

Board of Governors of the Federal Reserve System

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

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

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).

This report form is to be filed by bank holding companies with total consolidated assets of \$500 million or more. In addition, bank 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 bank holding companies own or control, or are owned or controlled by, other bank 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 bank 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 Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Consolidated Financial Statements for Bank 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)

08/03/2011

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

Date of Report:

June 30, 2011

Month / Date / Year (BHCK 9999)

Discover Financial Services

Legal Title of Bank Holding Company (TEXT 9010)

2500 Lake Cook Road

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

Riverwoods, IL 60015

City (TEXT 9130)

State (TEXT 9200)

ZIP Code (TEXT 9220)

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

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RSSD ID	_____
C.I.	_____ S.F. _____

Person to whom questions about this report should be directed:

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Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 42.25 hours per response, 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, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

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RSSD Number _____

S.F. _____

Report of Income for Bank 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	Bil Mil Thou	
1. Interest income			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by 1-4 family residential properties	4435	194	1.a.(1)(a)
(b) All other loans secured by real estate	4436	124	1.a.(1)(b)
(c) All other loans	821	3,219,373	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	6,589	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	18,609	1.d.(1)
(2) Mortgage-backed securities	B489	242	1.d.(2)
(3) All other securities	4060	9,341	1.d.(3)
e. Interest income from trading assets	4069	0	1.e.
f. Interest income of federal funds sold and securities purchased under agreements to resell	4020	0	1.f.
g. Other interest income	4518	20	1.g.
h. Total interest income (sum of items 1.a through 1.g.)	4107	3,254,492	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$100,000 or more	A517	70,730	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518	340,328	2.a.(1)(b)
(c) Other deposits	6761	56,519	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	82	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	210,179	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	48,859	2.d.
e. Other interest expense	4398	0	2.e.
f. Total interest expense (sum of items 2.a through 2.e.)	4073	726,697	2.f.
3. Net interest income (item 1.h minus item 2.f.)	4074	2,527,795	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	345,689	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	0	5.a.
b. Service charges on deposit accounts in domestic offices	4483	1,023	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	71,281	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 bank 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	Bil Mil Thou	
5. i. Net gains (losses) on sales of loans and leases	8560	4,351	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	0	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496	(2,136)	5.k.
l. Other noninterest income [3]	B497	858,100	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	932,619	5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521	(4)	6.a.
b. Realized gains (losses) on available-for-sale securities	3196	146	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	456,465	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	67,265	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	3,995	7.c.(2)
d. Other noninterest expense [4]	4092	741,501	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	1,269,226	7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301	1,845,641	8.
9. Applicable income taxes (foreign and domestic)	4302	654,950	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300	1,190,691	10.
11. Extraordinary items and other adjustments, net of income taxes [5]	4320	0	11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104	1,190,691	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 bank holding company (item 12 minus item 13)	4340	1,190,691	14.

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

MEMORANDA

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519	2,528,070	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592	1,845,916	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	887	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK	Number	
	4150	10,450	M.5.
6. Other noninterest income (from schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):			
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	Bil Mil Thou		
6. g. Bank card and credit card interchange fees						F555	492,142	M.6.g.	
h. Gains on bargain purchases						J447	0	M.6.h.	
i.	TEXT	Net Credit Card Fee Income							
	8562					8562	166,871	M.6.i.	
j.	TEXT	Transaction Processing Revenue							
	8563					8563	72,350	M.6.j.	
k.	TEXT	Royalty Revenue							
	8564					8564	27,381	M.6.k.	
7. Other noninterest expense (from schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):									
a. Data processing expenses						C017	36,128	M.7.a.	
b. Advertising and marketing expenses						497	240,278	M.7.b.	
c. Directors' fees						4136	0	M.7.c.	
d. Printing, stationery, and supplies						C018	0	M.7.d.	
e. Postage						8403	41,032	M.7.e.	
f. Legal fees and expenses						4141	0	M.7.f.	
g. FDIC deposit insurance assessments						4146	30,673	M.7.g.	
h. Accounting and auditing expenses						F556	0	M.7.h.	
i. Consulting and advisory expenses						F557	55,479	M.7.i.	
j. Automated teller machine (ATM) and interchange expenses						F558	0	M.7.j.	
k. Telecommunications expenses						F559	0	M.7.k.	
l.	TEXT	Collection Fees							
	8565					8565	80,476	M.7.l.	
m.	TEXT	Outsourced Services							
	8566					8566	47,458	M.7.m.	
n.	TEXT	Fraud Losses							
	8567					8567	34,608	M.7.n.	
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):									
a. (1)	TEXT								
	3571					3571	0	M.8.a.(1)	
(2) Applicable income tax effect						BHCK	3572	0	M.8.a.(2)
b. (1)	TEXT								
	3573					3573	0	M.8.b.(1)	
(2) Applicable income tax effect						BHCK	3574	0	M.8.b.(2)
c. (1)	TEXT								
	3575					3575	0	M.8.c.(1)	
(2) Applicable income tax effect						BHCK	3576	0	M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):									
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	Bil Mil Thou	
Memoranda items 9.f and 9.g are to be completed by bank 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]				
9. f. Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank 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 bank holding company on the bank holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)				
		K094	N/A	M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:				
a. Net gains (losses) on credit derivatives held for trading				
		C889	0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading				
		C890	0	M.10.b.
11. Credit losses on derivatives (see instructions)				
		A251	0	M.11.
Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets. [1]				
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 bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "YES" or "NO")				
	BHCK	YES / NO		
	A530	NO		M.13.
Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.				
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	12,800	M.15.
Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c				
Year-to-date				
		BHCK	Bil Mil Thou	
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a))				
		F228	N/A	M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:				
a. Total other-than-temporary impairment losses				
		J319	4	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)				
		J320	0	M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b)(Memorandum item 17.a minus Memorandum 17.b)				
		J321	4	M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2010.

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

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Total bank holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	6,565,033	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	6,565,033	3.
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14)	bhct		
	4340	1,190,691	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	32,094	6.a.
b. Conversion or retirement of common stock	3580	0	6.b.
7. Sale of treasury stock	4782	0	7.
8. LESS: Purchase of treasury stock	4783	6,216	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	0	10.
11. LESS: Cash dividends declared on common stock	4460	66,504	11.
12. Other comprehensive income [1]	B511	32,169	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	0	14.
15. Total bank 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	7,747,267	15.

1. Includes 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	Bil Mil Thou	BHCK	Bil Mil Thou	
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	501	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	0	C217	0	1.c.(2)(a)
(b) Secured by junior liens	C235	73	C218	0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	0	3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	0	C896	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	0	C898	0	1.e.(2)
f. In foreign offices	B512	0	B513	0	1.f.
2. Loans to depository institutions and acceptances of other banks:					
a. To U.S. banks and other U.S. depository institutions	4653	0	4663	0	2.a.
b. To foreign banks	4654	0	4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655	0	4665	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	4645	12,164	4617	1,786	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	1,436,481	B515	292,235	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	37,524	K206	1,096	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	1,486,743	4605	295,117	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		
	Calendar year-to-date				
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
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.
<i>Memorandum item 3 is to be completed by (1) bank 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) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
Calendar year-to-date					
3. Uncollectable retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	C388		432,639		M.3.
Dollar Amounts in Thousands					
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		3,278,024		1.
	bhct				
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605		295,117		2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, Item 4)	BHCK				
	C079		1,486,743		3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523		0		4.
	bhct				
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230		345,689		5.
	BHCK				
6. Adjustments (see instructions for this schedule)	C233		0		6.
	bhct				
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	3123		2,432,087		7.

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

Schedule HI-B - Continued

MEMORANDA

	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
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) bank 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) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>				
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges		C389	0	M.2.
3. Amount of allowance for loan lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)		C390	351,360	M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>				
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)		C781	0	M.4.

Notes to the Income Statement-Predecessor Financial Items

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

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 bank holding company wishes to explain, that has been separately disclosed in the bank 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 bank 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	Bil Mil Thou
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	Bil Mil Thou	
1.	5351				
			5351	0	1.
2.	5352				
			5352	0	2.
3.	5353				
			5353	0	3.
4.	5354				
			5354	0	4.
5.	5355				
			5355	0	5.
6.	B042				
			B042	0	6.
7.	B043				
			B043	0	7.
8.	B044				
			B044	0	8.
9.	B045				
			B045	0	9.
10.	B046				
			B046	0	10.

Notes to the Income Statement-Other, Continued

		Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
11.	TEXT				
	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 Bank Holding Companies

Report at the close of business June 30, 2011

For Federal Reserve Bank Use Only

C.I.

Schedule HC - Consolidated Balance Sheet

Dollar Amounts in Thousands			BHCK	Bil Mil Thou		
ASSETS						
1. Cash and balances due from depository institutions:						
a. Noninterest-bearing balances and currency and coin [1]			0081	649,656	1.a.	
b. Interest-bearing balances: [2]						
(1) In U.S. offices			0395	3,215,442	1.b.(1)	
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397	670	1.b.(2)	
2. Securities:						
a. Held-to-maturity securities (from Schedule HC-B, column A)			1754	50,852	2.a.	
b. Available-for-sale securities (from Schedule HC-B, column D)			1773	6,471,353	2.b.	
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold in domestic offices			BHDM	B987	0	3.a.
b. Securities purchased under agreements to resell [3]			BHCK	B989	0	3.b.
4. Loans and lease financing receivables:						
a. Loans and leases held for sale			5369	751,242	4.a.	
b. Loans and leases, net of unearned income			B528	52,177,709	4.b.	
c. LESS: Allowances for loan and lease losses			3123	2,432,087	4.c.	
d. Loans and leases, net of unearned income and allowance for loan and lease losses (items 4.b minus 4.c)			B529	49,745,622	4.d.	
5. Trading assets (from Schedule HC-D)			3545	0	5.	
6. Premises and fixed assets (including capitalized leases)			2145	408,653	6.	
7. Other real estate owned (from Schedule HC-M)			2150	196	7.	
8. Investments in unconsolidated subsidiaries and associated companies			2130	0	8.	
9. Direct and indirect investments in real estate ventures			3656	0	9.	
10. Intangible assets:						
a. Goodwill			3163	255,421	10.a.	
b. Other intangible assets (from Schedule HC-M)			0426	190,630	10.b.	
11. Other assets (from Schedule HC-F)			2160	2,565,170	11.	
12. Total assets (sum of items 1 through 11)			2170	64,304,907	12.	

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

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

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

Schedule HC - Continued

	Dollar Amounts in Thousands		
	BHDM	Bil Mil Thou	
LIABILITIES			
13. Deposits:			
a. In domestic offices (from Schedule HC-E):			
(1) Noninterest-bearing [1]	6631	227,966	13.a.(1)
(2) Interest-bearing	6636	35,150,244	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:			
(1) Noninterest-bearing	BHFN	0	13.b.(1)
(2) Interest-bearing	6636	0	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:			
a. Federal funds purchased in domestic offices [2]			
	BHDM		
	B993	125,000	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	17,222,891	16.
17. Not applicable			
18. Not applicable			
19. a. Subordinated notes and debentures [4]	4062	1,195,442	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	0	19.b.
20. Other liabilities (from Schedule HC-G)	2750	2,636,097	20.
21. Total liabilities (sum of items 13 through 20)	2948	56,557,640	21.
22. Not applicable			
EQUITY CAPITAL			
Bank Holding Company Equity Capital			
23. Perpetual preferred stock and related surplus	3283	0	23.
24. Common stock (par value)	3230	5,485	24.
25. Surplus (exclude all surplus related to preferred stock)	3240	3,476,285	25.
26. a. Retained earnings	3247	4,369,962	26.a.
b. Accumulated other comprehensive income [5]	B530	(70,351)	26.b.
c. Other equity capital components [6]	A130	(34,114)	26.c.
27. a. Total bank holding company equity capital (sum of items 23 through 26.c)	3210	7,747,267	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	7,747,267	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	64,304,907	29.

1. Includes total demands deposits and noninterest-bearing time and savings deposits.

2. Report overnight Federal Home Loan Bank advances is Schedule HC, item 16, "Other Borrowed Money."

3. Includes all securities repurchased agreements in domestic and foreign offices regardless of maturity.

4. Includes limited-life preferred stock and related surplus.

5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC - Continued

MEMORANDA (to be completed annually by bank holding companies for the December 31 report date)

1. Has the bank 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 bank 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	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. U.S. Treasury securities	0211	550	0213	550	1286	2,274,259	1287	2,284,202	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	2,521,223	1298	2,533,559	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	42,931	8497	39,420	8498	0	8499	0	3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	309	G301	349	G302	0	G303	0	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	7,062	G305	7,735	G306	0	G307	0	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 FNMA, FHLMC, or GNMA	G312	0	G313	0	G314	0	G315	0	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	G316	0	G317	0	G318	0	G319	0	4.b.(2)
(3) All other residential mortgage-backed securities	G320	0	G321	0	G322	0	G323	0	4.b.(3)

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.

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	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
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 FNMA, FHLMC, or GNMA									
	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)
5. Asset-backed securities and structured financial products:									
a. Asset-backed Securities (ABS)									
	C026	0	C988	0	C989	421,262	C027	430,719	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	802,190	1741	803,154	6.a.
b. Foreign debt securities									
	1742	0	1743	0	1744	0	1746	0	6.b.

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	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	419,719	A511	419,719	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	50,852	1771	48,054	1772	6,438,653	1773	6,471,353	

MEMORANDA

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Pledged securities [1]	0416	1,084,754	M.1.
2. Remaining maturity or next repricing date of debt securities [2], [3] (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less	0383	2,362,595	M.2.a.
b. Over 1 year to 5 years	0384	3,691,949	M.2.b.
c. Over 5 years	0387	47,942	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.

- Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
- Exclude investments in mutual funds and other equity securities with readily determinable fair values.
- 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	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
<i>Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. [4]</i>									
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):									
a. Credit card receivables	B838	0	B839	0	B840	421,262	B841	430,719	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.

4. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

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	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
5. 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.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360	0	G361	0	G362	0	G363	0	M.6.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G364	0	G365	0	G366	0	G367	0	M.6.e.
f. Diversified (mixed) pools of structured financial products	G368	0	G369	0	G370	0	G371	0	M.6.f.
g. Other collateral or reference assets	G372	0	G373	0	G374	0	G375	0	M.6.g.

Schedule HC-C - Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
1. Loans secured by real estate	1410	18,299			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	2,877	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	7,392	1.c.(1)
(b) Secured by junior liens					
d. Secured by multifamily (5 or more) residential properties			5367	4,921	1.c.(2)(a)
e. Secured by nonfarm nonresidential properties:			5368	154	1.c.(2)(b)
(1) Loans secured by owner-occupied nonfarm nonresidential properties					
(2) Loans secured by other nonfarm nonresidential properties			1460	0	1.d.
2. Loans to depository institutions and acceptances of other banks					
a. To U.S. banks and other U.S. depository institutions	1292	0			2.a.
b. To foreign banks	1296	0			2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	0	1590	0	3.
4. Commercial and industrial loans			1766	233,260	4.
a. To U.S. addressees (domicile)	1763	233,260			4.a.
b. To non-U.S. addressees (domestic)	1764	0			4.b.
5. Not applicable.					

Schedule HC-C - Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	52,674,564	6.
a. Credit cards	B538	45,064,146			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	7,610,418			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	0	J454	0	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	2,828	J451	2,828	9.b.(2)
10. Lease financing receivables (net of unearned income)			2165	0	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	0			10.a.
b. All other leases	F163	0			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	0	2123	0	11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122	52,928,951	2122	52,928,951	12.

Schedule HC-C - Continued

MEMORANDA

		Dollar Amounts in Thousands		BHDM	Bil Mil Thou	
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	344	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices						
				F576	0	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	205			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)						
				K165	1,141,028	M.1.f.
Itemize loan categories included in Memorandum item 1.f, above that exceed 10% 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):						
(1) Loans secured by farmland in domestic offices						
				BHDM		
				K166	0	M.1.f.(1)
				BHCK		
(2) Loans to depository institutions and acceptances of other banks				K167	0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers				K168	0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:						
(a) Credit cards				K098	1,141,028	M.1.f.(4)(a)
(b) Automobile loans				K203	0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)				K204	0	M.1.f.(4)
(5) Loans to foreign governments and official institutions				K212	0	M.1.f.(5)
(6) Other loans[1]				K267	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not Scheduled by real estate) included in Schedule HC-C, items 4 and (.b.(2) 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) bank 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) bank 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	3,513,693	M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>						
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):						
a. Outstanding balance				C779	3,600,923	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9				C780	2,926,190	M.5.b.
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:						
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))				F230	0	M.6.a.

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

Schedule HC-C - Continued

MEMORANDA - Continued

Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.

Dollar Amounts in Thousands	BHDM	Bil Mil Thou	
<i>Memorandum items 6.b and 6.c are to be completed by bank 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, 2010, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>			
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	F231	N/A	M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying 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	1,531	M.9.

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

Schedule HC-C - Continued

MEMORANDA - Continued

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

Schedule HC-C - Continued

MEMORANDA - Continued

	Dollar Amounts in Thousands		(Column A) Consolidated		(Column B) Domestic Offices		
			BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
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		
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	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	M.12.a.
	G091	0	G092	0	G093	0	
b. Commercial and industrial loans							M.12.b.
	G094	0	G095	0	G096	0	
c. Loans to individuals for household, family, and other personal expenditures							M.12.c.
	G097	0	G098	0	G099	0	
d. All other loans and all leases							M.12.d.
	G100	0	G101	0	G102	0	
	Dollar Amounts in Thousands				BHCK	Bil Mil Thou	
13. Not applicable.							
14. Pledged loans and leases					G378	40,400,918	M.14.

Schedule HC-D - Trading Assets and Liabilities

Schedule HC-D is to be completed by bank 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	Bil Mil Thou	BHCK	Bil Mil Thou	
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 FNMA, FHLMC, or GNMA (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 FNMA, FHLMC, or GNMA	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) 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.
7.-8. Not applicable.	BHCM		BHCK		
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)	bhct		BHDM		

Schedule HC-D - Continued

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

Schedule HC-D - Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
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.

Schedule HC-E - Deposit Liabilities¹

Dollar Amounts in Thousands	BHCB	Bil Mil Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:			
a. Demand deposits	2210	227,965	1.a.
b. NOW, ATS, and other transaction accounts	3187	1,654	1.b.
c. Money market deposit accounts and other savings accounts	2389	10,782,650	1.c.
d. Time deposits of less than \$100,000	6648	18,440,356	1.d.
e. Time deposits of \$100,000 or more	2604	5,925,585	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:			
	BHOD		
a. Noninterest-bearing balances	3189	0	2.a.
b. NOW, ATS, and other transaction accounts	3187	0	2.b.
c. Money market deposit accounts and other savings accounts	2389	0	2.c.
d. Time deposits of less than \$100,000	6648	0	2.d.
e. Time deposits of \$100,000 or more	2604	0	2.e.

MEMORANDA

Dollar Amounts in Thousands	BHDM	Bil Mil Thou	
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243	5,634,436	M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164	7,720,449	M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242	3,234,760	M.3.
	BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less	A245	0	M.4.

1. 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).

Schedule HC-F - Other Assets

Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
1. Accrued interest receivable [1]	B556	384,309	1.
2. Net deferred tax assets [2]	2148	1,183,879	2.
3. Interest-only strips receivable (not in the form of a security) [3] on:			
a. Mortgage loans	A519	0	3.a.
b. Other financial assets	A520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values [4]	1752	69,151	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	927,831	6.
	bhct		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	2,565,170	7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. 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.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G - Other Liabilities

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Not applicable			
2. Net deferred tax liabilities [1]	3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures	8557	0	3.
4. Other	8984	2,636,097	4.
	bhct		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	2,636,097	5.

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

Schedule HC-H - Interest Sensitivity¹

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Earning assets that are repricable within one year or mature within one year	3197	45,462,597	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	11,211,673	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	11,500,556	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. Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank 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 bank holding company's assets in foreign countries and 10 percent of the bank 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 bank holding companies.
 (See instructions for additional information.)

I. Property and Casualty Underwriting

Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
ASSETS			
1. Reinsurance recoverables	B988	0	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

	BHCK	Bil Mil Thou	
ASSETS			
1. Reinsurance recoverables	C247	0	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.

For Federal Reserve Bank Use Only

Schedule HC-K - Quarterly Averages

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
ASSETS				
1. Securities:				
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)		B558	4,484,289	1.a.
b. Mortgage-backed securities		B559	7,864	1.b.
c. All other securities (included securities issued by states and political subdivisions in the U.S.)		B560	1,903,947	1.c.
2. Federal funds sold and securities purchased under agreements to resell		3365	0	2.
		BHDM		
3. a. Total loans and leases in domestic offices		3516	52,143,879	3.a.
(1) Loans secured by 1-4 family residential properties		3465	12,937	3.a.(1)
(2) All other loans secured by real estate		3466	7,505	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	236,268	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards		B561	44,387,681	3.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		B562	7,496,601	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	4,196,663	4.b.
5. Total consolidated assets		3368	64,062,390	5.
LIABILITIES				
6. Interest-bearing deposits (domestic)		3517	35,045,469	6.
7. Interest-bearing deposits (foreign)		3404	0	7.
8. Federal funds purchased and securities sold under agreements to repurchase		3353	132,835	8.
9. All other borrowed money		2635	17,237,816	9.
10. Not applicable.				
EQUITY CAPITAL				
11. Total equity capital (excludes limited-life preferred stock)		3519	7,444,383	11.

For Federal Reserve Bank Use Only

C.I.

(Report only transactions with nonrelated institutions)

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

		Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
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	2,180	1.a.
b. (1) Unused consumer credit card lines						
				1455	162,583,669	1.b.(1)
(2) Other unused credit card lines						
				1456	1,176,553	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						
				1457	0	1.e.(1)
(2) Loans to financial institutions						
				1458	0	1.e.(2)
(3) All other unused commitments						
				1459	44,386	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees						
<i>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets. [1]</i>						
				3820	0	2.a.
3. Performance standby letters of credit and foreign office guarantees						
<i>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets. [1]</i>						
				6570	0	3.
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 lent						
				3433	0	6.

	(Column A) Sold Protection		(Column B) Purchased Protection		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
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)

		BHCK	Bil Mil Thou	
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 generally based on the total assets reported as of June 30, 2010.

(Report only transactions with nonrelated institutions)

Schedule HC-L - Continued

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

7.d.(1)(a)
 7.d.(1)(b)
 7.d.(2)(a)
 7.d.(2)(b)

		BHCK	Bil Mil Thou
8. Spot foreign exchange contracts		8765	0
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of schedule HC, item 27.a, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)			
a. Securities borrowed		3430	0
b. Commitments to purchase when-issued securities		3432	0
c. Commitments to sell when-issued securities		3434	0
		3435	0
d. TEXT 6561		6561	0
e. TEXT 6562		6562	0
f. TEXT 6568		6568	0
g. TEXT 6586		6586	0

8.
 9.
 9.a.
 9.b.
 9.c.
 9.d.
 9.e.
 9.f.
 9.g.

10. Not applicable.

Schedule HC-L - Continued

Dollar Amounts in Thousands

	(Column A)	(Column B)	(Column C)	(Column D)	
	Interest Rate Contracts	Foreign Exchange Contracts	Equity Derivative Contracts	Commodity and Other Contracts	
Derivatives Position Indicators	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal the sum of items 12 and 13):					
a. Future contracts	BHCK 8693 0	BHCK 8694 0	BHCK 8695 0	BHCK 8696 0	11.a.
b. Forward contracts	BHCK 8697 0	BHCK 8698 8,433	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 4,562,465	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 4,562,465	BHCK 8726 8,433	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 15,999	BHCK 8742 0	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 11,473	BHCK 8746 53	BHCK 8747 0	BHCK 8748 0	14.b.(2)

Schedule HC-L - Continued

Item 15 is to be completed only by bank 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	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
15. Over-the counter derivatives:	BHCK G418	BHCK G419	BHCK G420	BHCK G421	BHCK G422	
a. Net current credit exposure	15,589	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	14,130	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	BHCK G438	BHCK G439	BHCK G440	BHCK G441	BHCK G442	15.b.(4)
(5) Corporate bonds	BHCK G443	BHCK G444	BHCK G445	BHCK G446	BHCK G447	15.b.(5)
(6) Equity securities	BHCK G448	BHCK G449	BHCK G450	BHCK G451	BHCK G452	15.b.(6)
(7) All other collateral	BHCK G453	BHCK G454	BHCK G455	BHCK G456	BHCK G457	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	14,130	0	0	0	0	15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2010.

Schedule HC-M - Memoranda

		Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Total number of bank holding company common shares outstanding	NUMBER (UNROUNDED)	3459	545,764,377			1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries		6555		3,184,211		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		14,444,604		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:						
(1) 1-4 family residential construction loans						
	BHDM					
	K169			0		6.a.(1)(a)(1)
	K170			0		6.a.(1)(a)(2)
	K171			0		6.a.(1)(b)
(b) Secured by farmland						
(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)
	BHCK					
	K178			0		6.a.(2)
	K179			0		6.a.(3)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
(a) Credit cards						
	K180			0		6.a.(4)(a)
(b) Automobile Loans						
	K181			0		6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)						
	K182			0		6.a.(4)(c)
	K183			0		6.a.(5)
(5) All other loans and leases						
Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):						
(a) Loans to depository institutions and acceptances of other banks						
	K184			0		6.a.(5)(a)
(b) Loans to foreign governments and official institutions						
	K185			0		6.a.(5)(b)
(c) Other loans[1]						
	K186			0		6.a.(5)(c)
(d) Lease financing receivables						
	K273			0		6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):						
(1) Construction, land development, and other land in domestic offices						
	BHDM					
	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)

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

Schedule HC-M - Continued

		Dollar Amounts in Thousands	BHFN	Bil Mil Thou	
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		
c. Debt securities (included in Schedule HC, items 2.a and 2.b)			K192	0	6.b.(7)
d. Other assets (exclude FDIC loss-sharing indemnification assets)			J461	0	6.c.
7. Captive insurance and reinsurance subsidiaries:			J462	0	6.d.
a. Total assets of captive insurance subsidiaries1					
b. Total assets of captive reinsurance subsidiaries1			K193	0	7.a.
8. Has the bank 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")			K194	0	7.b.
			BHCK	YES / NO	
			C251	NO	8.
9. Has the bank 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 Bank Holding Company Report of Changes in Organizational Structure (FRY-10)? Bank holding companies must not leave blank or enter "N/A." The bank 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 bank holding company official verifying FR Y-10 reporting (Please type or print)

Area Code and Phone Number (TEXT 9009)

12. Intangible assets other than goodwill:			BHCK	Bil Mil Thou	
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	190,630	12.c.
			bhct		
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)			0426	190,630	12.d.
13. Other real estate owned			2150	196	13.
14. Other borrowed money:			BHCK		
a. Commercial paper			2309	0	14.a.
b. Other borrowed money with a remaining maturity of one year or less			2332	3,184,211	14.b.
c. Other borrowed money with a remaining maturity of more than one year			2333	14,038,680	14.c.
			bhct		
d. Total (sum of items 14.a., 14.b. and 14.c) (must equal Schedule HC, item 16)			3190	17,222,891	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	Bil Mil Thou	
			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 bank holding company.

Schedule HC-M - Continued

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

17. Does the bank 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 bank 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 bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank 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 bank 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 bank 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	Bil Mil Thou	
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 bank holding company (parent company only), gross	4832	0	20.b.(1)
2. Due from subsidiary banks of the bank holding company, gross	4833	0	20.b.(2)
3. Due from nonbank subsidiaries of the bank holding company, gross	4834	0	20.b.(3)
c. Balances due to related institutions:			
1. Due to bank holding company (parent company only), gross	5041	0	20.c.(1)
2. Due to subsidiary banks of the bank holding company, gross	5043	0	20.c.(2)
3. Due to nonbank subsidiaries of the bank 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	C253	0	21.

Schedule HC-M - Continued

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

22. Address (URL) for the reporting bank 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
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22.

Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
<i>Memoranda items 23 and 24 are to be completed by all bank 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	16,433,373	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.

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	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
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	2,533	F175	0	F177	0	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	51	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C236	24	C237	0	C229	2,691	1.c.(2)(a)
(b) Secured by junior liens	C238	38	C239	0	C230	0	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	1,432	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	2,696	1607	4,511	1608	854	4.

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	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	487,580	B576	557,689	B577	220,603	5.a.
b. Automobile loans	K213	0	K214	0	K215	0	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)							
	K216	71,235	K217	46,734	K218	3,720	5.c.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	0	5460	0	5461	0	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F166	0	F167	0	F168	0	8.a.
b. All other leases	F169	0	F170	0	F171	0	8.b.

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

Schedule HC-N - Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	0	9.
10. TOTAL (sum of items 1 through 9)	5524	564,106	5525	608,934	5526	229,351	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)	K036	18,754	K037	21,429	K038	0	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039	18,192	K040	20,786	K041	0	11.a.
b. Rebooked "GNMA loans" that have been repur- chased or are eligible for repurchase included in item 11 above	K042	0	K043	0	K044	0	11.b.
12. Loans and leases reported in items 1 through 8 above which are covered by sharing agreements with the loss- FDIC:							
a. Loans secured by real estate in domestic offices:							
(1) Construction, land development, and other land loans:							
(a) 1-4 family residential construction loans	BHDM K045	0	BHDM K046	0	BHDM K047	0	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans	K048	0	K049	0	K050	0	12.a.(1)(b)
(2) Secured by farmland	K051	0	K052	0	K053	0	12.a.(2)

Schedule HC-N - Continued

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

Schedule HC-N - Continued

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

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

Schedule HC-N - Continued

MEMORANDA - 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	Bil Mil Thou	BHDM	Bil Mil Thou	BHDM	Bil Mil Thou	
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	2,533	K109	0	K110	0	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices	BHCK		BHCK		BHCK		
	F661	0	F662	0	F663	360	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM		BHDM		BHDM		
	K111	0	K112	0	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

	(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	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
Dollar Amounts in Thousands	BHCK		BHCK		BHCK		
1. e. Commercial and industrial loans:	BHCK		BHCK		BHCK		
(1) To U.S. addressees (domicile)							
(2) To non-U.S. addressees (domicile)							
f. All other loans (include loans to individuals for household, family, and other personal expenditures)							
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>							
(1) Loans secured by farmland in domestic offices	BHDM		BHDM		BHDM		
(2) Loans to depository institutions and acceptances of other banks							
(3) Loans to finance agricultural production and other loans to farmers							
(4) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards							
	K120	0	K121	4	K122	0	M.1.e.(1)
	K123	0	K124	0	K125	0	M.1.e.(2)
	K126	44,986	K127	58,665	K128	1,782	M.1.f.
	K130	0	K131	0	K132	0	M.1.f.(1)
	K134	0	K135	0	K136	0	M.1.f.(2)
	K138	0	K139	0	K140	0	M.1.f.(3)
	K274	44,986	K275	58,665	K276	1,782	M.1.f.(4)(a)

Schedule HC-N - Continued

MEMORANDA - Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1.f.(4) (b) Automobile loans	K277	0	K278	0	K279	0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)							
	K280	0	K281	0	K282	0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions							
	K283	0	K284	0	K285	0	M.1.f.(5)
(6) Other loans [1]	K286	0	K287	0	K288	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above							
	6558	0	6559	0	6560	0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees							
	3508	0	1912	0	1913	0	M.3.
4. Not applicable							
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)							
a. Loans and leases held for sale	C240	18,754	C241	21,429	C226	0	M.5.a.
b. Loans measured at fair value:							
(1) Fair value	F664	0	F665	0	F666	0	M.5.b.(1)
(2) Unpaid principal balance	F667	0	F668	0	F669	0	M.5.b.(2)

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

Schedule HC-N - Continued

MEMORANDA - Continued

Item 6 is to be reported only by bank 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	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
6. Derivative contracts:					
Fair value of amounts carried as assets	3529	N/A	3530	N/A	M.6.

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
7. Additions to nonaccrual assets during the quarter	C410	509,765	M.7.
8. Nonaccrual assets sold during the quarter	C411	0	M.8.

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

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets¹ and (2) bank 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	Bil Mil Thou	
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]			
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:			
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):			
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.f, 5.g, and 5.i):			
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	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)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

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 bank 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	
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Dollar Amounts in Thousands						
ASSETS	bhcy 1773	BHCK G474	BHCK G475	BHCK G476	BHCK G477	
1. Available-for-sale securities	6,471,353	0	5,537,390	933,963	0	1.
2. Federal funds sold and securities purchased under agreements to resell	0	0	0	0	0	2.
3. Loans and leases held for sale	0	0	0	0	0	3.
4. Loans and leases held for investment	0	0	0	0	0	4.
5. Trading assets:	bhct 3543	BHCK G493	BHCK G494	BHCK G495	BHCK G496	
a. Derivative assets	0	0	0	0	0	5.a.
b. Other trading assets	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	5.b.(1)
	0	0	0	0	0	
6. All other assets	BHCK G391	BHCK G392	BHCK G395	BHCK G396	BHCK G804	6.
	15,999	0	0	15,999	0	
7. Total assets measured at fair value on a recurring basis	BHCK G502	BHCK G503	BHCK G504	BHCK G505	BHCK G506	7.
	6,487,352	0	5,537,390	949,962	0	
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	BHCK G507	BHCK G508	BHCK G509	BHCK G510	BHCK G511	9.
	0	0	0	0	0	
10. Trading liabilities:	bhct 3547	BHCK G512	BHCK G513	BHCK G514	BHCK G515	
a. Derivative liabilities	0	0	0	0	0	10.a.
b. Other trading liabilities	BHCK G516	BHCK G517	BHCK G518	BHCK G519	BHCK G520	10.b.
	0	0	0	0	0	
11. Other borrowed money	BHCK G521	BHCK G522	BHCK G523	BHCK G524	BHCK G525	11.
	0	0	0	0	0	
12. Subordinated notes and debentures	BHCK G526	BHCK G527	BHCK G528	BHCK G529	BHCK G530	12.
	0	0	0	0	0	
13. All other liabilities	BHCK G805	BHCK G806	BHCK G807	BHCK G808	BHCK G809	13.
	11,527	0	0	11,527	0	
14. Total liabilities measured at fair value on a recurring basis	BHCK G531	BHCK G532	BHCK G533	BHCK G534	BHCK G535	14.
	11,527	0	0	11,527	0	

Schedule HC-Q - Continued

		(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		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Memoranda							
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):							
a. Mortgage servicing rights							
		BHCK G536	BHCK G537	BHCK G538	BHCK G539	BHCK G540	M.1.a.
		0	0	0	0	0	
		BHCK G541	BHCK G542	BHCK G543	BHCK G544	BHCK G545	M.1.b.
		15,999	0	0	15,999	0	
b. Nontrading derivative assets							
c.	BHTX G546	BHCK G546	BHCK G547	BHCK G548	BHCK G549	BHCK G550	M.1.c.
		0	0	0	0	0	
d.	BHTX G551	BHCK G551	BHCK G552	BHCK G553	BHCK G554	BHCK G555	M.1.d.
		0	0	0	0	0	
e.	BHTX G556	BHCK G556	BHCK G557	BHCK G558	BHCK G559	BHCK G560	M.1.e.
		0	0	0	0	0	
f.	BHTX G561	BHCK G561	BHCK G562	BHCK G563	BHCK G564	BHCK G565	M.1.f.
		0	0	0	0	0	
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):							
a. Loan commitments (not accounted for as derivatives)							
		BHCK F261	BHCK F689	BHCK F697	BHCK F262	BHCK F263	M.2.a.
		0	0	0	0	0	
		BHCK G566	BHCK G567	BHCK G568	BHCK G569	BHCK G570	M.2.b.
		11,527	0	0	11,527	0	
b. Nontrading derivative liabilities							
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	

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C.I.

Schedule HC-R - Regulatory Capital

This schedule is to be submitted on a consolidated basis.

	Dollar Amounts in Thousands		
	BHCX	Bil Mil Thou	
Tier 1 capital			
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210	7,747,267	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities [1] (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK		
	8434	20,489	2.
3. LESS: Net unrealized loss on available-for-sale equity securities [1] (Report loss as a positive value)	A221	0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges [1] (if a gain, report as a positive value; if a loss, report as a negative value)	4336	(90,840)	4.
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214	0	6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) [2]	G215	0	6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216	0	6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	446,051	7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	F264	0	7.b.
8. Subtotal (sum of items 1, 6.a., 6.b, and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227	7,371,567	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	0	9.a.
b. LESS: Disallowed deferred tax assets	5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital	B592	0	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	7,371,567	11.
Tier 2 capital			
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements [2] (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217	1,195,442	12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	705,559	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	0	15.
16. Other Tier 2 capital components	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311	1,901,001	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	1,901,001	18.
19. Tier 3 capital allocated for market risk	1395	0	19.
20. LESS: Deductions for total risk-based capital	B595	0	20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792	9,272,568	21.
Total assets for leverage ratio			
22. Average total assets (from Schedule HC-K, item 5)	bhct		
	3368	64,062,390	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	446,051	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	0	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	0	25.
	BHCK		
26. LESS: Other deductions from assets for leverage capital purposes	B596	0	26.
27. Average total assets for leverage capital purposes (item 22 less item 23 through 26)	A224	63,616,339	27.
28.-30. Not applicable			
Capital ratios			
	BHCK	Percentage	
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	11.59%	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	13.47%	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	16.95%	33.

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income."

Schedule HC-R - Continued

Bank holding companies are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent of derivatives).

	C000							
	(Column A) Totals (from Schedule HC)		(Column B) Items not Subject to Risk-Weighting		(Column C)	(Column D)	(Column E)	(Column F)
	Allocated by Risk Weight Category							
					0%	20%	50%	100%
Dollar Amounts in Thousands		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Balance Sheet Asset Categories			BHCE	BHC0	BHC2	BHC5	BHC9	
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2))	BHCK 0010	3,865,768	0	2,682,894	1,182,874		0	34.
	bhcx 1754							
35. Held-to-maturity securities	bhcx 1773	50,852	0	859	7,062	0	42,931	35.
36. Available-for-sale securities	BHCK C225	6,471,353	32,700	2,776,539	3,237,417	45,792	378,905	36.
37. Federal funds sold and securities purchased under agreements to resell	bhct 5369	0		0	0		0	37.
38. Loans and leases held for sale	bhct B528	751,242	0	0	728,705	0	22,537	38.
39. Loans and leases, net of unearned income	bhcx 3123	52,177,709	0	0	0	2,003	52,175,706	39.
40. LESS: Allowances for loan and lease losses	bhcx 3545	2,432,087	2,432,087					40.
41. Trading assets	BHCK B639	0	0	0	0	0	0	41.
42. All other assets [1]	bhct 2170	3,420,070	462,050	92,173	130,736	41	2,735,070	42.
43. Total assets (sum of items 34 through 42)		64,304,907	(1,937,337)	5,552,465	5,286,794	47,836	55,355,149	43.

1. 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

	(Column A)	Credit Conversion Factor	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	
	Face Value of Notional Amount		Credit Equivalent Amount [1]	Allocated by Risk Weight Category				
				0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Derivatives and Off-Balance Sheet Items								
	BHCK B546	Note [2]	BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit	0	1.000	0	0	0	0	0	44.
	bhct 6570							
45. Performance standby letters of credit	0	.50	0	0	0	0	0	45.
	bhct 3411							
46. Commercial and similar letters of credit	0	.20	0	0	0	0	0	46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429							
	0	1.00	0	0	0		0	47.
	bhct 3433							
48. Securities lent	0	1.00	0	0	0	0	0	48.
49. Retained recourse on small business obligations sold with recourse	bhct A250							
	0	1.00	0	0	0	0	0	49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	BHCK B541	Note [3]						
	0	12.500	0				0	50.
	BHCK B675							
51. All other financial assets sold with recourse	0	1.00	0	0	0	0	0	51.
	BHCK B681							
52. All other off-balance sheet liabilities	0	1.00	0	0	0	0	0	52.
53. Unused commitments:								
a. With an original maturity exceeding one year	BHCK 6572							
	2,202	.50	1,101	0	0	0	1,101	53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits	BHCK G591							
	0	.10	0	0	0	0	0	53.b.
			BHCE A167					
54. Derivative contracts			35,913	0	35,913	0		54.

1. Column A multiplied by credit conversion factor.

2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.50 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-specific factor.

Schedule HC-R - Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
	Allocated by Risk Weight Category				
	0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	BHCK B696	BHCK B697	BHCK B698	BHCK B699	55.
	5,552,465	5,322,707	47,836	55,356,250	
56. Risk weight factor	*0%	*20%	*50%	*100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	BHCK B700	BHCK B701	BHCK B702	BHCK B703	57.
	0	1,064,541	23,918	55,356,250	
58. Market risk equivalent assets				BHCK 1651	58.
				0	
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				BHCK B704	59.
				56,444,709	
60. LESS: Excess allowance for loan and lease losses				BHCK A222	60.
				1,726,528	
61. LESS: Allocated transfer risk reserve				BHCK 3128	61.
				0	
62. Total risk-weighted assets (item 59 minus items 60 and 61)				BHCK A223	62.
				54,718,181	

Schedule HC-R - Continued

MEMORANDA

		Dollar Amounts in Thousands				BHCK	Bil Mil Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards						8764	15,999	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	Tril Bil Mil Thou	BHCK	Tril Bil Mil Thou	BHCK	Tril Bil Mil Thou	
2. Notional principal amounts of derivative contracts: [1]								
a. Interest rate contracts		3809	0	8766	2,695,475	8767	423,500	M.2.a.
b. Foreign exchange contracts		3812	8,433	8769	0	8770	0	M.2.b.
c. Gold contracts		8771	0	8772	0	8773	0	M.2.c.
d. Other precious metals contracts		8774	0	8775	0	8776	0	M.2.d.
e. Other commodity contracts		8777	0	8778	0	8779	0	M.2.e.
f. Equity derivative contracts		A000	0	A001	0	A002	0	M.2.f.
g. Credit derivative contracts:								
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk capital purposes:								
(1) Investment grade		G597	0	G598	0	G599	0	M.2.g.(1)
(2) Subinvestment grade		G600	0	G601	0	G602	0	M.2.g.(2)
		Dollar Amounts in Thousands				BHCK	Bil Mil Thou	
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:								
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital" on Schedule HC)						5479	0	M.3.a.
b. Not applicable.								
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b)						C498	0	M.3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)						A507	0	M.3.d.
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)						2771	0	M.4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):								
a. In the form of perpetual preferred stock						5483	0	M.5.a.
b. In the form of common stock						5484	34,114	M.5.b.

1. Exclude foreign exchange contracts with an original maturity of 14 days or less and all future contracts.

Schedule HC-R - Continued

MEMORANDA - Continued

Dollar Amounts in Thousands

	BHCK	Bil Mil Thou	
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	F031	0	M.6.
7. Not applicable.			
8. Restricted core capital elements included in Tier 1 capital:			
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219	0	M.8.a.
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220	0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990	0	M.8.c.
d. Qualifying trust preferred securities [2] (included in Schedule HC, item 19.b)	C502	0	M.8.d.
9. Goodwill net of any associated deferred tax liability	G221	255,421	M.9.
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	BHCK	Percentage	
	G222	0.00%	M.10.

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by the consolidated special purpose entities, that qualify as Tier 1 capital.

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

							C000
	(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
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Dollar Amounts in Thousands							
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	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
6. Amount of ownership (or seller's) interests carried as:		BHCK B761	BHCK B762			BHCK B763	
a. Securities (included in HC-B)		0	0			0	6.a.
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502	
		0	0			0	6.b.
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	
		0	0			0	7.a.
b. 90 days or more past due		BHCK B767	BHCK B768			BHCK B769	
		0	0			0	7.b.
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	
		0	0			0	8.a.
b. Recoveries		BHCK B773	BHCK B774			BHCK B775	
		0	0			0	8.b.
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
		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
		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
		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
		0	0	0	0	0	0

Schedule HC-S - Continued

MEMORANDA

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
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 bank 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 bank 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) bank 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) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

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Schedule HC-V—Variable Interest Entities

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands	(Column A) Securitization Vehicles		(Column B) AOPCP Conduities		(Column C) Other VIEs		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
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	422,000	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	705,610	J988	0	J989	0	1.c.
d. Securities purchased under agreements to resell	J990	0	J991	0	J992	0	1.d.
e. Loans and leases held for sale	J993	0	J994	0	J995	0	1.e.
f. Loans and leases, net of unearned income	J996	36,591,098	J997	0	J998	0	1.f.
g. Less: Allowance for loan and lease losses	J999	1,720,427	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	6,468	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 bank 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	15,971,451	K025	0	K026	0	2.d.
e. Other liabilities	K027	12,060	K028	0	K029	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above)	K030	26,215	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 bank 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 bank holding company's total consolidated assets as of the previous quarter-end, whichever is less.

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

Notes to the Balance Sheet-Other

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

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

Example

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

Enter on the line item below the following information:

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

Notes to the Balance Sheet-Other

	TEXT	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
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				
3.	5358		5357	0	2.
4.	5359		5358	0	3.
5.	5360		5359	0	4.
6.	B027		5360	0	5.
			B027	0	6.

Notes to the Balance Sheet-Other, Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
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.