

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 \$500 million 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.

R. Mark Graf

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

Signature of Chief Financial Officer (or Equivalent)

02/16/2015

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

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

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____ S.F. _____

Date of Report: **December 31, 2014**
Month / Day / Year (BHCK 9999)

Discover Financial Services

Legal Title of Holding Company (TEXT 9010)

2500 Lake Cook Road

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

Riverwoods, IL 60015

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

Person to whom questions about this report should be directed:

Thomas L. Bonifas, Director

Name / Title (BHTX 8901)

(224) 405-1082

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

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 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, 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	9,204	1.a.(1)(a)
(b) All other loans secured by real estate	4436	0	1.a.(1)(b)
(c) All other loans	F821	7,769,224	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	629	1.a.(2)
b. Income from lease financing receivables	4065	0	1.b.
c. Interest income on balances due from depository institutions [1]	4115	18,617	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	37,192	1.d.(1)
(2) Mortgage-backed securities	B489	29,081	1.d.(2)
(3) All other securities	4060	683	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	31	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	7,864,661	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$100,000 or more	A517	94,632	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518	314,951	2.a.(1)(b)
(c) Other deposits	6761	155,287	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	1	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	466,492	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	53,547	2.d.
e. Other interest expense	4398	0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	1,084,910	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074	6,779,751	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	1,442,968	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	0	5.a.
b. Service charges on deposit accounts in domestic offices	4483	1,966	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	72,527	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	73,890	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	98	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496	-279	5.k.
l. Other noninterest income [3]	B497	1,565,288	5.l.
m. Total noninterest income (sum of items 5.a through 5.l.)	4079	1,713,490	5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521	-19	6.a.
b. Realized gains (losses) on available-for-sale securities	3196	4,132	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	1,263,242	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	175,419	7.b.
c. (1) Goodwill impairment losses	C216	27,005	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	10,259	7.c.(2)
d. Other noninterest expense [4]	4092	1,884,317	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d.)	4093	3,360,242	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	3,694,144	8.
9. Applicable income taxes (foreign and domestic)	4302	1,370,877	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300	2,323,267	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	2,323,267	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	2,323,267	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	6,780,001	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592	3,694,394	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	496	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK	Number	
	4150	13,730	M.5.
6. Other noninterest income (from schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l.):			
a. Income and fees from the printing and sale of checks	C013	0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014	0	M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016	0	M.6.c.
d. Rent and other income from other real estate owned	4042	0	M.6.d.
e. Safe deposit box rent	C015	0	M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229	0	M.6.f.

Schedule HI - Continued
Memoranda - Continued

				Dollar Amounts in Thousands		BHCK	Bil Mil Thou		
6.	g.	Bank card and credit card interchange fees		F555			979,100	M.6.g.	
	h.	Gains on bargain purchases		J447			0	M.6.h.	
	i.	TEXT	Net credit card fee income						
		8562		8562			304,423	M.6.i.	
	j.	TEXT	Transaction processing revenue						
		8563		8563			140,278	M.6.j.	
	k.	TEXT							
		8564		8564			0	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			79,643	M.7.a.	
	b.	Advertising and marketing expenses		497			700,097	M.7.b.	
	c.	Directors' fees		4136			0	M.7.c.	
	d.	Printing, stationery, and supplies		C018			0	M.7.d.	
	e.	Postage		8403			84,090	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			150,171	M.7.i.	
	j.	Automated teller machine (ATM) and interchange expenses		F558			0	M.7.j.	
	k.	Telecommunications expenses		F559			0	M.7.k.	
	l.	TEXT	Fraud losses						
		8565		8565			134,304	M.7.l.	
	m.	TEXT	Collection fees						
		8566		8566			102,971	M.7.m.	
	n.	TEXT	Outsourced services						
		8567		8567			149,151	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	-17,856	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	37,935	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	19	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	19	M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2013.

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	10,809,148	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	10,809,148	3.
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	BHCT		
	4340	2,323,267	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	103,284	6.b.
7. Sale of treasury stock	4782	0	7.
8. LESS: Purchase of treasury stock	4783	1,564,890	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	37,375	10.
11. LESS: Cash dividends declared on common stock	4460	430,157	11.
12. Other comprehensive income [1]	B511	-69,672	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	100	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	11,133,705	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	79	C217	6	1.c.(2)(a)
(b) Secured by junior liens	C235	60	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	5,737	4617	2,390	4.a.
b. To non-U.S. addressees (domicile)	4646	0	4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	1,630,709	B515	442,613	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	167,203	K206	16,155	5.c.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	1,253	4628	50	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	F185	0	F187	0	8.a.
b. All other leases	C880	0	F188	0	8.b.
9. Total (sum of items 1 through 8)	4635	1,805,041	4605	461,214	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>					
<p>3. Uncollectable retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)</p>					
<p style="text-align: center;">Dollar Amounts in Thousands</p>					
<p style="text-align: center;">II. Changes in allowance for loan and lease losses</p>					
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522		1,648,084		1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	BHCT		461,214		2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, Item 4)	BHCK				
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	C079		1,805,041		3.
	5523		0		4.
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	BHCT				
	4230		1,442,968		5.
6. Adjustments (see instructions for this schedule)	BHCK				
	C233		-745		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		1,746,480		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	161,600	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	2,416	393	0	0	0	0
b. Commercial real estate loans	0	0	0	0	0	0
c. Residential real estate loans	1,109	6	124,637	595	0	0
2. Commercial loans [2]	BHCK M727	BHCK M728	BHCK M729	BHCK M730	BHCK M731	BHCK M732
	17,424	16,227	244,375	3,704	0	0
3. Credit cards	BHCK M733	BHCK M734	BHCK M735	BHCK M736	BHCK M737	BHCK M738
	1,036,633	159,722	54,904,203	1,310,658	0	0
4. Other consumer loans	BHCK M739	BHCK M740	BHCK M741	BHCK M742	BHCK M743	BHCK M744
	90,909	16,989	9,766,286	209,799	3,659,971	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
	1,148,491	193,337	65,039,501	1,524,756	3,659,971	28,387

- The asset size test is generally based on the total assets reported as of June 30, 2013.
- 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 December 31, 2014
 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	849,698	1.a.
b. Interest-bearing balances: [2]						
(1) In U.S. offices				0395	6,431,662	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs				0397	11,220	1.b.(2)
2. Securities:						
a. Held-to-maturity securities (from Schedule HC-B, column A)				1754	101,507	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)				1773	3,951,935	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	0	3.b.
4. Loans and lease financing receivables:						
a. Loans and leases held for sale				5369	121,570	4.a.
b. Loans and leases, net of unearned income		B528	69,847,963			4.b.
c. LESS: Allowances for loan and lease losses		3123	1,746,480			4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (items 4.b minus 4.c)				B529	68,101,483	4.d.
5. Trading assets (from Schedule HC-D)				3545	0	5.
6. Premises and fixed assets (including capitalized leases)				2145	481,581	6.
7. Other real estate owned (from Schedule HC-M)				2150	103	7.
8. Investments in unconsolidated subsidiaries and associated companies				2130	0	8.
9. Direct and indirect investments in real estate ventures				3656	324,613	9.
10. Intangible assets:						
a. Goodwill				3163	257,236	10.a.
b. Other intangible assets (from Schedule HC-M)				0426	175,796	10.b.
11. Other assets (from Schedule HC-F)				2160	2,317,441	11.
12. Total assets (sum of items 1 through 11)				2170	83,125,845	12.

- Includes cash items in process of collection and unposted debits.
- Includes time certificates of deposit not held for trading.
- 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	320,228	13.a.(1)
(2) Interest-bearing	6636	45,791,649	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:			
(1) Noninterest-bearing	6631	968	13.b.(1)
(2) Interest-bearing	6636	580	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:			
a. Federal funds purchased in domestic offices [2]	B993	0	14.a.
b. Securities sold under agreements to repurchase [3]	B995	0	14.b.
15. Trading liabilities (from Schedule HC-D)	3548	0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190	21,958,622	16.
17. Not applicable			
18. Not applicable			
19. a. Subordinated notes and debentures [4]	4062	697,916	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	3,222,177	20.
21. Total liabilities (sum of items 13 through 20)	2948	71,992,140	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	5,582	24.
25. Surplus (exclude all surplus related to preferred stock)	3240	3,789,889	25.
26. a. Retained earnings	3247	11,466,999	26.a.
b. Accumulated other comprehensive income [5]	B530	-138,133	26.b.
c. Other equity capital components [6]	A130	-4,550,620	26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)	3210	11,133,705	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	11,133,705	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	83,125,845	29.

1. Includes noninterest-bearing demand, time, and savings deposits.

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

3. Includes all securities 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	YES

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	1,317,039	1287	1,329,456	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	1,020,577	1298	1,033,011	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	10,323	8497	10,357	8498	0	8499	0	3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	45,258	G301	45,853	G302	329,210	G303	332,053	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	45,376	G305	46,811	G306	1,143,839	G307	1,152,679	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	104,736	A511	104,736	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	101,507	1771	103,571	1772	3,915,401	1773	3,951,935	8.

Memoranda

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Pledged securities [1]	0416	119,653	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	1,251,637	M.2.a.
b. Over 1 year to 5 years	0384	1,111,515	M.2.b.
c. Over 5 years	0387	1,585,554	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, 2013.

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	249,732			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	2,416	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	4,455	1.c.(1)
(b) Secured by junior liens					
d. Secured by multifamily (5 or more) residential properties			5367	147,086	1.c.(2)(a)
e. Secured by nonfarm nonresidential properties:			5368	95,775	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	204,910	4.
a. To U.S. addressees (domicile)	1763	187,488			4.a.
b. To non-U.S. addressees (domestic)	1764	17,422			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	69,458,002	6.
a. Credit cards	B538	55,940,836			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	13,517,166			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	39,935	J454	39,935	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	16,954	J451	541	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	69,969,533	2122	69,953,120	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						
				F576	369	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices						
				K160	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties				K161	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties				K162	0	M.1.d.(2)
e. Commercial and industrial loans:						
(1) To U.S. addressees (domicile)		K163	2			M.1.e.(1)
(2) To non-U.S. addressees (domicile)		K164	0			M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures[1])						
				K165	1,007,396	M.1.f.
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>						
(1) Loans secured by farmland in domestic offices						
				BHDM		
				K166	0	M.1.f.(1)
				BHCK		
(2) Loans to 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	935,982	M.1.f.(4)(a)
(b) Automobile loans				K203	0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)				K204	0	M.1.f.(4)
(5) Loans to foreign governments and official institutions						
				K212	0	M.1.f.(5)
(6) Other loans[1]						
				K267	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above						
				2746	0	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)						
				B837	0	M.3.
<i>Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)</i>						
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)						
				C391	3,510,969	M.4.
<i>Memorandum item 5 is to be completed by all holding companies.</i>						
5. Purchased Credit impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):						
a. Outstanding balance				C779	3,939,976	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9				C780	3,659,971	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, 2013, 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	959	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	121,570			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	121,570	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	117,490			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	117,490	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	60,894,514	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	320,228	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	66,448	1.b.
c. Money market deposit accounts and other savings accounts	2389	18,588,933	1.c.
d. Time deposits of less than \$100,000	6648	21,502,106	1.d.
e. Time deposits of \$100,000 or more	2604	5,634,162	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	9,602,879	M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164	9,443,364	M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242	3,103,885	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	618,348	1.
2. Net deferred tax assets [2]	2148	804,342	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	52,094	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	842,657	6.
	BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	2,317,441	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	3,222,177	4.
	BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	3,222,177	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	61,719,722	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	12,755,482	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	6,944,673	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	2,339,805	1.a.
b. Mortgage-backed securities		B559	1,582,557	1.b.
c. All other securities (included securities issued by states and political subdivisions in the U.S.)		B560	104,422	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	67,894,898	3.a.
(1) Loans secured by 1-4 family residential properties		3465	230,722	3.a.(1)
(2) All other loans secured by real estate		3466	2,419	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	216,216	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards		B561	53,972,245	3.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		B562	13,432,812	3.a.(5)(b)
		BHFN		
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs		3360	35,494	3.b.
		BHCK		
4. a. Trading assets		3401	0	4.a.
b. Other earning assets		B985	8,062,070	4.b.
5. Total consolidated assets		3368	82,645,015	5.
Liabilities				
6. Interest-bearing deposits (domestic) [1]		3517	45,582,295	6.
7. Interest-bearing deposits (foreign) [1]		3404	452	7.
8. Federal funds purchased and securities sold under agreements to repurchase		3353	0	8.
9. All other borrowed money		2635	21,578,017	9.
10. Not applicable.				
Equity Capital				
11. Total equity capital (excludes limited-life preferred stock)		3519	11,197,080	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	2,073	1.a.
b. (1) Unused consumer credit card lines						
				1455	167,648,832	1.b.(1)
(2) Other unused credit card lines						
				1456	1,105,387	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	40,578	1.e.(1)
(2) Loans to financial institutions						
				1458	9,500	1.e.(2)
(3) All other unused commitments						
				1459	358,847	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees						
<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						
<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. [1]</i>						
a. Amount of performance standby letters of credit conveyed to others						
				3822	0	3.a.
4. Commercial and similar letters of credit						
				3411	0	4.
5. Not applicable						
6. Securities lent						
				3433	0	6.

	(Column A) Sold Protection		(Column B) Purchased Protection		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
7. Credit derivatives:					
a. Notional amounts:					
(1) Credit default swaps					
	C968	0	C969	0	7.a.(1)
(2) Total return swaps					
	C970	0	C971	0	7.a.(2)
(3) Credit options					
	C972	0	C973	0	7.a.(3)
(4) Other credit derivatives					
	C974	0	C975	0	7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value					
	C219	0	C221	0	7.b.(1)
(2) Gross negative fair value					
	C220	0	C222	0	7.b.(2)
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, 2013.

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. Securities borrowed	3432	0	9.a.
b. Commitments to purchase when-issued securities	3434	0	9.b.
c. Commitments to sell when-issued securities	3435	0	9.c.
d. TEXT 6561	6561	0	9.d.
e. TEXT 6562	6562	0	9.e.
f. TEXT 6568	6568	0	9.f.
g. TEXT 6586	6586	0	9.g.

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 794,120	BHCK 8698 60,479	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 406,466	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 9,966,251	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 11,166,837	BHCK 8726 60,479	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 43,232	BHCK 8742 279	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 24,062	BHCK 8746 47	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	36,097	0	0	0	7,414	15.a.
b. Fair value of collateral:	BHCK G423	BHCK G424	BHCK G425	BHCK G426	BHCK G427	
(1) Cash - U.S. dollar	19,670	0	0	0	0	15.b.(1)
(2) Cash - Other currencies	0	0	0	0	0	15.b.(2)
(3) U.S. Treasury securities	559	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))	20,229	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, 2013.

Schedule HC-M - Memoranda

		Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Total number of holding company common shares outstanding	NUMBER (UNROUNDED)	3459	449,188,286			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		3,301,430		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		17,683,372		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	
c. Debt securities (included in Schedule HC, items 2.a and 2.b) _____		J461	0	6.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets) _____		J462	0	6.d.
7. Captive insurance and reinsurance subsidiaries:				
a. Total assets of captive insurance subsidiaries [1] _____		K193	0	7.a.
b. Total assets of captive reinsurance subsidiaries[1] _____		K194	0	7.b.
8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "YES" or "NO") _____		BHCK	YES / NO	
		C251	NO	8.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "YES" or "NO") _____		BHCK	YES / NO	
		6689	NO	9.
10. Not applicable				
11. Have all changes in investments and activities been reported to the Federal Reserve on the Holding Company Report of Changes in Organizational Structure (FRY-10)? holding companies must not leave blank or enter "N/A." The holding company must enter "YES" even if there are no changes to report; or enter "NO". If the answer to this question is no, complete the FRY-10. _____		BHCK	YES / NO	
		6416	YES	11.

TEXT
 6428 Melinda Milenkovich

(224) 405-1105
 Area Code / Phone Number (TEXT 9009)

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

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	175,796	12.c.
		BHCT		
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) _____		0426	175,796	12.d.
13. Other real estate owned _____		2150	103	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	3,414,459	14.b.
c. Other borrowed money with a remaining maturity of more than one year _____		2333	18,544,163	14.c.
		BHCT		
d. Total (sum of items 14.a., 14.b. and 14.c) (must equal Schedule HC, item 16) _____		3190	21,958,622	14.d.
15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "YES" or "NO") _____		BHCK	YES / NO	
		B569	NO	15.
16. Assets under management in proprietary mutual funds and annuities _____		BHCK	Bil Mil Thou	
		B570	0	16.

1. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting 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
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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
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	F065	17,508,349
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:		
a. Senior perpetual preferred stock or similar items	G234	0
b. Warrants to purchase common stock or similar items	G235	0

23.a.

23.b.

24.a.

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	2,416	1.a.(2)
b. Secured by farmland in domestic offices	3493	0	3494	0	3495	0	1.b.
c. Secured by 1-4 family residen- tial properties in domestic offices:							
(1) Revolving, open-end loans secured by 1-4 family resi- dential properties and exten- ded under lines of credit	5398	30	5399	0	5400	0	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C236	277	C237	0	C229	1,281	1.c.(2)(a)
(b) Secured by junior liens	C238	90	C239	0	C230	35	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	1,082	1607	1,308	1608	18,447	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	440,269	B576	440,349	B577	155,746	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	146,424	K217	62,727	K218	5,187	5.c.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	262	5460	242	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	588,434	5525	504,626	5526	183,112	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	2,416	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices	BHCK F661	121	BHCK F662	0	BHCK F663	619	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	0	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	64,716	K127	49,903	K128	5,527	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	53,065	K275	42,632	K276	4,954	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	11,651	K281	7,271	K282	573	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	509,648	M.7.
8. Nonaccrual assets sold during the quarter			C411	518	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	61,942	L184	29,386	L185	0	
b. Carrying amount included in Schedule HC-N, items 1 through 7, above	L186	58,842	L187	27,339	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	799,386	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	824,646	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	121,570	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	23,604	5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit	F560	0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:			
a. Closed-end first liens	F678	0	6.a.
b. Closed-end junior liens	F679	0	6.b.
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F680	0	6.c.(1)
(2) Principal amount funded under the lines of credit	F681	0	6.c.(2)
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	604	7.a.
b. For representations and warranties made to other parties	L192	1,898	7.b.
c. Total representations and warranty reserves (sum of item 7.a and 7.b)	M288	2,502	7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

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	3,951,935	0	2,467,202	1,484,733	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	121,570	0	0	121,570	0	3.
4. Loans and leases held for investment	0	0	0	0	0	4.
5. Trading assets:	BHCT 3543	BHCK G493	BHCK G494	BHCK G495	BHCK G496	
a. Derivative assets	0	0	0	0	0	5.a.
b. Other trading assets	BHCK G497	BHCK G498	BHCK G499	BHCK G500	BHCK G501	
1. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b above)	0	0	0	0	0	5.b.
1. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b above)	BHCK F240	BHCK F684	BHCK F692	BHCK F241	BHCK F242	
	0	0	0	0	0	5.b.(1)
6. All other assets	BHCK G391	BHCK G392	BHCK G395	BHCK G396	BHCK G804	
	43,511	0	0	36,015	7,496	6.
7. Total assets measured at fair value on a recurring basis	BHCK G502	BHCK G503	BHCK G504	BHCK G505	BHCK G506	
	4,117,016	0	2,467,202	1,642,318	7,496	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	
	24,109	0	0	24,103	6	13.
14. Total liabilities measured at fair value on a recurring basis	BHCK G531	BHCK G532	BHCK G533	BHCK G534	BHCK G535	
	24,109	0	0	24,103	6	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	M.1.a.
		0	0	0	0	0	
b. Nontrading derivative assets		BHCK G541	BHCK G542	BHCK G543	BHCK G544	BHCK G545	M.1.b.
		43,511	0	0	36,015	7,496	
c.	BHTX G546	BHCK G546	BHCK G547	BHCK G548	BHCK G549	BHCK G550	M.1.c.
		0	0	0	0	0	
d.	BHTX G551	BHCK G551	BHCK G552	BHCK G553	BHCK G554	BHCK G555	M.1.d.
		0	0	0	0	0	
e.	BHTX G556	BHCK G556	BHCK G557	BHCK G558	BHCK G559	BHCK G560	M.1.e.
		0	0	0	0	0	
f.	BHTX G561	BHCK G561	BHCK G562	BHCK G563	BHCK G564	BHCK G565	M.1.f.
		0	0	0	0	0	
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):							
a. Loan commitments (not accounted for as derivatives)		BHCK F261	BHCK F689	BHCK F697	BHCK F262	BHCK F263	M.2.a.
		0	0	0	0	0	
b. Nontrading derivative liabilities		BHCK G566	BHCK G567	BHCK G568	BHCK G569	BHCK G570	M.2.b.
		24,109	0	0	24,103	6	
c.	BHTX G571	BHCK G571	BHCK G572	BHCK G573	BHCK G574	BHCK G575	M.2.c.
		0	0	0	0	0	
d.	BHTX G576	BHCK G576	BHCK G577	BHCK G578	BHCK G579	BHCK G580	M.2.d.
		0	0	0	0	0	
e.	BHTX G581	BHCK G581	BHCK G582	BHCK G583	BHCK G584	BHCK G585	M.2.e.
		0	0	0	0	0	
f.	BHTX G586	BHCK G586	BHCK G587	BHCK G588	BHCK G589	BHCK G590	M.2.f.
		0	0	0	0	0	

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Schedule HC-R - Regulatory Capital

Part I.A. Regulatory Capital Components and Ratios

This schedule is to be submitted on a consolidated basis.

	Dollar Amounts in Thousands		
	BHCX	Bil Mil Thou	
Tier 1 capital			
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210	11,133,705	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities [1] (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK		
	8434	22,630	2.
3. LESS: Net unrealized loss on available-for-sale equity securities [1] (Report loss as a positive value)	A221	0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges [1] and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value)	4336	-160,664	4.
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214	0	6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) [2]	G215	0	6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216	0	6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	433,032	7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	F264	0	7.b.
8. Subtotal (sum of items 1, 6.a., 6.b, and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227	10,838,707	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	0	9.a.
b. LESS: Disallowed deferred tax assets	5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital	B592	0	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	10,838,707	11.
Tier 2 capital			
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements [2] (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217	657,966	12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	921,424	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	0	15.
16. Other Tier 2 capital components	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311	1,579,390	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	1,579,390	18.
19. Not applicable			
20. LESS: Deductions for total risk-based capital	B595	0	20.
21. Total risk-based capital (sum of items 11 and 18, less item 20)	3792	12,418,097	21.
Total assets for leverage ratio	BHCT		
22. Average total assets (from Schedule HC-K, item 5)	3368	82,645,015	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	433,032	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	0	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	0	25.
26. LESS: Other deductions from assets for leverage capital purposes	B596	0	26.
27. Average total assets for leverage capital purposes (item 22 less item 23 through 26)	A224	82,211,983	27.

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

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

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

Dollar Amounts in Thousands		BHCK	Bil Mil Thou
28.-30. Not applicable			
		BHCK	Percentage
Capital ratios			
31. Tier 1 leverage ratio (item 11 divided by item 27)		7204	13.18%
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)		7206	14.87%
33. Total risk-based capital ratio (item 21 divided by item 62)		7205	17.04%

Schedule HC-R, Part I.B – Regulatory Capital Components and Ratios

Advanced approaches holding companies (except savings and loan holding companies (SLHCs)) must complete this Schedule HC-R, Part I.B, starting on March 31, 2014. Starting on March 31, 2015, all other holding companies must complete Part I.B. On that date, Schedule HC-R, Part I.A, will be removed and Part I.B will be designated Part I. Part I.B. is to be submitted on a consolidated basis.

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	N/A
2. Retained earnings		BHCT3247	N/A
3. Accumulated other comprehensive income (AOCI)		BHCAB530	N/A
		BHCA	YES / NO
a. AOCI opt-out election (Enter "YES" or "NO") (Advanced approaches holding companies must enter "NO".)		P838	N/A
		BHCA	Bil Mil Thou
4. Common equity tier 1 minority interest includable in common equity tier 1 capital		P839	N/A
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)		P840	N/A
Common equity tier 1 capital: adjustments and deductions			
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)		P841	N/A
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs		P842	N/A
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	N/A
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)			
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)			
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),			
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)			
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)			
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

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

	Dollar Amounts in Thousands		
	BHCA	Bil Mil Thou	
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	N/A	10a
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions	P850	N/A	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	N/A	11.
12. Subtotal (item 5 minus items 6 through 11)	P852	N/A	12.
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	N/A	13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P854	N/A	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	N/A	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	N/A	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	N/A	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858	N/A	18.
19. Common equity tier 1 capital (item 12 minus item 18)	P859	N/A	19.
Additional tier 1 Capital			
20. Additional tier 1 capital instruments plus related surplus	P860	N/A	20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	P861	N/A	21.
22. Tier 1 minority interest not included in common equity tier 1 capital	P862	N/A	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	P863	N/A	23.
24. LESS: Additional tier 1 capital deductions	P864	N/A	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	P865	N/A	25.
Tier 1 Capital			
26. Tier 1 capital (sum of items 19 and 25)	8274	N/A	26.
Tier 2 Capital			
27. Tier 2 capital instruments plus related surplus	P866	N/A	27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital	P867	N/A	28.
29. Total capital minority interest that is not included in tier 1 capital	P868	N/A	29.
30. a. Allowance for loan and lease losses includable in tier 2 capital	5310	N/A	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	N/A	31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31)	P870	N/A	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.

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

	Dollar Amounts in Thousands	BHCA	Bil Mil Thou	
33. LESS: Tier 2 capital deductions		P872	N/A	33.
34. a. Tier 2 capital (greater of item 32.a minus item 33, or zero)		5311	N/A	34a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital greater of item 32.b minus item 33, or zero)		BHCW		34b.
		5311	N/A	
Total Capital		BHCA		
35. a. Total capital (sum of items 26 and 34.a)		3792	N/A	35a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b)		BHCW		35b.
		3792	N/A	
Total Assets for the Leverage Ratio		BHCX		
36. Average total consolidated assets		3368	N/A	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		37.
		P875	N/A	
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes		B596	N/A	38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38)		A224	N/A	39.
Total Risk-Weighted Assets				
40. a. Total risk-weighted assets (from Schedule HC-R, Part II, item 62)		A223	N/A	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		40b.
		A223	N/A	

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

	Column A		Column B		
	BHCA	Percentage	BHCW	Percentage	
Risk-Based Capital Ratios					
41. Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only; Column B: item 19 divided by item 40.b)	P793	N/A	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	N/A	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	N/A	7205	N/A	43.
Leverage Capital Ratios					
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204	N/A			44.
45. Advanced approaches holding companies only: Supplementary leverage ratio (from FFIEC 101 Schedule A, item 98) (effective January 1, 2015)					45.
Capital buffer					
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

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

	(Column A) Totals (from Schedule HC)	(Column B) Items not Subject to Risk-Weighting	(Column C)	(Column D)	(Column E)	C000 (Column F)
			Allocated by Risk Weight Category			
			0%	20%	50%	100%
			Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Dollar Amounts in Thousands						
Balance Sheet Asset Categories		BHCE	BHC0	BHC2	BHC5	BHC9
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2))	BHCK 0010 7,292,580	0	6,281,869	1,010,711		0
	BHCX 1754					
35. Held-to-maturity securities	101,507	0	45,808	45,376	0	10,323
	BHCX 1773					
36. Available-for-sale securities	3,951,935	36,534	1,646,249	2,166,166	0	102,986
37. Federal funds sold and securities purchased under agreements to resell	BHCK C225 0		0	0		0
	BHCT 5369					
38. Loans and leases held for sale	121,570	0	0	0	121,570	0
	BHCT B528					
39. Loans and leases, net of unearned income	69,847,963	0	0	0	24,116	69,823,847
	BHCX 3123					
40. LESS: Allowances for loan and lease losses	1,746,480	1,746,480				
	BHCX 3545					
41. Trading assets	0	0	0	0	0	0
	BHCK B639					
42. All other assets [1]	3,556,770	469,129	6,218	64,519	51	3,016,853
	BHCT 2170					
43. Total assets (sum of items 34 through 42)	83,125,845	-1,240,817	7,980,144	3,286,772	145,737	72,954,009

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

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

	(Column A)	Credit Conversion Factor	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	
	Face Value of Notional Amount		Credit Equivalent Amount [1]	Allocated by Risk Weight Category				
	Bil Mil Thou		Bil Mil Thou	0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil Mil Thou		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Derivatives and Off-Balance Sheet Items								
	BHCK B546	Note [2]	BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit	0	1.000	0	0	0	0	0	44.
	BHCT 6570							
45. Performance standby letters of credit	0	.50	0	0	0	0	0	45.
	BHCT 3411							
46. Commercial and similar letters of credit	0	.20	0	0	0	0	0	46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429							
	0	1.00	0	0	0		0	47.
	BHCT 3433							
48. Securities lent	0	1.00	0	0	0	0	0	48.
49. Retained recourse on small business obligations sold with recourse	BHCT A250							
	0	1.00	0	0	0	0	0	49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	BHCK B541	Note [3]						
	0	12.500	0				0	50.
	BHCK B675							
51. All other financial assets sold with recourse	0	1.00	0	0	0	0	0	51.
	BHCK B681							
52. All other off-balance sheet liabilities	0	1.00	0	0	0	0	0	52.
53. Unused commitments:								
a. With an original maturity exceeding one year	BHCK 6572							
	27,892	.50	13,946	0	0	0	13,946	53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits	BHCK G591							
	0	.10	0	0	0	0	0	53.b.
			BHCE A167					
54. Derivative contracts			78,851	0	78,851	0		54.

1. Column A multiplied by credit conversion factor.

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

3. Or institution-specific factor.

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

	(Column C)	(Column D)	(Column E)	(Column F)	
	Allocated by Risk Weight Category				
	0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	BHCK B696	BHCK B697	BHCK B698	BHCK B699	55.
	7,980,144	3,365,623	145,737	72,967,955	
56. Risk weight factor	*0%	*20%	*50%	*100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	BHCK B700	BHCK B701	BHCK B702	BHCK B703	57.
	0	673,125	72,869	72,967,955	
58. Market risk equivalent assets				BHCK 1651	58.
				0	
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				BHCK B704	59.
				73,713,949	
60. LESS: Excess allowance for loan and lease losses				BHCK A222	60.
				825,056	
61. LESS: Allocated transfer risk reserve				BHCK 3128	61.
				0	
62. Total risk-weighted assets (item 59 minus items 60 and 61)				BHCK A223	62.
				72,888,893	

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

Memoranda

		Dollar Amounts in Thousands				BHCK	Bil Mil Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards						8764	36,097	M.1.
		With a remaining maturity of						
		(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years		
Dollar Amounts in Thousands		BHCK	Tril Bil Mil Thou	BHCK	Tril Bil Mil Thou	BHCK	Tril Bil Mil Thou	
2. Notional principal amounts of derivative contracts: [1]								
a. Interest rate contracts		3809	3,771,223	8766	5,729,742	8767	900,000	M.2.a.
b. Foreign exchange contracts		3812	60,479	8769	0	8770	0	M.2.b.
c. Gold contracts		8771	0	8772	0	8773	0	M.2.c.
d. Other precious metals contracts		8774	0	8775	0	8776	0	M.2.d.
e. Other commodity contracts		8777	0	8778	0	8779	0	M.2.e.
f. Equity derivative contracts		A000	0	A001	0	A002	0	M.2.f.
g. Credit derivative contracts:								
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk capital purposes:								
(1) Investment grade		G597	0	G598	0	G599	0	M.2.g.(1)
(2) Subinvestment grade		G600	0	G601	0	G602	0	M.2.g.(2)
						Dollar Amounts in Thousands		
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:						BHCK	Bil Mil Thou	
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital" on Schedule HC)						5479	559,988	M.3.a.
b. Not applicable.								
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b)						C498	0	M.3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)						A507	0	M.3.d.
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)						2771	0	M.4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):								
a. In the form of perpetual preferred stock						5483	0	M.5.a.
b. In the form of common stock						5484	4,550,620	M.5.b.

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

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

Memoranda - Continued

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	F031	0	M.6.
7. Not applicable.			
8. Restricted core capital elements included in Tier 1 capital:			
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219	0	M.8.a.
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220	0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990	0	M.8.c.
d. Qualifying trust preferred securities [2] (included in Schedule HC, item 19.b)	C502	0	M.8.d.
9. Goodwill net of any associated deferred tax liability	G221	257,236	M.9.
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	BHCK	Percentage	
	G222	0.00%	M.10.

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

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

							C000
	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Dollar Amounts in Thousands							
Securitization Activities							
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements	BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711
	0	0	0	0	0	0	0
							1.
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
							2.a.
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
							2.b.
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
							2.c.
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
							3.
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
							4.a.
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
							4.b.
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
							5.a.
b. Recoveries	BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760
	0	0	0	0	0	0	0
							5.b.

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

Schedule HC-S - Continued

Memoranda

	Dollar Amounts in Thousands		
	BHCK	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	102,985	J988	0	J989	0	1.c.
d. Securities purchased under agreements to resell _____	J990	0	J991	0	J992	0	1.d.
e. Loans and leases held for sale _____	J993	0	J994	0	J995	0	1.e.
f. Loans and leases, net of unearned income _____	J996	32,304,513	J997	0	J998	0	1.f.
g. Less: Allowance for loan and lease losses _____	J999	833,672	K001	0	K002	0	1.g.
h. Trading assets (other than derivatives) _____	K003	0	K004	0	K005	0	1.h.
i. Derivative trading assets _____	K006	0	K007	0	K008	0	1.i.
j. Other real estate owned _____	K009	0	K010	0	K011	0	1.j.
k. Other assets _____	K012	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	17,394,640	K025	0	K026	0	2.d.
e. Other liabilities _____	K027	11,172	K028	0	K029	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above) _____	K030	36,760	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.					
5.			5358	0	3.
6.					
7.			5359	0	4.
8.					
9.			5360	0	5.
10.					
11.			B027	0	6.

Notes to the Balance Sheet-Other - Continued

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