

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

**Consolidated Financial Statements for  
Bank Holding Companies <sup>3/4</sup> FR Y-9C**

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

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

This report form is to be filed by bank holding companies with total consolidated assets of **\$500** million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further information.

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

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

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

Date of Report:

**June 30, 2009**

Month / Date / Year (BHCK 9999)

**Roy A. Guthrie**  
Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

**Discover Financial Services**  
Legal Title of Bank Holding Company (TEXT 9010)

\_\_\_\_\_  
Signature of Chief Financial Officer (or Equivalent)

**2500 Lake Cook Road**  
Street / P.O. Box (TEXT 9110)  
(Mailing Address of the Bank Holding Company)

\_\_\_\_\_  
Date of Signature

**Riverwoods** **IL** **60015-**  
City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

**Thomas L. Bonifas, Senior Manager**  
Name / Title (BHTX 8901)

**224-405-1082**  
Area Code / Phone Number (BHTX 8902)

**224-405-3542**  
FAX Number (BHTX 9116)

**tombonifas@discover.com**  
E-mail Address of Contact (BHTX 4086)

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# Report of Income for Bank Holding Companies

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

## Schedule HI-Consolidated Income Statement

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Interest income					
a.	Interest and fee income on loans:					
	(1) In domestic offices:					
	(a) Loans secured by 1-4 family residential properties .....	4435		1,822		1.a.(1)(a)
	(b) All other loans secured by real estate .....	4436		0		1.a.(1)(b)
	(c) All other loans .....	F821		1,712,160		1.a.(1)(c)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	4059		0		1.a.(2)
b.	Income from lease financing receivables .....	4065		0		1.b
c.	Interest income on balances due from depository institutions (1) .....	4115		1,170		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		3		1.d.(1)
	(2) Mortgage-backed securities .....	B489		421		1.d.(2)
	(3) All other securities .....	4060		58,572		1.d.(3)
e.	Interest income from trading assets .....	4069		0		1.e.
f.	Interest income on federal funds sold and securities purchased under agreements to resell .....	4020		0		1.f.
g.	Other interest income .....	4518		8,597		1.g.
h.	Total interest income (sum of items 1.a through 1.g) .....	4107		1,782,745		1.h.
2.	Interest expense					
a.	Interest on deposits:					
	(1) In domestic offices:					
	(a) Time deposits of \$100,000 or more .....	A517		44,347		2.a.(1)(a)
	(b) Time deposits of less than \$100,000 .....	A518		482,984		2.a.(1)(b)
	(c) Other deposits .....	6761		29,307		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		157		2.b.
c.	Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....	4185		24,691		2.c.
d.	Interest on subordinated notes and debentures and on mandatory convertible securities.....	4397		0		2.d.
e.	Other interest expense.....	4398		0		2.e.
f.	Total interest expense (sum of items 2.a through 2.e).....	4073		581,486		2.f.
3.	Net interest income (item 1.h minus item 2.f).....	4074		1,201,259		3.
4.	Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		1,410,364		4.
5.	Noninterest income:					
a.	Income from fiduciary activities.....	4070		0		5.a.
b.	Service charges on deposit accounts in domestic offices.....	4483		1,363		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		63,022		5.d.(5)
e.	Venture capital revenue.....	B491		0		5.e.
f.	Net servicing fees.....	B492		229,584		5.f.
g.	Net securitization income.....	B493		483,169		5.g.
h.	Not applicable					
i.	Net gains (losses) on sales of loans and leases.....	8560		0		5.i.
j.	Net gains (losses) on sales of other real estate owned.....	8561		(11)		5.j.
k.	Net gains (losses) on sales of other assets (excluding securities).....	B496		102		5.k.
l.	Other noninterest income (3).....	B497		1,385,225		5.l.
m.	Total noninterest income (sum of items 5.a through 5.l).....	4079		2,162,454		5.m.

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

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

(3) See Schedule HI, memoranda item 6.

**Schedule HI<sup>3/4</sup>Continued**

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
6. a. Realized gains (losses) on held-to-maturity securities .....	3521			(4)	6.a.
b. Realized gains (losses) on available-for-sale securities .....	3196			(9,235)	6.b.
7. Noninterest expense:					
a. Salaries and employee benefits .....	4135			449,176	7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest) .....	4217			71,675	7.b.
c. (1) Goodwill impairment losses .....	C216			0	7.c.(1)
(2) Amortization expense and impairment for other intangible assets .....	C232			3,842	7.c.(2)
d. Other noninterest expense (4) .....	4092			603,108	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d) .....	4093			1,127,801	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			816,309	8.
9. Applicable income taxes (foreign and domestic) .....	4302			343,529	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9) .....	4300			472,780	10.
11. Extraordinary items and other adjustments, net of income taxes (5) .....	4320			0	11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104			472,780	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	G103			0	13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13) .....	4340			472,780	14.

(4) See Schedule HI, memoranda item 7.

(5) Describe on Schedule HI, memoranda item 8.

**MEMORANDA**

1. Net interest income (item 3 above) on a fully taxable equivalent basis	BHCK	Bil	Mil	Thou	
	4519			1,201,466	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592			816,516	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			1,381	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			
	4150			9,988	M.5.
6. Other noninterest income (from schedule HI, 5.1 above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.1):					
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 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.
g. Bank card and credit card interchange fees.....	F555			201,912	M.6.g.
h. TEXT					
8562 <b>Legal Settlement</b>	8562			946,274	M.6.h.
i. TEXT					
8563 <b>Net Credit Card Fee Income</b>	8563			125,173	M.6.i.
j. TEXT					
8564	8564			0	M.6.j.

**Schedule HI<sup>3/4</sup> Continued**

MEMORANDA (continued)

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
7. Other noninterest expense (from schedule HI, 7.d above)(only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 7.d):						
a.	Data processing expenses.....	C017		81,223		M.7.a.
b.	Advertising and marketing expenses.....	0497		189,976		M.7.b.
c.	Directors' fees.....	4136		0		M.7.c.
d.	Printing, stationery, and supplies.....	C018		0		M.7.d.
e.	Postage.....	8403		46,496		M.7.e.
f.	Legal fees and expenses.....	4141		0		M.7.f.
g.	FDIC deposit insurance assessments.....	4146		39,610		M.7.g.
h.	Accounting and auditing expenses.....	F556		0		M.7.h.
i.	Consulting and advisory expenses.....	F557		78,790		M.7.i.
j.	Automated teller machine (ATM) and interchange expenses.....	F558		0		M.7.j.
k.	Telecommunications expenses.....	F559		23,996		M.7.k.
l.	TEXT					
	8565 Collection Fees	8565		57,797		M.7.l.
m.	TEXT					
	8566 Cardmember Fraud Losses	8566		24,483		M.7.m.
n.	TEXT					
	8567	8567		0		M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):						
a. (1)	TEXT					
	3571	3571		0		M.8.a.(1)
(2)	Applicable income tax effect .....	BHCK	3572	0		M.8.a.(2)
b. (1)	TEXT					
	3573	3573		0		M.8.b.(1)
(2)	Applicable income tax effect .....	BHCK	3574	0		M.8.b.(2)
c. (1)	TEXT					
	3575	3575		0		M.8.c.(1)
(2)	Applicable income tax effect .....	BHCK	3576	0		M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):						
a.	Interest rate exposures .....	8757		0		M.9.a.
b.	Foreign exchange exposures .....	8758		0		M.9.b.
c.	Equity security and index exposures .....	8759		0		M.9.c.
d.	Commodity and other exposures .....	8760		0		M.9.d.
e.	Credit exposures .....	F186		0		M.9.e.
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.
<b>Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets. (1)</b>						
12. a.	Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431		0		M.12.a.
b.	(1) Premiums on insurance related to the extension of credit .....	C242		0		M.12.b.(1)
	(2) All other insurance premiums .....	C243		0		M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities .....	B983		0		M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no).....						
		BHCK				
		A530		0		M.13.

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

**Schedule HI<sup>3/4</sup>Continued**

MEMORANDA (continued)

*Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.*

	BHCK	Bil	Mil	Thou	
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			0	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			32,290	M.15.

*Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b. and 6.c.*

	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			0	M.16.

**Schedule HI-A<sup>3/4</sup>Changes in Bank Holding Company Equity Capital**

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Total bank holding company equity capital <b>most recently reported</b> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income).....	3217			6,165,390	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	B507			0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....	B508			6,165,390	3.
	bhct				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).....	4340			472,780	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross.....	3577			1,224,558	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			91,760	6.a.
b. Conversion or retirement of common stock.....	3580			0	6.b.
7. Sale of treasury stock.....	4782			0	7.
8. LESS: Purchase of treasury stock.....	4783			6,572	8.
9. Changes incident to business combinations, net.....	4356			0	9.
10. LESS: Cash dividends declared on preferred stock.....	4598			18,368	10.
11. LESS: Cash dividends declared on common stock.....	4460			219,622	11.
12. Other comprehensive income (1).....	B511			16,112	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company.....	4591			0	13.
14. Other adjustments to equity capital (not included above).....	3581			(75,767)	14.
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items, 8, 10, and 11)( must equal Schedule HC, item 27.a).....	bhct				
	3210			7,650,271	15.

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

**Schedule HI-B<sup>3/4</sup> Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses**

Dollar Amounts in Thousands

	Charge-offs <sup>1</sup> (Column A)			Recoveries (Column B)			
	BHCK	Bil	Thou	BHCK	Bil	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		0	C217		0	1.c.(2).(a)
(b) Secured by junior liens.....	C235		0	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 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		27,784	4617		672	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		1,080,609	B515		102,131	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516		30,644	B517		459	5.b.
6. Loans to foreign governments and official institutions.....	4643		0	4627		0	6.
7. All other loans.....	4644		0	4628		0	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures.....	F185		0	F187		0	8.a.
b. All other leases .....	C880		0	F188		0	8.b.
9. Total (sum of items 1 through 8).....	4635		1,139,037	4605		103,262	9.

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

**Schedule HI-B<sup>3/4</sup>Continued**

MEMORANDA

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.....
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....

Charge-offs <sup>1</sup> (Column A)				Recoveries (Column B)			
BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
5409			0	5410			0
4652			0	4662			0

M.1.  
M.2.

*Memorandum item 3 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the institutions) that exceed \$500 million as of the report date or (2) bank holding companies (as defined in the instructions).*

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) .....

Dollar Amounts in Thousands

BHCK	Bil	Mil	Thou
C388		368,805	

M.3.

II. Changes in allowance for loan and lease losses

1. Balance **most recently reported** at end of previous year (i.e., after adjustments from amended Reports of Income) .....
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above..... less Schedule HI-B, part II, item 4).....
4. Less: Write-downs arising from transfers of loans to a held-for-sale account.....
5. Provision for loan and lease losses (must equal Schedule HI, item 4).....
6. Adjustments (see instructions for this schedule).....
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) .....

Dollar Amounts in Thousands

BHCK	Bil	Mil	Thou
B522		1,592,665	
bhct			
4605		103,262	
C079		1,139,037	
BHCK			
5523		0	
bhct			
4230		1,410,364	
C233		0	
bhct			
3123		1,967,254	

1.  
2.  
3.  
4.  
5.  
6.  
7.

MEMORANDA

1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7 .....

*Memorandum items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as Defined in the institutions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card speciality holding companies (as defined in the instructions).*

2. Separate valuation allowance for uncollectable retail credit card fees and finance charges .....
3. Amount of allowance for uncollectable retail credit card fees and finance charges and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7) .....
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above) .....

Dollar Amounts in Thousands

BHCK	Bil	Mil	Thou
C435		0	
C389		0	
C390		470,989	
C781		0	

M.1.  
M.2.  
M.3.  
M.4.

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

**Notes to the Income Statement<sup>3/4</sup> Predecessor Financial Items**

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

		Dollar Amounts in Thousands			
		BHBC Bil	Mil	Thou	
1.	Total interest income.....	4107		N/A	1.
	a. Interest income on loans and leases.....	4094		N/A	1.a.
	b. 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<sup>3/4</sup>Other**

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

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

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

**Example**

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

TEXT	BHCK	Bil	Mil	Thou
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country				
	0000		1	350

**Notes to the Income Statement<sup>3/4</sup>Other**

		Dollar amount in thousands			
TEXT	BHCK	Bil	Mil	Thou	
1. Cumulative effect of the initial application of FSP FAS 115-2 on other-than-temporary impairment					
	G894			N/A	1.
2. 5352					
	5352			N/A	2.
3. 5353					
	5353			N/A	3.
4. 5354					
	5354			N/A	4.
5. 5355					
	5355			N/A	5.
6. B042					
	B042			N/A	6.
7. B043					
	B043			N/A	7.
8. B044					
	B044			N/A	8.
9. B045					
	B045			N/A	9.
10. B046					
	B046			N/A	10.

Notes to the Income Statement<sup>3/4</sup>Other, Continued

		Dollar amount in thousands			
TEXT		BHCK	Bil	Mil	Thou
11.	B047				
		B047			N/A
12.	B048				
		B048			N/A
13.	B049				
		B049			N/A
14.	B050				
		B050			N/A
15.	B051				
		B051			N/A
16.	B052				
		B052			N/A
17.	B053				
		B053			N/A
18.	B054				
		B054			N/A
19.	B055				
		B055			N/A
20.	B056				
		B056			N/A

For Federal Reserve Bank Use Only

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

**Discover Financial Services**

Name of Bank Holding Company

**Consolidated Financial Statements for Bank Holding Companies**

Report at the close of business June 30, 2009

**Schedule HC<sup>3/4</sup> Consolidated Balance Sheet**

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
<b>ASSETS</b>						
1.	Cash and balances due from depository institutions:					
	a. Noninterest-bearing balances and currency and coin (1).....	0081		<b>388,653</b>		1.a.
	b. Interest-bearing balances: (2)					
	(1) In U.S. offices.....	0395		<b>3,987,547</b>		1.b.(1)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0397		<b>6,170</b>		1.b.(2)
2.	Securities :					
	a. Held-to-maturity securities (from Schedule HC-B, column A).....	1754		<b>84,928</b>		2.a.
	b. Available-for-sale securities (from Schedule HC-B, column D).....	1773		<b>6,061,014</b>		2.b.
3.	Federal funds sold and securities purchased under agreements to resell:					
	a. Federal funds sold in domestic offices.....	BHDM	B987		<b>0</b>	3.a.
	b. Securities purchased under agreements to resell (3).....	BHCK	B989		<b>0</b>	3.b.
4.	Loans and lease financing receivables:					
	a. Loans and leases held for sale.....	5369		<b>918,421</b>		4.a.
	b. Loans and leases, net of unearned income.....	B528		<b>27,091,037</b>		4.b.
	c. LESS: Allowance for loan and lease losses.....	3123		<b>1,967,254</b>		4.c.
	d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus items 4.c).....	B529		<b>25,123,783</b>		4.d.
5.	Trading assets (from Schedule HC-D).....	3545		<b>0</b>		5.
6.	Premises and fixed assets (including capitalized leases).....	2145		<b>475,798</b>		6.
7.	Other real estate owned (from Schedule HC-M).....	2150		<b>0</b>		7.
8.	Investments in unconsolidated subsidiaries and associated companies.....	2130		<b>0</b>		8.
9.	Direct and indirect investments in real estate ventures.....	3656		<b>0</b>		9.
10.	Intangible assets:					
	a. Goodwill.....	3163		<b>255,421</b>		10.a.
	b. Other intangible assets (from Schedule HC-M).....	0426		<b>198,837</b>		10.b.
11.	Other assets (from Schedule HC-F).....	2160		<b>3,750,005</b>		11.
12.	Total assets (sum of items 1 through 11).....	2170		<b>41,250,577</b>		12.

(1) Includes cash items in process of collection and unposted debits

(2) Includes time certificates of deposit not held for trading

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

**Schedule HC¾Continued**

Dollar Amounts in Thousands

	BHDM	Bil	Mil	Thou	
<b>LIABILITIES</b>					
<b>13. Deposits:</b>					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing (1).....	6631		93,925		13.a.(1)
(2) Interest-bearing.....	6636		29,011,798		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
(1) Noninterest-bearing.....	BHFN	6631		0	13.b.(1)
(2) Interest-bearing.....	BHFN	6636		0	13.b.(2)
<b>14. Federal funds purchased and securities sold under agreements to repurchase:</b>					
a. Federal funds purchased in domestic offices (2).....					
b. Securities sold under agreements to repurchase (3).....	BHDM	B993		0	14.a.
15. Trading liabilities (from Schedule HC-D).....	BHCK	B995		0	14.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....		3548		0	15.
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures (4).....		3190		1,426,934	16.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities.....					
20. Other liabilities (from Schedule HC-G).....		4062		0	19.a.
21. Total liabilities (sum of items 13 through 20).....		C699		0	19.b.
22. Not applicable					
<b>EQUITY CAPITAL</b>					
<b>Bank Holding Company Equity Capital</b>					
23. Perpetual preferred stock and related surplus.....		2750		3,067,649	20.
24. Common stock (par value).....		2948		33,600,306	21.
25. Surplus (exclude all surplus related to preferred stock).....					
26. a. Retained earnings.....					
b. Accumulated other comprehensive income (5).....		3283		1,152,554	23.
c. Other equity capital components (6).....		3230		4,831	24.
27. a. Total bank holding company equity capital (sum of items 23 through 26.c).....		3240		3,033,522	25.
b. Noncontrolling (minority) interests in consolidated subsidiaries.....		3247		3,522,092	26.a.
28. Total equity capital (sum of items 27.a and 27.b).....		B530		(47,875)	26.b.
29. Total liabilities and equity capital (sum of items 21 and 28).....		A130		(14,853)	26.c.
		3210		7,650,271	27.a.
		3000		0	27.b.
		G105		7,650,271	28.
		3300		41,250,577	29.

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

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0" for no) ..... 

BHCK	
C884	N/A

 M.1
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.(7)

<p>a. <input type="text" value="N/A"/></p> <p>Name of External Auditing Firm (TEXT C703)</p> <p><input type="text" value="N/A"/></p> <p>City (TEXT C708)</p> <p><input type="text" value="N/A"/> <input type="text" value="N/A"/></p> <p>State Abbrev. (TEXT C714)    Zip Code (TEXT C715)</p>	<p>b. <input type="text" value="N/A"/></p> <p>Name of Engagement Partner (TEXT C704)</p> <p><input type="text" value="N/A"/></p> <p>E-mail Address (TEXT C705)</p>
--	--

(1) Includes total demand deposits and noninterest-bearing time and savings deposits.  
 (2) Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."  
 (3) Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.  
 (4) Includes limited-life preferred stock and related surplus.  
 (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.  
 (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.  
 (7) The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.

**Schedule HC-B <sup>3</sup>/<sub>4</sub> 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				
1. U.S. Treasury securities.....	0211		500		0213		500		1286		0		1287		0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																
a. Issued by U.S. government agencies (1).....	1289		0		1290		0		1291		0		1293		0	2.a.
b. Issued by U.S. government- sponsored agencies (2).....	1294		0		1295		0		1297		0		1298		0	2.b.
3. Securities issued by states and political subdivisions in the U.S.....	8496		70,154		8497		61,094		8498		0		8499		0	3.
4. Mortgage-backed securities (MBS)																
a. Residential pass-through securities:																
(1) Guaranteed by GNMA.....	G300		625		G301		660		G302		0		G303		0	4.a.(1)
(2) Issued by FNMA and FHLMC	G304		13,649		G305		14,243		G306		0		G307		0	4.a.(2)
(3) Other pass-through securities	G308		0		G309		0		G310		0		G311		0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	G312		0		G313		0		G314		0		G315		0	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	G316		0		G317		0		G318		0		G319		0	4.b.(2)
(3) All other residential mortgage -backed securities.....	G320		0		G321		0		G322		51,337		G323		51,337	4.b.(3)
c. Commercial MBS:																
(1) Commercial pass-through securities.....	G324		0		G325		0		G326		0		G327		0	4.c.(1)
(2) Other commercial MBS.....	G328		0		G329		0		G330		0		G331		0	4.c.(2)
5. Asset-backed securities and structured financial products:																
a. Asset-backed securities (ABS)...	C026		0		C988		0		C989		1,540,715		C027		1,486,554	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. Foreign debt securities.....	1742		0		1743		0		1744		0		1746		0	6.b.

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

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

**Schedule HC-B ¾ Continued**

Dollar Amounts in Thousands	Held-to-Maturity						Available-for-sale										
	(Column A) Amortized Cost			(Column B) Fair Value			(Column C) Amortized Cost			(Column D) Fair Value							
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
7. Investments in mutual funds and other equity securities with readily determinable fair values.....								A510		4,523,123			A511		4,523,123		7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b) .....	bhct												bhct				8.
	1754		84,928		1771		76,497	1772		6,115,175			1773		6,061,014		

MEMORANDA

	BHCK	Bil	Mil	Thou	
1. Pledged securities (1).....	0416			500	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		1,481,293		M.2.a.
b. Over 1 year to 5 years.....	0384		57,098		M.2.b.
c. Over 5 years.....	0387		84,428		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.

**Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.(4)**

	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 (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables .....	B838		0		B839		0		B840		1,540,715		B841		1,486,554		5.a.
b. Home equity lines .....	B842		0		B843		0		B844		0		B845		0		5.b.
c. Automobile loans .....	B846		0		B847		0		B848		0		B849		0		5.c.
d. Other consumer loans .....	B850		0		B851		0		B852		0		B853		0		5.d.
e. Commercial and industrial loans	B854		0		B855		0		B856		0		B857		0		5.e.
f. Other .....	B858		0		B859		0		B860		0		B861		0		5.f.

(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.  
(4) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

**Schedule HC-B ¾ 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				
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	6.a.
b. Trust preferred securities issued by real estate investment trusts.....	G352		0		G353		0		G354		0		G355		0	6.b.
c. Corporate and similar loans.....	G356		0		G357		0		G358		0		G359		0	6.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G360		0		G361		0		G362		0		G363		0	6.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	G364		0		G365		0		G366		0		G367		0	6.e.
f. Diversified (mixed) pools of structured financial products.....	G368		0		G369		0		G370		0		G371		0	6.f.
g. Other collateral of reference assets.....	G372		0		G373		0		G374		0		G375		0	6.g.

**Schedule HC-C ¾ 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						
		Consolidated (Column A)			Domestic Offices (Column B)			
		BHCK Bil	Mil	Thou	BHDM Bil	Mil	Thou	
1.	Loans secured by real estate.....	1410		<b>70,590</b>				1.
	a. Construction, land development, and other land loans:				BHCK			
	(1) 1-4 family residential construction loans.....				F158		<b>0</b>	1.a.(1)
	(2) Other construction loans and all land development and other land loans.....				F159		<b>0</b>	1.a.(2)
	b. Secured by farmland.....				BHDM			
	c. Secured by 1-4 family residential properties:				1420		<b>0</b>	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		<b>9,997</b>	1.c.(1)
	(b) Secured by junior liens.....				5367		<b>60,160</b>	1.c.(2)(a)
	d. Secured by multifamily (5 or more) residential properties.....				5368		<b>433</b>	1.c.(2)(b)
	e. Secured by nonfarm nonresidential properties:							
	(1) Loans secured by owner-occupied nonfarm nonresidential properties.....				1460		<b>0</b>	1.d.
	(2) Loans secured by other nonfarm nonresidential properties.....							
2.	Loans to depository institutions and acceptances of other banks.....				BHCK			
	a. To U.S. banks and other U.S. depository institutions.....				F160		<b>0</b>	1.e.(1)
	b. To foreign banks.....				F161		<b>0</b>	1.e.(2)
3.	Loans to finance agricultural production and other loans to farmers.....				BHDM			
4.	Commercial and industrial loans.....				1288		<b>0</b>	2.
	a. To U.S. addressees (domicile).....	1292		<b>0</b>				2.a.
	b. To non-U.S. addressees (domicile).....	1296		<b>0</b>				2.b.
5.	Not applicable							
6.	Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....				1590		<b>0</b>	3.
	a. Credit cards.....				1766		<b>456,958</b>	4.
	b. Other revolving credit plans.....							
	c. Other consumer loans (includes single payment, installment, and all student loans).....							
7.	Loans to foreign governments and official institutions (including foreign central banks).....							
8.	Not applicable							
9.	a. Loans for purchasing and carrying securities (secured and unsecured).....							
	b. All other loans.....				1975		<b>27,468,296</b>	6.
10.	Lease financing receivables (net of unearned income).....	B538		<b>25,314,515</b>				6.a.
	a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	B539		<b>0</b>				6.b.
	b. All other leases.....							
11.	LESS: Any unearned income on loans reflected in items 1-9 above.....	2011		<b>2,153,781</b>				6.c.
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).....	2081		<b>0</b>	2081		<b>0</b>	7.
		1545		<b>0</b>	1545		<b>0</b>	9.a.
		1564		<b>13,614</b>	1564		<b>13,614</b>	9.b.
					2165		<b>0</b>	10.
		F162		<b>0</b>				10.a.
		F163		<b>0</b>				10.b.
		2123		<b>0</b>	2123		<b>0</b>	11.
		2122		<b>28,009,458</b>	2122		<b>28,009,458</b>	12.



**Schedule HC-C<sup>3/4</sup> Continued**

MEMORANDA

		Dollar Amounts in Thousands				
		BHDM	Bil	Mil	Thou	
1.	Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1):					
a.	Loans secured by 1-4 family residential properties in domestic offices.....	F576			0	M.1.a.
b.	Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	BHCK				
		1616			552	M.1.b.
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.....	BHCK				
		2746			0	M.2.
3.	Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837			0	M.3.
	<i>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
4.	Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a., column A).....	C391			1,910,017	M.4.
	<i>Memorandum item 5 is to be completed by all bank holding companies.</i>					
5.	Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a.	Outstanding balance.....	C779			0	M.5.a.
b.	Carrying amount included in Schedule HC-C, items 1 through 9.....	C780			0	M.5.b.
6.	Closed-end loans with negative amortizaion features secured by 1-4 family residential properties in domestic offices:					
a.	Total carrying ammount 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.
	<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of <b>December 31, 2008</b>, 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>					
b.	Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties.....	F231			0	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			0	M.6.c.
7.	Not applicable					
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			594	M.9.

**Schedule HC-C<sup>3/4</sup> Continued**

MEMORANDA (continued)

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

	Dollar Amounts in Thousands								
	Consolidated (Column A)			Domestic Offices (Column B)					
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
10. Loans measured at fair value:									
a. Loans secured by real estate.....	F608			0					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			0	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) Other consumer loans (includes single payment, installment, and all student loans).....	F588			0	F588			0	M.10.c.(3)
d. Other loans.....	F589			0	F589			0	M.10.d.
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):									
a. Loans secured by real estate.....	F609			0					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			0	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) Other consumer loans (includes single payment, installment, and all student loans).....	F600			0	F600			0	M.11.c.(3)
d. Other loans.....	F601			0	F601			0	M.11.d.

**Schedule HC-C<sup>3/4</sup>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	Thou	BHCK	Bil	Thou	BHCK	Bil	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	Thou	
13. Not applicable				
14. Pledged loans and leases.....	G378		10,670,076	14.

**Schedule HC-D<sup>3/4</sup> Trading Assets and Liabilities**

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

Dollar Amounts in Thousands

	Consolidated (Column A)			Domestic Offices (Column B)			
	BHCM Bil	Mil	Thou	BHCK Bil	Mil	Thou	
<b>ASSETS</b>							
1. U.S. Treasury securities.....	3531		N/A	3531		N/A	1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532		N/A	3532		N/A	2.
3. Securities issued by states and political subdivisions in the U.S.....	3533		N/A	3533		N/A	3.
4. Mortgage-backed securities (MBS):							
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK			BHDM			
G379			N/A	G379		N/A	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	G380		N/A	G380		N/A	4.b.
c. All other residential mortgage-backed securities.....	G381		N/A	G381		N/A	4.c.
d. Commercial MBS.....	G382		N/A	G382		N/A	4.d.
5. Other debt securities							
a. Structured financial products:							
(1) Cash.....	G383		N/A	G383		N/A	5.a.(1)
(2) Synthetic.....	G384		N/A	G384		N/A	5.a.(2)
(3) Hybrid.....	G385		N/A	G385		N/A	5.a.(3)
b. All other debt securities.....	G386		N/A	G386		N/A	5.b.
6. Loans:							
a. Loans secured by real estate.....	F610		N/A				6.a.
(1) Construction, land development, and other land loans.....				F604		N/A	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....				F605		N/A	6.a.(2)
(3) Secured by 1-4 family residential properties:							
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....				F606		N/A	6.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:							
(i) Secured by first liens.....				F607		N/A	6.a.(3)(b)(i)
(ii) Secured by junior liens.....				F611		N/A	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....				F612		N/A	6.a.(4)
(5) Secured by nonfarm nonresidential properties.....				F613		N/A	6.a.(5)
b. Commercial and industrial loans.....	F614		N/A	F614		N/A	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards.....	F615		N/A	F615		N/A	6.c.(1)
(2) Other revolving credit plans.....	F616		N/A	F616		N/A	6.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F617		N/A	F617		N/A	6.c.(3)
d. Other loans.....	F618		N/A	F618		N/A	6.d.
7. Not applicable							
8. Not applicable							
9. Other trading assets.....	BHCM			BHCK			
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.
<b>LIABILITIES</b>							
13. a. Liability for short positions:							
(1) Equity securities.....	BHCK						
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.

**Schedule HC-D<sup>3/4</sup> Continued**

MEMORANDA

	Dollar Amounts in Thousands						
	Consolidated (Column A)			Domestic Offices (Column B)			
	BHCK	Bil	Thou	BHDM	Bil	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) Other consumer loans (includes single payment, installment, and all student loans).....	F635		N/A	F635		N/A	M.1.c.(3)
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.
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 insured 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	Thou	
<i>Memoranda items 5 through 10 are to be completed by bank 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		0	M.5.a.
b. Home equity lines.....	F644		0	M.5.b.
c. Automobile loans.....	F645		0	M.5.c.
d. Other consumer loans.....	F646		0	M.5.d.
e. Commercial and industrial loans.....	F647		0	M.5.e.
f. Other.....	F648		0	M.5.f.

**Schedule HC-D<sup>3/4</sup> Continued**

MEMORANDA (continued)

		Dollar Amounts in Thousands			
		BHCK Bil	Mil	Thou	
6.	Retained beneficial interests in securitizations (first-loss or equity tranches) .....	F651		0	M.6.
7.	Equity securities:				
a.	Readily determinable fair values.....	F652		0	M.7.a.
b.	Other.....	F653		0	M.7.b.
8.	Loans pending securitization	F654		0	M.8.
9.	a. (1) Gross fair value of commodity contracts.....	G212		0	M.9.a.(1)
	(2) Gross fair value of physical commodities held in inventory.....	G213		0	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				
	F655	F655		0	M.9.b.(1)
(2)	BHTX				
	F656	F656		0	M.9.b.(2)
(3)	BHTX				
	F657	F657		0	M.9.b.(3)
10.	Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceed 25% of the item)				
a.	BHTX				
	F658	F658		0	M.10.a.
b.	BHTX				
	F659	F659		0	M.10.b.
c.	BHTX				
	F660	F660		0	M.10.c.

**Schedule HC-E<sup>3/4</sup> Deposit Liabilities <sup>(1)</sup>**

		Dollar Amounts in Thousands			
		BHCB Bil	Mil	Thou	
1.	Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:				
a.	Demand deposits.....	2210		93,925	1.a.
b.	NOW, ATS, and other transaction accounts.....	3187		51,356	1.b.
c.	Money market deposit accounts and other savings accounts.....	2389		4,013,094	1.c.
d.	Time deposits of less than \$100,000.....	6648		22,228,381	1.d.
e.	Time deposits of \$100,000 or more.....	2604		2,718,967	1.e.
2.	Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:				
	BHOD				
a.	Noninterest-bearing balances.....	3189		0	2.a.
b.	NOW, ATS, and other transaction accounts.....	3187		0	2.b.
c.	Money market deposit accounts and other savings accounts.....	2389		0	2.c.
d.	Time deposits of less than \$100,000.....	6648		0	2.d.
e.	Time deposits of \$100,000 or more.....	2604		0	2.e.

MEMORANDA

		BHDM Bil	Mil	Thou	
1.	Brokered deposits less than \$100,000 with a remaining maturity of one year or less.....	A243		6,551,537	M.1.
2.	Brokered deposits less than \$100,000 with a remaining maturity of more than one year.....	A164		14,197,599	M.2.
3.	Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242		1,439,082	M.3.
	BHFN				
4.	Foreign office time deposits with a remaining maturity of one year or less.....	A245		0	M.4.

(1) The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).

**Schedule HC-F<sup>3/4</sup> Other Assets**

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Accrued interest receivable(1).....	B556		182,718		1.
2.	Net deferred tax assets (2).....	2148		915,752		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		125,752		3.b.
4.	Equity securities that DO NOT have readily determinable fair values (4).....	1752		41,557		4.
5.	Life insurance assets.....	C009		0		5.
6.	Other.....	2168		2,484,226		6.
		bhct				
7.	Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		3,750,005		7.

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

**Schedule HC-G<sup>3/4</sup> 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		3,067,649		4.
		bhct				
5.	Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750		3,067,649		5.

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

**Schedule HC-H<sup>3/4</sup> Interest Sensitivity <sup>(1)</sup>**

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Earning assets that are repriceable within one year or mature within one year.....	3197		28,602,050		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		7,805,420		2.
3.	Long-term debt with a remaining maturity of more than one year but reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....	3298		624,737		3.
4.	Variable rate preferred stock (includes both limited-life and perpetual preferred stock).....	3408		0		4.
5.	Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year.....	3409		0		5.

- (1) Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the 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<sup>3/4</sup> Insurance-Related Underwriting Activities (including reinsurance)**

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

**Part I. Property and Casualty Underwriting**

		Dollar Amounts in Thousands			
ASSETS	BHCK	Bil	Mil	Thou	
1. Reinsurance recoverables.....	B988			0	1.
2. Total assets.....	C244			0	2.
<b>LIABILITIES</b>					
3. Claims and claims adjustment expense reserves.....	B990			0	3.
4. Unearned premiums.....	B991			0	4.
5. Total equity.....	C245			0	5.
6. Net Income.....	C246			0	6.

**Part II. Life and Health Underwriting**

		Dollar Amounts in Thousands			
ASSETS	BHCK	Bil	Mil	Thou	
1. Reinsurance recoverables.....	C247			0	1.
2. Separate account assets.....	B992			0	2.
3. Total assets.....	C248			0	3.
<b>LIABILITIES</b>					
4. Policy holder benefits and contract holder 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<sup>3/4</sup> Quarterly Averages**

		Dollar Amounts in Thousands			
ASSETS	BHCK	Bil	Mil	Thou	
1. Securities.....	3515		8,855,231		1.
2. Federal funds sold and securities purchased under agreements to resell.....	3365		0		2.
3. Loans and leases.....	3516		28,116,925		3.
<b>BHDM</b>					
a. Loans secured by 1-4 family residential properties in domestic offices.....	3465		71,615		3.a.
b. All other loans secured by real estate in domestic offices.....	3466		0		3.b.
c. All other loans in domestic offices.....	F724		28,045,310		3.c.
<b>BHCK</b>					
4. a. Trading assets.....	3401		0		4.a.
b. Other earning assets.....	B985		3,195,686		4.b.
5. Total consolidated assets.....	3368		42,013,153		5.
<b>LIABILITIES</b>					
6. Interest-bearing deposits (domestic).....	3517		28,350,391		6.
7. Interest-bearing deposits (foreign).....	3404		0		7.
8. Federal funds purchased and securities sold under agreements to repurchase.....	3353		180,868		8.
9. All other borrowed money.....	2635		2,590,781		9.
10. Not applicable					
<b>EQUITY CAPITAL</b>					
11. Total equity capital (excludes limited-life preferred stock).....	3519		7,379,627		11.



For Federal Reserve Bank Use Only C.I.   _____
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**(Report only transactions with nonrelated institutions)**  
**Schedule HC-L ¾ Derivatives and Off-Balance-Sheet Items**

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
	a. Revolving, open-end loans secured by 1-4 family residential properties, e.g., home equity lines .....	3814		2,683		1.a.
	b. Credit card lines .....	3815		178,541,540		1.b.
	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 .....	3818		400,038		1.e.
2.	Financial standby letters of credit and foreign office guarantees .....	6566		0		2.
	<b>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets. (1)</b>					
	a. Amount of financial standby letters of credit conveyed to others .....	3820		0		2.a.
3.	Performance standby letters of credit and foreign office guarantees .....	6570		0		3.
	<b>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets. (1)</b>					
	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 defaults swaps .....	C968		0		C969		0		7.a.(1)
	(2) Total returns 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)

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

(Report only transactions with nonrelated institutions)  
Schedule HC-L<sup>3/4</sup> Continued

7. c. Notional amounts by regulatory capital treatment:

(1) Positions covered under the Market Risk Rule:

- (a) Sold protection.....
- (b) Purchased protection.....

(2) All other positions:

- (a) Sold protection.....
- (b) Purchased protection that is recognized as a guarantee for regulatory capital purposes.....
- (c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes.....

Dollar Amounts in Thousands

BHCK	Bil	Mil	Thou	
G401			0	7.c.(1)(a)
G402			0	7.c.(1)(b)
G403			0	7.c.(2)(a)
G404			0	7.c.(2)(b)
G405			0	7.c.(2)(c)

Dollar Amounts in Thousands

7. d. Notional amounts by remaining maturity:

(1) Sold credit protection:

- (a) Investment grade.....
- (b) Subinvestment grade.....

(2) Purchased credit protection:

- (a) Investment grade.....
- (b) Subinvestment grade.....

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	
G406			0	G407			0	G408			0	7.d.(1)(a)
G409			0	G410			0	G411			0	7.d.(1)(b)
G412			0	G413			0	G414			0	7.d.(2)(a)
G415			0	G416			0	G417			0	7.d.(2)(b)

8. Spot foreign exchange contracts

9. All other off-balance-sheet items (exclude derivatives)(include in item 9 the aggregate amount of all other off-balance sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)

BHCK	Bil	Mil	Thou	
8765			0	8.
3430			0	9.
3432			0	9.a.
3434			0	9.b.
3435			0	9.c.
6561			0	9.d.
6562			0	9.e.
6568			0	9.f.
6586			0	9.g.

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

10. Not applicable

Schedule HC-L<sup>3/4</sup>Continued

Dollar Amounts in Thousands

Derivatives Position Indicators	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) 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. Futures contracts .....	0				0				0				0				11.a.
	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
b. Forward contracts .....	0				0				0				0				11.b.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
c. Exchange-traded option contracts:																	
(1) Written options .....	0				0				0				0				11.c.(1)
	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(2) Purchased options .....	0				0				0				0				11.c.(2)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
d. Over-the-counter option contracts:																	
(1) Written options .....	0				0				0				0				11.d.(1)
	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(2) Purchased options .....	0				0				0				0				11.d.(2)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
e. Swaps .....	88,000				0				0				0				11.e.
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
12. Total gross notional amount of derivative contracts held for trading .....	0				0				0				0				12.
	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				
13. Total gross notional amount of derivative contracts held for purposes other than trading .....	88,000				0				0				0				13.
	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728				
14. Gross fair values of derivative contracts:																	
a. Contracts held for trading:																	
(1) Gross positive fair value .....	0				0				0				0				14.a.(1)
	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				
(2) Gross negative fair value .....	0				0				0				0				14.a.(2)
	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value .....	1,850				0				0				0				14.b.(1)
	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				
(2) Gross negative fair value .....	0				0				0				0				14.b.(2)
	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				

**Schedule HC-L<sup>3/4</sup> Continued**

Item 15 is to be completed only by bank holding companies with total assets of \$10 billion or more. <sup>(1)</sup>

Dollar Amounts in Thousands

	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
15. Over-the-counter derivatives:																					
a. Net current credit exposure .....	G418		0		G419		0		G420		0		G421		0		G422		0		15.a.
b. Fair value of collateral:																					
(1) Cash--U.S. dollar .....	G423		0		G424		0		G425		0		G426		0		G427		0		15.b.(1)
(2) Cash--Other currencies .....	G428		0		G429		0		G430		0		G431		0		G432		0		15.b.(2)
(3) U.S. Treasury securities .....	G433		0		G434		0		G435		0		G436		0		G437		0		15.b.(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities .....	G438		0		G439		0		G440		0		G441		0		G442		0		15.b.(4)
(5) Corporate bonds .....	G443		0		G444		0		G445		0		G446		0		G447		0		15.b.(5)
(6) Equity securities .....	G448		0		G449		0		G450		0		G451		0		G452		0		15.b.(6)
(7) All other collateral .....	G453		0		G454		0		G455		0		G456		0		G457		0		15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458		0		G459		0		G460		0		G461		0		G462		0		15.b.(8)

(1) The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2008.

**Schedule HC-M<sup>3</sup>/<sub>4</sub> Memoranda**

Dollar Amounts in Thousands

	NUMBER (UNROUNDED)	BHCK	Bil	Mil	Thou	
1. Total number of bank holding company common shares outstanding.....	3459				481,678,489	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			0	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			0	3.
4. Other assets acquired in satisfaction of debts previously contracted .....		6557			0	4.
5. Securities purchased under agreements to resell <b>offset</b> against securities sold under agreements to repurchase on Schedule HC .....		A288			0	5.
6. Not applicable						
7. Not applicable						
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no) .....		BHCK				8.
		C251			0	
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statemats of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no) .....		BHCK				9.
		6689			0	
10. Not applicable						
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10. ....		BHCK				11.
		6416			1	
TEXT						
6428 Melinda Milenkovich						
Name of bank holding company official verifying FR Y-10 reporting (Please type or print)						
12. Intangible assets other than goodwill:						
a. Mortgage servicing assets.....		BHCK	Bil	Mil	Thou	12.a.
		3164			0	
(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			198,837	12.c.
		bhct				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b).....		0426			198,837	12.d.
13. Other real estate owned.....		2150			0	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			400,000	14.b.
c. Other borrowed money with a remaining maturity of more than one year.....		2333			1,026,934	14.c.
		bhct				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16).....		3190			1,426,934	14.d.
15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no).....		BHCK				15.
		B569			0	
16. Assets under management in proprietary mutual funds and annuities.....		BHCK	Bil	Mil	Thou	16.
		B570			0	

Schedule HC-M<sup>3</sup>/<sub>4</sub>Continued

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

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any nonfinancial 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 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 "1" for yes; enter "0" for no).....

BHCK		
C161		0

17.

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

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date?  
(Enter "1" for yes; enter "0" for no).....

BHCK		
C159		N/A

18.

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

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

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

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period?  
(Enter "1" for yes; enter "0" for no).....  
b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others?  
(Enter "1" for yes; enter "0" for no).....

BHCK		
C700		0
C701		0

19.a.

19.b.

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

Dollar Amounts in Thousands

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.....  
b. Balances due from related institutions:  
    (1) Due from the bank holding company (parent company only), gross.....  
    (2) Due from the subsidiary banks of the bank holding company, gross.....  
    (3) Due from nonbank subsidiaries of the bank holding company, gross.....  
c. Balances due to related institutions:  
    (1) Due to bank holding company (parent company only), gross.....  
    (2) Due to subsidiary banks of the bank holding company, gross.....  
    (3) Due to nonbank subsidiaries of the bank holding company, gross.....  
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.....  
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.....

BHCK	Bil	Mil	Thou
C252			0
4832			0
4833			0
4834			0
5041			0
5043			0
5045			0
5047			0
C253			0

20.a.

20.b.(1)

20.b.(2)

20.b.(3)

20.c.(1)

20.c.(2)

20.c.(3)

20.d.

21.

**Schedule HC-M<sup>3/4</sup>Continued**

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

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

TEXT  
C497 http:// investorrelations.discoverfinancial.com

22.

Memoranda items 23 and 24 are to be completed by all bank holding companies.

23. Secured liabilities:

- a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a).....
- b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d).....

24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:

- a. Senior perpetual preferred stock or similar items.....
- b. Warrants to purchase common stock or similar items.....

Dollar Amounts in Thousands

BHCK	Bil	Mil	Thou	
F064			<b>0</b>	23.a.
F065			<b>627,582</b>	23.b.
G234			<b>1,152,554</b>	24.a.
G235			<b>75,867</b>	24.b.

**Schedule HC-N<sup>3/4</sup>Past Due and Nonaccrual Loans, Leases, and Other Assets**

	(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 development, 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		0		1.a.(2)
b. Secured by farmland in domestic offices.....	3493		0		3494		0		3495		0		1.b.
c. Secured by 1-4 family residential properties in domestic offices:													
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	5398		374		5399		0		5400		273		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens.....	C236		1,494		C237		0		C229		3,541		1.c.(2).(a)
(b) Secured by junior liens.....	C238		0		C239		0		C230		11		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.



Schedule HC-N<sup>3/4</sup>Continued

	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual		
	BHCK	Bil	Thou	BHCK	Bil	Thou	BHCK	Bil	Thou
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
b. Foreign banks.....	5380		0	5381		0	5382		0
3. Loans to finance agricultural production and other loans to farmers.....	1594		0	1597		0	1583		0
4. Commercial and industrial loans.....	1606		17,664	1607		19,412	1608		3,651
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit Cards.....	B575		528,994	B576		537,709	B577		263,574
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B578		15,487	B579		7,232	B580		2,819
6. Loans to foreign governments and official institutions.....	5389		0	5390		0	5391		0
7. All other loans.....	5459		0	5460		0	5461		3,988
8. Lease financing receivables:									
a. Leases to individuals for household, family, and other personal expenditures.....	F166		0	F167		0	F168		0
b. All other leases.....	F169		0	F170		0	F171		0
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505		0	3506		0	3507		0
10. TOTAL (sum of items 1 through 9).....	5524		564,013	5525		564,353	5526		277,857

**Schedule HC-N<sup>3/4</sup>Continued**

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.

	(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	
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S.													
Government.....	5612		1,887		5613		1,368		5614			0	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above.....													
	5615		1,830		5616		1,354		5617			0	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....													
	C866		0		C867		0		C868			0	11.b.

**MEMORANDA**

	(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. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1):													
a. Loans secured by 1-4 family residential properties in domestic offices.....													
	F661		0		F662		0		F663			0	M.1.a
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....													
	1658		255		1659		346		1661			0	M.1.b.

**Schedule HC-N<sup>3/4</sup>Continued**

MEMORANDA (continued)

	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual			
	BHCK	Bil	Thou	BHCK	Bil	Thou	BHCK	Bil	Thou	
2. Loans to finance commercial real estate, construction, and land development activities <b>(not secured by real estate)</b> 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 above.....	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		19,914	C241		20,372	C226		9,888	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)

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

	BHCK	Bil	Thou	BHCK	Bil	Thou	
6. Derivative contracts: Fair value of amounts carried as assets.....	3529		0	3530		0	M.6.

	BHCK	Bil	Mil	Thou
7. Additions to nonaccrual assets during the quarter.....	C410		432,880	M.7.
8. Nonaccrual assets sold during the quarter.....	C411		8,314	M.8.

**Schedule HC-P<sup>3/4</sup> 1-4 Family Residential Mortgage Banking Activities in Domestic Offices**

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

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
<b>1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:(2)</b>						
a.	Closed-end first liens.....	F066		0		1.a.
b.	Closed-end junior liens.....	F067		0		1.b.
c. Open-end loans extended under lines of credit:		BHDM				
(1)	Total commitment under the lines of credit.....	F670		0		1.c.(1)
(2)	Principal amount funded under the lines of credit.....	F671		0		1.c.(2)
<b>2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:(2)</b>						
		BHCK				
a.	Closed-end first liens.....	F068		1,677		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)
<b>3. 1-4 family residential mortgages sold during the quarter:</b>						
		BHCK				
a.	Closed-end first liens.....	F070		1,677		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)
<b>4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):</b>						
		BHCK				
a.	Closed-end first liens.....	F072		0		4.a.
b.	Closed-end junior liens.....	F073		0		4.b.
c. Open-end loans extended under lines of credit:		BHDM				
(1)	Total commitment under the lines of credit.....	F676		0		4.c.(1)
(2)	Principal amount funded under the lines of credit.....	F677		0		4.c.(2)
<b>5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):</b>						
		BHCK				
a.	Closed-end 1-4 family residential mortgage loans.....	F184		0		5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....		BHDM				
		F560		0		5.b.
<b>6. Repurchase and indemnifications of 1-4 family residential mortgage loans during the quarter:</b>						
		BHCK				
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:		BHDM				
(1)	Total commitment under the lines of credit.....	F680		0		6.c.(1)
(2)	Principal amount funded under the lines of credit.....	F681		0		6.c.(2)

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.  
(2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

**Schedule HC-Q<sup>3/4</sup> Assets and Liabilities Measured at Fair Value on a Recurring Basis**

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

Dollar Amounts in Thousands

	(Column A) Total Fair Value Reported on Schedule HC			(Column B) LESS: Amounts Netted in the Determination of Total Fair Value			(Column C) Level 1 Fair Value Measurements			(Column D) Level 2 Fair Value Measurements			(Column E) Level 3 Fair Value Measurements						
	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou		BHCK	Bil	Mil
<b>ASSETS</b>																			
	bhcy																		
1. Available-for-sale securities .....	1773	6,061,014		G474		0		G475	4,523,123			G476		0		G477		1,537,891	1.
2. Federal funds sold and securities purchased under agreements to resell .....	BHCK																		
	G478		0	G479		0		G480		0		G481		0		G482		0	2.
3. Loans and leases held for sale .....	G483		0	G484		0		G485		0		G486		0		G487		0	3.
4. Loans and leases held for investment .....	G488		0	G489		0		G490		0		G491		0		G492		0	4.
5. Trading assets:	bhct																		
a. Derivative assets .....	3543		0	G493		0		G494		0		G495		0		G496		0	5.a.
	BHCK																		
b. Other trading assets .....	G497		0	G498		0		G499		0		G500		0		G501		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).....	F240		0	F684		0		F692		0		F241		0		F242		0	5.b.(1)
6. All other assets .....	G391	1,087,357		G392		0		G395		0		G396	1,850		G804	1,085,507			6.
7. Total assets measured at fair value on a recurring basis .....	G502	7,148,371		G503		0		G504	4,523,123			G505	1,850		G506	2,623,398			7.
<b>LIABILITIES</b>																			
8. Deposits .....	F252		0	F686		0		F694		0		F253		0		F254		0	8.
9. Federal funds purchased and securities sold under agreements to repurchase .....	G507		0	G508		0		G509		0		G510		0		G511		0	9.
10. Trading liabilities:	bhct																		
a. Derivative liabilities .....	3547		0	G512		0		G513		0		G514		0		G515		0	10.a.
	BHCK																		
b. Other trading liabilities .....	G516		0	G517		0		G518		0		G519		0		G520		0	10.b.
11. Other borrowed money .....	G521		0	G522		0		G523		0		G524		0		G525		0	11.
12. Subordinated notes and debentures .....	G526		0	G527		0		G528		0		G529		0		G530		0	12.
13. All other liabilities .....	G805		0	G806		0		G807		0		G808		0		G809		0	13.
14. Total liabilities measured at fair value on a recurring basis .....	G531		0	G532		0		G533		0		G534		0		G535		0	14.

Dollar Amounts in Thousands

Memoranda

1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):

- a. Mortgage servicing assets .....
- b. Nontrading derivative assets .....
- c. Cash Collateral Account
- d.
- e.
- f.

2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):

- a. Loan commitments (not accounted for as derivatives .....
- b. Nontrading derivative liabilities .....
- c.
- d.
- e.
- f.

(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				
BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
G536		0		G537		0		G538		0		G539		0		G540		0		M.1.a.
G541		0		G542		0		G543		0		G544		0		G545		0		M.1.b.
G546		959,755		G547		0		G548		0		G549		0		G550		959,755		M.1.c.
G551		0		G552		0		G553		0		G554		0		G555		0		M.1.d.
G556		0		G557		0		G558		0		G559		0		G560		0		M.1.e.
G561		0		G562		0		G563		0		G564		0		G565		0		M.1.f.
F261		0		F689		0		F697		0		F262		0		F263		0		M.2.a.
G566		0		G567		0		G568		0		G569		0		G570		0		M.2.b.
G571		0		G572		0		G573		0		G574		0		G575		0		M.2.c.
G576		0		G577		0		G578		0		G579		0		G580		0		M.2.d.
G581		0		G582		0		G583		0		G584		0		G585		0		M.2.e.
G586		0		G587		0		G588		0		G589		0		G590		0		M.2.f.

**Schedule HC-R<sup>3/4</sup>Regulatory Capital**

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

**Tier 1 capital**

	bhcx	Bil	Mil	Thou	
1. Total bank holding company equity capital (from Schedule HC, item 27.a) .....	3210		<b>7,650,271</b>		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		<b>(34,517)</b>		2.
3. LESS: Net unrealized loss on available-for-sale equity securities (1) (report loss as a positive value) .....	A221		<b>0</b>		3.
4. LESS: Accumulated net gains (losses) on cash flow hedges (1) (if a gain, report as a positive value; if a loss, report as a negative value).....	4336		<b>(13,359)</b>		4.
5. LESS: Nonqualifying perpetual preferred stock .....	B588		<b>0</b>		5.
6.a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries .....	G214		<b>0</b>		6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) (2) .....	G215		<b>0</b>		6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies .....	G216		<b>0</b>		6.c.
7.a. LESS: Disallowed goodwill and other disallowed intangible assets .....	B590		<b>454,258</b>		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 credit worthiness (if a net gain, report as a positive value; if a net loss, report as a negative value) .....	F264		<b>0</b>		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		<b>7,243,889</b>		8.
9.a. LESS: Disallowed servicing assets and purchased credit card relationships .....	B591		<b>0</b>		9.a.
b. LESS: Disallowed deferred tax assets .....	5610		<b>0</b>		9.b.
10. Other additions to (deductions from) Tier 1 capital .....	B592		<b>0</b>		10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) .....	8274		<b>7,243,889</b>		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		<b>0</b>		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		<b>0</b>		13.
14. Allowance for loan and lease losses includible in Tier 2 capital .....	5310		<b>638,345</b>		14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital .....	2221		<b>0</b>		15.
16. Other Tier 2 capital components .....	B594		<b>0</b>		16.
17. Tier 2 capital (sum of items 12 through 16) .....	5311		<b>638,345</b>		17.
18. Allowable Tier 2 capital (lesser of item 11 or 17) .....	8275		<b>638,345</b>		18.
19. Tier 3 Capital allocated for market risk .....	1395		<b>0</b>		19.
20. LESS: Deductions for total risk-based capital .....	B595		<b>0</b>		20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20) .....	3792		<b>7,882,234</b>		21.

**Total assets for leverage ratio**

22. Average total assets (from Schedule HC-K, item 5) .....	bhct				
	3368		<b>42,013,153</b>		22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) .....	B590		<b>454,258</b>		23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) .....	B591		<b>0</b>		24.
25. LESS: Disallowed deferred tax assets (from item 9.b above) .....	5610		<b>0</b>		25.
	BHCK				
26. LESS: Other deductions from assets for leverage capital purposes .....	B596		<b>0</b>		26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) .....	A224		<b>41,558,895</b>		27.
28.-30. Not applicable					

**Capital ratios**

	BHCK	Percentage	
31. Tier 1 leverage ratio (item 11 divided by item 27) .....	7204	<b>17.43</b> %	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	7206	<b>18.85</b> %	32.
33. Total risk-based capital ratio (item 21 divided by item 62) .....	7205	<b>20.51</b> %	33.

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

(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<sup>3/4</sup>Continued**

Bank holding companies are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weighted 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 for derivatives).

	C000																	
	(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)		
	Allocation by Risk Weight Category																	
	0%			20%			50%			100%								
Dollar Amounts in Thousands																		
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
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																	
		<b>4,382,370</b>			<b>0</b>			<b>3,207,395</b>			<b>1,174,675</b>							<b>300</b>
	BHCX 1754																	
35. Held-to-maturity securities.....		<b>84,928</b>			<b>0</b>			<b>1,124</b>			<b>13,649</b>			<b>0</b>				<b>70,155</b>
	BHCX 1773																	
36. Available-for-sale securities.....		<b>6,061,014</b>			<b>(54,161)</b>			<b>0</b>			<b>4,922,376</b>			<b>398,700</b>				<b>794,099</b>
37. Federal funds sold and securities purchased under agreements to resell .....	BHCK C225																	
		<b>0</b>						<b>0</b>			<b>0</b>							<b>0</b>
	BHCT 5369																	
38. Loans and leases held for sale.....		<b>918,421</b>			<b>0</b>			<b>0</b>			<b>0</b>			<b>0</b>				<b>918,421</b>
	BHCT B528																	
39. Loans and leases, net of unearned income .....		<b>27,091,037</b>			<b>0</b>			<b>0</b>			<b>514,509</b>			<b>56,619</b>				<b>26,519,909</b>
	BHCX 3123																	
40. LESS: Allowance for loan and lease losses.....		<b>1,967,254</b>			<b>1,967,254</b>													
	BHCX 3545																	
41. Trading assets.....		<b>0</b>			<b>0</b>			<b>0</b>			<b>0</b>			<b>0</b>				<b>0</b>
	BHCK B639																	
42. All other assets (1).....		<b>4,680,061</b>			<b>1,985,807</b>			<b>538</b>			<b>19,267</b>			<b>945</b>				<b>2,673,504</b>
	BHCT 2170																	
43. Total assets (sum of items 34 through 42).....		<b>41,250,577</b>			<b>(35,608)</b>			<b>3,209,057</b>			<b>6,644,476</b>			<b>456,264</b>				<b>30,976,388</b>

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customers' liability on acceptances outstanding, intangible assets, and other assets.

Schedule HC-R<sup>3/4</sup> Continued

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)			(Column C)			(Column D)			(Column E)			(Column F)		
	Dollar Amounts in Thousands							Allocation by Risk Weight Category											
	Bil	Mil	Thou		Bil	Mil	Thou	0%			20%			50%			100%		
							Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
<b>Derivatives and Off-Balance Sheet Items</b>	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9		
44. Financial standby letters of credit...	0			1.00 or 12.5 <sup>2</sup>	0			0			0			0			0		
45. Performance standby letters of credit.....	bhct 6570				0			0			0			0			0		
46. Commercial and similar letters of credit.....	bhct 3411				0			0			0			0			0		
47. Risk participations in bankers acceptances acquired by the reporting institution.....	BHCK 3429				0			0			0			0			0		
48. Securities lent.....	bhct 3433				0			0			0			0			0		
49. Retained recourse on small business obligations sold with recourse.....	bhct A250				0			0			0			0			0		
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 (3)	1,482,542			4.88	7,229,334												7,229,334		
51. All other financial assets sold with recourse.....	BHCK B675				0			0			0			0			0		
52. All other off-balance sheet liabilities.....	BHCK B681				0			0			0			0			0		
53. Unused commitments:	BHCK 6572				1,438			0			0			0			1,438		
a. With an original maturity exceeding one year.....	2,875			.50	1,438			0			0			0			1,438		
b. With an original maturity of one year or less to asset-backed commercial paper conduits.....	BHCK G591				0			0			0			0			0		
54. Derivative contracts.....					BHCE A167			2,150			0			463			1,687		

(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 12.5 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor or 1.00. See instructions for further information.  
(3) Or institution-specific factor.

**Schedule HC-R<sup>3/4</sup>Continued**

	(Column C)			(Column D)			(Column E)			(Column F)		
	Allocation by Risk Weight Category											
	0%			20%			50%			100%		
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
<b>Totals</b>	Dollar Amounts in Thousands											
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		
	<b>3,209,057</b>			<b>6,644,939</b>			<b>457,951</b>			<b>38,207,160</b>		
56. Risk weight factor.....	x 0%			x 20%			x 50%			x 100%		
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		
	<b>0</b>			<b>1,328,988</b>			<b>228,976</b>			<b>38,207,160</b>		
58. Market risk equivalent assets.....										BHCK 1651		
										<b>0</b>		
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		
										<b>39,765,124</b>		
60. LESS: Excess allowance for loan and lease losses.....										BHCK A222		
										<b>1,328,909</b>		
61. LESS: Allocated transfer risk reserve.....										BHCK 3128		
										<b>0</b>		
62. Total risk-weighted assets (item 59 minus items 60 and 61).....										BHCK A223		
										<b>38,436,215</b>		

**Schedule HC-R<sup>3/4</sup>Continued**

MEMORANDA

Dollar Amounts in Thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards..... 

BHCK	Bil	Mil	Thou
8764			1,850

 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				
BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou
3809		68,000			8766				0	8767				20,000
3812				0	8769				0	8770				0
8771				0	8772				0	8773				0
8774				0	8775				0	8776				0
8777				0	8778				0	8779				0
A000				0	A001				0	A002				0
<b>Purchased credit protection that (a) is a covered 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-based capital purposes:</b>														
G597				0	G598				0	G599				0
G600				0	G601				0	G602				0

2. Notional principal amounts of derivative contracts: (1)

a. Interest rate contracts .....

b. Foreign exchange contracts .....

c. Gold contracts .....

d. Other precious metals contracts .....

e. Other commodity contracts .....

f. Equity derivative contracts .....

g. Credit derivative contracts:

**Purchased credit protection that (a) is a covered 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-based capital purposes:**

(1) Investment grade .....

(2) Subinvestment grade .....

3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:

a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC) .....

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)

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) .....

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) .....

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 .....

b. In the form of common stock .....

6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58).....

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) .....

b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b) .....

c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a) .....

d. Qualifying trust preferred securities(2) (included in Schedule HC, item 19.b) .....

9. Goodwill net of any associated deferred tax liability.....

10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability).....

BHCK	Bil	Mil	Thou
5479			1,152,554
C498			0
A507			0
2771			0
5483			0
5484			14,853
F031			0
G219			0
G220			0
5990			0
C502			0
G221			255,421
BHCK Percentage			
G222			0.00 %

(1) Excluding foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.  
 (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 consolidated special purpose entities, that qualify as Tier 1 capital.



**Schedule HC-S<sup>3/4</sup> Servicing, Securitization, and Asset Sale Activities**

		<b>C000</b>																					
		(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	
<b>Securitization Activities</b>																							
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....		BHCK B705			BHCK B706			BHCK B707			BHCK B708			BHCK B709			BHCK B710			BHCK B711			1.
		0			0			22,720,270			0			0			0			0			
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:																							
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F).....		BHCK B712			BHCK B713			BHCK B714			BHCK B715			BHCK B716			BHCK B717			BHCK B718			2.a.
		0			0			125,752			0			0			0			0			
b. Subordinated securities, and other residual interests.....		BHCK C393			BHCK C394			BHCK C395			BHCK C396			BHCK C397			BHCK C398			BHCK C399			2.b.
		0			0			2,468,947			0			0			0			0			
c. Standby letters of credit and other enhancements.....		BHCK C400			BHCK C401			BHCK C402			BHCK C403			BHCK C404			BHCK C405			BHCK C406			2.c.
		0			0			0			0			0			0			0			
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1.....		BHCK B726			BHCK B727			BHCK B728			BHCK B729			BHCK B730			BHCK B731			BHCK B732			3.
		0			0			0			0			0			0			0			
4. Past due loan amounts included in item 1:																							
a. 30-89 days past due.....		BHCK B733			BHCK B734			BHCK B735			BHCK B736			BHCK B737			BHCK B738			BHCK B739			4.a.
		0			0			491,810			0			0			0			0			
b. 90 days or more past due.....		BHCK B740			BHCK B741			BHCK B742			BHCK B743			BHCK B744			BHCK B745			BHCK B746			4.b.
		0			0			502,208			0			0			0			0			
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date)																							
a. Charge-offs.....		BHCK B747			BHCK B748			BHCK B749			BHCK B750			BHCK B751			BHCK B752			BHCK B753			5.a.
		0			0			1,326,002			0			0			0			0			
b. Recoveries.....		BHCK B754			BHCK B755			BHCK B756			BHCK B757			BHCK B758			BHCK B759			BHCK B760			5.b.
		0			0			115,644			0			0			0			0			

**Schedule HC-S<sup>3/4</sup>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			
	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																						
6. Amount of ownership (or seller's) interests carried as:																						
a. Securities (included in HC-B).....				BHCK B761			BHCK B762									BHCK B763						6.a.
				0			0									0						
b. Loans (included in HC-C).....				BHCK B500			BHCK B501									BHCK B502						6.b.
				0			15,541,689									0						
7. Past due loan amounts included in interests reported in item 6.a:																						
a. 30-89 days past due.....				BHCK B764			BHCK B765									BHCK B766						7.a.
				0			0									0						
b. 90 days or more past due.....				BHCK B767			BHCK B768									BHCK B769						7.b.
				0			0									0						
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date)																						
a. Charge-offs.....				BHCK B770			BHCK B771									BHCK B772						8.a.
				0			0									0						
b. Recoveries.....				BHCK B773			BHCK B774									BHCK B775						8.b.
				0			0									0						
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>																						
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....	BHCK B776			BHCK B777			BHCK B778			BHCK B779			BHCK B780			BHCK B781			BHCK B782			9.
	0			0			0			0			0			0			0			
10. Reporting institution's unused commitments to provide liquidity to other institution's securitization structures.....	BHCK B783			BHCK B784			BHCK B785			BHCK B786			BHCK B787			BHCK B788			BHCK B789			10.
	0			0			0			0			0			0			0			
<b>Asset Sales</b>																						
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized.....	BHCK B790			BHCK B791			BHCK B792			BHCK B793			BHCK B794			BHCK B795			BHCK B796			11.
	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			12.
	0			0			0			0			0			0			0			

**Schedule HC-S<sup>3/4</sup>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 or other seller-provided credit enhancements 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		21,655,270		M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (include closed-end and open-end loans).....	F699		0		M.2.d.
3. Asset-backed commercial paper conduits:					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company.....	B806		0		M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions.....	B807		0		M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company.....	B808		0		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions.....	B809		0		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C)(2).....	C407		1,804,612		M.4.

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

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



**Notes to the Balance Sheet<sup>3/4</sup> Predecessor Financial Items**

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

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

**Notes to the Balance Sheet<sup>3/4</sup> Other**

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

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

**Example**

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

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

**Notes to the Balance Sheet<sup>3/4</sup> Other**

		Dollar Amount in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Amount of excess restricted core capital elements included in Schedule HC-R, item 10.					
		G914			0	1.
2.	5357					
		5357			N/A	2.
3.	5358					
		5358			N/A	3.
4.	5359					
		5359			N/A	4.
5.	5360					
		5360			N/A	5.
6.	B027					
		B027			N/A	6.
7.	B028					
		B028			N/A	7.
8.	B029					
		B029			N/A	8.
9.	B030					
		B030			N/A	9.
10.	B031					
		B031			N/A	10.

Notes to the Balance Sheet<sup>3/4</sup> Other, Continued

		Dollar Amounts in Thousands			
TEXT		BHCK	Bil	Mil	Thou
11.	B032				
		B032			N/A
12.	B033				
		B033			N/A
13.	B034				
		B034			N/A
14.	B035				
		B035			N/A
15.	B036				
		B036			N/A
16.	B037				
		B037			N/A
17.	B038				
		B038			N/A
18.	B039				
		B039			N/A
19.	B040				
		B040			N/A
20.	B041				
		B041			N/A

