Outsourced Services							
	8567					8567	122,283	M.7.n.	
8.	Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):								
a. (1)	TEXT								
	3571					3571	0	M.8.a.(1)	
(2)	Applicable income tax effect					BHCK	3572	0	M.8.a.(2)
b. (1)	TEXT								
	3573					3573	0	M.8.b.(1)	
(2)	Applicable income tax effect					BHCK	3574	0	M.8.b.(2)
c. (1)	TEXT								
	3575					3575	0	M.8.c.(1)	
(2)	Applicable income tax effect					BHCK	3576	0	M.8.c.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)								
<i>Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:</i>									
a.	Interest rate exposures					8757	0	M.9.a.	
b.	Foreign exchange exposures					8758	0	M.9.b.	
c.	Equity security and index exposures					8759	0	M.9.c.	
d.	Commodity and other exposures					8760	0	M.9.d.	
e.	Credit exposures					F186	0	M.9.e.	

NOTE: The concept of extraordinary items has been eliminated from U.S. generally accepted accounting principles for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. References to extraordinary items in the captions for Schedule HI, memo item 8 will be removed at a later date.

**Schedule HI - Continued**  
**Memoranda - Continued**

	Dollar Amounts in Thousands		
	BHCK	Amount	
<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above. [1]</i>			
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above)	K090	N/A	M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)	K094	N/A	M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			
a. Net gains (losses) on credit derivatives held for trading	C889	0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890	0	M.10.b.
11. Credit losses on derivatives (see instructions)	A251	0	M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets. [1]</i>			
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431	0	M.12.a.
b. (1) Premiums on insurance related to the extension of credit	C242	0	M.12.b.(1)
(2) All other insurance premiums	C243	0	M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities	B983	0	M.12.c.
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "YES" or "NO")	BHCK	YES / NO	
	A530	NO	M.13.
	Dollar Amounts in Thousands		
	BHCK	Amount	
<i>Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.</i>			
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets	F551	N/A	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	N/A	M.14.a.(1)
b. Net gains (losses) on liabilities	F553	N/A	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554	N/A	M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409	22,877	M.15.
<i>Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c</i>			
	Year-to-date		
	BHCK	Amount	
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a))	F228	N/A	M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:			
a. Total other-than-temporary impairment losses	J319	0	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	J320	0	M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b)(Memorandum item 17.a minus Memorandum 17.b)	J321	0	M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2015.

## Schedule HI-A - Changes in Holding Company Equity Capital

Dollar Amounts in Thousands	BHCK	Amount	
1. Total holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	11,275,535	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	<b>11,275,535</b>	3.
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	BHCT		
	4340	1,190,756	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK		
a. Sale of perpetual preferred stock, gross	3577	0	5.a.
b. Conversion or retirement of perpetual preferred stock	3578	0	5.b.
6. Sale of common stock:			
a. Sale of common stock, gross	3579	0	6.a.
b. Conversion or retirement of common stock	3580	46,360	6.b.
7. Sale of treasury stock	4782	0	7.
8. LESS: Purchase of treasury stock	4783	847,793	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	18,688	10.
11. LESS: Cash dividends declared on common stock	4460	234,650	11.
12. Other comprehensive income [1]	B511	-14,777	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	0	14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13 and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT		
	3210	<b>11,396,743</b>	15.

1. Includes, but not limited to, changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

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

Dollar Amounts in Thousands	(Column A) Charge-offs <sup>1</sup>		(Column B) Recoveries		
	BHCK	Amount	BHCK	Amount	
<b>I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)</b>					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1-4 family residential construction loans	C891	0	C892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	0	C894	0	1.a.(2)
b. Secured by farmland in domestic offices	3584	0	3585	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411	0	5412	50	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	0	C217	51	1.c.(2)(a)
(b) Secured by junior liens	C235	68	C218	24	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	0	3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	0	C896	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	0	C898	0	1.e.(2)
f. In foreign offices	B512	0	B513	0	1.f.
2. Loans to depository institutions and acceptances of other banks:					
a. To U.S. banks and other U.S. depository institutions	4653	0	4663	0	2.a.
b. To foreign banks	4654	0	4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers					
	4655	0	4665	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	4645	2,137	4617	679	4.a.
b. To non-U.S. addressees (domicile)	4646	0	4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	884,996	B515	226,381	5.a.
b. Automobile loans	K129	0	K133	0	5.b.
c. Other consumer loans (includes single payment, installment, all student loans and revolving credit plans other than credit cards)	K205	110,297	K206	14,867	5.c.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	0	4628	0	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	F185	0	F187	0	8.a.
b. All other leases	C880	0	F188	0	8.b.
9. Total (sum of items 1 through 8)	4635	997,498	4605	242,052	9.

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

## Schedule HI-B - Continued

### Memoranda

Dollar Amounts in Thousands	(Column A) Charge-offs <sup>1</sup>		(Column B) Recoveries		
	Calendar year-to-date				
	BHCK	Amount	BHCK	Amount	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409	0	5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)	4652	0	4662	0	M.2.
<p><i>Memorandum item 3 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i></p>					
3. Uncollectable 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)					M.3.
	Calendar year-to-date				
	BHCK	Amount			
	C388	201,503			
	Dollar Amounts in Thousands				
	BHCK	Amount			
<b>II. Changes in allowance for loan and lease losses</b>					
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522	1,868,656			1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	BHCT				
	4605	242,052			2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, Item 4)	BHCK				
	C079	997,498			3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523	0			4.
	BHCT				
	4230	836,392			5.
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	BHCK				
	C233	-635			6.
6. Adjustments (see instructions for this schedule)	BHCT				
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	3123	1,948,967			7.

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



## Schedule HI-B - Continued

### Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7 _____	C435	0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges _____	C389	0	M.2.
3. Amount of allowance for loan lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7) _____	C390	139,222	M.3.
<i>Memorandum item 4 is to be completed by all holding companies.</i>			
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above) _____	C781	36,249	M.4.

## Schedule HI-C – Disaggregated Data on the Allowance for Loan and Lease Losses

Schedule HI-C is to be completed by holding companies with \$1 billion or more in total assets [1]

	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)	(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)	(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)	(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)	(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)	(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount
1. Real estate loans:	BHCK M708	BHCK M709	BHCK M710	BHCK M711	BHCK M712	BHCK M713
a. Construction loans	2,288	18	0	0	0	0
b. Commercial real estate loans	0	0	0	0	0	0
c. Residential real estate loans	1,258	12	211,912	1,646	0	0
2. Commercial loans [2]	18,131	17,744	201,997	3,450	0	0
3. Credit cards	1,015,738	156,371	56,041,430	1,443,080	0	0
4. Other consumer loans	123,714	33,046	11,475,314	257,351	2,834,068	36,249
5. Unallocated, if any				0		
6. Total (sum of items 1.a. through 5.)	<b>1,161,129</b>	<b>207,191</b>	<b>67,930,653</b>	<b>1,705,527</b>	<b>2,834,068</b>	<b>36,249</b>

- The asset size test is generally based on the total assets reported as of June 30, 2015.
- Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

## Notes to the Income Statement-Predecessor Financial Items

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

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

NOTE: The concept of extraordinary items has been eliminated from U.S. generally accepted accounting principles for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. References to extraordinary items in the captions for the Notes to the Income Statement—Predecessor Financial Items line item 8 and 11 will be removed at a later date.

## Notes to the Income Statement (Other)

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

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

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

### Example

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

TEXT	BHCK	Amount
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country		
	0000	1350

## Notes to the Income Statement-Other

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

**Notes to the Income Statement (Other) - Continued**

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

# Consolidated Financial Statements for Holding Companies

For Federal Reserve Bank Use Only

C.I. \_\_\_\_\_

Report at the close of business June 30, 2016  
 Month/ Day/ Year

## Schedule HC - Consolidated Balance Sheet

		Dollar Amounts in Thousands		BHCK	Amount	
<b>ASSETS</b>						
1.	Cash and balances due from depository institutions:					
a.	Noninterest-bearing balances and currency and coin [1]			0081	971,303	1.a.
b.	Interest-bearing balances: [2]					
(1)	In U.S. offices			0395	10,702,985	1.b.(1)
(2)	In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397	546	1.b.(2)
2.	Securities:					
a.	Held-to-maturity securities (from Schedule HC-B, column A)			1754	157,081	2.a.
b.	Available-for-sale securities (from Schedule HC-B, column D)			1773	2,413,781	2.b.
3.	Federal funds sold and securities purchased under agreements to resell:					
a.	Federal funds sold in domestic offices	BHDM		B987	0	3.a.
b.	Securities purchased under agreements to resell [3]	BHCK		B989	0	3.b.
4.	Loans and lease financing receivables:					
a.	Loans and leases held for sale			5369	0	4.a.
b.	Loans and leases, net of unearned income	B528	71,925,850			4.b.
c.	LESS: Allowances for loan and lease losses	3123	1,948,967			4.c.
d.	Loans and leases, net of unearned income and allowance for loan and lease losses (items 4.b minus 4.c)			B529	69,976,883	4.d.
5.	Trading assets (from Schedule HC-D)			3545	0	5.
6.	Premises and fixed assets (including capitalized leases)			2145	473,264	6.
7.	Other real estate owned (from Schedule HC-M)			2150	137	7.
8.	Investments in unconsolidated subsidiaries and associated companies			2130	0	8.
9.	Direct and indirect investments in real estate ventures			3656	312,201	9.
10.	Intangible assets:					
a.	Goodwill			3163	255,421	10.a.
b.	Other intangible assets (from Schedule HC-M)			0426	166,615	10.b.
11.	Other assets (from Schedule HC-F)			2160	2,081,111	11.
12.	Total assets (sum of items 1 through 11)			2170	87,511,328	12.

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

## Schedule HC - Continued

Dollar Amounts in Thousands		BHDM	Amount	
<b>Liabilities</b>				
13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing [1]		6631	446,470	13.a.(1)
(2) Interest-bearing		6636	48,104,047	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:				
(1) Noninterest-bearing		BHFN	0	13.b.(1)
(2) Interest-bearing		6636	0	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased in domestic offices [2]				
		BHDM		
		B993	0	14.a.
		BHCK		
b. Securities sold under agreements to repurchase [3]		B995	0	14.b.
15. Trading liabilities (from Schedule HC-D)		3548	0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)		3190	23,984,823	16.
17. Not applicable				
18. Not applicable				
19. a. Subordinated notes and debentures [4]		4062	695,760	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities		C699	0	19.b.
20. Other liabilities (from Schedule HC-G)		2750	2,883,485	20.
21. Total liabilities (sum of items 13 through 20)		2948	76,114,585	21.
22. Not applicable				
<b>Equity capital</b>				
<b>Holding Company Equity Capital</b>				
23. Perpetual preferred stock and related surplus		3283	559,988	23.
24. Common stock (par value)		3230	5,624	24.
25. Surplus (exclude all surplus related to preferred stock)		3240	3,931,840	25.
26. a. Retained earnings		3247	14,187,772	26.a.
b. Accumulated other comprehensive income [5]		B530	-174,839	26.b.
c. Other equity capital components [6]		A130	-7,113,642	26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)		3210	11,396,743	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries		3000	0	27.b.
28. Total equity capital (sum of items 27.a and 27.b)		G105	11,396,743	28.
29. Total liabilities and equity capital (sum of items 21 and 28)		3300	87,511,328	29.

1. Includes noninterest-bearing demand, time, and savings deposits.
2. Report overnight Federal Home Loan Bank advances is Schedule HC, item 16, "Other Borrowed Money."
3. Includes all securities repurchased agreements in domestic and foreign offices regardless of maturity.
4. Includes limited-life preferred stock and related surplus.
5. Includes, but not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.
6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

## Schedule HC - Continued

### Memoranda (to be completed annually by holding companies for the December 31 report date)

1. Has the holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "YES" or "NO") \_\_\_\_\_
2. If response to Memoranda item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. [7]

BHCK	YES / NO
C884	N/A

M.1

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

b.   
(1) Name of Engagement Partner (TEXT C704)

(2) City (TEXT C708)

(2) E-mail Address (TEXT C705)

(3) State Abbrev. (TEXT C714)

(4) Zip Code (TEXT C715)

7. The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.



### Schedule HC-B - Securities

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. U.S. Treasury securities	0211	550	0213	550	1286	926,331	1287	930,831	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. government agencies [1]	1289	0	1290	0	1291	0	1293	0	2.a.
b. Issued by U.S. government sponsored agencies [2]	1294	0	1295	0	1297	290,218	1298	290,643	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	4,620	8497	4,652	8498	0	8499	0	3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	106,809	G301	108,464	G302	240,157	G303	244,590	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	45,102	G305	46,906	G306	828,423	G307	847,846	4.a.(2)
(3) Other pass-through securities	G308	0	G309	0	G310	0	G311	0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies [3]	G312	0	G313	0	G314	0	G315	0	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies [3]	G316	0	G317	0	G318	0	G319	0	4.b.(2)

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.  
2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.  
3. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

**Schedule HC-B - Continued**

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
4 b.(3) All other residential mortgage-backed securities	G320	0	G321	0	G322	0	G323	0	4.b.(3)
c. Commercial MBS:									
(1) Commercial pass-through securities:									
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142	0	K143	0	K144	0	K145	0	4.c.(1)(a)
(b) Other pass-through securities	K146	0	K147	0	K148	0	K149	0	4.c.(1)(b)
(2) Other commercial MBS:									
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies [1]	K150	0	K151	0	K152	0	K153	0	4.c.(2)(a)
(b) All other commercial MBS	K154	0	K155	0	K156	0	K157	0	4.c.(2)(b)

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

**Schedule HC-B - Continued**

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
5. Asset-backed securities and structured financial products:									
a. Asset-backed Securities (ABS)									
C026		0	C988	0	C989	0	C027	0	5.a.
b. Structured financial products:									
(1) Cash	G336	0	G337	0	G338	0	G339	0	5.b.(1)
(2) Synthetic	G340	0	G341	0	G342	0	G343	0	5.b.(2)
(3) Hybrid	G344	0	G345	0	G346	0	G347	0	5.b.(3)
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	0	1741	0	6.a.
b. Other foreign debt securities	1742	0	1743	0	1744	0	1746	0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values									
					A510	99,871	A511	99,871	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)									
	BHCT						BHCT		
	1754	157,081	1771	160,572	1772	2,385,000	1773	2,413,781	8.

**Memoranda**

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Pledged securities [1]	0416	168,784	M.1.
2. Remaining maturity or next repricing date of debt securities [2], [3] (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less	0383	541,538	M.2.a.
b. Over 1 year to 5 years	0384	680,485	M.2.b.
c. Over 5 years	0387	1,248,968	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	0	M.4.a.
b. Fair value	8783	0	M.4.b.

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

## Schedule HC-B - Continued

### Memoranda - Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
<i>Memorandum item 5 is to be completed by holding companies with total assets over \$1 billion or with foreign offices. [1]</i>									
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):									
a. Credit card receivables	B838	0	B839	0	B840	0	B841	0	M.5.a.
b. Home equity lines	B842	0	B843	0	B844	0	B845	0	M.5.b.
c. Automobile loans	B846	0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans	B850	0	B851	0	B852	0	B853	0	M.5.d.
e. Commercial and industrial loans	B854	0	B855	0	B856	0	B857	0	M.5.e.
f. Other	B858	0	B859	0	B860	0	B861	0	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):									
a. Trust preferred securities issued by financial institutions	G348	0	G349	0	G350	0	G351	0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352	0	G353	0	G354	0	G355	0	M.6.b.
c. Corporate and similar loans	G356	0	G357	0	G358	0	G359	0	M.6.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2015.

## Schedule HC-B - Continued

### Memoranda - Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
6.d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)									
	G360	0	G361	0	G362	0	G363	0	M.6.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs									
	G364	0	G365	0	G366	0	G367	0	M.6.e.
f. Diversified (mixed) pools of structured financial products									
	G368	0	G369	0	G370	0	G371	0	M.6.f.
g. Other collateral or reference assets									
	G372	0	G373	0	G374	0	G375	0	M.6.g.

## Schedule HC-C - Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK	Amount	BHDM	Amount	
1. Loans secured by real estate	1410	215,458			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1-4 family residential construction loans			F158	0	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	2,288	1.a.(2)
b. Secured by farmland			BHDM		
c. Secured by 1-4 family residential properties:			1420	0	1.b.
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit					
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens			1797	3,648	1.c.(1)
(b) Secured by junior liens					
d. Secured by multifamily (5 or more) residential properties			5367	43,854	1.c.(2)(a)
e. Secured by nonfarm nonresidential properties:			5368	165,668	1.c.(2)(b)
(1) Loans secured by owner-occupied nonfarm nonresidential properties			1460	0	1.d.
(2) Loans secured by other nonfarm nonresidential properties					
2. Loans to depository institutions and acceptances of other banks			BHCK		
a. To U.S. banks and other U.S. depository institutions	1292	0	F160	0	1.e.(1)
b. To foreign banks	1296	0			
3. Loans to finance agricultural production and other loans to farmers			F161	0	1.e.(2)
4. Commercial and industrial loans			BHDM		
a. To U.S. addressees (domicile)	1763	162,017	1288	0	2.
b. To non-U.S. addressees (domestic)	1764	18,123			2.a.
5. Not applicable.					2.b.
			1590	0	3.
			1766	180,140	4.
					4.a.
					4.b.

### Schedule HC-C - Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK	Amount	BHDM	Amount	
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	71,490,264	6.
a. Credit cards	B538	57,057,168			6.a.
b. Other revolving credit plans	B539	0			6.b.
c. Automobile loans	K137	0			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	14,433,096			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	0	2081	0	7.
8. Not applicable.					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions	J454	38,546	J454	38,546	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)	1545	0	1545	0	9.b.(1)
(2) All other loans (exclude consumer loans)	J451	1,442	J451	1,442	9.b.(2)
10. Lease financing receivables (net of unearned income)			2165	0	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	0			10.a.
b. All other leases	F163	0			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	0	2123	0	11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122	71,925,850	2122	71,925,850	12.

## Schedule HC-C - Continued

### Memoranda

		Dollar Amounts in Thousands		BHDM	Amount	
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):						
a. Construction, land development, and other land loans in domestic offices:						
(1) 1-4 family residential construction loans				K158	0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans				K159	0	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices						
				F576	635	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices						
				K160	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties				K161	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties				K162	0	M.1.d.(2)
e. Commercial and industrial loans:						
(1) To U.S. addressees (domicile)		K163	5			M.1.e.(1)
(2) To non-U.S. addressees (domicile)		K164	0			M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures[1])						
				K165	1,019,902	M.1.f.
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>						
(1) Loans secured by farmland in domestic offices						
				K166	0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks						
				K167	0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers						
				K168	0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:						
(a) Credit cards				K098	918,529	M.1.f.(4)(a)
(b) Automobile loans				K203	0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)				K204	0	M.1.f.(4)
(5) Loans to foreign governments and official institutions						
				K212	0	M.1.f.(5)
(6) Other loans[1]						
				K267	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above						
				2746	0	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)						
				B837	0	M.3.
<i>Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)</i>						
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)						
				C391	3,532,871	M.4.
<i>Memorandum item 5 is to be completed by all holding companies.</i>						
5. Purchased Credit impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):						
a. Outstanding balance						
				C779	3,012,736	M.5.a.
b. Amount included in Schedule HC-C, items 1 through 9						
				C780	2,834,068	M.5.b.
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:						
a. Total amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))						
				F230	0	M.6.a.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.



## Schedule HC-C - Continued

### Memoranda - Continued

Dollar Amounts in Thousands		BHCK	Amount	
<i>Memorandum items 6.b and 6.c are to be completed by holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule HC-C, Memorandum 6.a) as of December 31, 2015, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>				
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties		F231	N/A	M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the amount reported in Memorandum item 6.a above		F232	N/A	M.6.c.
7.-8. Not applicable.				
9. Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))		BHDM		
		F577	548	M.9.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Amount	BHDM	Amount	
<i>Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option</i>					
10. Loans measured at fair value:					
a. Loans secured by real estate	F608	N/A			M.10.a.
(1) Construction, land development, and other land loans			F578	N/A	M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F579	N/A	M.10.a.(2)
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			F580	N/A	M.10.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			F581	N/A	M.10.a.(3)(b)(i)
(ii) Secured by junior liens			F582	N/A	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F583	N/A	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties			F584	N/A	M.10.a.(5)
b. Commercial and industrial loans	F585	N/A	F585	N/A	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F586	N/A	F586	N/A	M.10.c.(1)
(2) Other revolving credit plans	F587	N/A	F587	N/A	M.10.c.(2)
(3) Automobile loans	K196	N/A	K196	N/A	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K208	N/A	K208	N/A	M.10.c.(4)
d. Other loans	F589	N/A	F589	N/A	M.10.d.

## Schedule HC-C - Continued

### Memoranda - Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Amount	BHDM	Amount	
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):					
a. Loans secured by real estate	F609	N/A			M.11.a.
(1) Construction, land development, and other land loans			F590	N/A	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F591	N/A	M.11.a.(2)
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			F592	N/A	M.11.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			F593	N/A	M.11.a.(3)(b)(i)
(ii) Secured by junior liens			F594	N/A	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F595	N/A	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties			F596	N/A	M.11.a.(5)
b. Commercial and industrial loans	F597	N/A	F597	N/A	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F598	N/A	F598	N/A	M.11.c.(1)
(2) Other revolving credit plans	F599	N/A	F599	N/A	M.11.c.(2)
(3) Automobile loans	K195	N/A	K195	N/A	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209	N/A	K209	N/A	M.11.c.(4)
d. Other loans	F601	N/A	F601	N/A	M.11.d.

## Schedule HC-C - Continued

### Memoranda - Continued

	(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition		(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands							
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:							
a. Loans secured by real estate	G091	0	G092	0	G093	0	M.12.a.
b. Commercial and industrial loans	G094	0	G095	0	G096	0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097	0	G098	0	G099	0	M.12.c.
d. All other loans and all leases	G100	0	G101	0	G102	0	M.12.d.
Dollar Amounts in Thousands					BHCK	Amount	
13. Not applicable.							
14. Pledged loans and leases					G378	61,525,373	M.14.

## Schedule HC-D - Trading Assets and Liabilities

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Amount	BHCK	Amount	
<b>Assets</b>					
1. U.S. Treasury securities	3531	N/A	3531	N/A	1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532	N/A	3532	N/A	2.
3. Securities issued by states and political subdivisions in the U.S.	3533	N/A	3533	N/A	3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCK		BHDM		
	G379	N/A	G379	N/A	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies [1] (include CMOs, REMICs, and stripped MBS)	G380	N/A	G380	N/A	4.b.
c. All other residential mortgage-backed securities	G381	N/A	G381	N/A	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies [1]	K197	N/A	K197	N/A	4.d.
e. All other commercial MBS	K198	N/A	K198	N/A	4.e.
5. Other debt securities					
a. Structured financial products:					
(1) Cash	G383	N/A	G383	N/A	5.a.(1)
(2) Synthetic	G384	N/A	G384	N/A	5.a.(2)
(3) Hybrid	G385	N/A	G385	N/A	5.a.(3)
b. All other debt securities	G386	N/A	G386	N/A	5.b.
6. Loans:					
a. Loans secured by real estate	F610	N/A			6.a.
(1) Construction, land development, and other land loans			F604	N/A	6.a.1
(2) Secured by farmland (including farm residential and other improvements)			F605	N/A	6.a.2
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			F606	N/A	6.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			F607	N/A	6.a.3.b.i
(ii) Secured by junior liens			F611	N/A	6.a.3.b.ii
(4) Secured by multifamily (5 or more) residential properties			F612	N/A	6.a.4
(5) Secured by nonfarm nonresidential properties			F613	N/A	6.a.5
b. Commercial and industrial loans	F614	N/A	F614	N/A	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

## Schedule HC-D - Trading Assets and Liabilities

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Amount	BHCK	Amount	
6. c. (1) Credit cards	F615	N/A	F615	N/A	6.c.1
(2) Other revolving credit plans	F616	N/A	F616	N/A	6.c.2
(3) Automobile loans	K199	N/A	K199	N/A	6.c.3
(4) Other consumer loans (includes single payment, installment, and all student loans)	K210	N/A	K210	N/A	6.c.4
d. Other loans	F618	N/A	F618	N/A	6.d.

## Schedule HC-D - Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Amount	BHCK	Amount	
7.-8. Not applicable.					
9. Other trading assets	3541	N/A	3541	N/A	9.
10. Not applicable					
11. Derivatives with a positive fair value:	3543	N/A	3543	N/A	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5)	BHCT		BHDM		
	3545	N/A	3545	N/A	12.
	BHCK	Amount	BHDM	Amount	
<b>Liabilities</b>					
13. a. Liability for short positions					
(1) Equity securities	G209	N/A	G209	N/A	13.a.(1)
(2) Debt securities	G210	N/A	G210	N/A	13.a.(2)
(3) All other assets	G211	N/A	G211	N/A	13.a.(3)
b. All other trading liabilities	F624	N/A	F624	N/A	13.b.
14. Derivatives with a negative fair value	3547	N/A	3547	N/A	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15)	BHCT				
	3548	N/A	3548	N/A	15.

### Memoranda

Dollar Amounts in Thousands	BHCK	Amount	BHDM	Amount	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)					
a. Loans secured by real estate	F790	N/A			M.1.a.
(1) Construction, land development, and other land loans			F625	N/A	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F626	N/A	M.1.a.(2)
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			F627	N/A	M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			F628	N/A	M.1.a.(3)(b)(i)
(ii) Secured by junior liens			F629	N/A	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F630	N/A	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties			F631	N/A	M.1.a.(5)
b. Commercial and industrial loans	F632	N/A	F632	N/A	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F633	N/A	F633	N/A	M.1.c.(1)
(2) Other revolving credit plans	F634	N/A	F634	N/A	M.1.c.(2)
(3) Automobile loans	K200	N/A	K200	N/A	M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K211	N/A	K211	N/A	M.1.c.(4)
d. Other loans	F636	N/A	F636	N/A	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:					
a. Fair value	F639	N/A	F639	N/A	M.2.a.
b. Unpaid principal balance	F640	N/A	F640	N/A	M.2.b.

## Schedule HC-D - Continued

### Memoranda - Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Amount	BHDM	Amount	
	3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):				
a. Trust preferred securities issued by financial institutions	G299	N/A	G299	N/A	M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332	N/A	G332	N/A	M.3.b.
c. Corporate and similar loans	G333	N/A	G333	N/A	M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334	N/A	G334	N/A	M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G335	N/A	G335	N/A	M.3.e.
f. Diversified (mixed) pools of structured financial products	G651	N/A	G651	N/A	M.3.f.
g. Other collateral or reference assets	G652	N/A	G652	N/A	M.3.g.
4. Pledged trading assets:					
a. Pledged securities	G387	N/A	G387	N/A	M.4.a.
b. Pledged loans	G388	N/A	G388	N/A	M.4.b.

Dollar Amounts in Thousands		BHCK	Amount	
<i>Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>				
5. Asset-backed securities:				
a. Credit card receivables		F643	N/A	M.5.a.
b. Home equity lines		F644	N/A	M.5.b.
c. Automobile loans		F645	N/A	M.5.c.
d. Other consumer loans		F646	N/A	M.5.d.
e. Commercial and industrial loans		F647	N/A	M.5.e.
f. Other		F648	N/A	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches )				
7. Equity securities:				
a. Readily determinable fair values		F652	N/A	M.7.a.
b. Other		F653	N/A	M.7.b.
8. Loans pending securitization				
9.a.(1) Gross fair value of commodity contracts				
(2) Gross fair value of physical commodities held in inventory		G212	N/A	M.9.a.(1)
9.b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):				
(1) BHTX				
F655		F655	N/A	M.9.b.(1)
(2) BHTX				
F656		F656	N/A	M.9.b.(2)
(3) BHTX				
F657		F657	N/A	M.9.b.(3)

## Schedule HC-D - Continued

### Memoranda - Continued

		(Column B) Domestic Offices		
		BHCK	Amount	
Dollar Amounts in Thousands				
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than \$25,000 and exceed 25% of the item)				
a.	BHTX F658	F658	N/A	M.10.a.
b.	BHTX F659	F659	N/A	M.10.b.
c.	BHTX F660	F660	N/A	M.10.c.



## Schedule HC-E - Deposit Liabilities<sup>1</sup>

Dollar Amounts in Thousands	BHCB	Amount	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:			
a. Noninterest-bearing balances [2]	2210	446,470	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	57,010	1.b.
c. Money market deposit accounts and other savings accounts	2389	23,757,629	1.c.
d. Time deposits of less than \$100,000	6648	18,591,509	1.d.
e. Time deposits of \$100,000 or more	2604	5,697,899	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:	BHOD		
a. Noninterest-bearing balances [2]	3189	0	2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	0	2.b.
c. Money market deposit accounts and other savings accounts	2389	0	2.c.
d. Time deposits of less than \$100,000	6648	0	2.d.
e. Time deposits of \$100,000 or more	2604	0	2.e.

## Memoranda

Dollar Amounts in Thousands	BHDM	Amount	
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243	7,546,624	M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164	8,607,508	M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242	2,940,061	M.3.
	BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less	A245	0	M.4.

- The sum of items 1.a through 1.e and items 2.a through 2.e. must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).
- Includes noninterest-bearing demand, time, and savings deposits.

## Schedule HC-F - Other Assets

Dollar Amounts in Thousands	BHCK	Amount	
1. Accrued interest receivable [1]	B556	667,428	1.
2. Net deferred tax assets [2]	2148	444,751	2.
3. Interest-only strips receivable (not in the form of a security) [3] on:			
a. Mortgage loans	A519	0	3.a.
b. Other financial assets	A520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values [4]	1752	56,524	4.
5. Life insurance assets:			
a. General account life insurance assets	K201	0	5.a.
b. Separate account life insurance assets	K202	0	5.b.
c. Hybrid account life insurance assets	K270	0	5.c.
6. Other	2168	912,408	6.
	BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	2,081,111	7.

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

## Schedule HC-G - Other Liabilities

Dollar Amounts in Thousands	BHCK	Amount	
1. Not applicable			
2. Net deferred tax liabilities [1]	3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures	B557	0	3.
4. Other	B984	2,883,485	4.
	BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	<b>2,883,485</b>	5.

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

## Schedule HC-H - Interest Sensitivity<sup>1</sup>

Dollar Amounts in Thousands	BHCK	Amount	
1. Earning assets that are repricable within one year or mature within one year	3197	67,862,001	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a(2) and 13.b(2) on Schedule HC, Balance Sheet	3296	10,273,167	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	5,182,515	3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)	3408	0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409	0	5.

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

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

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

### I. Property and Casualty Underwriting

Dollar Amounts in Thousands		BHCK	Amount	
<b>Assets</b>				
1. Reinsurance recoverables		B988	0	1.
2. Total assets		C244	0	2.
<b>Liabilities</b>				
3. Claims and claims adjustment expense reserves		B990	0	3.
4. Unearned premiums		B991	0	4.
5. Total equity		C245	0	5.
6. Net income		C246	0	6.

### II. Life and Health Underwriting

		BHCK	Amount	
<b>Assets</b>				
1. Reinsurance recoverables		C247	0	1.
2. Separate account assets		B992	0	2.
3. Total assets		C248	0	3.
<b>Liabilities</b>				
4. Policyholder benefits and contractholder funds		B994	0	4.
5. Separate account liabilities		B996	0	5.
6. Total equity		C249	0	6.
7. Net income		C250	0	7.

## Schedule HC-K - Quarterly Averages

	Dollar Amounts in Thousands		
	BHCK	Amount	
<b>Assets</b>			
1. Securities:			
a. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	B558	1,437,543	1.a.
b. Mortgage-backed securities	B559	1,234,987	1.b.
c. All other securities (included securities issued by states and political subdivisions in the U.S.)	B560	215,308	1.c.
2. Federal funds sold and securities purchased under agreements to resell	3365	0	2.
	BHDM		
3. a. Total loans and leases in domestic offices	3516	70,811,748	3.a.
(1) Loans secured by 1-4 family residential properties	3465	202,620	3.a.(1)
(2) All other loans secured by real estate	3466	2,288	3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386	0	3.a.(3)
(4) Commercial and industrial loans	3387	180,883	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B561	55,961,602	3.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B562	14,423,522	3.a.(5)(b)
	BHFN		
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs	3360	0	3.b.
	BHCK		
4. a. Trading assets	3401	0	4.a.
b. Other earning assets	B985	11,654,730	4.b.
5. Total consolidated assets	3368	87,936,063	5.
<b>Liabilities</b>			
6. Interest-bearing deposits (domestic) [1]	3517	47,954,842	6.
7. Interest-bearing deposits (foreign) [1]	3404	0	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	1,624	8.
9. All other borrowed money	2635	23,923,793	9.
10. Not applicable.			
<b>Equity Capital</b>			
11. Total equity capital (excludes limited-life preferred stock)	3519	11,313,451	11.

1. Includes interest-bearing demand deposits.

For Federal Reserve Bank Use Only  
C.I. \_\_\_\_\_

## Schedule HC-L - Derivatives and Off-Balance-Sheet items

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands		BHCK	Amount				
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):							
a. Revolving, open-end loans secured by 1-4 family residential properties, e.g., home equity lines _____							
		3814	1,543	1.a.			
b. (1) Unused consumer credit card lines _____							
		J455	184,232,628	1.b.(1)			
(2) Other unused credit card lines _____							
		J456	1,021,060	1.b.(2)			
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)) _____							
		3816	0	1.c.(1)			
(a) 1-4 family residential construction loan commitments _____							
	F164	0		1.c.(1)(a)			
(b) Commercial real estate, other construction loan, and land development loan commitments _____							
	F165	0		1.c.(1)(b)			
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate _____							
		6550	0	1.c.(2)			
d. Securities underwriting _____							
		3817	0	1.d.			
e. Other unused commitments:							
(1) Commercial and industrial loans _____							
		J457	14,877	1.e.(1)			
(2) Loans to financial institutions _____							
		J458	11,156	1.e.(2)			
(3) All other unused commitments _____							
		J459	155,587	1.e.(3)			
2. Financial standby letters of credit and foreign office guarantees _____							
		6566	0	2.			
<i>Item 2.a is to be completed by holding companies with \$1 billion or more in total assets. [1]</i>							
a. Amount of financial standby letters of credit conveyed to others _____							
		3820	0	2.a.			
3. Performance standby letters of credit and foreign office guarantees _____							
		6570	0	3.			
<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. [1]</i>							
a. Amount of performance standby letters of credit conveyed to others _____							
		3822	0	3.a.			
4. Commercial and similar letters of credit _____							
		3411	0	4.			
5. Not applicable _____							
				5.			
6. Securities							
a. Securities lent _____							
		3433	0	6.a.			
b. Securities borrowed _____							
		3432	0	6.b.			
7. Credit derivatives:							
a. Notional amounts:							
(1) Credit default swaps _____							
	BHCK	C968	0	BHCK	C969	0	7.a.(1)
(2) Total return swaps _____							
	BHCK	C970	0	BHCK	C971	0	7.a.(2)
(3) Credit options _____							
	BHCK	C972	0	BHCK	C973	0	7.a.(3)
(4) Other credit derivatives _____							
	BHCK	C974	0	BHCK	C975	0	7.a.(4)
b. Gross fair values:							
(1) Gross positive fair value _____							
	BHCK	C219	0	BHCK	C221	0	7.b.(1)
(2) Gross negative fair value _____							
	BHCK	C220	0	BHCK	C222	0	7.b.(2)
c. Notional amounts by regulatory capital treatment:							
(1) Positions covered under the Market Risk Rule:							
(a) Sold protection _____							
	BHCK	G401	0	BHCK	G402	0	7.c.(1)(a)
(b) Purchased protection _____							
	BHCK	G402	0	BHCK	G403	0	7.c.(1)(b)
(2) All other positions:							
(a) Sold protection _____							
	BHCK	G403	0	BHCK	G404	0	7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes _____							
	BHCK	G404	0	BHCK	G405	0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes _____							
	BHCK	G405	0	BHCK	G405	0	7.c.(2)(c)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2015.

### Schedule HC-L - Continued

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands	Remaining Maturity Of:						
	(Column A) One year or less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
7. d. Notional amounts by remaining maturity:							
(1) Sold credit protection:							
(a) Investment grade	G406	0	G407	0	G408	0	7.d.(1)(a)
(b) Subinvestment grade	G409	0	G410	0	G411	0	7.d.(1)(b)
(2) Purchased credit Prot:							
(a) Investment grade	G412	0	G413	0	G414	0	7.d.(2)(a)
(b) Subinvestment grade	G415	0	G416	0	G417	0	7.d.(2)(b)

	BHCK	Amount	
8. Spot foreign exchange contracts	8765	0	8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of schedule HC, item 27.a, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)			
	3430	0	9.
a. Commitments to purchased when-issued securities	3434	0	9.a.
b. Commitments to sell when-issued securities	3435	0	9.b.
c. TEXT			
6561	6561	0	9.c.
d. TEXT			
6562	6562	0	9.d.
e. TEXT			
6568	6568	0	9.e.
f. TEXT			
6586	6586	0	9.f.

10. Not applicable.

### Schedule HC-L - Continued

Dollar Amounts in Thousands					
Derivatives Position Indicators	(Column A) Interest Rate Contracts Amount	(Column B) Foreign Exchange Contracts Amount	(Column C) Equity Derivative Contracts Amount	(Column D) Commodity and Other Contracts Amount	
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal the sum of items 12 and 13):					
a. Future contracts	0	0	0	0	11.a.
b. Forward contracts	8,823	15,466	0	0	11.b.
c. Exchange-traded option contracts:					
(1) Written options	0	0	0	0	11.c.(1)
(2) Purchased options	0	0	0	0	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	0	0	0	0	11.d.(1)
(2) Purchased options	0	0	0	0	11.d.(2)
e. Swaps	9,160,865	0	0	0	11.e.
12. Total gross notional amount of derivative contracts held for trading	0	0	0	0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	9,169,688	15,466	0	0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	0	0	0	0	14.a.(1)
(2) Gross negative fair value	0	0	0	0	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	58,789	0	0	0	14.b.(1)
(2) Gross negative fair value	87,851	62	0	0	14.b.(2)

## Schedule HC-L - Continued

Item 15 is to be completed only by holding companies with total assets of \$10 billion or more. [1]

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	
	Banks and Securities Firms	Monoline Financial Guarantors	Hedge Funds	Sovereign Governments	Corporations and All Other Counterparties	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	
15. Over-the counter derivatives:	BHCK G418	BHCK G419	BHCK G420	BHCK G421	BHCK G422	
a. Net current credit exposure	58,789	0	0	0	0	15.a.
b. Fair value of collateral:	BHCK G423	BHCK G424	BHCK G425	BHCK G426	BHCK G427	
(1) Cash - U.S. dollar	20,564	0	0	0	0	15.b.(1)
(2) Cash - Other currencies	0	0	0	0	0	15.b.(2)
(3) U.S. Treasury securities	585	0	0	0	0	15.b.(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities	0	0	0	0	0	15.b.(4)
(5) Corporate bonds	0	0	0	0	0	15.b.(5)
(6) Equity securities	0	0	0	0	0	15.b.(6)
(7) All other collateral	0	0	0	0	0	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	<b>21,149</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2015.



### Schedule HC-M - Memoranda

		Dollar Amounts in Thousands		BHCK	Amount	
1. Total number of holding company common shares outstanding	NUMBER (UNROUNDED)	3459	406,531,802			1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries		6555	3,747,812			2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries		6556	18,741,316			3.
4. Other assets acquired in satisfaction of debts previously contracted		6557	0			4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC		A288	0			5.
6. Assets covered by loss-sharing agreements with the FDIC:						
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):						
(1) Loans secured by real estate in domestic offices:						
(a) Construction, land development, and other land loans:	BHDM					
(1) 1-4 family residential construction loans	K169	0				6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans	K170	0				6.a.(1)(a)(2)
(b) Secured by farmland	K171	0				6.a.(1)(b)
(c) Secured by 1-4 family residential properties:						
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	K172	0				6.a.(1)(c)(1)
(2) Closed-end loans secured by 1-4 family residential properties:						
(a) Secured by first liens	K173	0				6.a.(1)(c)(2)(a)
(b) Secured by junior liens	K174	0				6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties	K175	0				6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K176	0				6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties	K177	0				6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers	BHCK					
(3) Commercial and industrial loans	K178	0				6.a.(2)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):	K179	0				6.a.(3)
(a) Credit cards						
(b) Automobile Loans	K180	0				6.a.(4)(a)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)	K181	0				6.a.(4)(b)
(5) All other loans and leases						
(a) Loans to depository institutions and acceptances of other banks	K182	0				6.a.(4)(c)
(b) Loans to foreign governments and official institutions	K183	0				6.a.(5)
(c) Other loans[1]						
(d) Lease financing receivables	K184	0				6.a.(5)(a)
(a) Loans to depository institutions and acceptances of other banks	K185	0				6.a.(5)(b)
(b) Loans to foreign governments and official institutions	K186	0				6.a.(5)(c)
(c) Other loans[1]	K273	0				6.a.(5)(d)
(d) Lease financing receivables						
b. Other real estate owned (included in Schedule HC, item 7):	BHDM					
(1) Construction, land development, and other land in domestic offices	K187	0				6.b.(1)
(2) Farmland in domestic offices	K188	0				6.b.(2)
(3) 1-4 family residential properties in domestic offices	K189	0				6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices	K190	0				6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices	K191	0				6.b.(5)

Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S." "Loans to nondepository financial institutions and other loans". and loans secured by real estate in foreign offices.

**Schedule HC-M - Continued**

Dollar Amounts in Thousands		BHFN	Amount	
6. b. (6) In foreign offices		K260	0	6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements		BHCK		
		K192	0	6.b.(7)
c. Debt securities (included in Schedule HC, items 2.a and 2.b)		J461	0	6.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets)		J462	0	6.d.
7. Captive insurance and reinsurance subsidiaries:				
a. Total assets of captive insurance subsidiaries [1]		K193	0	7.a.
b. Total assets of captive reinsurance subsidiaries[1]		K194	0	7.b.
8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "YES" or "NO")		BHCK	YES / NO	
		C251	NO	8.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "YES" or "NO")		BHCK	YES / NO	
		6689	NO	9.
10. Not applicable				
11. Have all changes in investments and activities been reported to the Federal Reserve on the Holding Company Report of Changes in Organizational Structure (FRY-10)? holding companies must not leave blank or enter "N/A." The holding company must enter "YES" even if there are no changes to report; or enter "NO". If the answer to this question is no, complete the FRY-10.		BHCK	YES / NO	
		6416	YES	11.

TEXT	
6428	Melinda Milenkovich

Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)

(224) 405-1105
----------------

Area Code / Phone Number (TEXT 9009)

12. Intangible assets other than goodwill:		BHCK	Amount	
a. Mortgage servicing assets		3164	0	12.a.
(1) Estimated fair value of mortgage servicing assets	6438		0	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets		B026	0	12.b.
c. All other identifiable intangible assets		5507	166,615	12.c.
		BHCT		
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426	<b>166,615</b>	12.d.
13. Other real estate owned		2150	137	13.
14. Other borrowed money:		BHCK		
a. Commercial paper		2309	0	14.a.
b. Other borrowed money with a remaining maturity of one year or less		2332	3,747,812	14.b.
c. Other borrowed money with a remaining maturity of more than one year		2333	20,237,011	14.c.
		BHCT		
d. Total (sum of items 14.a., 14.b. and 14.c) (must equal Schedule HC, item 16)		3190	<b>23,984,823</b>	14.d.
15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "YES" or "NO")		BHCK	YES / NO	
		B569	NO	15.
		BHCK	Amount	
16. Assets under management in proprietary mutual funds and annuities		B570	0	16.

1. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting holding company.

## Schedule HC-M - Continued

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

17. Does the holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)4(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "YES" or "NO")
- |      |          |
|------|----------|
| BHCK | YES / NO |
| C161 | NO       |
- 17.

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

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

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

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

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

19. a. Has the holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "YES" or "NO")
- |      |          |
|------|----------|
| BHCK | YES / NO |
| C700 | NO       |
- 19.a.
- b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "YES" or "NO")
- |      |          |
|------|----------|
| BHCK | YES / NO |
| C701 | NO       |
- 19.b.

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

Dollar Amounts in Thousands	BHCK	Amount	
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:			
a. Net Assets	C252	0	20.a.
b. Balances due from related institutions:			
1. Due from the holding company (parent company only), gross	4832	0	20.b.(1)
2. Due from subsidiary banks of the holding company, gross	4833	0	20.b.(2)
3. Due from nonbank subsidiaries of the holding company, gross	4834	0	20.b.(3)
c. Balances due to related institutions:			
1. Due to holding company (parent company only), gross	5041	0	20.c.(1)
2. Due to subsidiary banks of the holding company, gross	5043	0	20.c.(2)
3. Due to nonbank subsidiaries of the holding company, gross	5045	0	20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors	5047	0	20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B))[1]	C253	0	21.

1. A savings and loan holding company that wishes to engage in financial holding company activities must have an effective election to be treated as a financial holding company or conducts activities under section 10(c)(2)(H)(i) of the HOLA (12 U.S.C. 1467a(c)(2)(H)(i)).

## Schedule HC-M - Continued

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

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

TEXT C497	<a href="http://investorrelations.discoverfinancial.com">http://investorrelations.discoverfinancial.com</a>	22.
-----------	---	-----

Dollar Amounts in Thousands	BHCK	Amount	
<i>Memoranda items 23 and 24 are to be completed by all holding companies.</i>			
23. Secured liabilities:			
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)	F064	0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	F065	16,661,329	23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:			
a. Senior perpetual preferred stock or similar items	G234	0	24.a.
b. Warrants to purchase common stock or similar items	G235	0	24.b.

For Federal Reserve Bank Use Only
C.I. _____

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. Loans secured by real estate:							
a. Construction, land develop- ment, and other land loans in domestic offices:							
(1) 1-4 family residential construction loans	F172	0	F174	0	F176	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	0	F175	0	F177	2,288	1.a.(2)
b. Secured by farmland in domestic offices	3493	0	3494	0	3495	0	1.b.
c. Secured by 1-4 family residen- tial properties in domestic offices:							
(1) Revolving, open-end loans secured by 1-4 family resi- dential properties and exten- ded under lines of credit	5398	30	5399	0	5400	9	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C236	85	C237	0	C229	877	1.c.(2)(a)
(b) Secured by junior liens	C238	369	C239	0	C230	307	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	0	3500	0	3501	0	1.d.
e. Secured by nonfarm non- residential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm non- residential properties	F178	0	F180	0	F182	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	0	F181	0	F183	0	1.e.(2)
f. In foreign offices	B572	0	B573	0	B574	0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. U.S. banks and other U.S. depository institutions	5377	0	5378	0	5379	0	2.a.
b. Foreign banks	5380	0	5381	0	5382	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594	0	1597	0	1583	0	3.
4. Commercial and industrial loans	1606	785	1607	1,081	1608	18,665	4.

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

### Schedule HC-N

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
5. Loans to individuals for house- hold, family, and other personal expenditures:							
a. Credit cards	B575	425,051	B576	395,673	B577	181,256	5.a.
b. Automobile loans	K213	0	K214	0	K215	0	5.b.
c. Other consumer loans (includes single pay- ment, installment, all student loans, and revolving credit plans other than credit cards)							
	K216	163,224	K217	61,773	K218	8,353	5.c.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	0	5460	0	5461	0	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F166	0	F167	0	F168	0	8.a.
b. All other leases	F169	0	F170	0	F171	0	8.b.

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

**Schedule HC-N - Continued**

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	0	9.
10. TOTAL (sum of items 1 through 9)	5524	<b>589,544</b>	5525	<b>458,527</b>	5526	<b>211,755</b>	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)	K036	0	K037	0	K038	0	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039	0	K040	0	K041	0	11.a.
b. Rebooked "GNMA loans" that have been repur- chased or are eligible for repurchase included in item 11 above	K042	0	K043	0	K044	0	11.b.
12. Loans and leases reported in items 1 through 8 above which are covered by sharing agreements with the loss- FDIC:							
a. Loans secured by real estate in domestic offices:							
(1) Construction, land development, and other land loans:							
(a) 1-4 family residential construction loans	BHDM K045	0	BHDM K046	0	BHDM K047	0	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans	K048	0	K049	0	K050	0	12.a.(1)(b)
(2) Secured by farmland	K051	0	K052	0	K053	0	12.a.(2)

**Schedule HC-N - Continued**

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHDM	Amount	BHDM	Amount	BHDM	Amount	
12.a.(3) Secured by 1-4 family residential properties:							
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	K054	0	K055	0	K056	0	12.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:							
(1) Secured by first liens	K057	0	K058	0	K059	0	12.a.(3)(b)(1)
(2) Secured by junior liens	K060	0	K061	0	K062	0	12.a.(3)(b)(2)
(4) Secured by multi-family (5 or more) residential properties	K063	0	K064	0	K065	0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:							
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066	0	K067	0	K068	0	12.a.(5)(a)
(b) Loans secured by other nonfarm nonresidential properties	K069	0	K070	0	K071	0	12.a.(5)(b)
12. b. Loans to finance agricultural production and other loans to farmers	BHCK K072	0	BHCK K073	0	BHCK K074	0	12.b.
c. Commercial and industrial loans	K075	0	K076	0	K077	0	12.c.



**Schedule HC-N - Continued**

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
12. d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper:							
(1) Credit cards	K078	0	K079	0	K080	0	12.d.(1)
(2) Automobile loans	K081	0	K082	0	K083	0	12.d.(2)
(3) Other consumer loans	K084	0	K085	0	K086	0	12.d.(3)
e. All other loans and leases	K087	0	K088	0	K089	0	12.e.
<i>Itemize the past due and nonaccrual amounts included in item 12.e above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>							
(1) Loans to depository institutions and acceptances of other banks	K091	0	K092	0	K093	0	12.e.(1)
(2) Loans to foreign governments and official institutions	K095	0	K096	0	K097	0	12.e.(2)
(3) Other loans [1]	K099	0	K100	0	K101	0	12.e.(3)
(4) Lease financing receivables	K269	0	K271	0	K272	0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	K102	0	K103	0	K104	0	12.f.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S." "Loans to nondepository financial institutions and other loans". and loans secured by real estate in foreign offices.

## Schedule HC-N - Continued

### Memoranda

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHDM	Amount	BHDM	Amount	BHDM	Amount	
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1-4 family residential construction loans	K105	0	K106	0	K107	0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K108	0	K109	0	K110	2,288	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices	BHCK F661	0	BHCK F662	0	BHCK F663	623	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM K111	0	BHDM K112	0	BHDM K113	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114	0	K115	0	K116	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117	0	K118	0	K119	0	M.1.d.(2)

## Schedule HC-N - Continued

### Memoranda - Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. e. Commercial and industrial loans:							
(1) To U.S. addressees (domicile)	K120	4	K121	0	K122	0	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K123	0	K124	0	K125	0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	K126	67,819	K127	45,672	K128	6,059	M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>							
(1) Loans secured by farmland in domestic offices	BHDM K130	0	BHDM K131	0	BHDM K132	0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCK K134	0	BHCK K135	0	BHCK K136	0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers	K138	0	K139	0	K140	0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K274	52,543	K275	38,964	K276	5,702	M.1.f.(4)(a)

## Schedule HC-N - Continued

### Memoranda - Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1.f.(4) (b) Automobile loans _____	K277	0	K278	0	K279	0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) _____	K280	15,276	K281	6,708	K282	357	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions _____	K283	0	K284	0	K285	0	M.1.f.(5)
(6) Other loans [1] _____	K286	0	K287	0	K288	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above _____	6558	0	6559	0	6560	0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non- U.S. addressees _____	3508	0	1912	0	1913	0	M.3.
4. Not applicable							
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)							
a. Loans and leases held for sale _____	C240	0	C241	0	C226	0	M.5.a.
b. Loans measured at fair value:							
(1) Fair value _____	F664	0	F665	0	F666	0	M.5.b.(1)
(2) Unpaid principal balance _____	F667	0	F668	0	F669	0	M.5.b.(2)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S." "Loans to nondepository financial institutions and other loans". and loans secured by real estate in foreign offices.

## Schedule HC-N - Continued

### Memoranda - Continued

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
	BHCK	Amount	BHCK	Amount	
6. Derivative contracts: Fair value of amounts carried as assets	3529	N/A	3530	N/A	M.6.

	Dollar Amounts in Thousands		
	BHCK	Amount	
7. Additions to nonaccrual assets during the quarter	C410	573,954	M.7.
8. Nonaccrual assets sold during the quarter	C411	0	M.8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):							
a. Outstanding balance	L183	44,190	L184	19,730	L185	0	M.9.a.
b. Amount included in Schedule HC-N, items 1 through 7, above	L186	43,246	L187	18,966	L188	0	M.9.b.

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

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

Dollar Amounts in Thousands		BHCK	Amount	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: [2]				
a. Closed-end first liens		F066	0	1.a.
b. Closed-end Junior liens		F067	0	1.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F670	0	1.c.(1)
(2) Principal amount funded under the lines of credit		F671	0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: [2]				
BHCK				
a. Closed-end first liens		F068	0	2.a.
b. Closed-end Junior liens		F069	0	2.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F672	0	2.c.(1)
(2) Principal amount funded under the lines of credit		F673	0	2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:				
BHCK				
a. Closed-end first liens		F070	0	3.a.
b. Closed-end Junior liens		F071	0	3.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F674	0	3.c.(1)
(2) Principal amount funded under the lines of credit		F675	0	3.c.(2)
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):				
BHCK				
a. Closed-end first liens		F072	0	4.a.
b. Closed-end Junior liens		F073	0	4.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F676	0	4.c.(1)
(2) Principal amount funded under the lines of credit		F677	0	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i):				
BHCK				
a. Closed-end 1-4 family residential mortgage loans		F184	5	5.a.
BHDM				
b. Open-end 1-4 family residential mortgage loans extended under lines of credit		F560	0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:				
a. Closed-end first liens		F678	0	6.a.
b. Closed-end junior liens		F679	0	6.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F680	0	6.c.(1)
(2) Principal amount funded under the lines of credit		F681	0	6.c.(2)
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:				
BHCK				
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies		L191	400	7.a.
b. For representations and warranties made to other parties		L192	1,704	7.b.
c. Total representations and warranty reserves (sum of item 7.a and 7.b)		M288	<b>2,104</b>	7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2015.
2. Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

## Schedule HC-Q - Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule HC-Q is to be completed by all holding companies.

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	
	Total Fair Value Reported on Schedule HC	LESS: Amounts Netted in the Determination of Total Fair Value	Level 1 Fair Value Measurements	Level 2 Fair Value Measurements	Level 3 Fair Value Measurements	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	
<b>Assets</b>	BHCY 1773	BHCK G474	BHCK G475	BHCK G476	BHCK G477	
1. Available-for-sale securities	2,413,781	0	1,321,345	1,092,436	0	1.
2. Federal funds sold and securities purchased under agreements to resell	0	0	0	0	0	2.
3. Loans and leases held for sale	0	0	0	0	0	3.
4. Loans and leases held for investment	0	0	0	0	0	4.
5. Trading assets:	BHCT 3543	BHCK G493	BHCK G494	BHCK G495	BHCK G496	
a. Derivative assets	0	0	0	0	0	5.a.
b. Other trading assets	BHCK G497	BHCK G498	BHCK G499	BHCK G500	BHCK G501	
1. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b above)	0	0	0	0	0	5.b.
6. All other assets	BHCK F240	BHCK F684	BHCK F692	BHCK F241	BHCK F242	
	0	0	0	0	0	5.b.(1)
	BHCK G391	BHCK G392	BHCK G395	BHCK G396	BHCK G804	
	58,789	0	0	58,789	0	6.
7. Total assets measured at fair value on a recurring basis	BHCK G502	BHCK G503	BHCK G504	BHCK G505	BHCK G506	
	<b>2,472,570</b>	<b>0</b>	<b>1,321,345</b>	<b>1,151,225</b>	<b>0</b>	7.
<b>Liabilities</b>	BHCK F252	BHCK F686	BHCK F694	BHCK F253	BHCK F254	
8. Deposits	0	0	0	0	0	8.
9. Federal funds purchased and securities sold under agreements to repurchase	BHCK G507	BHCK G508	BHCK G509	BHCK G510	BHCK G511	
	0	0	0	0	0	9.
10. Trading liabilities:	BHCT 3547	BHCK G512	BHCK G513	BHCK G514	BHCK G515	
a. Derivative liabilities	0	0	0	0	0	10.a.
b. Other trading liabilities	BHCK G516	BHCK G517	BHCK G518	BHCK G519	BHCK G520	
	0	0	0	0	0	10.b.
11. Other borrowed money	BHCK G521	BHCK G522	BHCK G523	BHCK G524	BHCK G525	
	0	0	0	0	0	11.
12. Subordinated notes and debentures	BHCK G526	BHCK G527	BHCK G528	BHCK G529	BHCK G530	
	0	0	0	0	0	12.
13. All other liabilities	BHCK G805	BHCK G806	BHCK G807	BHCK G808	BHCK G809	
	87,913	0	0	87,913	0	13.
14. Total liabilities measured at fair value on a recurring basis	BHCK G531	BHCK G532	BHCK G533	BHCK G534	BHCK G535	
	<b>87,913</b>	<b>0</b>	<b>0</b>	<b>87,913</b>	<b>0</b>	14.

## Schedule HC-Q - Continued

### Memoranda

		(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
Dollar Amounts in Thousands		Amount	Amount	Amount	Amount	Amount	
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25 percent of item 6):							
a. Mortgage servicing rights		BHCK G536	BHCK G537	BHCK G538	BHCK G539	BHCK G540	M.1.a.
		0	0	0	0	0	
b. Nontrading derivative assets		BHCK G541	BHCK G542	BHCK G543	BHCK G544	BHCK G545	M.1.b.
		58,789	0	0	58,789	0	
c.	BHTX G546	BHCK G546	BHCK G547	BHCK G548	BHCK G549	BHCK G550	M.1.c.
		0	0	0	0	0	
d.	BHTX G551	BHCK G551	BHCK G552	BHCK G553	BHCK G554	BHCK G555	M.1.d.
		0	0	0	0	0	
e.	BHTX G556	BHCK G556	BHCK G557	BHCK G558	BHCK G559	BHCK G560	M.1.e.
		0	0	0	0	0	
f.	BHTX G561	BHCK G561	BHCK G562	BHCK G563	BHCK G564	BHCK G565	M.1.f.
		0	0	0	0	0	
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):							
a. Loan commitments (not accounted for as derivatives)		BHCK F261	BHCK F689	BHCK F697	BHCK F262	BHCK F263	M.2.a.
		0	0	0	0	0	
b. Nontrading derivative liabilities		BHCK G566	BHCK G567	BHCK G568	BHCK G569	BHCK G570	M.2.b.
		87,913	0	0	87,913	0	
c.	BHTX G571	BHCK G571	BHCK G572	BHCK G573	BHCK G574	BHCK G575	M.2.c.
		0	0	0	0	0	
d.	BHTX G576	BHCK G576	BHCK G577	BHCK G578	BHCK G579	BHCK G580	M.2.d.
		0	0	0	0	0	
e.	BHTX G581	BHCK G581	BHCK G582	BHCK G583	BHCK G584	BHCK G585	M.2.e.
		0	0	0	0	0	
f.	BHTX G586	BHCK G586	BHCK G587	BHCK G588	BHCK G589	BHCK G590	M.2.f.
		0	0	0	0	0	



For Federal Reserve Bank Use Only C.I. _____
---

## Schedule HC-R - Regulatory Capital

### Part I. Regulatory Capital Components and Ratios

Dollar Amounts in Thousands	BHCA	Amount	
<b>Common equity tier 1 capital</b>			
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares _____	P742	-3,176,178	1.
2. Retained earnings _____	BHCT3247	14,187,772	2.
3. Accumulated other comprehensive income (AOCI) _____	BHCAB530	-174,839	3.
	BHCA	YES / NO	
a. AOCI opt-out election (Enter "YES" or "NO") _____ (Advanced approaches holding companies must enter "NO".) _____	P838	YES	3a.
	BHCA	Amount	
4. Common equity tier 1 minority interest includable in common equity tier 1 capital _____	P839	0	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4) _____	P840	10,836,755	5.
<b>Common equity tier 1 capital: adjustments and deductions</b>			
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs) _____	P841	255,421	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs _____	P842	79,367	7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs _____	P843	0	8.
9. AOCI-related adjustments (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):			
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value) _____	P844	17,710	9a.
b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value) _____	P845	0	9b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value), _____	P846	-53,240	9c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value) _____	P847	-139,309	9d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value) _____	P848	0	9e.
f. To be completed only by holding companies that entered "0" for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not, recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value) _____	P849	N/A	9f.
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:			
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value) _____	Q258	0	10a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions _____	P850	0	10b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments _____	P851	0	11.
12. Subtotal (item 5 minus items 6 through 11) _____	P852	10,676,806	12.

**Schedule HC-R - Continued, Part I. —Continued**

	Dollar Amounts in Thousands		
	BHCA	Amount	
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P853	0	13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P854	0	14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P855	0	15.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold	P856	0	16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions	P857	0	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858	0	18.
<b>19. Common equity tier 1 capital (item 12 minus item 18)</b>	P859	10,676,806	19.
<b>Additional tier 1 Capital</b>			
20. Additional tier 1 capital instruments plus related surplus	P860	559,988	20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	P861	0	21.
22. Tier 1 minority interest not included in common equity tier 1 capital	P862	0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	P863	559,988	23.
24. LESS: Additional tier 1 capital deductions	P864	0	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	P865	559,988	25.
<b>Tier 1 Capital</b>			
26. Tier 1 capital (sum of items 19 and 25)	8274	11,236,794	26.
<b>Tier 2 Capital</b>			
27. Tier 2 capital instruments plus related surplus	P866	299,422	27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital	P867	0	28.
29. Total capital minority interest that is not included in tier 1 capital	P868	0	29.
30. a. Allowance for loan and lease losses includable in tier 2 capital	5310	948,652	30a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital	BHCW5310	N/A	30b.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital	BHCAQ257	0	31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31)	P870	1,248,074	32a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31)	BHCWP870	N/A	32b.
33. LESS: Tier 2 capital deductions	P872	0	33.
34. a. Tier 2 capital (greater of item 32.a minus item 33, or zero)	5311	1,248,074	34a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital greater of item 32.b minus item 33, or zero)	BHCW	N/A	34b.
<b>Total Capital</b>			
35. a. Total capital (sum of items 26 and 34.a)	3792	12,484,868	35a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b)	BHCW	N/A	35b.

**Schedule HC-R - Continued, Part I.—Continued**

Dollar Amounts in Thousands	BHCX	Amount	
<b>Total Assets for the Leverage Ratio</b>			
36. Average total consolidated assets	3368	87,936,063	36.
37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions)	BHCA		
	P875	334,788	37.
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes	B596	0	38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38)	A224	<b>87,601,275</b>	39.
<b>Total Risk-Weighted Assets</b>			
40. a. Total risk-weighted assets (from Schedule HC-R, Part II item 31)	A223	74,891,810	40a.
b. (Advanced approaches holding companies that exit parallel run only): Total riskweighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60)	BHCW		
	A223	N/A	40b.

**Schedule HC-R - Continued, Part I.—Continued**

	Column A		Column B		
	BHCA	Percentage	BHCW	Percentage	
<b>Risk-Based Capital Ratios</b>					
41. Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19 divided by item 40.b)	P793	14.2563%	P793	N/A	41.
42. Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 40.b)	7206	15.0040%	7206	N/A	42.
43. Total capital ratio (Column A: item 35.a divided by item 40.a) Advanced approaches holding companies that exit parallel run only: Column B: item 35.b divided by item 40.b)	7205	16.6705%	7205	N/A	43.

	BHCA	Percentage	
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204	12.8272%	44.
45. Advanced approaches holding companies only: Supplementary leverage ratio (from FFIEC 101 Schedule A, item 98) (effective date to be determined)			45.

	BHCA	Percentage	
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:			
a. Capital conservation buffer	H311	8.6705%	46a.
b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer	H312	N/A	46b.

Dollar Amounts in Thousands	BHCA	Amount	
Institutions must complete items 47 and 48 if the amount in item 46.a (or the lower of 46.a or 46.b for an advanced approaches holding company that has exited parallel run) is less than or equal to the applicable minimum capital conservation buffer:			
47. Eligible retained income	H313	0	47.
48. Distributions and discretionary bonus payments during the quarter	H314	0	48.

\* Report each ratio and buffer as a percentage, rounded to four decimal places, e.g., 12.3456.

## Schedule HC-R - Continued

### Part II. Risk-Weighted Assets

This schedule is to be submitted on a consolidated basis.

Holding companies (HC) are required to assign a 100 percent risk-weight to all assets not specifically assigned a risk-weight under Subpart D of the Federal Reserve's regulatory capital rules [1] and not deducted from tier 1 or tier 2 capital.

	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
			Allocation by Risk-Weight Category							
			0	2%	4%	10%	20%	50%	100%	150%
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
<b>Balance Sheet Asset Categories [2]</b>										
1. Cash and balances due from depository institutions	BHCK D957 <b>11,674,834</b>	BHCK S396 0	BHCK D958 9,519,554				BHCK D959 2,154,955	BHCK S397 325	BHCK D960 0	BHCK S398 0
2. Securities:										
a. Held-to-maturity securities	BHCKD961 <b>157,081</b>	BHCK S399 0	BHCK D962 107,359				BHCK D963 45,102	BHCK D964 0	BHCK D965 4,620	BHCK S400 0
b. Available-for-sale securities	BHCK D966 <b>2,413,781</b>	BHCK S402 28,781	BHCK D967 1,166,488				BHCK D968 1,120,390	BHCK D969 0	BHCK D970 98,122	BHCK S403 0
3. Federal funds sold and securities purchased under agreements to resell:										
a. Federal funds sold (in domestic offices)	BHCK D971 0		BHCK D972 0				BHCK D973 0	BHCK S410 0	BHCK D974 0	BHCKS411 0
b. Securities purchased under agreements to resell	BHCK H171 0	BHCK H172 0								
4. Loans and leases held for sale:										
a. Residential mortgage exposures	BHCK S413 0	BHCK S414 0	BHCK H173 0				BHCK S415 0	BHCKS416 0	BHCKS417 0	
b. High volatility commercial real estate exposures	BHCKS419 0	BHCK S420 0	BHCK H174 0				BHCK H175 0	BHCK H176 0	BHCK H177 0	BHCK S421 0
c. Exposures past due 90 days or more or on nonaccrual [3]	BHCK S423 0	BHCK S424 0	BHCK S425 0				BHCK S426 0	BHCK S427 0	BHCK S428 0	BHCK S429 0

1. For bank holding companies, 12 CFR Part 217 and 225; and for covered savings and loan holding companies, 12 CFR Part 217.  
 2. All securitization exposures held as on-balance sheet assets of the reporting institution are to be excluded from items 1 through 8 and are to be reported instead in item 9.  
 3. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

## Schedule HC-R—Continued

### Part II. Risk-Weighted Assets—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches [6]		
Dollar Amounts in Thousands	250% [4]	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount	
<b>Balance Sheet Asset Categories (continued)</b>	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
1. Cash and balances due from depository institutions										1.
2. Securities:										
a. Held-to-maturity securities										2.a.
b. Available-for-sale securities		BHCK S405		BHCK S406				BHCK H271	BHCK H272	2.b.
3. Federal funds sold and securities purchased under agreements to resell:		0		0				0	0	
a. Federal funds sold (in domestic offices)										3.a.
b. Securities purchased under agreements to resell										3.b.
4. Loans and leases held for sale:								BHCK H273	BHCK H274	
a. Residential mortgage exposures								0	0	4.a.
b. High volatility commercial real estate exposures								BHCK H275	BHCK H276	4.b.
c. Exposures past due 90 days or more or on nonaccrual [5]								0	0	4.c.

4. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

5. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

6. Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the collateral haircut approach is applied, separate account bank-owned life insurance, and default fund contributions to central counterparties.

## Schedule HC-R—Continued

### Part II. Risk-Weighted Assets—Continued

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
	Totals	Adjustments to	Allocation by Risk-Weight Category							
	From Schedule HC	Totals Reported in Column A	0%	2%	4%	10%	20%	50%	100%	150%
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
4. Loans and leases held for sale (continued):										
	BHCK S431	BHCKS432	BHCK S433				BHCK S434	BHCK S435	BHCK S436	BHCK S437
d. All other exposures	0	0	0				0	0	0	0
5. Loans and leases, net of unearned income:										
a. Residential mortgage exposures	BHCK S439	BHCK S440	BHCK H178				BHCK S441	BHCK S442	BHCK S443	
	213,170	0	0				0	42,082	171,088	
b. High volatility commercial real estate exposures	BHCK S445	BHCK S446	BHCK H179				BHCK H180	BHCK H181	BHCK H182	BHCKS447
	0	0	0				0	0	0	0
c. Exposures past due 90 days or more or on nonaccrual [7]	BHCK S449	BHCK S450	BHCK S451				BHCK S452	BHCK S453	BHCK S454	BHCKS455
	669,089	0	0				0	0	0	669,089
d. All other exposures	BHCK S457	BHCK S458	BHCK S459				BHCK S460	BHCK S461	BHCK S462	BHCK S463
	71,043,591	0	0				0	0	71,043,591	0
6. LESS: Allowance for loan and lease losses	BHCK 3123	BHCK 3123								
	1,948,967	1,948,967								
7. Trading assets	BHCK D976	BHCK S466	BHCK D977				BHCK D978	BHCK D979	BHCK D980	BHCKS467
	0	0	0				0	0	0	0
	BHCK D981	BHCK S469	BHCK D982				BHCK D983	BHCK D984	BHCK D985	BHCK H185
8. All other assets [8]	3,288,749	414,179	4,686				41,346	89	2,828,449	0
a. Separate account bank-owned life insurance										
b. Default fund contributions to central counterparties										

7. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

8. Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

## Schedule HC-R—Continued

### Part II. Risk-Weighted Assets—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches 9]	
	250% [10]	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
4. Loans and leases held for sale (continued):									
d. All other exposures								BHCK H279	BHCK H280
								0	0
5. Loans and leases, net of unearned income(continued):									
a. Residential mortgage exposures								BHC KH281	BHCK H282
								0	0
b. High volatility commercial real estate exposures								BHCK H283	BHCK H284
								0	0
c. Exposures past due 90 days or more or on nonaccrual [11]								BHCK H285	BHCK H286
								0	0
d. All other exposures								BHCK H287	BHCK H288
								0	0
6. LESS: Allowance for loan and lease losses									
		BHCK H186	BHCK H290	BHCK H187				BHCK H291	BHCK H292
		0	0	0				0	0
7. Trading assets		BHCK H188	BHCK S470	BHCK S471				BHCK H294	BHCK H295
		0	0	0				0	0
8. All other assets [12]								BHCK H296	BHCK H297
a. Separate account bank-owned life insurance								0	0
b. Default fund contributions to central counterparties								BHCK H298	BHCK H299
								0	0

9. Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the collateral haircut approach is applied, separate account bank-owned life insurance, and default fund contributions to central counterparties.

10. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

11. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

12. Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.



**Schedule HC-R—Continued**

**Part II. Risk-Weighted Assets—Continued**

Dollar Amounts in Thousands

(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column Q)	(Column T)	(Column U)
		Allocation by Risk-Weight Category	Total Risk-Weighted Asset Amount by Calculation Methodology	
		1250%	SSFA[13]	Gross-Up
Amount	Amount	Amount	Amount	Amount
<b>Securitization Exposures: On-and Off-Balance Sheet</b>				
9. On-balance sheet securitization exposures:				
a. Held-to-maturity securities	BHCK S475	BHCK S476	BHCK S477	BHCK S478
	0	0	0	0
b. Available-for-sale securities	BHCK S480	BHCK S481	BHCK S482	BHCK S483
	0	0	0	0
c. Trading assets	BHCK S485	BHCK S486	BHCK S487	BHCK S488
	0	0	0	0
d. All other on-balance sheet securitization exposures	BHCK S490	BHCK S491	BHCK S492	BHCK S493
	0	0	0	0
10. Off-balance sheet securitization exposures	BHCK S495	BHCK S496	BHCK S497	BHCK S498
	0	0	0	0

9.a.  
9.b.  
9.c.  
9.d.  
10.

Dollar Amounts in Thousands

(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
		Allocation by Risk-Weight Category							
		0%	2%	4%	10%	20%	50%	100%	150%
Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
BHCT 2170	BHCK S500	BHCK D987				BHCK D988	BHCK D989	BHCK D990	BHCK S503
11. Total balance sheet assets [14]	<b>87,511,328</b>	<b>-1,506,007</b>	<b>10,798,087</b>			<b>3,361,793</b>	<b>42,496</b>	<b>74,145,870</b>	<b>669,089</b>

11.

Dollar Amounts in Thousands

(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)
							Application of other Risk-Weighting Approaches
250% [15]	300%	400%	600%	625%	937.50%	1250%	
Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
BHCK S504	BHCK S505	BHCK S506	BHCK S507			BHCK S510	BHCK H300
11. Total balance sheet assets	0	0	0			0	0

11.

13. Simplified Supervisory Formula Approach.

14. For each of columns A through R of item 11, report the sum of items 1 through 9. For item 11, the sum of columns B through R must equal column A.

15. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

**Schedule HC-R—Continued**

**Part II. Risk-Weighted Assets—Continued**

Dollar Amounts in Thousands	(Column A)	CCF [16]	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
	Face, Notional, or Other Amount		Credit Equivalent Amount [17]	Allocation by Risk-Weight Category							
				0%	2%	4%	10%	20%	50%	100%	150%
Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
<b>Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk Weighting (Excluding Securitization Exposures) [18]</b>											
12. Financial standby letters of credit	BHCK D991		BHCK D992	BHCKD993				BHCK D994	BHCK D995	BHCK D996	BHCK S511
	0	1.0	0	0				0	0	0	0
13. Performance standby letters of credit and transaction-related contingent items	BHCK D997		BHCK D998	BHCK D999				BHCK G603	BHCK G604	BHCK G605	BHCK S512
	0	0.5	0	0				0	0	0	0
14. Commercial and similar letters of credit with an original maturity of one year or less	BHCK G606		BHCK G607	BHCK G608				BHCK G609	BHCK G610	BHCK G611	BHCK S513
	0	0.2	0	0				0	0	0	0
15. Retained recourse on small business obligations sold with recourse	BHCK G612		BHCK G613	BHCK G614				BHCK G615	BHCK G616	BHCK G617	BHCK S514
	0	1.0	0	0				0	0	0	0

16. Credit conversion factor.

17. Column A multiplied by credit conversion factor. For each of items 12 through 21, the sum of columns C through J plus column R must equal column B.

18. All derivatives and off-balance sheet items that are securitization exposures are to be excluded from items 12 through 21 and are to be reported instead in item 10.

**Schedule HC-R—Continued**

**Part II. Risk-Weighted Assets—Continued**

	(Column A)	CCF [19]	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
	Face, Notional, or Other Amount		Credit Equivalent Amount [20]	Allocation by Risk-Weight Category								
				0%	2%	4%	10%	20%	50%	100%	150%	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount		Amount	Amount	Amount	Amount	
16. Repo-style transactions [21]	BHCK S515		BHCK S516	BHCK S517	BHCK S518	BHCK S519		BHCK S520	BHCK S521	BHCK S522	BHCK S523	
	0	1.0	0	0	0	0		0	0	0	0	
17. All other off-balance sheet liabilities	BHCK G618		BHCK G619	BHCK G620				BHCK G621	BHCK G622	BHCK G623	BHCK S524	
	0	1.0	0	0				0	0	0	0	
18. Unused commitments:												
a. Original maturity of one year or less, excluding asset-commercial paper (ABCP) conduits	BHCK S525		BHCK S526	BHCK S527				BHCK S528	BHCK S529	BHCK S530	BHCK S531	
	173,853	0.2	34,771	0				0	0	31,795	2,976	
b. Original maturity of one year or less to ABCP conduits												
c. Original maturity exceeding one year	BHCK G624		BHCK G625	BHCK G626				BHCK G627	BHCK G628	BHCK G629	BHCK S539	
	9,310	0.5	4,655	0				0	0	4,655	0	

19. Credit conversion factor.

20. For items 18.c. and 19, column A multiplied by credit conversion factor.

21. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

**Schedule HC-R—Continued**

**Part II. Risk-Weighted Assets—Continued**

	(Column A)	CCF [22]	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)									
	Face, Notional, or Other Amount		Credit Equivalent Amount [23]	Allocation by Risk-Weight Category																
				0%	2%	4%	10%	20%	50%	100%	150%									
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount									
19. Unconditionally cancelable commitments	BHCK S540	185,253,688	0.0	BHCK S541	0							19.								
20. Over-the-counter derivatives				BHCK S542	27,830	BHCK S543	0	BHCK S544	0	BHCK S545	27,830	BHCK S546	0	BHCK S547	0	BHCK S548	0	20.		
21. Centrally cleared derivatives				BHCK S549	63,342	BHCK S550	0	BHCK S551	0	BHCK S552	63,342	BHCK S554	0	BHCK S555	0	BHCK S556	0	BHCK S557	0	21.
22. Unsettled transactions (failed trades) [24]	BHCK H191	0		BHCK H193	0					BHCK H194	0	BHCK H195	0	BHCK H196	0	BHCK H197	0	22.		

22. Credit conversion factor.  
 23. For items 18.c. and 19, column A multiplied by credit conversion factor.  
 24. For item 22, the sum of columns C through Q must equal column A.

## Schedule HC-R—Continued

### Part II. Risk-Weighted Assets—Continued

	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category			Application of Other Risk-Weighting Approaches [25]		
	625%	937.5%	1250%	Credit Equivalent Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	
16. Repo-style transactions [26]				BHCK H301	BHCK H302	16.
				0	0	
17. All other off-balance sheet liabilities						17.
18. Unused commitments:						
a. Original maturity of one year or less, excluding asset-backed commercial paper (ABCP) conduits				BHCK H303	BHCK H304	18.a.
				0	0	
b. Original maturity of one year or less to ABCP conduits						18.b.
c. Original maturity exceeding one year				BHCK H307	BHCKH308	18.c.
				0	0	
19. Unconditionally cancelable commitments						19.
20. Over-the-counter derivatives				BHCK H309	BHCK H310	20.
				0	0	
21. Centrally cleared derivatives						21.
22. Unsettled transactions (failed trades) [27]	BHCK H198	BHCK H199	BHCK H200			22.
	0	0	0			

25. Includes, for example, exposures collateralized by securitization exposures or mutual funds and exposures to which the collateral haircut approach is applied.

26. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

27. For item 22, the sum of columns C through Q must equal column A.

## Schedule HC-R—Continued

### Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands

	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
Allocation by Risk-Weight Category									
	0%	2%	4%	10%	20%	50%	100%	150%	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk- weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)									23.
	BHCK G630	BHCK S558	BHCK S559	BHCK S560	BHCK G631	BHCK G632	BHCK G633	BHCK S561	
	<b>10,798,087</b>	<b>0</b>	<b>63,342</b>	<b>0</b>	<b>3,389,623</b>	<b>42,496</b>	<b>74,182,320</b>	<b>672,065</b>	23.
24. Risk weight factor	X 0%	X 2%	X 4%	X 10%	X 20%	X 50%	X 100%	X 150%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	BHCK G634	BHCK S569	BHCK S570	BHCK S571	BHCK G635	BHCK G636	BHCK G637	BHCK S572	25.
	<b>0</b>	<b>0</b>	<b>2,534</b>	<b>0</b>	<b>677,925</b>	<b>21,248</b>	<b>74,182,320</b>	<b>1,008,098</b>	25.

## Schedule HC-R—Continued

### Part II. Risk-Weighted Assets—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)
Allocation by Risk-Weight Category							
Dollar Amounts in Thousands	250% [28]	300%	400%	600%	625%	937.5%	1250%
	Amount	Amount	Amount	Amount	Amount	Amount	Amount
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)		BHCK S563	BHCK S564	BHCK S565	BHCK S566	BHCK S567	BHCK S568
		0	0	0	0	0	0
24. Risk weight factor	X 250%	X 300%	X 400%	X 600%	X 625%	X 937.5%	X 1250%
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)		BHCK S574	BHCK S575	BHCK S576	BHCK S577	BHCK S578	BHCK S579
		0	0	0	0	0	0

Dollar Amounts in Thousands	Totals	
	BHCK	Tril   Bil   Mil   Thou
26. Risk-weighted assets base for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold	S580	75,892,125
27. Standardized market-risk weighted assets (applicable only to banks that are covered by the market risk capital rule)	S581	0
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated risk transfer risk reserve[29]	B704	<b>75,892,125</b>
29. LESS: Excess allowance for loan and lease losses	A222	1,000,315
30. LESS: Allocated transfer risk reserve	3128	0
31. Total risk-weighted assets (item 28 minus items 29 and 30)	G641	<b>74,891,810</b>

28. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

29. Sum of items 2.b. through 20, column S; items 9.a., 9.b., 9.c., 9.d., and 10, columns T and U; item 25, columns C through Q; and item 27 (if applicable).

## Schedule HC-R—Continued

### Part II. Risk-Weighted Assets—Continued Memoranda

		Dollar Amounts in Thousands		BHCK	Amount		
1. Current credit exposure across all derivative contracts covered by the regulatory capital rules				G642	58,789	M.1.	
		With a remaining maturity of					
		(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years	
Dollar Amounts in Thousands		BHCK	Amount	BHCK	Amount	BHCK	Amount
2. Notional principal amounts of over-the-counter derivative contracts:							
a. Interest rate		S582	2,724,252	S583	2,215,436	S584	0
b. Foreign exchange rate and gold		S585	15,466	S586	0	S587	0
c. Credit (investment grade reference asset)		S588	0	S589	0	S590	0
d. Credit (non-investment grade reference asset)		S591	0	S592	0	S593	0
e. Equity		S594	0	S595	0	S596	0
f. Precious metals (except gold)		S597	0	S598	0	S599	0
g. Other:		S600	0	S601	0	S602	0
3. Notional principal amounts of centrally cleared derivative contracts:							
a. Interest rate		S603	0	S604	4,230,000	S605	0
b. Foreign exchange rate and gold		S606	0	S607	0	S608	0
c. Credit (investment grade reference asset)		S609	0	S610	0	S611	0
d. Credit (non-investment grade reference asset)		S612	0	S613	0	S614	0
e. Equity		S615	0	S616	0	S617	0
f. Precious metals (except gold)		S618	0	S619	0	S620	0
g. Other:		S621	0	S622	0	S623	0
		Dollar Amounts in Thousands		BHCK	Amount		
4. Standardized market risk-weighted assets attributable to specific risk(included in Schedule HC-R, item 27).				S624	0	M.4.	



### Schedule HC-S - Servicing, Securitization, and Assets Sale Activities

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

**Schedule HC-S - Continued**

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

**Schedule HC-S - Continued**

**Memoranda**

Dollar Amounts in Thousands	BHCK	Amount	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			
a. Outstanding principal balance	A249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):			
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804	0	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	0	M.2.b.
c. Other financial assets [1]	A591	0	M.2.c.
d. 1-4 family residential mortgages serviced for other that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	F699	0	M.2.d.
3. Asset-backed commercial paper conduits:			
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:			
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	B806	0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807	0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:			
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	B808	0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809	0	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) [2]	C407	0	M.4.

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

## Schedule HC-V—Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles		(Column B) ABCP Conduits		(Column C) Other VIEs		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
	1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:						
a. Cash and balances due from depository institutions _____	J981	0	J982	0	J983	0	1.a.
b. Held-to-maturity securities _____	J984	0	J985	0	J986	0	1.b.
c. Available-for-sale securities _____	J987	98,121	J988	0	J989	0	1.c.
d. Securities purchased under agreements to resell _____	J990	0	J991	0	J992	0	1.d.
e. Loans and leases held for sale _____	J993	0	J994	0	J995	0	1.e.
f. Loans and leases, net of unearned income _____	J996	32,419,222	J997	0	J998	0	1.f.
g. Less: Allowance for loan and lease losses _____	J999	899,249	K001	0	K002	0	1.g.
h. Trading assets (other than derivatives) _____	K003	0	K004	0	K005	0	1.h.
i. Derivative trading assets _____	K006	0	K007	0	K008	0	1.i.
j. Other real estate owned _____	K009	0	K010	0	K011	0	1.j.
k. Other assets _____	K012	10	K013	0	K014	0	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:							
a. Securities sold under agreements to repurchase _____	K015	0	K016	0	K017	0	2.a.
b. Derivative trading liabilities _____	K018	0	K019	0	K020	0	2.b.
c. Commercial paper _____	K021	0	K022	0	K023	0	2.c.
d. Other borrowed money (exclude commercial paper) _____	K024	16,661,316	K025	0	K026	0	2.d.
e. Other liabilities _____	K027	13,614	K028	0	K029	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above) _____							
	K030	5,257	K031	0	K032	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above) _____							
	K033	0	K034	0	K035	0	4.

## Notes to the Balance Sheet-Predecessor Financial Items

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

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

## Notes to the Balance Sheet-Other

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

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

**Example**

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

Enter on the line item below the following information:

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

**Notes to the Balance Sheet (Other)**

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
1.		Outstanding issuances of perpetual preferred stock associated with the the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)	K141	0	1.
2.	5357				
			5357	0	2.
3.	5358				
			5358	0	3.
4.	5359				
			5359	0	4.
5.	5360				
			5360	0	5.
6.	B027				
			B027	0	6.

**Notes to the Balance Sheet-Other - Continued**

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