

Board of Governors of the Federal Reserve System

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

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

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

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

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

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

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

Date of Report: **March 31, 2015**
Month / Day / Year (BHCK 9999)

R. Mark Graf

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

Signature of Chief Financial Officer (or Equivalent)

05/11/2015

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

Discover Financial Services

Legal Title of Holding Company (TEXT 9010)

2500 Lake Cook Road

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

Riverwoods, IL 60015

City (TEXT 9130) State (TEXT 9200) ZIP Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____ S.F. _____

Thomas L. Bonifas, Director

Name / Title (BHTX 8901)

(224) 405-1082

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E-mail Address of Contact (BHTX 4086)

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

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 45.59 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, 20th and C Streets, NW, Washington, DC 20551 and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

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RSSD ID	_____
S.F.	_____

Report of Income for Holding Companies

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

Schedule HI - Consolidated Income Statement

	Dollar Amounts in Thousands		
	BHCK	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	3,171	1.a.(1)(a)
(b) All other loans secured by real estate	4436	0	1.a.(1)(b)
(c) All other loans	F821	1,973,303	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	88	1.a.(2)
b. Income from lease financing receivables	4065	0	1.b.
c. Interest income on balances due from depository institutions [1]	4115	5,870	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	5,252	1.d.(1)
(2) Mortgage-backed securities	B489	7,325	1.d.(2)
(3) All other securities	4060	169	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	10	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	1,995,188	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$100,000 or more	A517	21,733	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518	77,757	2.a.(1)(b)
(c) Other deposits	6761	42,308	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	0	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	134,311	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	13,387	2.d.
e. Other interest expense	4398	0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	289,496	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074	1,705,692	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	389,701	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	0	5.a.
b. Service charges on deposit accounts in domestic offices	4483	615	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	16,994	5.d.(5)
e. Venture capital revenue	B491	0	5.e.
f. Net servicing fees	B492	0	5.f.
g. Net securitization income	B493	0	5.g.
h. Not applicable			

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

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

Schedule HI - Continued

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
5. i. Net gains (losses) on sales of loans and leases	8560	28,804	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	-43	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496	5	5.k.
l. Other noninterest income [3]	B497	409,161	5.l.
m. Total noninterest income (sum of items 5.a through 5.l.)	4079	455,536	5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521	-2	6.a.
b. Realized gains (losses) on available-for-sale securities	3196	8,100	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	337,543	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	46,973	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	1,297	7.c.(2)
d. Other noninterest expense [4]	4092	485,877	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d.)	4093	871,690	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	907,935	8.
9. Applicable income taxes (foreign and domestic)	4302	321,731	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300	586,204	10.
11. Extraordinary items and other adjustments, net of income taxes [5]	4320	0	11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104	586,204	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103	0	13.
14. Net income (loss) attributable to holding company (item 12 minus item 13)	4340	586,204	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	1,705,753	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592	907,996	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	116	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK	Number	M.5.
	4150	14,001	
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	268,525	M.6.g.	
h.	Gains on bargain purchases				J447	0	M.6.h.	
i.	TEXT							
	8562	Net credit card fee income			8562	68,119	M.6.i.	
j.	TEXT							
	8563	Transaction Processing Revenue			8563	31,214	M.6.j.	
k.	TEXT							
	8564	Gain on Fair Value Hedges			8564	14,569	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	18,258	M.7.a.	
b.	Advertising and marketing expenses				497	174,861	M.7.b.	
c.	Directors' fees				4136	0	M.7.c.	
d.	Printing, stationery, and supplies				C018	0	M.7.d.	
e.	Postage				8403	20,705	M.7.e.	
f.	Legal fees and expenses				4141	0	M.7.f.	
g.	FDIC deposit insurance assessments				4146	0	M.7.g.	
h.	Accounting and auditing expenses				F556	0	M.7.h.	
i.	Consulting and advisory expenses				F557	42,028	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							
	8565	Fraud Losses			8565	24,764	M.7.l.	
m.	TEXT							
	8566	Collection fees			8566	25,859	M.7.m.	
n.	TEXT							
	8567	Outsourced Services			8567	45,055	M.7.n.	
8.	Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):							
a. (1)	TEXT							
	3571				3571	0	M.8.a.(1)	
(2)	Applicable income tax effect				BHCK	3572	0	M.8.a.(2)
b. (1)	TEXT							
	3573				3573	0	M.8.b.(1)	
(2)	Applicable income tax effect				BHCK	3574	0	M.8.b.(2)
c. (1)	TEXT							
	3575				3575	0	M.8.c.(1)	
(2)	Applicable income tax effect				BHCK	3576	0	M.8.c.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)							
<i>Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:</i>								
a.	Interest rate exposures				8757	0	M.9.a.	
b.	Foreign exchange exposures				8758	0	M.9.b.	
c.	Equity security and index exposures				8759	0	M.9.c.	
d.	Commodity and other exposures				8760	0	M.9.d.	
e.	Credit exposures				F186	0	M.9.e.	

Schedule HI - Continued
Memoranda - Continued

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above. [1]</i>			
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above)	K090	N/A	M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)	K094	N/A	M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			
a. Net gains (losses) on credit derivatives held for trading	C889	0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890	0	M.10.b.
11. Credit losses on derivatives (see instructions)	A251	0	M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets. [1]</i>			
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431	0	M.12.a.
b. (1) Premiums on insurance related to the extension of credit	C242	0	M.12.b.(1)
(2) All other insurance premiums	C243	0	M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities	B983	0	M.12.c.
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "YES" or "NO")	BHCK	YES / NO	
	A530	NO	M.13.
	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
<i>Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.</i>			
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets	F551	-2,909	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	0	M.14.a.(1)
b. Net gains (losses) on liabilities	F553	0	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554	0	M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409	10,980	M.15.
<i>Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c</i>			
	Year-to-date		
	BHCK	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	2	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	2	M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2014.

Schedule HI-A - Changes in Holding Company Equity Capital

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Total holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	11,133,705	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	11,133,705	3.
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	BHCT		
	4340	586,204	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK		
a. Sale of perpetual preferred stock, gross	3577	0	5.a.
b. Conversion or retirement of perpetual preferred stock	3578	0	5.b.
6. Sale of common stock:			
a. Sale of common stock, gross	3579	0	6.a.
b. Conversion or retirement of common stock	3580	50,759	6.b.
7. Sale of treasury stock	4782	0	7.
8. LESS: Purchase of treasury stock	4783	419,001	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	9,344	10.
11. LESS: Cash dividends declared on common stock	4460	108,538	11.
12. Other comprehensive income [1]	B511	-22,593	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	0	14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13 and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT		
	3210	11,211,192	15.

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

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

Dollar Amounts in Thousands	(Column A) Charge-offs 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	0	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	157	C217	0	1.c.(2)(a)
(b) Secured by junior liens	C235	35	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	1,237	4617	435	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	427,011	B515	108,501	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	45,678	K206	5,040	5.c.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	117	4628	9	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	474,235	4605	113,985	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.
<p><i>Memorandum item 3 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i></p>					
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			111,810	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			1,746,480	1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	BHCT				
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, Item 4)	4605			113,985	2.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	BHCK				
	C079			474,235	3.
	5523			0	4.
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	BHCT				
	4230			389,701	5.
6. Adjustments (see instructions for this schedule)	BHCK				
	C233			-361	6.
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)	BHCT				
	3123			1,775,570	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) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	0	M.2.
3. Amount of allowance for loan lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390	164,757	M.3.
<i>Memorandum item 4 is to be completed by all holding companies.</i>			
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781	28,387	M.4.

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

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

	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)	(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)	(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)	(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)	(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)	(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
1. Real estate loans:	BHCK M708	BHCK M709	BHCK M710	BHCK M711	BHCK M712	BHCK M713
a. Construction loans	2,382	359	0	0	0	0
b. Commercial real estate loans	0	0	0	0	0	0
c. Residential real estate loans	1,131	6	139,294	740	0	0
2. Commercial loans [2]	BHCK M727	BHCK M728	BHCK M729	BHCK M730	BHCK M731	BHCK M732
	18,853	17,929	226,938	3,880	0	0
3. Credit cards	BHCK M733	BHCK M734	BHCK M735	BHCK M736	BHCK M737	BHCK M738
	1,023,516	158,383	52,295,911	1,329,976	0	0
4. Other consumer loans	BHCK M739	BHCK M740	BHCK M741	BHCK M742	BHCK M743	BHCK M744
	97,859	17,628	10,143,015	218,282	3,519,021	28,387
5. Unallocated, if any				BHCK M745		
				0		
6. Total (sum of items 1.a. through 5.)	BHCK M746	BHCK M747	BHCK M748	BHCK M749	BHCK M750	BHCK M751
	1,143,741	194,305	62,805,158	1,552,878	3,519,021	28,387

1. The asset size test is generally based on the total assets reported as of June 30, 2014.
2. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

Notes to the Income Statement-Predecessor Financial Items

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

	Dollar Amounts in Thousands	BHBC	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 holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Exclude any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

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

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

Example

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

Enter on the line item below the following information:

TEXT	BHCK	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

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

Consolidated Financial Statements for Holding Companies

Report at the close of business March 31, 2015
 Month/ Day/ Year

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	785,826	1.a.
b.	Interest-bearing balances: [2]					
(1)	In U.S. offices			0395	11,038,045	1.b.(1)
(2)	In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397	10,902	1.b.(2)
2.	Securities:					
a.	Held-to-maturity securities (from Schedule HC-B, column A)			1754	115,763	2.a.
b.	Available-for-sale securities (from Schedule HC-B, column D)			1773	2,769,057	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	180,036	4.a.
b.	Loans and leases, net of unearned income	B528	67,467,920			4.b.
c.	LESS: Allowances for loan and lease losses	3123	1,775,570			4.c.
d.	Loans and leases, net of unearned income and allowance for loan and lease losses (items 4.b minus 4.c)			B529	65,692,350	4.d.
5.	Trading assets (from Schedule HC-D)			3545	0	5.
6.	Premises and fixed assets (including capitalized leases)			2145	488,293	6.
7.	Other real estate owned (from Schedule HC-M)			2150	60	7.
8.	Investments in unconsolidated subsidiaries and associated companies			2130	0	8.
9.	Direct and indirect investments in real estate ventures			3656	312,422	9.
10.	Intangible assets:					
a.	Goodwill			3163	257,236	10.a.
b.	Other intangible assets (from Schedule HC-M)			0426	174,522	10.b.
11.	Other assets (from Schedule HC-F)			2160	2,352,996	11.
12.	Total assets (sum of items 1 through 11)			2170	84,177,508	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	349,951	13.a.(1)
(2) Interest-bearing	6636	46,123,017	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:			
(1) Noninterest-bearing	BHFN 6631	890	13.b.(1)
(2) Interest-bearing	6636	590	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:			
a. Federal funds purchased in domestic offices [2]	BHDM B993	0	14.a.
b. Securities sold under agreements to repurchase [3]	BHCK 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	22,392,500	16.
17. Not applicable			
18. Not applicable			
19. a. Subordinated notes and debentures [4]	4062	698,015	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	0	19.b.
20. Other liabilities (from Schedule HC-G)	2750	3,401,353	20.
21. Total liabilities (sum of items 13 through 20)	2948	72,966,316	21.
22. Not applicable			
Equity capital			
Holding Company Equity Capital			
23. Perpetual preferred stock and related surplus	3283	559,988	23.
24. Common stock (par value)	3230	5,605	24.
25. Surplus (exclude all surplus related to preferred stock)	3240	3,840,625	25.
26. a. Retained earnings	3247	11,935,321	26.a.
b. Accumulated other comprehensive income [5]	B530	-160,726	26.b.
c. Other equity capital components [6]	A130	-4,969,621	26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)	3210	11,211,192	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000	0	27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105	11,211,192	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	84,177,508	29.

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

Schedule HC - Continued

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

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

BHCK	YES / NO
C884	N/A

M.1

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

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

(2) City (TEXT C708)

(2) E-mail Address (TEXT C705)

(3) State Abbrev. (TEXT C714)

(4) Zip Code (TEXT C715)

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

Schedule HC-B - Securities

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	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	600,897	1287	607,687	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	619,592	1298	627,526	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	10,026	8497	10,057	8498	0	8499	0	3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	59,638	G301	60,119	G302	314,746	G303	318,863	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	45,549	G305	47,246	G306	1,090,908	G307	1,108,600	4.a.(2)
(3) Other pass-through securities	G308	0	G309	0	G310	0	G311	0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies [3]	G312	0	G313	0	G314	0	G315	0	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies [3]	G316	0	G317	0	G318	0	G319	0	4.b.(2)

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

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

Schedule HC-B - Continued

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

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

Schedule HC-B - Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
5. Asset-backed securities and structured financial products:									
a. Asset-backed Securities (ABS)	C026	0	C988	0	C989	0	C027	0	5.a.
b. Structured financial products:									
(1) Cash	G336	0	G337	0	G338	0	G339	0	5.b.(1)
(2) Synthetic	G340	0	G341	0	G342	0	G343	0	5.b.(2)
(3) Hybrid	G344	0	G345	0	G346	0	G347	0	5.b.(3)
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	0	1741	0	6.a.
b. Other foreign debt securities	1742	0	1743	0	1744	0	1746	0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	106,381	A511	106,381	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	BHCT						BHCT		
	1754	115,763	1771	117,972	1772	2,732,524	1773	2,769,057	8.

Memoranda

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Pledged securities [1]	0416	121,403	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	228,075	M.2.a.
b. Over 1 year to 5 years	0384	1,007,753	M.2.b.
c. Over 5 years	0387	1,542,611	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	0	M.4.a.
b. Fair value	8783	0	M.4.b.

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

Schedule HC-B - Continued

Memoranda - Continued

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

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2014.

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

Schedule HC-C - Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
1. Loans secured by real estate	1410	322,843			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	2,382	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	4,314	1.c.(1)
(b) Secured by junior liens					
d. Secured by multifamily (5 or more) residential properties			5367	208,872	1.c.(2)(a)
e. Secured by nonfarm nonresidential properties:			5368	107,275	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	198,436	4.
a. To U.S. addressees (domicile)	1763	179,585			4.a.
b. To non-U.S. addressees (domestic)	1764	18,851			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	67,079,322	6.
a. Credit cards	B538	53,319,427			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	13,759,895			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	39,628	J454	39,628	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	7,727	J451	832	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	67,647,956	2122	67,641,061	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	0	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices						
c. Secured by multifamily (5 or more) residential properties in domestic offices						
d. Secured by nonfarm nonresidential properties in domestic offices:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties				K161	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties				K162	0	M.1.d.(2)
e. Commercial and industrial loans:						
(1) To U.S. addressees (domicile)		K163	0			M.1.e.(1)
(2) To non-U.S. addressees (domicile)		K164	0			M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures[1])						
Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):						
(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	927,248	M.1.f.(4)(a)
(b) Automobile loans				K203	0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)				K204	0	M.1.f.(4)
(5) Loans to foreign governments and official institutions				K212	0	M.1.f.(5)
(6) Other loans[1]				K267	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above						
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)						
Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)						
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)						
				C391	3,469,315	M.4.
Memorandum item 5 is to be completed by all holding companies.						
5. Purchased Credit impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):						
a. Outstanding balance				C779	3,778,321	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9				C780	3,519,021	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

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
<i>Memorandum items 6.b and 6.c are to be completed by holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule HC-C, Memorandum 6.a) as of December 31, 2014, 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	684	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	180,036			M.10.a.
(1) Construction, land development, and other land loans			F578	0	M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F579	0	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	0	M.10.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			F581	180,036	M.10.a.(3)(b)(i)
(ii) Secured by junior liens			F582	0	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F583	0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties			F584	0	M.10.a.(5)
b. Commercial and industrial loans	F585	0	F585	0	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	0	F586	0	M.10.c.(1)
(2) Other revolving credit plans	F587	0	F587	0	M.10.c.(2)
(3) Automobile loans	K196	0	K196	0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K208	0	K208	0	M.10.c.(4)
d. Other loans	F589	0	F589	0	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	172,973			M.11.a.
(1) Construction, land development, and other land loans			F590	0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F591	0	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	0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			F593	172,973	M.11.a.(3)(b)(i)
(ii) Secured by junior liens			F594	0	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F595	0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties			F596	0	M.11.a.(5)
b. Commercial and industrial loans	F597	0	F597	0	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	0	F598	0	M.11.c.(1)
(2) Other revolving credit plans	F599	0	F599	0	M.11.c.(2)
(3) Automobile loans	K195	0	K195	0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209	0	K209	0	M.11.c.(4)
d. Other loans	F601	0	F601	0	M.11.d.

Schedule HC-C - Continued

Memoranda - Continued

	(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition		(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
Dollar Amounts in Thousands							
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:							
a. Loans secured by real estate	G091	0	G092	0	G093	0	M.12.a.
b. Commercial and industrial loans	G094	0	G095	0	G096	0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097	0	G098	0	G099	0	M.12.c.
d. All other loans and all leases	G100	0	G101	0	G102	0	M.12.d.
	Dollar Amounts in Thousands				BHCK	Bil Mil Thou	
13. Not applicable.							
14. Pledged loans and leases					G378	58,188,782	M.14.

Schedule HC-D - Trading Assets and Liabilities

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

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

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

Schedule HC-D - Trading Assets and Liabilities

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

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

Schedule HC-D - Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Bil Mil Thou	BHCK	Bil Mil Thou	
7.-8. Not applicable.					
9. Other trading assets	3541	N/A	3541	N/A	9.
10. Not applicable					
11. Derivatives with a positive fair value:	3543	N/A	3543	N/A	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5)	BHCT		BHDM		
	3545	N/A	3545	N/A	12.
	BHCK	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

Memoranda - 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.
4. Pledged trading assets:					
a. Pledged securities	G387	N/A	G387	N/A	M.4.a.
b. Pledged loans	G388	N/A	G388	N/A	M.4.b.

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
<i>Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>				
5. Asset-backed securities:				
a. Credit card receivables		F643	N/A	M.5.a.
b. Home equity lines		F644	N/A	M.5.b.
c. Automobile loans		F645	N/A	M.5.c.
d. Other consumer loans		F646	N/A	M.5.d.
e. Commercial and industrial loans		F647	N/A	M.5.e.
f. Other		F648	N/A	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)		F651	N/A	M.6.
7. Equity securities:				
a. Readily determinable fair values		F652	N/A	M.7.a.
b. Other		F653	N/A	M.7.b.
8. Loans pending securitization		F654	N/A	M.8.
9.a.(1) Gross fair value of commodity contracts		G212	N/A	M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory		G213	N/A	M.9.a.(2)
9.b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):				
(1) BHTX				
(1) F655		F655	N/A	M.9.b.(1)
(2) BHTX				
(2) F656		F656	N/A	M.9.b.(2)
(3) BHTX				
(3) F657		F657	N/A	M.9.b.(3)

Schedule HC-D - Continued

Memoranda - Continued

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

Schedule HC-E - Deposit Liabilities¹

Dollar Amounts in Thousands	BHCB	Bil Mil Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:			
a. Noninterest-bearing balances [2]	2210	349,951	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	68,300	1.b.
c. Money market deposit accounts and other savings accounts	2389	19,277,157	1.c.
d. Time deposits of less than \$100,000	6648	21,235,343	1.d.
e. Time deposits of \$100,000 or more	2604	5,542,217	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:			
	BHOD		
a. Noninterest-bearing balances [2]	3189	0	2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	0	2.b.
c. Money market deposit accounts and other savings accounts	2389	0	2.c.
d. Time deposits of less than \$100,000	6648	0	2.d.
e. Time deposits of \$100,000 or more	2604	0	2.e.

Memoranda

Dollar Amounts in Thousands	BHDM	Bil Mil Thou	
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243	8,701,142	M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164	10,159,637	M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242	3,007,788	M.3.
	BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less	A245	0	M.4.

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

Schedule HC-F - Other Assets

Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
1. Accrued interest receivable [1]	B556	614,375	1.
2. Net deferred tax assets [2]	2148	843,350	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	52,062	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	843,209	6.
	BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	2,352,996	7.

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

Schedule HC-G - Other Liabilities

	Dollar Amounts in Thousands		
	BHCK	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	B557	0	3.
4. Other	B984	3,401,353	4.
	BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	3,401,353	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	62,988,077	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	11,678,548	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	7,820,258	3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)	3408	0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409	0	5.

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

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

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

I. Property and Casualty Underwriting

Dollar Amounts in Thousands		BHCK	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.

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	1,363,360	1.a.
b. Mortgage-backed securities		B559	1,530,582	1.b.
c. All other securities (included securities issued by states and political subdivisions in the U.S.)		B560	276,132	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	68,136,798	3.a.
(1) Loans secured by 1-4 family residential properties		3465	269,591	3.a.(1)
(2) All other loans secured by real estate		3466	2,395	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	200,015	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards		B561	53,857,021	3.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		B562	13,767,456	3.a.(5)(b)
		BHFN		
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs		3360	11,851	3.b.
		BHCK		
4. a. Trading assets		3401	0	4.a.
b. Other earning assets		B985	9,543,577	4.b.
5. Total consolidated assets		3368	83,546,643	5.
Liabilities				
6. Interest-bearing deposits (domestic) [1]		3517	45,986,680	6.
7. Interest-bearing deposits (foreign) [1]		3404	326	7.
8. Federal funds purchased and securities sold under agreements to repurchase		3353	0	8.
9. All other borrowed money		2635	21,955,165	9.
10. Not applicable.				
Equity Capital				
11. Total equity capital (excludes limited-life preferred stock)		3519	11,107,332	11.

1. Includes interest-bearing demand deposits.

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

(Report only transactions with nonrelated institutions)

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	2,113	1.a.
b. (1) Unused consumer credit card lines	1455	172,827,242	1.b.(1)
(2) Other unused credit card lines	1456	1,103,047	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	39,149	1.e.(1)
(2) Loans to financial institutions	1458	9,500	1.e.(2)
(3) All other unused commitments	1459	24,009	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees	6566	0	2.
<i>Item 2.a is to be completed by holding companies with \$1 billion or more in total assets. [1]</i>			
a. Amount of financial standby letters of credit conveyed to others	3820	0	2.a.
3. Performance standby letters of credit and foreign office guarantees	6570	0	3.
<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. [1]</i>			
a. Amount of performance standby letters of credit conveyed to others	3822	0	3.a.
4. Commercial and similar letters of credit	3411	0	4.
5. Not applicable			5.
6. Securities			
a. Securities lent	3433	0	6.a.
b. Securities borrowed	3432	0	6.b.

	(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, 2014.

Schedule HC-L - Continued

(Report only transactions with nonrelated institutions)

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

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

10. Not applicable.

Schedule HC-L - Continued

Dollar Amounts in Thousands

Derivatives Position Indicators	(Column A)	(Column B)	(Column C)	(Column D)	
	Interest Rate Contracts	Foreign Exchange Contracts	Equity Derivative Contracts	Commodity and Other Contracts	
	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 1,494,421	BHCK 8698 37,411	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 688,752	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 8,614,193	BHCK 3826 0	BHCK 8719 0	BHCK 8720 0	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126 0	BHCK A127 0	BHCK 8723 0	BHCK 8724 0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725 10,797,366	BHCK 8726 37,411	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 57,469	BHCK 8742 428	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 55,465	BHCK 8746 0	BHCK 8747 0	BHCK 8748 0	14.b.(2)

Schedule HC-L - Continued

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

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	
	Banks and Securities Firms	Monoline Financial Guarantors	Hedge Funds	Sovereign Governments	Corporations and All Other Counterparties	
Dollar Amounts in Thousands	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	43,535	0	0	0	14,362	15.a.
b. Fair value of collateral:	BHCK G423	BHCK G424	BHCK G425	BHCK G426	BHCK G427	
(1) Cash - U.S. dollar	25,488	0	0	0	0	15.b.(1)
(2) Cash - Other currencies	0	0	0	0	0	15.b.(2)
(3) U.S. Treasury securities	578	0	0	0	0	15.b.(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities	0	0	0	0	0	15.b.(4)
(5) Corporate bonds	0	0	0	0	0	15.b.(5)
(6) Equity securities	0	0	0	0	0	15.b.(6)
(7) All other collateral	0	0	0	0	0	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	26,066	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, 2014.

Schedule HC-M - Memoranda

		Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Total number of holding company common shares outstanding	NUMBER (UNROUNDED)	3459	444,569,425			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			3,200,321	2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries		6556			17,659,359	3.
4. Other assets acquired in satisfaction of debts previously contracted		6557			0	4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC		A288			0	5.
6. Assets covered by loss-sharing agreements with the FDIC:						
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):						
(1) Loans secured by real estate in domestic offices:						
(a) Construction, land development, and other land loans:	BHDM					
(1) 1-4 family residential construction loans	K169				0	6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans	K170				0	6.a.(1)(a)(2)
(b) Secured by farmland	K171				0	6.a.(1)(b)
(c) Secured by 1-4 family residential properties:						
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	K172				0	6.a.(1)(c)(1)
(2) Closed-end loans secured by 1-4 family residential properties:						
(a) Secured by first liens	K173				0	6.a.(1)(c)(2)(a)
(b) Secured by junior liens	K174				0	6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties	K175				0	6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K176				0	6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties	K177				0	6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers	BHCK					
(3) Commercial and industrial loans	K178				0	6.a.(2)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):	K179				0	6.a.(3)
(a) Credit cards						
(b) Automobile Loans	K180				0	6.a.(4)(a)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)	K181				0	6.a.(4)(b)
(5) All other loans and leases						
(a) Loans to depository institutions and acceptances of other banks	K182				0	6.a.(4)(c)
(b) Loans to foreign governments and official institutions	K183				0	6.a.(5)
(c) Other loans[1]						
(d) Lease financing receivables	K184				0	6.a.(5)(a)
(e) All other loans and leases	K185				0	6.a.(5)(b)
(6) Other real estate owned (included in Schedule HC, item 7):	BHDM					
(1) Construction, land development, and other land in domestic offices	K186				0	6.a.(5)(c)
(2) Farmland in domestic offices	K273				0	6.a.(5)(d)
(3) 1-4 family residential properties in domestic offices	K187				0	6.b.(1)
(4) Multifamily (5 or more) residential properties in domestic offices	K188				0	6.b.(2)
(5) Nonfarm nonresidential properties in domestic offices	K189				0	6.b.(3)
	K190				0	6.b.(4)
	K191				0	6.b.(5)

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

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

Schedule HC-M - Continued

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

TEXT	
6428	Melinda Milenkovich

(224) 405-1105

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

Area Code / Phone Number (TEXT 9009)

12. Intangible assets other than goodwill:		BHCK	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	174,522	12.c.
		BHCT		
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) _____		0426	174,522	12.d.
13. Other real estate owned _____		2150	60	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	3,366,640	14.b.
c. Other borrowed money with a remaining maturity of more than one year _____		2333	19,025,860	14.c.
		BHCT		
d. Total (sum of items 14.a., 14.b. and 14.c) (must equal Schedule HC, item 16) _____		3190	22,392,500	14.d.
15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "YES" or "NO") _____		BHCK	YES / NO	15.
		B569	NO	15.
16. Assets under management in proprietary mutual funds and annuities _____		BHCK	Bil Mil Thou	16.
		B570	0	16.

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

Schedule HC-M - Continued

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

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

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

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

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

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

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

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

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

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

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

Schedule HC-M - Continued

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

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

TEXT C497	http://investorrelations.discoverfinancial.com
-----------	-------------------------------------------------------------------------------------------------------------

22.

Dollar Amounts in Thousands

<i>Memoranda items 23 and 24 are to be completed by all holding companies.</i>	BHCK	Bil Mil Thou	
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	17,436,156	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	0	F175	0	F177	2,382	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	0	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C236	142	C237	0	C229	1,559	1.c.(2)(a)
(b) Secured by junior liens	C238	201	C239	0	C230	90	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	0	3500	0	3501	0	1.d.
e. Secured by nonfarm non- residential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm non- residential properties	F178	0	F180	0	F182	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	0	F181	0	F183	0	1.e.(2)
f. In foreign offices	B572	0	B573	0	B574	0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. U.S. banks and other U.S. depository institutions	5377	0	5378	0	5379	0	2.a.
b. Foreign banks	5380	0	5381	0	5382	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594	0	1597	0	1583	0	3.
4. Commercial and industrial loans	1606	966	1607	1,239	1608	19,441	4.

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

Schedule HC-N

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	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	366,611	B576	409,625	B577	166,343	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	132,802	K217	63,321	K218	6,299	5.c.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	236	5460	278	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	500,958	5525	474,463	5526	196,114	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)	K036	0	K037	0	K038	0	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039	0	K040	0	K041	0	11.a.
b. Rebooked "GNMA loans" that have been repur- chased or are eligible for repurchase included in item 11 above	K042	0	K043	0	K044	0	11.b.
12. Loans and leases reported in items 1 through 8 above which are covered by sharing agreements with the loss- FDIC:							
a. Loans secured by real estate in domestic offices:							
(1) Construction, land development, and other land loans:							
(a) 1-4 family residential construction loans	BHDM K045	0	BHDM K046	0	BHDM K047	0	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans	K048	0	K049	0	K050	0	12.a.(1)(b)
(2) Secured by farmland	K051	0	K052	0	K053	0	12.a.(2)

Schedule HC-N - Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHDM	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.
<i>Itemize the past due and nonaccrual amounts included in item 12.e above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>							
(1) Loans to depository institutions and acceptances of other banks	K091	0	K092	0	K093	0	12.e.(1)
(2) Loans to foreign governments and official institutions	K095	0	K096	0	K097	0	12.e.(2)
(3) Other loans [1]	K099	0	K100	0	K101	0	12.e.(3)
(4) Lease financing receivables	K269	0	K271	0	K272	0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	K102	0	K103	0	K104	0	12.f.

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

Schedule HC-N - Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHDM	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	0	K109	0	K110	2,382	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices	BHCK F661	0	BHCK F662	0	BHCK F663	764	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM K111	0	BHDM K112	0	BHDM K113	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114	0	K115	0	K116	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117	0	K118	0	K119	0	M.1.d.(2)

Schedule HC-N - Continued

Memoranda - Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. e. Commercial and industrial loans:							
(1) To U.S. addressees (domicile)	K120	2	K121	0	K122	0	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K123	0	K124	0	K125	0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	K126	59,074	K127	50,772	K128	5,894	M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>							
(1) Loans secured by farmland in domestic offices	BHDM K130	0	BHDM K131	0	BHDM K132	0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCK K134	0	BHCK K135	0	BHCK K136	0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers	K138	0	K139	0	K140	0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K274	47,600	K275	43,326	K276	5,342	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	11,474	K281	7,446	K282	552	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions _____	K283	0	K284	0	K285	0	M.1.f.(5)
(6) Other loans [1] _____	K286	0	K287	0	K288	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above _____	6558	0	6559	0	6560	0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees _____	3508	0	1912	0	1913	0	M.3.
4. Not applicable							
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)							
a. Loans and leases held for sale _____	C240	0	C241	0	C226	0	M.5.a.
b. Loans measured at fair value:							
(1) Fair value _____	F664	0	F665	0	F666	0	M.5.b.(1)
(2) Unpaid principal balance _____	F667	0	F668	0	F669	0	M.5.b.(2)

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

Schedule HC-N - Continued

Memoranda - Continued

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		M.6.
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
6. Derivative contracts: Fair value of amounts carried as assets	3529	N/A	3530	N/A	
	Dollar Amounts in Thousands				
			BHCK	Bil Mil Thou	
7. Additions to nonaccrual assets during the quarter			C410	536,852	M.7.
8. Nonaccrual assets sold during the quarter			C411	0	M.8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		M.9.a.
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):							
a. Outstanding balance	L183	54,535	L184	24,998	L185	0	
b. Carrying amount included in Schedule HC-N, items 1 through 7, above	L186	52,271	L187	23,693	L188	0	M.9.b.

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

Schedule HC-P is to be completed by (1) all holding companies with \$1 billion or more in total assets¹ and (2) holding companies with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed \$10 million for two consecutive quarters.

	Dollar Amounts in Thousands		
	BHCK	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	1,109,992	1.a.
b. Closed-end Junior liens	F067	0	1.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F670	0	1.c.(1)
(2) Principal amount funded under the lines of credit	F671	0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: [2]	BHCK		
a. Closed-end first liens	F068	0	2.a.
b. Closed-end Junior liens	F069	0	2.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F672	0	2.c.(1)
(2) Principal amount funded under the lines of credit	F673	0	2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:	BHCK		
a. Closed-end first liens	F070	1,054,262	3.a.
b. Closed-end Junior liens	F071	0	3.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F674	0	3.c.(1)
(2) Principal amount funded under the lines of credit	F675	0	3.c.(2)
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):	BHCK		
a. Closed-end first liens	F072	180,036	4.a.
b. Closed-end Junior liens	F073	0	4.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F676	0	4.c.(1)
(2) Principal amount funded under the lines of credit	F677	0	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i):	BHCK		
a. Closed-end 1-4 family residential mortgage loans	F184	28,804	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	195	6.a.
b. Closed-end junior liens	F679	0	6.b.
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F680	0	6.c.(1)
(2) Principal amount funded under the lines of credit	F681	0	6.c.(2)
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:	BHCK		
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	L191	790	7.a.
b. For representations and warranties made to other parties	L192	1,995	7.b.
c. Total representations and warranty reserves (sum of item 7.a and 7.b)	M288	2,785	7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2014.

2. Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

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

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

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	
	Total Fair Value Reported on Schedule HC	LESS: Amounts Netted in the Determination of Total Fair Value	Level 1 Fair Value Measurements	Level 2 Fair Value Measurements	Level 3 Fair Value Measurements	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Assets	BHCY 1773	BHCK G474	BHCK G475	BHCK G476	BHCK G477	
1. Available-for-sale securities	2,769,057	0	1,341,594	1,427,463	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	180,036	0	0	179,874	162	3.
4. Loans and leases held for investment	0	0	0	0	0	4.
5. Trading assets:	BHCT 3543	BHCK G493	BHCK G494	BHCK G495	BHCK G496	
a. Derivative assets	0	0	0	0	0	5.a.
b. Other trading assets	BHCK G497	BHCK G498	BHCK G499	BHCK G500	BHCK G501	
1. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b above)	0	0	0	0	0	5.b.
6. All other assets	BHCK F240	BHCK F684	BHCK F692	BHCK F241	BHCK F242	
	0	0	0	0	0	5.b.(1)
	BHCK G391	BHCK G392	BHCK G395	BHCK G396	BHCK G804	
	57,897	0	0	43,320	14,577	6.
7. Total assets measured at fair value on a recurring basis	BHCK G502	BHCK G503	BHCK G504	BHCK G505	BHCK G506	
	3,006,990	0	1,341,594	1,650,657	14,739	7.
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	
	0	0	0	0	0	9.
10. Trading liabilities:	BHCT 3547	BHCK G512	BHCK G513	BHCK G514	BHCK G515	
a. Derivative liabilities	0	0	0	0	0	10.a.
b. Other trading liabilities	BHCK G516	BHCK G517	BHCK G518	BHCK G519	BHCK G520	
	0	0	0	0	0	10.b.
11. Other borrowed money	BHCK G521	BHCK G522	BHCK G523	BHCK G524	BHCK G525	
	0	0	0	0	0	11.
12. Subordinated notes and debentures	BHCK G526	BHCK G527	BHCK G528	BHCK G529	BHCK G530	
	0	0	0	0	0	12.
13. All other liabilities	BHCK G805	BHCK G806	BHCK G807	BHCK G808	BHCK G809	
	55,465	0	0	55,414	51	13.
14. Total liabilities measured at fair value on a recurring basis	BHCK G531	BHCK G532	BHCK G533	BHCK G534	BHCK G535	
	55,465	0	0	55,414	51	14.

Schedule HC-Q - Continued

Memoranda

		(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
Dollar Amounts in Thousands		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25 percent of item 6):							
a. Mortgage servicing rights		BHCK G536	BHCK G537	BHCK G538	BHCK G539	BHCK G540	
		0	0	0	0	0	M.1.a.
b. Nontrading derivative assets		BHCK G541	BHCK G542	BHCK G543	BHCK G544	BHCK G545	
		57,897	0	0	43,320	14,577	M.1.b.
c.	BHTX G546	BHCK G546	BHCK G547	BHCK G548	BHCK G549	BHCK G550	
		0	0	0	0	0	M.1.c.
d.	BHTX G551	BHCK G551	BHCK G552	BHCK G553	BHCK G554	BHCK G555	
		0	0	0	0	0	M.1.d.
e.	BHTX G556	BHCK G556	BHCK G557	BHCK G558	BHCK G559	BHCK G560	
		0	0	0	0	0	M.1.e.
f.	BHTX G561	BHCK G561	BHCK G562	BHCK G563	BHCK G564	BHCK G565	
		0	0	0	0	0	M.1.f.
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	
		0	0	0	0	0	M.2.a.
b. Nontrading derivative liabilities		BHCK G566	BHCK G567	BHCK G568	BHCK G569	BHCK G570	
		55,465	0	0	55,414	51	M.2.b.
c.	BHTX G571	BHCK G571	BHCK G572	BHCK G573	BHCK G574	BHCK G575	
		0	0	0	0	0	M.2.c.
d.	BHTX G576	BHCK G576	BHCK G577	BHCK G578	BHCK G579	BHCK G580	
		0	0	0	0	0	M.2.d.
e.	BHTX G581	BHCK G581	BHCK G582	BHCK G583	BHCK G584	BHCK G585	
		0	0	0	0	0	M.2.e.
f.	BHTX G586	BHCK G586	BHCK G587	BHCK G588	BHCK G589	BHCK G590	
		0	0	0	0	0	M.2.f.

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Schedule HC-R - Regulatory Capital

Part I. Regulatory Capital Components and Ratios

Dollar Amounts in Thousands		BHCA	Bil Mil Thou	
Common equity tier 1 capital				
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares		P742	-1,123,391	1.
2. Retained earnings		BHCT3247	11,935,321	2.
3. Accumulated other comprehensive income (AOCI)		BHCAB530	-160,726	3.
		BHCA	YES / NO	
a. AOCI opt-out election (Enter "YES" or "NO") (Advanced approaches holding companies must enter "NO".)		P838	YES	3a.
Common equity tier 1 capital: adjustments and deductions				
4. Common equity tier 1 minority interest includable in common equity tier 1 capital		P839	0	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)		P840	10,651,204	5.
Common equity tier 1 capital: adjustments and deductions				
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)		P841	257,100	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs		P842	57,726	7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs		P843	0	8.
9. AOCI-related adjustments (items 9.a through 9.e are effective January 1, 2015)(if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):				
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value)		P844	22,629	9a.
b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value)		P845	0	9b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value),		P846	-29,381	9c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value)		P847	-153,766	9d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value)		P848	0	9e.
f. To be completed only by holding companies that entered "0" for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not, recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value)		P849	N/A	9f.
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:				
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value)		Q258	0	10a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions		P850	0	10b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments		P851	0	11.
12. Subtotal (item 5 minus items 6 through 11)		P852	10,496,896	12.

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

	Dollar Amounts in Thousands		
	BHCA	Bil Mil Thou	
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P853	0	13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P854	0	14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P855	0	15.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold)	P856	0	16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions	P857	0	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858	0	18.
19. Common equity tier 1 capital (item 12 minus item 18)	P859	10,496,896	19.
Additional tier 1 Capital			
20. Additional tier 1 capital instruments plus related surplus	P860	559,988	20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	P861	0	21.
22. Tier 1 minority interest not included in common equity tier 1 capital	P862	0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	P863	559,988	23.
24. LESS: Additional tier 1 capital deductions	P864	0	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	P865	559,988	25.
Tier 1 Capital			
26. Tier 1 capital (sum of items 19 and 25)	8274	11,056,884	26.
Tier 2 Capital			
27. Tier 2 capital instruments plus related surplus	P866	521,028	27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital	P867	0	28.
29. Total capital minority interest that is not included in tier 1 capital	P868	0	29.
30. a. Allowance for loan and lease losses includable in tier 2 capital	5310	896,833	30a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital	BHCW5310	N/A	30b.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital	BHCAQ257	0	31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31)	P870	1,417,861	32a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31)	BHCWP870	N/A	32b.
33. LESS: Tier 2 capital deductions	P872	0	33.
34. a. Tier 2 capital (greater of item 32.a minus item 33, or zero)	5311	1,417,861	34a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital greater of item 32.b minus item 33, or zero)	BHCAW	N/A	34b.
Total Capital			
35. a. Total capital (sum of items 26 and 34.a)	3792	12,474,745	35a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b)	BHCW	N/A	35b.

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

	Dollar Amounts in Thousands	BHCA	Bil Mil Thou	
Total Assets for the Leverage Ratio		BHCA		
36. Average total consolidated assets		BHCX		
		3368	83,546,643	36.
37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions)				
		BHCA		
		P875	314,826	37.
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes		B596	0	38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38)		A224	83,231,817	39.
Total Risk-Weighted Assets				
40. a. Total risk-weighted assets (from Schedule HC-R, Part II item 31)		A223	70,867,864	40a.
b. (Advanced approaches holding companies that exit parallel run only): Total riskweighted assets using advanced approaches rule (from FFIEC 101 Schedule A,item 60)		BHCW		
		A223	N/A	40b.

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

Risk-Based Capital Ratios

	Column A		Column B		
	BHCA	Percentage	BHCW	Percentage	
41. Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only; Column B: item 19 divided by item 40.b)	P793	14.81%	P793	N/A	41.
42. Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only; Column B: item 26 divided by item 40.b)	7206	15.60%	7206	N/A	42.
43. Total capital ratio (Column A: item 35.a divided by item 40.a) Advanced approaches holding companies that exit parallel run only; Column B: item 35.b divided by item 40.b)	7205	17.60%	7205	N/A	43.

Leverage Capital Ratios

	BHCA	Percentage	
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204	13.28%	44.
45. Advanced approaches holding companies only: Supplementary leverage ratio (from FFIEC 101 Schedule A, item 98) (effective date to be determined)			45.

Capital buffer

	BHCA	Percentage	
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments (effective January 1, 2016):			
a. Capital conservation buffer			46a.
b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer			46b.
	Dollar Amounts in Thousands		
Effective January 1, 2016: Institutions must complete items 47 and 48 if the amount in item 46.a (or the lower of item 46.a or 46.b for an advanced approaches institution that has exited parallel run) is less than or equal to the applicable minimum capital conservation buffer:			
47. Eligible retained income			47.
48. Distributions and discretionary bonus payments during the quarter			48.

Schedule HC-R - Continued

Part II. Risk-Weighted Assets

This schedule is to be submitted on a consolidated basis.

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

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)
	Totals From Schedule HC	Adjustments to Totals Reported in Column A	Allocation by Risk-Weight Category				
			0	2%	4%	10%	20%
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 [2]							
1. Cash and balances due from depository institutions	BHCK D957 11,834,773	BHCK S396 0	BHCK D958 10,894,023				BHCK D959 940,717
2. Securities:							
a. Held-to-maturity securities	BHCKD961 115,763	BHCK S399 0	BHCK D962 60,188				BHCK D963 45,549
b. Available-for-sale securities	BHCK D966 2,769,057	BHCK S402 36,534	BHCK D967 915,643				BHCK D968 1,712,249
3. Federal funds sold and securities purchased under agreements to resell:							
a. Federal funds sold (in domestic offices)	BHCK D971 0		BHCK D972 0				BHCK D973 0
b. Securities purchased under agreements to resell	BHCK H171 0	BHCK H172 0					
4. Loans and leases held for sale:							
a. Residential mortgage exposures	BHCK S413 180,036	BHCK S414 0	BHCK H173 0				BHCK S415 0
b. High volatility commercial real estate exposures	BHCKS419 0	BHCK S420 0	BHCK H174 0				BHCK H175 0
c. Exposures past due 90 days or more or on nonaccrual [3]	BHCK S423 0	BHCK S424 0	BHCK S425 0				BHCK S426 0
d. All other exposures	BHCK S431 0	BHCKS432 0	BHCK S433 0				BHCK S434 0

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

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column H)	(Column I)	(Column j)	(Column K)	(Column L)	(Column M)	(Column N)
	Allocation by Risk-Weight Category						
	50%	100%	150%	250% [4]	300%	400%	600%
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(continued)							
1. Cash and balances due from depository institutions	BHCK S397 33	BHCK D960 0	BHCK S398 0				
2. Securities:							
a. Held-to-maturity securities	BHCK D964 0	BHCK D965 10,026	BHCK S400 0				
b. Available-for-sale securities	BHCK D969 0	BHCK D970 104,631	BHCK S403 0		BHCK S405 0		BHCK S406 0
3. Federal funds sold and securities purchased under agreements to resell:							
a. Federal funds sold (in domestic offices)	BHCK S410 0	BHCK D974 0	BHCKS411 0				
b. Securities purchased under agreements to resell							
4. Loans and leases held for sale:							
a. Residential mortgage exposures	BHCKS416 179,874	BHCKS417 162					
b. High volatility commercial real estate exposures	BHCK H176 0	BHCK H177 0	BHCK S421 0				
c. Exposures past due 90 days or more or on nonaccrual [5]	BHCK S427 0	BHCK S428 0	BHCK S429 0				
d. All other exposures	BHCK S435 0	BHCK S436 0	BHCK S437 0				

4. Effective January 1, 2018.

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

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands

	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category			Application of Other Risk-Weighting Approaches [6]		
	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount	
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Balance Sheet Asset Categories(continued)						
1. Cash and balances due from depository institutions						1.
2. Securities:						2.a.
a. Held-to-maturity securities				BHCK H271	BHCK H272	
b. Available-for-sale securities				0	0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold (in domestic offices)						3.a.
b. Securities purchased under agreements to resell						3.b.
4. Loans and leases held for sale:				BHCK H273	BHCK H274	
a. Residential mortgage exposures				0	0	4.a.
b. High volatility commercial real estate exposures				BHCK H275	BHCK H276	
c. Exposures past due 90 days or more or on nonaccrual [7]				0	0	4.b.
d. All other exposures				BHCK H277	BHCK H278	
				0	0	4.c.
				BHCK H279	BHCK H280	
				0	0	4.d.

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

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

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)
	Totals	Adjustments to	Allocation by Risk-Weight Category				
	From Schedule	Totals Reported	0%	2%	4%	10%	20%
HC	in Column A						
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
5. Loans and leases, net of unearned income:							
a. Residential mortgage exposures	BHCK S439 140,425	BHCK S440 0	BHCK H178 0				BHCK S441 0
b. High volatility commercial real estate exposures	BHCK S445 0	BHCK S446 0	BHCK H179 0				BHCK H180 0
c. Exposures past due 90 days or more or on nonaccrual [8]	BHCK S449 668,929	BHCK S450 0	BHCK S451 0				BHCK S452 0
d. All other exposures	BHCK S457 66,658,566	BHCK S458 0	BHCK S459 0				BHCK S460 0
6. LESS: Allowance for loan and lease losses	BHCX 3123 1,775,570	BHCY 3123 1,775,570					
7. Trading assets	BHCK D976 0	BHCK S466 0	BHCK D977 0				BHCK D978 0
8. All other assets [9]	BHCK D981 3,585,529	BHCK S469 370,580	BHCK D982 4,026				BHCK D983 49,714
a. Separate account bank-owned life insurance							
b. Default fund contributions to central counterparties							

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

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

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column H)	(Column I)	(Column J)	(Column K)	(Column L)	(Column M)	(Column N)
	Allocation by Risk-Weight Category						
	50%	100%	150%	250% [10]	300%	400%	600%
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
5. Loans and leases, net of unearned income(continued):							
a. Residential mortgage exposures	BHCK S442 26,764	BHCK S443 113,661					
b. High volatility commercial real estate exposures	BHCK H181 0	BHCK H182 0	BHCKS447 0				
c. Exposures past due 90 days or more or on nonaccrual [11]	BHCK S453 0	BHCK S454 0	BHCKS455 668,929				
d. All other exposures	BHCK S461 0	BHCK S462 66,658,566	BHCK S463 0				
6. LESS: Allowance for loan and lease losses							
	BHCK D979 0	BHCK D980 0	BHCKS467 0		BHCK H186 0	BHCK H290 0	BHCK H187 0
7. Trading assets	BHCK D984 59	BHCK D985 3,161,150	BHCK H185 0		BHCK H188 0	BHCK S470 0	BHCK S471 0
8. All other assets [12]							
a. Separate account bank-owned life insurance							
b. Default fund contributions to central counterparties							

10. Effective January 1, 2018.

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

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

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category			Application of Other Risk-Weighting Approaches [13]		
	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
5. Loans and leases, net of unearned income(continued):						
a. Residential mortgage exposures				BHC KH281	BHCK H282	5.a.
				0	0	
b. High volatility commercial real estate exposures				BHCK H283	BHCK H284	5.b.
				0	0	
c. Exposures past due 90 days or more or on nonaccrual [14]				BHCK H285	BHCK H286	5.c.
				0	0	
d. All other exposures				BHCK H287	BHCK H288	5.d.
				0	0	
6. LESS: Allowance for loan and lease losses						6.
7. Trading assets				BHCK H291	BHCK H292	7.
				0	0	
				BHCK H294	BHCK H295	8.
				0	0	
8. All other assets [15]				BHCK H296	BHCK H297	8.a.
a. Separate account bank-owned life insurance				0	0	
				BHCK H298	BHCK H299	8.b.
				0	0	

13.Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.

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

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

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column Q)	(Column T)	(Column U)	
			Allocation by Risk-Weight Category	Total Risk-Weighted Asset Amount by Calculation Methodology		
Dollar Amounts in Thousands			1250%	SSFA[16]	Gross-Up	
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Securitization Exposures: On-and Off-Balance Sheet						
9. On-balance sheet securitization exposures:	BHCK S475	BHCK S476	BHCK S477	BHCK S478	BHCK S479	
a. Held-to-maturity securities	0	0	0	0	0	9.a.
b. Available-for-sale securities	0	0	0	0	0	9.b.
c. Trading assets	0	0	0	0	0	9.c.
d. All other on-balance sheet securitization exposures	0	0	0	0	0	9.d.
10. Off-balance sheet securitization exposures	0	0	0	0	0	10.

16.Simplified Supervisory Formula Approach.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)
	Totals From Schedule HC	Adjustments to Totals Reported in Column A	Allocation by Risk-Weight Category				
			0%	2%	4%	10%	20%
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
11. Total balance sheet assets [17]	BHCT 2170	BHCK S500	BHCK D987				BHCK D988
	84,177,508	-1,368,456	11,873,880				2,748,229

	(Column H)	(Column I)	(Column J)	(Column K)	(Column L)	(Column M)	(Column N)
	Allocation by Risk-Weight Category						
	50%	100%	150%	250% [18]	300%	400%	600%
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
Total balance sheet assets	BHCK D989	BHCK D990	BHCK S503	BHCK S504	BHCK S505	BHCK S506	BHCK S507
	206,730	70,048,196	668,929		0	0	0

	(Column O)	(Column P)	(Column Q)	(Column R)
	Allocation by Risk-Weight Category			Application of other Risk-Weighting Approaches
	625%	937.50%	1250%	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Total balance sheet assets			BHCK S510	BHCK H300
			0	0

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

18. Effective January 1, 2018.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A)	CCF [20]	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)
	Face, Notional, or Other Amount		Credit Equivalent Amount [21]	Allocation by Risk-Weight Category				
				0%	2%	4%	10%	20%
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, Off-Balance Sheet Items, and Other Items Subject to Risk Weighting (Excluding Securitization Exposures) [19]								
12. Financial standby letters of credit Performance standby	BHCK D991		BHCK D992	BHCKD993				BHCK D994
	0	1.0	0	0				0
13. Performance standby letters of credit and transaction-related contingent items	BHCK D997		BHCK D998	BHCK D999				BHCK G603
	0	0.5	0	0				0
14. Commercial and similar letters of credit with an original maturity of one year or less	BHCK G606		BHCK G607	BHCK G608				BHCK G609
	0	0.2	0	0				0
15. Retained recourse on small business obligations sold with recourse	BHCK G612		BHCK G613	BHCK G614				BHCK G615
	0	1.0	0	0				0
16. Repo-style transactions [22]	BHCK S515		BHCK S516	BHCK S517	BHCK S518	BHCK S519		BHCK S520
	0	1.0	0	0	0	0		0
17. All other off-balance sheet liabilities	BHCK G618		BHCK G619	BHCK G620				BHCK G621
	0	1.0	0	0				0
18. Unused commitments:								
a. Original maturity of one year or less, excluding asset-backed commercial paper (ABCP) conduits	BHCK S525		BHCK S526	BHCK S527				BHCK S528
	61,614	0.2	12,323	0				0
b. Original maturity of one year or less to ABCP conduits								

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

20. Credit conversion factor.

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

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column H)	(Column I)	(Column J)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category			Application of Other Risk-Weighting Approaches [23]		
	50%	100%	150%	Credit Equivalent Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk Weighting (Excluding Securitization Exposures)						
12. Financial standby letters of credit Performance standby	BHCK D995 0	BHCK D996 0	BHCK S511 0			12.
13. Performance standby letters of credit and transaction-related contingent items	BHCK G604 0	BHCK G605 0	BHCK S512 0			13.
14. Commercial and similar letters of credit with an original maturity of one year or less	BHCK G610 0	BHCK G611 0	BHCK S513 0			14.
15. Retained recourse on small business obligations sold with recourse	BHCK G616 0	BHCK G617 0	BHCK S514 0			15.
16. Repo-style transactions [24]	BHCK S521 0	BHCK S522 0	BHCK S523 0	BHCK H301 0	BHCK H302 0	16.
17. All other off-balance sheet liabilities	BHCK G622 0	BHCK G623 0	BHCK S524 0			17.
18. Unused commitments:						
a. Original maturity of one year or less, excluding asset-backed commercial paper (ABCP) conduits	BHCK S529 0	BHCK S530 4,755	BHCK S531 7,568	BHCK H303 0	BHCK H304 0	18.a.
b. Original maturity of one year or less to ABCP conduits						18.b.

23. Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A)	CCF [25]	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	
	Face, Notional, or Other Amount		Credit Equivalent Amount [26]	Allocation by Risk-Weight Category					
				0%	2%	4%	10%	20%	
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	Bil Mil Thou	
c. Original maturity exceeding one year	BHCK G624		BHCK G625	BHCK G626				BHCK G627	18.c
	13,156	0.5	6,578	0				0	
19. Unconditionally cancelable commitments	BHCK S540		BHCK S541						19.
	173,930,290	0.0	0						
20. Over-the-counter derivatives			BHCK S542	BHCK S543			BHCK S544	BHCK S545	20.
			78,027	0			0	74,136	
21. Centrally cleared derivatives			BHCK S549	BHCK S550	BHCK S551	BHCK S552		BHCK S554	21.
			6,750	0	0	6,750		0	
22. Unsettled transactions (failed trades) [27]	BHCK H191			BHCK H193				BHCK H194	22.
	0			0				0	

25. Credit conversion factor.

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

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

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column H)	(Column I)	(Column J)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)
	Allocation by Risk-Weight Category						Application of Other Risk-Weighting Approaches [28]	
	50%	100%	150%	625%	937.5%	1250%	Credit Equivalent Amount	Risk-Weighted Asset Amount
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	Bil Mil Thou
c. Original maturity exceeding one year	BHCK G628 0	BHCK G629 5,924	BHCK S539 654				BHCK H307 0	BHCKH308 0
19. Unconditionally cancelable commitments								
20. Over-the-counter derivatives	BHCK S546 0	BHCK S547 3,891	BHCK S548 0				BHCK H309 0	BHCK H310 0
21. Centrally cleared derivatives	BHCK S555 0	BHCK S556 0	BHCK S557 0					
22. Unsettled transactions (failed trades) [29]	BHCK H195 0	BHCK H196 0	BHCK H197 0	BHCK H198 0	BHCK H199 0	BHCK H200 0		

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

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

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
	Allocation by Risk-Weight Category								
	0%	2%	4%	10%	20%	50%	100%	150%	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)									23.
	BHCK G630	BHCK S558	BHCK S559	BHCK S560	BHCK G631	BHCK G632	BHCK G633	BHCK S561	
	11,873,880	0	6,750	0	2,822,365	206,730	70,062,766	677,151	23.
24. Risk weight factor	X 0%	X 2%	X 4%	X 10%	X 20%	X 50%	X 100%	X 150%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)									25.
	BHCK G634	BHCK S569	BHCK S570	BHCK S571	BHCK G635	BHCK G636	BHCK G637	BHCK S572	
	0	0	270	0	564,473	103,365	70,062,766	1,015,727	25.

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	
	Allocation by Risk-Weight Category							
	250% [30]	300%	400%	600%	625%	937.5%	1250%	
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	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)								23.
		BHCK S563	BHCK S564	BHCK S565	BHCK S566	BHCK S567	BHCK S568	
		0	0	0	0	0	0	23.
24. Risk weight factor	X 250%	X 300%	X 400%	X 600%	X 625%	X 937.5%	X 1250%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)								25.
		BHCK S574	BHCK S575	BHCK S576	BHCK S577	BHCK S578	BHCK S579	
		0	0	0	0	0	0	25.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	Totals			
	Tril	Bil	Mil Thou	
	Dollar Amounts in Thousands			
26. Risk-weighted assets base for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold	BHCK S580			26.
	71,746,601			
27. Standardized market-risk weighted assets (applicable only to banks that are covered by the market risk capital rule)	BHCK S581			27.
	0			
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated risk transfer risk reserve[31]	BHCK B704			28.
	71,746,601			
29. LESS: Excess allowance for loan and lease losses	BHCK A222			29.
	878,737			
30. LESS: Allocated transfer risk reserve	BHCK 3128			30.
	0			
31. Total risk-weighted assets (item 28 minus items 29 and 30)	BHCK G641			31.
	70,867,864			

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

Schedule HC-R—Continued

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

Dollar Amounts in Thousands

BHCK	Bil Mil Thou
G642	43,534

M.1.

1. Current credit exposure across all derivative contracts covered by the regulatory capital rules _____

Dollar Amounts in Thousands	With a remaining maturity of					
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years	
	BHCK	Tril Bil Mil Thou	BHCK	Tril Bil Mil Thou	BHCK	Tril Bil Mil Thou
2. Notional principal amounts of over-the-counter derivative contracts:						
a. Interest rate _____	S582	3,457,411	S583	4,123,858	S584	900,000
b. Foreign exchange rate and gold _____	S585	37,411	S586	0	S587	0
c. Credit (investment grade reference asset) _____	S588	0	S589	0	S590	0
d. Credit (non-investment grade reference asset) _____	S591	0	S592	0	S593	0
e. Equity _____	S594	0	S595	0	S596	0
f. Precious metals (except gold) _____	S597	0	S598	0	S599	0
g. Other: _____	S600	0	S601	0	S602	0
3. Notional principal amounts of centrally cleared derivative contracts:						
a. Interest rate _____	S603	0	S604	1,350,000	S605	0
b. Foreign exchange rate and gold _____	S606	0	S607	0	S608	0
c. Credit (investment grade reference asset) _____	S609	0	S610	0	S611	0
d. Credit (non-investment grade reference asset) _____	S612	0	S613	0	S614	0
e. Equity _____	S615	0	S616	0	S617	0
f. Precious metals (except gold) _____	S618	0	S619	0	S620	0
g. Other: _____	S621	0	S622	0	S623	0

M.2.a.
 M.2.b.
 M.2.c.
 M.2.d.
 M.2.e.
 M.2.f.
 M.2.g.
 M.3.a.
 M.3.b.
 M.3.c.
 M.3.d.
 M.3.e.
 M.3.f.
 M.3.g.

Dollar Amounts in Thousands

BHCK	Bil Mil Thou
S624	0

M.4.

4. Standardized market risk-weighted assets attributable to specific risk(included in Schedule HC-R, item 27). _____

For Federal Reserve Bank Use Only
 C.I. _____

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

Dollar Amounts in Thousands

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)
	1-4 Family Residential Loans	Home Equity Lines	Credit Card Receivables	Auto Loans	Other Consumer Loans	Commercial and Industrial Loans	All Other Loans, All Leases, and All Other Assets
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
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:		BHCK B764	BHCK B765			BHCK B766	
a. 30-89 days past due		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):		BHCK B770	BHCK B771			BHCK B772	
a. Charge-offs		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	BHCK B782
	0	0	0	0	0	0	0
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures	BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789
	0	0	0	0	0	0	0
Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796
	0	0	0	0	0	0	0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803
	0	0	0	0	0	0	0

Schedule HC-S - Continued

Memoranda

	Dollar Amounts in Thousands		
	BHCK	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 holding company	B806	0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807	0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:			
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	B808	0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809	0	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) [2]	C407	0	M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

2. Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles		(Column B) ABCP Conduits		(Column C) Other VIEs		
	BHCK	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	0	J982	0	J983	0	1.a.
b. Held-to-maturity securities _____	J984	0	J985	0	J986	0	1.b.
c. Available-for-sale securities _____	J987	104,631	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	30,225,813	J997	0	J998	0	1.f.
g. Less: Allowance for loan and lease losses _____	J999	826,814	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	1	1.j.
k. Other assets _____	K012	1	K013	0	K014	0	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:							
a. Securities sold under agreements to repurchase _____	K015	0	K016	0	K017	0	2.a.
b. Derivative trading liabilities _____	K018	0	K019	0	K020	0	2.b.
c. Commercial paper _____	K021	0	K022	0	K023	0	2.c.
d. Other borrowed money (exclude commercial paper) _____	K024	17,269,298	K025	0	K026	0	2.d.
e. Other liabilities _____	K027	10,890	K028	0	K029	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above) _____	K030	37,074	K031	0	K032	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above) _____	K033	0	K034	0	K035	0	4.

Notes to the Balance Sheet-Predecessor Financial Items

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

	Dollar Amounts in Thousands	BHBC	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 holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

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

Example

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

Enter on the line item below the following information:

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

Notes to the Balance Sheet (Other)

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

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.