

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 BHC Act (12 U.S.C. § 1844(c)), section 10 of Home Owners' Loan Act (HOLA) (12 U.S.C. § 1467a(b)), section 618 of the Dodd-Frank Act (12 U.S.C. § 1850a(c)(1)), section 165 of the Dodd-Frank Act (12 U.S.C. § 5365), and section 252.153(b)(2) of Regulation YY (12 CFR 252.153(b)(2)).

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 is 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.

R. Mark Graf

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

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

05/09/2018

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

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____ S.F. _____

Date of Report: **March 31, 2018**

Month / Day / Year (BHCK 9999)

Discover Financial Services

Legal Title of Holding Company (RSSD 9017)

2500 Lake Cook Road

(Mailing Address of the Holding Company) Street / PO Box (RSSD 9110)

Riverwoods, IL 60015

City (RSSD 9130)

State (RSSD 9200)

ZIP Code (RSSD 9220)

Person to whom questions about this report should be directed:

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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 47.11 hours per response for non-Advanced Approaches HCs and 48.36 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	6,302	1.a.(1)(a)
(b) All other loans secured by real estate	4436	0	1.a.(1)(b)
(c) All other loans	F821	2,575,546	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	54,394	1.c.
d. Interest and dividend income on securities:			
(1) U.S Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488	1,526	1.d.(1)
(2) Mortgage-backed securities	B489	5,195	1.d.(2)
(3) All other securities	4060	227	1.d.(3)
e. Interest income from trading assets	4069	0	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	0	1.f.
g. Other interest income	4518	426	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	2,643,616	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$250,000 or less	HK03	137,164	2.a.(1)(a)
(b) Time deposits of more than \$250,000	HK04	5,589	2.a.(1)(b)
(c) Other deposits	6761	103,973	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	6	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	193,510	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	13,387	2.d.
e. Other interest expense	4398	0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	453,629	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074	2,189,987	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	750,825	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	0	5.a.
b. Service charges on deposit accounts in domestic offices	4483	590	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	12,984	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 lease	8560	0	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 [3]	B496	-26	5.k.
l. Other noninterest income [4]	B497	375,500	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	389,048	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	410,230	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	42,593	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	536	7.c.(2)
d. Other noninterest expense [5]	4092	518,625	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	971,984	7.e.
8. a. Income (loss) before unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (Sum of items 3, 5.m, 6.a, 6.b, minus items 4 and 7.e)	HT69	856,226	8.a.
b. Unrealized holding gains (losses) on equity securities not held for trading [6]	HT70	0	8.b.
c. Income (loss) before applicable income taxes and discontinued operations (sum of items 8.a and 8.b)	4301	856,226	8.c.
9. Applicable income taxes (foreign and domestic)	4302	189,966	9.
10. Income (loss) before discontinued operations (item 8.c. minus item 9)	4300	666,260	10.
11. Discontinued operations, net of applicable income taxes [7]	FT28	0	11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104	666,260	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	666,260	14.

3. Exclude net gains(losses) on sales of trading assets and held-to-maturity and available-for-sale-securities.

4. See Schedule HI, memoranda item 6.

5. See Schedule HI, memoranda item 7.

6. Item 8.b is to be completed only by holding companies that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

7. 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	2,189,987	M.1.
2. Net income before applicable income taxes, and discontinued operations (item 8.c. above) on a fully taxable equivalent basis	4592	856,226	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	0	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK	Number	
	4150	16,090	M.5.
6. Other noninterest income (from schedule HI, item 5.l, above) (only report amounts greater than \$100,000 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.

Schedule HI - Continued
Memoranda - Continued

		Dollar Amounts in Thousands			BHCK	Amount	
6.	g.	Bank card and credit card interchange fees			F555	253,984	M.6.g.
	h.	Gains on bargain purchases			J447	0	M.6.h.
	i.	Income and fees from wire transfers			T047	0	M.6.i.
		TEXT	Net credit card fee income				
	j.	8562			8562	61,196	M.6.j.
		TEXT	Transaction Processing Revenue				
	k.	8563			8563	31,665	M.6.k.
		TEXT	Royalty Revenue				
	l.	8564			8564	15,101	M.6.l.
7.	Other noninterest expense (from schedule HI, item 7.d, above) (only report amounts greater than \$100,000 that exceed 3% of the sum of Schedule HI, item 7.d):						
	a.	Data processing expenses			C017	0	M.7.a.
	b.	Advertising and marketing expenses			497	177,024	M.7.b.
	c.	Directors' fees			4136	0	M.7.c.
	d.	Printing, stationery, and supplies			C018	0	M.7.d.
	e.	Postage			8403	20,919	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	65,786	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.	Other real estate owned expenses			Y923	0	M.7.l.
	m.	Insurance expenses (not included in employee expenses, premises and fixed assets expenses, and other real estate owned expenses)			Y924	0	M.7.m.
		TEXT	Fraud Losses				
	n.	8565			8565	22,161	M.7.n.
		TEXT	Collection Fees				
	o.	8566			8566	31,850	M.7.o.
		TEXT	Outsourced Services				
	p.	8567			8567	48,366	M.7.p.
8.	Discontinued operations and applicable income tax effect (from Schedule HI, item 11) (itemize and describe each discontinued operation):						
	a.	(1)	TEXT				
			FT29			FT29	0
		(2)	Applicable income tax effect		BHCK	FT30	0
	b.	(1)	TEXT			FT31	0
			FT31				
		(2)	Applicable income tax effect		BHCK	FT32	0
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 \$10 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.

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.
Memorandum items 10.a and 10.b are to be completed by holding companies with \$10 billion or more in total consolidated assets.[1]				
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 "1" for YES; Enter "0" for 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	18,278	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 recognized in earnings (included in Schedule HI, items 6.a and 6.b)		J321	0	M.17.

1. The asset size test is based on the total assets reported as of June 30,2017.

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	10,891,784	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507	-312	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	10,891,472	3.
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	BHCT		
	4340	666,260	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	25,602	6.b.
7. Sale of treasury stock	4782	0	7.
8. LESS: Purchase of treasury stock	4783	583,976	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	15,675	10.
11. LESS: Cash dividends declared on common stock	4460	125,526	11.
12. Other comprehensive income [1]	B511	12,883	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	10,871,040	15.

1. Includes, but is 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 ¹		(Column B) Recoveries		
	BHCK	Amount	BHCK	Amount	
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)					
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	25	5412	0	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	37	C217	2	1.c.(2)(a)
(b) Secured by junior liens	C235	64	C218	3	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. Not applicable.					
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	927	4617	147	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	662,196	B515	123,098	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	105,376	K206	10,581	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	768,625	4605	133,831	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 ¹		(Column B) Recoveries		
	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>					
year-to-date					
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)			BHCK	Amount	M.3.
Dollar Amounts in Thousands					
BHCK					
Amount					
C388					
147,576					

II. Changes in allowance for loan and lease losses

1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522	2,620,554	1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	BHCT	133,831	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	768,625	3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	C079	0	4.
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	5523	0	4.
	BHCT	750,825	5.
6. Adjustments (see instructions for this schedule)	4230	-690	6.
	BHCK		
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)	C233		7.
	BHCT		
	3123	2,735,895	

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 and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390	184,825	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	27,102	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	2,083	0	0	0	0	0	1.a.
b. Commercial real estate loans	0	0	0	0	0	0	1.b.
c. Residential real estate loans	1,362	33	433,057	4,395	0	0	1.c.
2. Commercial loans [2]	13,572	8,022	176,293	2,809	0	0	2.
3. Credit cards	1,523,330	244,667	63,915,914	2,004,843	0	0	3.
4. Other consumer loans	265,756	55,203	14,457,322	388,821	1,955,661	27,102	4.
5. Unallocated, if any				BHCK M745			5.
				0			
6. Total (sum of items 1.a. through 5.)	1,806,103	307,925	78,982,586	2,400,868	1,955,661	27,102	6.

- The asset size test is based on the total assets reported as of June 30, 2017
- 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 applicable income taxes and discontinued operations		4301	N/A	8.
9. Applicable income taxes		4302	N/A	9.
10. Noncontrolling (minority) interest		4484	N/A	10.
11. Discontinued operations, net of applicable income taxes and noncontrolling (minority) interest		BHCK		
		FT41	N/A	11.
		BHBC		
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.

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	HI-A 2 - Reflects the impact of adopting ASU 2017-12, Targeted Improvements To Accounting For Hedging Activity			
			5351	-312	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 March 31, 2018
Date

Schedule HC - Consolidated Balance Sheet

	Dollar Amounts in Thousands				
ASSETS			BHCK	Amount	
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin [1]			0081	1,017,232	1.a.
b. Interest-bearing balances: [2]					
(1) In U.S. offices			0395	16,022,257	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397	566	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)			1754	202,803	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)			1773	1,339,762	2.b.
c. Equity securities with readily determinable fair values not held for trading [3]			JA22	58,277	2.c.
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 [4]		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, held for investment					
	B528	82,744,350			4.b.
c. LESS: Allowances for loan and lease losses	3123	2,735,895			4.c.
d. Loans and leases, held for investment, net of allowance for loan and lease losses (item 4.b minus 4.c)			B529	80,008,455	4.d.
5. Trading assets (from Schedule HC-D)			3545	0	5.
6. Premises and fixed assets (including capitalized leases)			2145	481,244	6.
7. Other real estate owned (from Schedule HC-M)			2150	167	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	0	8.
9. Direct and indirect investments in real estate ventures			3656	285,738	9.
10. Intangible assets:					
a. Goodwill			3163	255,421	10.a.
b. Other intangible assets (from Schedule HC-M)			0426	162,201	10.b.
11. Other assets (from Schedule HC-F)			2160	2,132,780	11.
12. Total assets (sum of items 1 through 11)			2170	101,966,903	12.

1. Includes cash items in process of collection and unposted debits.

2. Includes time certificates of deposit not held for trading.

3. Item 2.c is to be completed only by holding companies that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

4. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC - Continued

Dollar Amounts in Thousands		BHDM	Amount	
Liabilities				
13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing [1]		6631	635,758	13.a.(1)
(2) Interest-bearing		6636	60,530,287	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:				
(1) Noninterest-bearing		BHFN 6631	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	25,546,652	16.
17. Not applicable.				
18. Not applicable.				
19. a. Subordinated notes and debentures [4]		4062	697,767	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	3,685,399	20.
21. Total liabilities (sum of items 13 through 20)		2948	91,095,863	21.
22. Not applicable.				
Equity capital				
Holding Company Equity Capital				
23. Perpetual preferred stock and related surplus		3283	562,500	23.
24. Common stock (par value)		3230	5,645	24.
25. Surplus (exclude all surplus related to preferred stock)		3240	4,067,632	25.
26. a. Retained earnings		3247	17,211,159	26.a.
b. Accumulated other comprehensive income [5]		B530	-137,729	26.b.
c. Other equity capital components [6]		A130	-10,838,167	26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)		3210	10,871,040	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	10,871,040	28.
29. Total liabilities and equity capital (sum of items 21 and 28)		3300	101,966,903	29.

1. Includes noninterest-bearing demand, time, and savings deposits.
2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other Borrowed Money."
3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.
4. Includes limited-life preferred stock and related surplus.
5. Includes, but is 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") _____

BHCK	YES / NO
C884	N/A

M.1

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]

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	0	0213	0	1286	675,270	1287	672,337	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	0	1298	0	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	0	8499	0	3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	160,705	G301	157,695	G302	155,653	G303	151,086	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	42,098	G305	41,926	G306	526,679	G307	516,339	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 [1]					A510	N/A	A511	N/A	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		8.
	1754	202,803	1771	199,621	1772	1,357,602	1773	1,339,762	

Memoranda

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Pledged securities [2]	0416	38,348	M.1.
2. Remaining maturity or next repricing date of debt securities [3], [4] (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less	0383	672,337	M.2.a.
b. Over 1 year to 5 years	0384	76,854	M.2.b.
c. Over 5 years	0387	793,374	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. Item 7 is to be completed only by holding companies that have not adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

- 2. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
- 3. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
- 4. 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):									
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 based on the total assets reported as of June 30, 2017.

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)									M.6.d.
	G360	0	G361	0	G362	0	G363	0	
e. 1-4 family residential MBS not issued or guaranteed by GSEs									M.6.e.
	G364	0	G365	0	G366	0	G367	0	
f. Diversified (mixed) pools of structured financial products									M.6.f.
	G368	0	G369	0	G370	0	G371	0	
g. Other collateral or reference assets									M.6.g.
	G372	0	G373	0	G374	0	G375	0	

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	436,502			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	2,083	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	1,073	1.c.(1)
(b) Secured by junior liens			5367	89,399	1.c.(2)(a)
d. Secured by multifamily (5 or more) residential properties			5368	343,947	1.c.(2)(b)
e. Secured by nonfarm nonresidential properties:			1460	0	1.d.
(1) Loans secured by owner-occupied nonfarm nonresidential properties					
(2) Loans secured by other nonfarm nonresidential properties			BHCK		
2. Loans to depository institutions and acceptances of other banks			F160	0	1.e.(1)
a. To U.S. banks and other U.S. depository institutions					
b. To foreign banks			F161	0	1.e.(2)
3. Loans to finance agricultural production and other loans to farmers			BHDM		
4. Commercial and industrial loans			1288	0	2.
a. To U.S. addressees (domicile)	1292	0			2.a.
b. To non-U.S. addressees (domestic)	1296	0			2.b.
5. Not applicable.					

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	82,117,983	6.
a. Credit cards	B538	65,439,244			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	16,678,739			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	37,813	J454	37,813	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	823	J451	823	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 loans and leases held for investment and held for sale (sum of items 1 through 10 minus item 11) (total column A must equal Schedule HC, sum of items 4.a and 4.b)	2122	82,744,350	2122	82,744,350	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	461	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	0			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	1,553,476	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						
				BHDM		
				K166	0	M.1.f.(1)
				BHCK		
(2) Loans to finance agricultural production and other loans to farmers				K168	0	M.1.f.(2)
(3) Loans to individuals for household, family, and other personal expenditures:						
(a) Credit cards				K098	1,324,802	M.1.f.(3)(a)
(b) Automobile loans				K203	0	M.1.f.(3)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)				K204	228,674	M.1.f.(3)(c)
g. Total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a.(1) through 1.f)						
				HK25	1,553,937	M.1.g.
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	3,750,888	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	2,048,962	M.5.a.
b. Amount included in Schedule HC-C, items 1 through 9				C780	1,955,661	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.

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, 2017, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, held for investment and held for sale, in domestic offices Schedule (as reported in 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	451	M.9.
10.-11. Not applicable.			

Schedule HC-C - Continued

Memoranda - Continued

Dollar Amounts in Thousands	(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	
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	68,543,938	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	
Assets					
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	
Liabilities					
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 land 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)		F651	N/A	M.6.
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		F654	N/A	M.8.
9.a.(1) Gross fair value of commodity contracts		G212	N/A	M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory		G213	N/A	M.9.a.(2)
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 \$1,000,000 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 \$1,000,000 and exceed 25% of the item)				
a.	BHTX F658			M.10.a.
b.	BHTX F659			M.10.b.
c.	BHTX F660			M.10.c.

Schedule HC-E - Deposit Liabilities¹

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	635,758	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	49,425	1.b.
c. Money market deposit accounts and other savings accounts	2389	30,382,502	1.c.
d. Time deposits of \$250,000 or less	HK29	28,737,585	1.d.
e. Time deposits of more than \$250,000	J474	1,360,775	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:			
a. Noninterest-bearing balances [2]	BHOD	0	2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3189	0	2.b.
c. Money market deposit accounts and other savings accounts	3187	0	2.c.
d. Time deposits of \$250,000 or less	2389	0	2.d.
e. Time deposits of more than \$250,000	HK29	0	2.e.
	J474	0	

Memoranda

Dollar Amounts in Thousands	BHDM	Amount	
1. Brokered deposits \$250,000 or less with a remaining maturity of one year or less	HK06	11,140,056	M.1.
2. Brokered deposits \$250,000 or less with a remaining maturity of more than one year	HK31	12,038,261	M.2.
3. Time deposits of more than \$250,000 with a remaining maturity of one year or less	HK32	750,549	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	829,999	1.
2. Net deferred tax assets [2]	2148	368,667	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 investments without readily determinable fair values [4]	1752	40,999	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	893,115	6.
	BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	2,132,780	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	3,685,399	4.
	BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	3,685,399	5.

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

Schedule HC-H - Interest Sensitivity¹

Dollar Amounts in Thousands	BHCK	Amount	
1. Earning assets that are repricable within one year or mature within one year	3197	81,054,489	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	13,089,379	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	3,959,219	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

Item 1 is to be completed by holding companies with \$10,000,000 or more in reinsurance recoverables as of the effective date each quarter.

Dollar Amounts in Thousands	BHCK	Amount	
Assets			
1. Reinsurance recoverables	B988	N/A	1.
2. Total assets	C244	0	2.
Liabilities			
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

Item 1 is to be completed by holding companies with \$10,000,000 or more in reinsurance recoverables as of the effective date each quarter.

	BHCK	Amount	
Assets			
1. Reinsurance recoverables	C247	N/A	1.
2. Separate account assets	B992	0	2.
3. Total assets	C248	0	3.
Liabilities			
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	
Assets			
1. Securities:			
a. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities) [1]	B558	675,367	1.a.
b. Mortgage-backed securities [1]	B559	889,948	1.b.
c. All other debt securities [1] and equity securities with readily determinable fair values not held for trading [2]	B560	75,055	1.c.
2. Federal funds sold and securities purchased under agreements to resell	3365	111	2.
	BHDM		
3. a. Total loans and leases in domestic offices	3516	83,254,886	3.a.
(1) Loans secured by 1-4 family residential properties	3465	400,969	3.a.(1)
(2) All other loans secured by real estate	3466	2,104	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	147,852	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B561	65,845,901	3.a.(5)(a)
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards)	B562	16,819,093	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	14,254,781	4.b.
5. Total consolidated assets [3]	3368	100,755,168	5.
Liabilities			
6. Interest-bearing deposits (domestic) [4]	3517	59,463,058	6.
7. Interest-bearing deposits (foreign) [4]	3404	0	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	1,377	8.
9. All other borrowed money	2635	25,426,907	9.
10. Not applicable.			
Equity Capital			
11. Total equity capital (excludes limited-life preferred stock)	3519	10,874,049	11.

1. Quarterly averages for all debt securities should be based on amortized cost.

2. For holding companies that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities, quarterly averages for equity securities with readily determinable fair values should be based on fair value. For holding companies that have not adopted ASU 2016-01, quarterly averages for equity securities with readily determinable fair values should be based on historical cost.

3. The quarterly average for total assets should reflect securities not held for trading as follows:

a) Debt securities at amortized cost.

b) For holding companies that have adopted ASU 2016-01, equity securities with readily determinable fair values should be reported at fair value. For holding companies that have not adopted ASU 2016-01, equity securities with readily determinable fair values should be reported at the lower of cost or fair value.

c) For holding companies that have adopted ASU 2016-01, equity investments without readily determinable fair values should be reported at their balance sheet carrying values (i.e., fair value or, if elected, cost minus impairment, if any, plus or minus changes resulting from observable price changes). For holding companies that have not adopted ASU 2016-01, equity investments without readily determinable fair values should be reported at historical cost.

4. Includes interest-bearing demand deposits.

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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	0	1.a.		
b.	(1) Unused consumer credit card lines			J455	189,784,893	1.b.(1)		
	(2) Other unused credit card lines			J456	832,476	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	11,431	1.e.(1)		
	(2) Loans to financial institutions			J458	30,500	1.e.(2)		
	(3) All other unused commitments			J459	72,249	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.							
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			C968	0	C969	0	7.a.(1)
	(2) Total return swaps			C970	0	C971	0	7.a.(2)
	(3) Credit options			C972	0	C973	0	7.a.(3)
	(4) Other credit derivatives			C974	0	C975	0	7.a.(4)
b.	Gross fair values:							
	(1) Gross positive fair value			C219	0	C221	0	7.b.(1)
	(2) Gross negative fair value			C220	0	C222	0	7.b.(2)
c.	Notional amounts by regulatory capital treatment:							
	(1) Positions covered under the Market Risk Rule:							
	(a) Sold protection			G401	0			7.c.(1)(a)
	(b) Purchased protection			G402	0			7.c.(1)(b)
	(2) All other positions:							
	(a) Sold protection			G403	0			7.c.(2)(a)
	(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes			G404	0			7.c.(2)(b)
	(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes			G405	0			7.c.(2)(c)

1. The \$1 billion asset size test is based on the total assets reported as of June 30, 2017.

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 protection:							
(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 holding company equity capital") (itemize and describe in items 9.a through 9.f 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

	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators	Amount	Amount	Amount	Amount	
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Future contracts	BHCK 8693 0	BHCK 8694 0	BHCK 8695 0	BHCK 8696 0	11.a.
b. Forward contracts	BHCK 8697 47,161	BHCK 8698 22,803	BHCK 8699 0	BHCK 8700 0	11.b.
c. Exchange-traded option contracts:					
(1) Written options	BHCK 8701 0	BHCK 8702 0	BHCK 8703 0	BHCK 8704 0	11.c.(1)
(2) Purchased options	BHCK 8705 0	BHCK 8706 0	BHCK 8707 0	BHCK 8708 0	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	BHCK 8709 0	BHCK 8710 0	BHCK 8711 0	BHCK 8712 0	11.d.(1)
(2) Purchased options	BHCK 8713 0	BHCK 8714 0	BHCK 8715 0	BHCK 8716 0	11.d.(2)
e. Swaps	BHCK 3450 10,230,000	BHCK 3826 0	BHCK 8719 0	BHCK 8720 0	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126 0	BHCK A127 0	BHCK 8723 0	BHCK 8724 0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725 10,277,161	BHCK 8726 22,803	BHCK 8727 0	BHCK 8728 0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	BHCK 8733 0	BHCK 8734 0	BHCK 8735 0	BHCK 8736 0	14.a.(1)
(2) Gross negative fair value	BHCK 8737 0	BHCK 8738 0	BHCK 8739 0	BHCK 8740 0	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	BHCK 8741 10,357	BHCK 8742 46	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 1,827	BHCK 8746 30	BHCK 8747 0	BHCK 8748 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	10,403	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	7,850	0	0	0	0	15.b.(1)
(2) Cash - Other currencies	0	0	0	0	0	15.b.(2)
(3) U.S. Treasury securities	0	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))	7,850	0	0	0	0	15.b.(8)

1. The \$10 billion asset size test is based on the total assets reported as of June 30, 2017.

Schedule HC-M - Memoranda

		Dollar Amounts in Thousands		BHCK	Amount	
1. Total number of holding company common shares outstanding	NUMBER (Unrounded)					
	3459	351,416,439				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	5,607,146		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	17,591,694		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) - (4) Not applicable.			BHCK			
(5) All other loans and leases			K183	0		6.a.(5)
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)

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 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

(224) 405-1105

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

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	162,201	12.c.
			BHCT		
d.	Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426	162,201	12.d.
13.	Other real estate owned		2150	167	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	5,607,146	14.b.
c.	Other borrowed money with a remaining maturity of more than one year		2333	19,939,506	14.c.
			BHCT		
d.	Total (sum of items 14.a., 14.b. and 14.c) (must equal Schedule HC, item 16)		3190	25,546,652	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.
16.	Assets under management in proprietary mutual funds and annuities		BHCK	Amount	
			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	http://investorrelations.discoverfinancial.com	22.
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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	16,385,670	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	2,083	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	0	5399	0	5400	787	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C236	261	C237	62	C229	1,529	1.c.(2)(a)
(b) Secured by junior liens	C238	526	C239	0	C230	1,357	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	773	1607	903	1608	14,048	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	680,253	B576	717,732	B577	208,765	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	224,386	K217	91,000	K218	20,735	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.
9. Total loans and leases (sum of items 1 through 8.b)	1406	906,199	1407	809,697	1403	249,304	9.

Amounts reported by loan and lease category in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in items 11 and 12 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	
	10. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	
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 loss-sharing agreements with the 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.-d. Not applicable.							

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. e. All other loans and leases _____	K087	0	K088	0	K089	0	12.e.
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.

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	0	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices	BHCK F661	0	BHCK F662	0	BHCK F663	901	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	3	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	134,023	K127	94,062	K128	7,525	M.1.f.
<i>Itemize and describe 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 finance agricultural production and other loans to farmers	BHCK K138	0	BHCK K139	0	BHCK K140	0	M.1.f.(2)
(3) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K274	108,325	K275	83,230	K276	6,973	M.1.f.(3)(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.(3) (b) Automobile loans	K277	0	K278	0	K279	0	M.1.f.(3)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K280	25,698	K281	10,832	K282	552	M.1.f.(3)(c)
1.g. Total loans restructured troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (sum of Memorandum items 1.a.(1) through item 1.f) [1]	HK26	134,026	HK27	94,062	HK28	8,426	M.1.g.
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. Exclude amounts reported in Memorandum items 1.f.(1) through 1.f.(3) when calculating the total in Memorandum item 1.g.

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	501,580	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	41,058	L184	18,221	L185	0	M.9.a.
b. Amount included in Schedule HC-N, items 1 through 7, above	L186	40,818	L187	16,266	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 assets¹ 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 resale² 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:		BHDM		
(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:		BHDM		
(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:		BHDM		
(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:		BHDM		
(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	0	5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit		BHDM		5.b.
		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 items 7.a and 7.b)		M288	2,104	7.c.

1. The \$1 billion asset size test is based on the total assets reported as of June 30, 2017.

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) 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	
Assets	BHCY JA36	BHCK G474	BHCK G475	BHCK G476	BHCK G477	
1. Available-for-sale debt and equity securities with readily determinable fair values not held for trading.[1]						
	1,398,039	0	730,614	667,425	0	1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK G478	BHCK G479	BHCK G480	BHCK G481	BHCK G482	
	0	0	0	0	0	2.
3. Loans and leases held for sale	BHCK G483	BHCK G484	BHCK G485	BHCK G486	BHCK G487	
	0	0	0	0	0	3.
4. Loans and leases held for investment	BHCK G488	BHCK G489	BHCK G490	BHCK G491	BHCK G492	
	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	
	0	0	0	0	0	5.b.
1. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b above)	BHCK F240	BHCK F684	BHCK F692	BHCK F241	BHCK F242	
	0	0	0	0	0	5.b.(1)
6. All other assets	BHCK G391	BHCK G392	BHCK G395	BHCK G396	BHCK G804	
	10,403	0	0	10,403	0	6.
7. Total assets measured at fair value on a recurring basis	BHCK G502	BHCK G503	BHCK G504	BHCK G505	BHCK G506	
	1,408,442	0	730,614	677,828	0	7.

1. For holding companies that have adopted ASU 2016-01, which includes provisions for governing the accounting for investments in equity securities, the amount reported in item 1, column A, must equal the sum of Schedule HC, items 2.b and 2.c. For holding companies that have not adopted ASU 2106-01, the amount reported in item 1, column A, must equal Schedule HC, item 2.b.

Schedule HC-Q - Continued

Liabilities	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	0	0	0	0	0	9.
10. Trading liabilities:	0	0	0	0	0	
a. Derivative liabilities	0	0	0	0	0	10.a.
b. Other trading liabilities	0	0	0	0	0	10.b.
11. Other borrowed money	0	0	0	0	0	11.
12. Subordinated notes and debentures	0	0	0	0	0	12.
13. All other liabilities	1,858	0	0	1,858	0	13.
14. Total liabilities measured at fair value on a recurring basis	1,858	0	0	1,858	0	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 \$100,000 and exceed 25 percent of item 6):							
a. Mortgage servicing assets		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.
		10,403	0	0	10,403	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 \$100,000 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.
		1,858	0	0	1,858	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	

Schedule HC-Q - Continued

Memoranda - Continued

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

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

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Schedule HC-R - Regulatory Capital

Part I. Regulatory Capital Components and Ratios

Dollar Amounts in Thousands		BHCA	Amount	
Common equity tier 1 capital				
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares _____	P742		-6,764,890	1.
2. Retained earnings _____	BHCT3247		17,211,159	2.
3. Accumulated other comprehensive income (AOCI) _____	BHCAB530		-137,729	3.
a. AOCI opt-out election (Enter "YES" or "NO") _____	BHCA		YES / 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		10,308,540	5.
Common Equity Tier 1 Capital: Adjustments and Deductions				
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		137,261	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) [1] _____	P844		-12,211	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) [2] _____	P845		N/A	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		29,677	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		-155,195	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		10,053,587	12.

1. Holding companies that entered "1" for Yes in item 3.a and have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities, should report net unrealized gains (losses) on available-for-sale debt securities in item 9.a. Holding companies that entered "1" for Yes in item 3.a and have not adopted ASU 2016-01 should report net unrealized gains (losses) on available-for-sale debt and equity securities in item 9.a.

2. Item 9.b is to be completed only by holding companies that entered "1" for Yes in item 3.a and have not adopted ASU 2016-01. See instructions for further detail on ASU 2016-01.

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.
19. Common equity tier 1 capital (item 12 minus item 18)	P859	10,053,587	19.
Additional tier 1 Capital			
20. Additional tier 1 capital instruments plus related surplus	P860	562,500	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	562,500	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	562,500	25.
Tier 1 Capital			
26. Tier 1 capital (sum of items 19 and 25)	8274	10,616,087	26.
Tier 2 Capital			
27. Tier 2 capital instruments plus related surplus	P866	176,068	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	1,081,461	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 [3]	BHCAQ257	N/A	31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31)	P870	1,257,529	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	1,257,529	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. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital greater of item 32.b minus item 33, or zero)	5311	N/A	34b.
Total Capital			
35. a. Total capital (sum of items 26 and 34.a)	3792	11,873,616	35a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b)	BHCW	N/A	35b.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b)	3792	N/A	35b.

3. Item 31 is to be completed only by holding companies that have not adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See instructions for further detail on ASU 2016-01.

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

Dollar Amounts in Thousands	BHCX	Amount	
Total Assets for the Leverage Ratio			
36. Average total consolidated assets	3368	100,755,168	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	392,682	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	100,362,486	39.
Total Risk-Weighted Assets			
40. a. Total risk-weighted assets (from Schedule HC-R, Part II item 31)	A223	84,862,431	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	
Risk-Based Capital Ratios*					
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	11.8469%	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	12.5098%	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	13.9916%	7205	N/A	43.

	BHCA	Percentage	
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204	10.5777%	44.
45. Advanced approaches holding companies only: Supplementary leverage ratio (From FFIEC 101 Schedule A, Table 2, item 2.22)	H036	N/A	45.

	BHCA	Percentage	
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:			
a. Capital conservation buffer	H311	5.9916%	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 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
Balance Sheet Asset Categories [2]										
1. Cash and balances due from depository institutions	BHCK D957 17,040,055	BHCK S396 0	BHCK D958 15,789,648				BHCK D959 1,250,115	BHCK S397 292	BHCK D960 0	BHCK S398 0
2. Securities:										
a. Held-to-maturity securities	BHCKD961 202,803	BHCK S399 0	BHCK D962 160,705	BHCK HJ74 0	BHCK HJ75 0		BHCK D963 42,098	BHCK D964 0	BHCK D965 0	BHCK S400 0
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading										
	BHCK JA21 1,398,039	BHCK S402 -17,840	BHCK D967 830,923	BHCK HJ76 0	BHCK HJ77 0		BHCK D968 579,128	BHCK D969 0	BHCK D970 5,828	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

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.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(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 [3]		
	250% [4]	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount	
Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
Balance Sheet Asset Categories (continued)										
1. Cash and balances due from depository institutions										1.
2. Securities:										2.a.
a. Held-to-maturity securities										2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading	BHCK H270	BHCK S405		BHCK S406				BHCK H271	BHCK H272	2.b.
	N/A	0		0				0	0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:										
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:										
a. Residential mortgage exposures								BHCK H273	BHCK H274	4.a.
b. High volatility commercial real estate exposures								0	0	4.a.
								BHCK H275	BHCK H276	4.b.
								0	0	4.b.

3. 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

4. Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(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
4. Loans and leases held for sale (continued):										
c. Exposures past due 90 days or more or on nonaccrual [5]	BHCK S423	BHCK S424	BHCK S425	BHCK HJ78	BHCK HJ79		BHCK S426	BHCK S427	BHCK S428	BHCK S429
	0	0	0	0	0		0	0	0	0
d. All other exposures	BHCK S431	BHCK S432	BHCK S433	BHCK HJ80	BHCK HJ81		BHCK S434	BHCK S435	BHCK S436	BHCK S437
	0	0	0	0	0		0	0	0	0
5. Loans and leases held for investment:										
a. Residential mortgage exposures	BHCK S439	BHCK S440	BHCK H178				BHCK S441	BHCK S442	BHCK S443	
	434,419	0	0				0	86,325	348,094	
b. High volatility commercial real estate exposures	BHCK S445	BHCK S446	BHCK H179				BHCK H180	BHCK H181	BHCK H182	BHCK S447
	0	0	0				0	0	0	0
c. Exposures past due 90 days or more or on nonaccrual [6]	BHCK S449	BHCK S450	BHCK S451	BHCK HJ82	BHCK HJ83		BHCK S452	BHCK S453	BHCK S454	BHCK S455
	1,055,266	0	0	0	0		0	0	0	1,055,266
d. All other exposures	BHCK S457	BHCK S458	BHCK S459	BHCK HJ84	BHCK HJ85		BHCK S460	BHCK S461	BHCK S462	BHCK S463
	81,254,665	0	0	0	0		0	0	81,254,665	0
6. LESS: Allowance for loan and lease losses	BHCX 3123	BHCY 3123								
	2,735,895	2,735,895								

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. For loans and leases held for investment, 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 7]	
	250% [8]	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):									
c. Exposures past due 90 days or more or on nonaccrual [9]								BHCK H277 0	BHCK H278 0
d. All other exposures								BHCK H279 0	BHCK H280 0
5. Loans and leases held for investment									
a. Residential mortgage exposures								BHC KH281 0	BHCK H282 0
b. High volatility commercial real estate exposures								BHCK H283 0	BHCK H284 0
c. Exposures past due 90 days or more or on nonaccrual [10]								BHCK H285 0	BHCK H286 0
d. All other exposures								BHCK H287 0	BHCK H288 0
6. LESS: Allowance for loan and lease losses									

7. 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.

8. Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

9. 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.

10. 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 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	
	BHCK D976	BHCK S466	BHCK D977	BHCK HJ86	BHCK HJ87		BHCK D978	BHCK D979	BHCK D980	BHCK S467	
7. Trading assets	0	0	0	0	0		0	0	0	0	7.
	BHCK D981	BHCK S469	BHCK D982	BHCK HJ88	BHCK HJ89		BHCK D983	BHCK D984	BHCK D985	BHCK H185	
8. All other assets [11]	3,317,551	428,024	3,481	0	0		23,823	176	2,862,047	0	8.
a. Separate account bank-owned life insurance											8.a.
b. Default fund contributions to central counterparties											8.b.

11. 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 12]	
	250% [13]	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
7. Trading assets	BHCK H289	BHCK H186	BHCK H290	BHCK H187				BHCK H291	BHCK H292
	N/A	0	0	0				0	0
8. All other assets [14]	BHCK H293	BHCK H188	BHCK S470	BHCK S471				BHCK H294	BHCK H295
	N/A	0	0	0				0	0
a. Separate account bank-owned life insurance								BHCK H296	BHCK H297
b. Default fund contributions to central counterparties								0	0
								BHCK H298	BHCK H299
								0	0

12. 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.

13. Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

14. 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[15]	Gross-Up
Amount	Amount	Amount	Amount	Amount
Securitization Exposures: On-and Off-Balance Sheet				
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 HJ90	BHCK HJ91		BHCK D988	BHCK D989	BHCK D990	BHCK S503
11. Total balance sheet assets [16]	101,966,903	-2,325,711	16,784,757	0	0	1,895,164	86,793	84,470,634	1,055,266

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% [17]	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 [14]	N/A	0	0	0		0	0

11.

15. Simplified Supervisory Formula Approach.

16. 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.

17. Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column A)	CCF [18]	(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 [19]	Allocation by Risk-Weight Category								
	Amount		Amount	0%	2%	4%	10%	20%	50%	100%	150%	
	Amount	Amount	Amount	Amount	Amount	Amount		Amount	Amount	Amount	Amount	
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk Weighting (Excluding Securitization Exposure) [20]												
12. Financial standby letters of credit	BHCK D991		BHCK D992	BHCKD993	BHCK HJ92	BHCK HJ93		BHCK D994	BHCK D995	BHCK D996	BHCK S511	
	0	1.0	0	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 HJ94	BHCK HJ95		BHCK G609	BHCK G610	BHCK G611	BHCK S513	
	0	0.2	0	0	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	

18. Credit conversion factor.

19. 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.

20. 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

Dollar Amounts in Thousands	(Column A)	CCF [21]	(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 [22]	Allocation by Risk-Weight Category								
	Amount		Amount	0%	2%	4%	10%	20%	50%	100%	150%	
16. Repo-style transactions [23]	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: (exclude unused commitments to asset-backed commercial paper conduits):												
a. Original maturity of one year or less	BHCK S525		BHCK S526	BHCK S527	BHCK HJ96	BHCK HJ97		BHCK S528	BHCK S529	BHCK S530	BHCK S531	
	72,091	0.2	14,418	0	0	0		0	0	14,418	0	
b. Original maturity exceeding one year	BHCK G624		BHCK G625	BHCK G626	BHCK HJ98	BHCK HJ99		BHCK G627	BHCK G628	BHCK G629	BHCK S539	
	42,088	0.5	21,044	0	0	0		0	0	15,329	5,715	

21. Credit conversion factor.

22. For items 18.b. and 19, column A multiplied by credit conversion factor

23. 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

Dollar Amounts in Thousands	(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								
	Amount		Amount	0%	2%	4%	10%	20%	50%	100%	150%	
19. Unconditionally cancelable commitments	BHCK S540	190,617,369	BHCK S541									19.
		0.0	0									
20. Over-the-counter derivatives	BHCK S542		BHCK S543	BHCK S543	BHCK HK00	BHCK HK01	BHCK S544	BHCK S545	BHCK S546	BHCK S547	BHCK S548	20.
			12,357	0	0	0	0	12,357	0	0	0	
21. Centrally cleared derivatives	BHCK S549		BHCK S550	BHCK S550	BHCK S551	BHCK S552		BHCK S554	BHCK S555	BHCK S556	BHCK S557	21.
			2,774	0	0	2,774		0	0	0	0	
22. Unsettled transactions (failed trades) [24]	BHCK H191	0	BHCK H193					BHCK H194	BHCK H195	BHCK H196	BHCK H197	22.
			0	0				0	0	0	0	

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

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

24. 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 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: (exclude unused commitments to asset-backed commercial paper conduits):						
a. Original maturity of one year or less				BHCK H303	BHCK H304	18.a.
				0	0	
b. Original maturity of one year				BHCK H307	BHCKH308	18.b.
				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

	(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	
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 G630	BHCK S558	BHCK S559	BHCK S560	BHCK G631	BHCK G632	BHCK G633	BHCK S561	23.
	16,784,757	0	2,774	0	1,907,521	86,793	84,500,381	1,060,981	
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.
	0	0	111	0	381,504	43,397	84,500,381	1,591,472	

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								
	250% [28]	300%	400%	600%	625%	937.5%	1250%	
Dollar Amounts in Thousands	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 S562	BHCK S563	BHCK S564	BHCK S565	BHCK S566	BHCK S567	BHCK S568	23.
	N/A	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%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	BHCK S573	BHCK S574	BHCK S575	BHCK S576	BHCK S577	BHCK S578	BHCK S579	25.
	N/A	0	0	0	0	0	0	

Dollar Amounts in Thousands	Total		
	BHCK	Amount	
26. Risk-weighted assets base for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold	S580	86,516,865	26.
27. Standardized market-risk weighted assets (applicable only to holding companies that are covered by the market risk capital rules)	S581	0	27.
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated risk transfer risk reserve[29]	B704	86,516,865	28.
29. LESS: Excess allowance for loan and lease losses	A222	1,654,434	29.
30. LESS: Allocated transfer risk reserve	3128	0	30.
31. Total risk-weighted assets (item 28 minus items 29 and 30)	G641	84,862,431	31.

28. Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

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	10,403	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	47,161	S583	900,000	S584	0	M.2.a.
b. Foreign exchange rate and gold _____		S585	22,803	S586	0	S587	0	M.2.b.
c. Credit (investment grade reference asset) _____		S588	0	S589	0	S590	0	M.2.c.
d. Credit (non-investment grade reference asset) _____		S591	0	S592	0	S593	0	M.2.d.
e. Equity _____		S594	0	S595	0	S596	0	M.2.e.
f. Precious metals (except gold) _____		S597	0	S598	0	S599	0	M.2.f.
g. Other _____		S600	0	S601	0	S602	0	M.2.g.
3. Notional principal amounts of centrally cleared derivative contracts:								
a. Interest rate _____		S603	9,330,000	S604	0	S605	0	M.3.a.
b. Foreign exchange rate and gold _____		S606	0	S607	0	S608	0	M.3.b.
c. Credit (investment grade reference asset) _____		S609	0	S610	0	S611	0	M.3.c.
d. Credit (non-investment grade reference asset) _____		S612	0	S613	0	S614	0	M.3.d.
e. Equity _____		S615	0	S616	0	S617	0	M.3.e.
f. Precious metals (except gold) _____		S618	0	S619	0	S620	0	M.3.f.
g. Other _____		S621	0	S622	0	S623	0	M.3.g.
		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

	(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
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Securitization Activities							
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	
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	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
Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	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	28,383	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	58,277	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, held for investment _____	J996	29,894,345	J997	0	J998	0	1.f.
g. Less: Allowance for loan and lease losses _____	J999	1,005,719	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	41	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	16,385,665	K025	0	K026	0	2.d.
e. Other liabilities _____	K027	17,161	K028	0	K029	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above) _____							
	K030	5,555	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 (held for investment and held for sale)	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).

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.