FR Y-9C
OMB Number 7100-0128
Approval expires March 31, 2014

Board of Governors of the Federal Reserve System

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

1

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

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

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

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

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

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

Date of Report:
March 31, 2013
Month / Date / Year (BHCK 9999)

John H. Hunt
Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent)

04/26/2013
Date of Signature (MM/DD/YYYY) (BHTX J196)

Chesapeake Financial Shares, Inc.
Legal Title of Holding Company (TEXT 9010)

35 School Street, PO Box 1419
(Mailing Address of the Holding Company) Street / P.O. Box (TEXT 9110)

Kilmarnock	VA	22482-
City (TEXT 9130)	State (TEXT 9200)	Zip Code (TEXT 9220)

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____ S.F. _____

Person to whom questions about this report should be directed:

Diana N. Rock, AVP & Controller
Name / Title (BHTX 8901)

804-435-4205
Area Code / Phone Number (BHTX 8902)

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E-mail Address of Contact (BHTX 4086)

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

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 45.0 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

Schedule **HI** **2**

Report of Income for Holding Companies

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

Schedule HI—Consolidated Income Statement

For Federal Reserve Bank Use Only
RSSD ID _____
S.F. _____

Dollar Amounts in Thousands		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	BHCK4435	1,498	1.a.(1)(a)
(b) All other loans secured by real estate	BHCK4436	2,795	1.a.(1)(b)
(c) All other loans	BHCKF821	1,806	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	BHCK4059	0	1.a.(2)
b. Income from lease financing receivables	BHCK4065	0	1.b.
c. Interest income on balances due from depository institutions (1)	BHCK4115	26	1.c.
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. government agency obligations (excluding MBS)	BHCKB488	0	1.d.(1)
(2) Mortgage-backed securities	BHCKB489	657	1.d.(2)
(3) All other securities	BHCK4060	972	1.d.(3)
e. Interest income from trading assets	BHCK4069	0	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	BHCK4020	0	1.f.
g. Other interest income	BHCK4518	15	1.g.
h. Total interest income (sum of items 1.a through 1.g)	BHCK4107	**7,769**	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of $100,000 or more	BHCKA517	253	2.a.(1)(a)
(b) Time deposits of less than $100,000	BHCKA518	547	2.a.(1)(b)
(c) Other deposits	BHCK6761	170	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	BHCK4172	0	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	BHCK4180	0	2.b.
c. Interest on trading liabilities and other borrow ed money (excluding subordinated notes & debentures)	BHCK4185	166	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	BHCK4397	0	2.d.
e. Other interest expense	BHCK4398	67	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	BHCK4073	**1,203**	2.f.
3. Net interest income (item 1.h minus item 2.f)	BHCK4074	**6,566**	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	BHCK4230	160	4.
5. Noninterest income:			
a. Income from fiduciary activities	BHCK4070	435	5.a.
b. Service charges on deposit accounts in domestic offices	BHCK4483	288	5.b.
c. Trading revenue (2)	BHCKA220	0	5.c.
d.			
(1) Fees and commissions from securities brokerage	BHCKC886	0	5.d.(1)
(2) Investment banking, advisory, and underw riting fees and commissions	BHCKC888	321	5.d.(2)
(3) Fees and commissions from annuity sales	BHCKC887	6	5.d.(3)
(4) Underw riting income from insurance and reinsurance activities	BHCKC386	0	5.d.(4)
(5) Income from other insurance activities	BHCKC387	0	5.d.(5)
e. Venture capital revenue	BHCKB491	0	5.e.
f. Net servicing fees	BHCKB492	531	5.f.
g. Net securitization income	BHCKB493	0	5.g.

(1) Includes interest income on time certificates of deposit not held for trading.
(2) For BHCs required to complete HI, memoranda item 9, trading revenue reported in HI.5.c. must equal the sum of memoranda items 9.a through 9.e.

Schedule **HI** **3**

Schedule HI—Continued

Dollar Amounts in Thousands		Bil | Mil | Thou	
h. Not applicable			
i. Net gains (losses) on sales of loans and leases	BHCK8560	0	5.i.
j. Net gains (losses) on sales of other real estate owned	BHCK8561	(67)	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	BHCKB496	0	5.k.
l. Other noninterest income (3)	BHCKB497	1,640	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	BHCK4079	**3,154**	5.m.
6.			
a. Realized gains (losses) on held-to-maturity securities	BHCK3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities	BHCK3196	(74)	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	BHCK4135	3,578	7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	BHCK4217	811	7.b.
c.			
(1) Goodwill impairment losses	BHCKC216	0	7.c.(1)
(2) Amortization expense and impairment for other intangible assets	BHCKC232	0	7.c.(2)
d. Other noninterest expense (4)	BHCK4092	2,395	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	BHCK4093	**6,784**	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)	BHCK4301	**2,702**	8.
9. Applicable income taxes (foreign and domestic)	BHCK4302	595	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	BHCK4300	**2,107**	10.
11. Extraordinary items and other adjustments, net of income taxes (5)	BHCK4320	0	11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	BHCKG104	**2,107**	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)	BHCKG103	0	13.
14. Net income (loss) attributable to holding company (item 12 minus item 13)	BHCK4340	**2,107**	14.

Memoranda

Dollar Amounts in Thousands		Bil | Mil | Thou	
1. Net interest income (item 3 above) on a fully taxable equivalent basis	BHCK4519	7,043	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	BHCK4592	3,179	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)	BHCK4313	57	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)	BHCK4507	899	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK4150	200	M.5.
6. Other noninterest income (from schedule HI, 5.l above) (only report amounts greater than $25,000 that exceed 3% of Schedule HI, item 5.l):			
a. Income and fees from the printing and sale of checks	BHCKC013	0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	BHCKC014	0	M.6.b.
c. Income and fees from automated teller machines (ATMs)	BHCKC016	68	M.6.c.
d. Rent and other income from other real estate owned	BHCK4042	0	M.6.d.
e. Safe deposit box rent	BHCKC015	0	M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	BHCKF229	0	M.6.f.

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

Schedule **HI** **4**

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands		Bil Mil Thou	
g. Bank card and credit card interchange fees	BHCKF555	199	M.6.g.
h. Gains on bargain purchases	BHCKJ447	0	M.6.h.
i. TEXT8562 Merchant Card	BHCK8562	1,128	M.6.i.
j. TEXT8563	BHCK8563		M.6.j.
k. TEXT8564	BHCK8564		M.6.k.
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	BHCKC017	0	M.7.a.
b. Advertising and marketing expenses	BHCK0497	144	M.7.b.
c. Directors' fees	BHCK4136	0	M.7.c.
d. Printing, stationery, and supplies	BHCKC018	92	M.7.d.
e. Postage	BHCK8403	0	M.7.e.
f. Legal fees and expenses	BHCK4141	82	M.7.f.
g. FDIC deposit insurance assessments	BHCK4146	114	M.7.g.
h. Accounting and auditing expenses	BHCKF556	78	M.7.h.
i. Consulting and advisory expenses	BHCKF557	131	M.7.i.
j. Automated teller machine (ATM) and interchange expenses	BHCKF558	188	M.7.j.
k. Telecommunications expenses	BHCKF559	100	M.7.k.
l. TEXT8565 Merchant Card	BHCK8565	573	M.7.l.
m. TEXT8566	BHCK8566		M.7.m.
n. TEXT8567	BHCK8567		M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):			
a.			
(1) TEXT3571	BHCK3571		M.8.a.(1)
(2) Applicable income tax effect BHCK3572 0			M.8.a.(2)
b.			
(1) TEXT3573	BHCK3573		M.8.b.(1)
(2) Applicable income tax effect BHCK3574 0			M.8.b.(2)
c.			
(1) TEXT3575	BHCK3575		M.8.c.(1)
(2) Applicable income tax effect BHCK3576 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.)			
Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of $2 million or more for any quarter of the preceding calendar year:			
a. Interest rate exposures	BHCK8757	N/A	M.9.a.
b. Foreign exchange exposures	BHCK8758	N/A	M.9.b.
c. Equity security and index exposures	BHCK8759	N/A	M.9.c.
d. Commodity and other exposures	BHCK8760	N/A	M.9.d.
e. Credit exposures	BHCKF186	N/A	M.9.e.
Memoranda items 9.f and 9.g are to be completed by holding companies with $100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above. (1)			
f. Impact on trading revenue of changes in the creditw orthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above)	BHCKK090	N/A	M.9.f.
g. Impact on trading revenue of changes in the creditw orthiness of the holding company on the holding company's derivative liabilities (included in items 9.a through 9.e above)	BHCKK094	N/A	M.9.g.

(1) The asset size test is generally based on the total assets reported as of June 30, 2012.

Schedule **HI** **5**

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands		Bil | Mil | Thou	
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	BHCKC889	0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	BHCKC890	0	M.10.b.
11. Credit losses on derivatives (see instructions)	BHCKA251	0	M.11.
Memorandum item 12.a is to be completed by holding companies with $1 billion or more in total assets. (1)			
12.			
a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	BHCK8431	N/A	M.12.a.
b.			
(1) Premiums on insurance related to the extension of credit	BHCKC242	0	M.12.b.(1)
(2) All other insurance premiums	BHCKC243	0	M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities	BHCKB983	0	M.12.c.

		Yes/No	
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no)	BHCKA530	NO	M.13.

Dollar Amounts in Thousands		Bil | Mil | Thou	
Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.			
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets	BHCKF551	0	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	BHCKF552	0	M.14.a.(1)
b. Net gains (losses) on liabilities	BHCKF553	0	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	BHCKF554	0	M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	BHCKC409	0	M.15.

		Year-to-Date	
Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.			
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))	BHCKF228	0	M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:			
a. Total other-than-temporary impairment losses	BHCKJ319	858	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	BHCKJ320	784	M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b)	BHCKJ321	**74**	M.17.c.

(1) The $1 billion asset size test is generally based on the total assets reported as of June 30, 2012.

Schedule **HI-A** **6**

Schedule HI-A—Changes in Holding Company Equity Capital

Dollar Amounts in Thousands		Bil | Mil | Thou	
1. Total holding company equity capital *most recently reported* for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	BHCK3217	60,910	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	BHCKB507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	BHCKB508	**60,910**	3.
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	BHCT4340	2,107	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):			
a. Sale of perpetual preferred stock, gross	BHCK3577	0	5.a.
b. Conversion or retirement of perpetual preferred stock	BHCK3578	0	5.b.
6. Sale of common stock:			
a. Sale of common stock, gross	BHCK3579	213	6.a.
b. Conversion or retirement of common stock	BHCK3580	(54)	6.b.
7. Sale of treasury stock	BHCK4782	0	7.
8. LESS: Purchase of treasury stock	BHCK4783	0	8.
9. Changes incident to business combinations, net	BHCK4356	0	9.
10. LESS: Cash dividends declared on preferred stock	BHCK4598	0	10.
11. LESS: Cash dividends declared on common stock	BHCK4460	391	11.
12. Other comprehensive income (1)	BHCKB511	(840)	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company	BHCK4591	0	13.
14. Other adjustments to equity capital (not included above)	BHCK3581	0	14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items, 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT3210	**61,945**	15.

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

Schedule **HI-B** **7**

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

Dollar Amounts in Thousands	(Column A) Charge-offs: Calendar YTD		(Column B) Recoveries: Calendar YTD		
I. Charge-offs [1] 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	BHCKC891	0	BHCKC892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	BHCKC893	261	BHCKC894	0	1.a.(2)
b. Secured by farmland in domestic offices	BHCK3584	0	BHCK3585	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	BHCK5411	203	BHCK5412	0	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens	BHCKC234	0	BHCKC217	1	1.c.(2)(a)
(b) Secured by junior liens	BHCKC235	0	BHCKC218	0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	BHCK3588	0	BHCK3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	BHCKC895	0	BHCKC896	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	BHCKC897	0	BHCKC898	0	1.e.(2)
f. In foreign offices	BHCKB512	0	BHCKB513	0	1.f.
2. Loans to depository institutions and acceptances of other banks:					
a. To U.S. banks and other U.S. depository institutions	BHCK4653	0	BHCK4663	0	2.a.
b. To foreign banks	BHCK4654	0	BHCK4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	BHCK4655	0	BHCK4665	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	BHCK4645	173	BHCK4617	0	4.a.
b. To non-U.S. addressees (domicile)	BHCK4646	0	BHCK4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	BHCKB514	0	BHCKB515	0	5.a.
b. Automobile loans	BHCKK129	0	BHCKK133	0	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	BHCKK205	3	BHCKK206	4	5.c.
6. Loans to foreign governments and official institutions	BHCK4643	0	BHCK4627	0	6.
7. All other loans	BHCK4644	0	BHCK4628	0	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	BHCKF185	0	BHCKF187	0	8.a.
b. All other leases	BHCKC880	0	BHCKF188	0	8.b.
9. Total (sum of items 1 through 8)	BHCK4635	**640**	BHCK4605	**5**	9.

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

Schedule **HI-B** **8**

Schedule HI-B—Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Charge-offs: Calendar YTD		(Column B) Recoveries: Calendar YTD		
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	BHCK5409	0	BHCK5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)	BHCK4652	0	BHCK4662	0	M.2.

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

		Calendar YTD	
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e. not included in charge-offs against the allowance for loan and lease losses)	BHCKC388	0	M.3.

Dollar Amounts in Thousands		Bil | Mil | Thou	
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)	BHCKB522	7,488	1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	BHCT4605	5	2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	BHCKC079	640	3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	BHCK5523	0	4.
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	BHCT4230	160	5.
6. Adjustments (see instructions for this schedule)	BHCKC233	0	6.
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	BHCT3123	**7,013**	7.

Schedule **HI-B** **9**

Schedule HI-B—Continued

Memoranda

Dollar Amounts in Thousands		Bil | Mil | Thou	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	BHCKC435	0	M.1.
Memoranda items 2 and 3 are to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).			
2. Separate valuation allowance for uncollectable retail credit card fees and finance charges	BHCKC389	0	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	BHCKC390	0	M.3.
Memorandum item 4 is to be completed by all holding companies.			
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	BHCKC781	0	M.4.

Schedule **HI-C** **10**

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

Schedule HI-C is to be completed by holding companies with $1 billion or more in total assets. (1)

Dollar Amounts in Thousands	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)	(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)	(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)	(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)	(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)	(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)	
1. **Real estate loans:**							
a. **Construction loans**	BHCKM708	BHCKM709	BHCKM710	BHCKM711	BHCKM712	BHCKM713	
	N/A	N/A	N/A	N/A	N/A	N/A	1.a.
b. **Commercial real estate loans**	BHCKM714	BHCKM715	BHCKM716	BHCKM717	BHCKM719	BHCKM720	
	N/A	N/A	N/A	N/A	N/A	N/A	1.b.
c. **Residential real estate loans**	BHCKM721	BHCKM722	BHCKM723	BHCKM724	BHCKM725	BHCKM726	
	N/A	N/A	N/A	N/A	N/A	N/A	1.c.
2. **Commercial loans** (2)	BHCKM727	BHCKM728	BHCKM729	BHCKM730	BHCKM731	BHCKM732	
	N/A	N/A	N/A	N/A	N/A	N/A	2.
3. **Credit cards**	BHCKM733	BHCKM734	BHCKM735	BHCKM736	BHCKM737	BHCKM738	
	N/A	N/A	N/A	N/A	N/A	N/A	3.
4. **Other consumer loans**	BHCKM739	BHCKM740	BHCKM741	BHCKM742	BHCKM743	BHCKM744	
	N/A	N/A	N/A	N/A	N/A	N/A	4.
5. **Unallocated, if any**				BHCKM745			
				N/A			5.
6. **Total (for each column, sum of items 1.a through 5)**	BHCKM746	BHCKM747	BHCKM748	BHCKM749	BHCKM750	BHCKM751	
	N/A	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**	6.

(1) The asset size test is generally based on the total assets reported as of June 30, 2012.
(2) Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

Schedule **IS - Notes-PFI** **11**

Notes to the Income Statement—Predecessor Financial Items

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

Dollar Amounts in Thousands		Bil | Mil | Thou	
1. Total interest income	BHBC4107	N/A	1.
a. Interest income on loans and leases	BHBC4094	N/A	1.a.
b. Interest income on investment securities	BHBC4218	N/A	1.b.
2. Total interest expense	BHBC4073	N/A	2.
a. Interest expense on deposits	BHBC4421	N/A	2.a.
3. Net interest income	BHBC4074	N/A	3.
4. Provision for loan and lease losses	BHBC4230	N/A	4.
5. Total noninterest income	BHBC4079	N/A	5.
a. Income from fiduciary activities	BHBC4070	N/A	5.a.
b. Trading revenue	BHBCA220	N/A	5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions	BHBCB490	N/A	5.c.
d. Venture capital revenue	BHBCB491	N/A	5.d.
e. Net securitization income	BHBCB493	N/A	5.e.
f. Insurance commissions and fees	BHBCB494	N/A	5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities	BHBC4091	N/A	6.
7. Total noninterest expense	BHBC4093	N/A	7.
a. Salaries and employee benefits	BHBC4135	N/A	7.a.
b. Goodwill impairment losses	BHBCC216	N/A	7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments	BHBC4301	N/A	8.
9. Applicable income taxes	BHBC4302	N/A	9.
10. Noncontrolling (minority) interest	BHBC4484	N/A	10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest	BHBC4320	N/A	11.
12. Net income (loss)	BHBC4340	N/A	12.
13. Cash dividends declared	BHBC4475	N/A	13.
14. Net charge-offs	BHBC6061	N/A	14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	BHBC4519	N/A	15.

Schedule **IS - Notes-Other** **12**

Notes to the Income Statement (Other)

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

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

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

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

		Bil	Mil	Thou
TEXT0000	Sch. HI., item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country	TEXT0000		1350

Notes to the Income Statement (Other)

		Dollar Amounts in Thousands		Bil	Mil	Thou	
1.	TEXT5351		BHCK5351				1.
2.	TEXT5352		BHCK5352				2.
3.	TEXT5353		BHCK5353				3.
4.	TEXT5354		BHCK5354				4.
5.	TEXT5355		BHCK5355				5.
6.	TEXTB042		BHCKB042				6.
7.	TEXTB043		BHCKB043				7.
8.	TEXTB044		BHCKB044				8.
9.	TEXTB045		BHCKB045				9.
10.	TEXTB046		BHCKB046				10.

Schedule **IS - Notes-Other** **13**

Notes to the Income Statement (Other)—Continued

		Dollar Amounts in Thousands		Bil	Mil	Thou	
11.	TEXTB047		BHCKB047				11.
12.	TEXTB048		BHCKB048				12.
13.	TEXTB049		BHCKB049				13.
14.	TEXTB050		BHCKB050				14.
15.	TEXTB051		BHCKB051				15.
16.	TEXTB052		BHCKB052				16.
17.	TEXTB053		BHCKB053				17.
18.	TEXTB054		BHCKB054				18.
19.	TEXTB055		BHCKB055				19.
20.	TEXTB056		BHCKB056				20.

Schedule **HC** **14**

Chesapeake Financial Shares, Inc.
Name of Bank Holding Company

For Federal Reserve Bank Use Only
C.I. _____

Consolidated Financial Statements for Holding Companies

Report at the close of business **March 31, 2013**

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands			Bil Mil Thou		
Assets					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin (1)			BHCK0081	10,821	1.a.
b. Interest-bearing balances: (2)					
(1) In U.S. offices			BHCK0395	22,355	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs			BHCK0397	0	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)			BHCK1754	0	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)			BHCK1773	178,749	2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices			BHDMB987	0	3.a.
b. Securities purchased under agreements to resell (3)			BHCKB989	0	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale			BHCK5369	468	4.a.
b. Loans and leases, net of unearned income	BHCKB528	395,187			4.b.
c. LESS: Allowance for loan and lease losses	BHCK3123	7,013			4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)			BHCKB529	**388,174**	4.d.
5. Trading assets (from Schedule HC-D)			BHCK3545	0	5.
6. Premises and fixed assets (including capitalized leases)			BHCK2145	15,882	6.
7. Other real estate owned (from Schedule HC-M)			BHCK2150	4,820	7.
8. Investments in unconsolidated subsidiaries and associated companies			BHCK2130	0	8.
9. Direct and indirect investments in real estate ventures			BHCK3656	0	9.
10. Intangible assets:					
a. Goodwill			BHCK3163	0	10.a.
b. Other intangible assets (from Schedule HC-M)			BHCK0426	0	10.b.
11. Other assets (from Schedule HC-F)			BHCK2160	22,264	11.
12. Total assets (sum of items 1 through 11)			BHCK2170	**643,533**	12.

(1) Includes cash items in process of collection and unposted debits.
(2) Includes time certificates of deposit not held for trading.
(3) Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule **HC** **15**

Schedule HC—Continued

Dollar Amounts in Thousands		Bil | Mil | Thou	
Liabilities			
13. Deposits:			
a. In domestic offices (from Schedule HC-E):			
(1) Noninterest-bearing [1]	BHDM6631	100,422	13.a.(1)
(2) Interest-bearing	BHDM6636	449,903	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:			
(1) Noninterest-bearing	BHFN6631	0	13.b.(1)
(2) Interest-bearing	BHFN6636	0	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:			
a. Federal funds purchased in domestic offices [2]	BHDMB993	0	14.a.
b. Securities sold under agreements to repurchase [3]	BHCKB995	0	14.b.
15. Trading liabilities (from Schedule HC-D)	BHCK3548	0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	BHCK3190	11,027	16.
17. Not applicable			
18. Not applicable			
19.			
a. Subordinated notes and debentures [4]	BHCK4062	0	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	BHCKC699	15,465	19.b.
20. Other liabilities (from Schedule HC-G)	BHCK2750	4,771	20.
21. Total liabilities (sum of items 13 through 20)	BHCK2948	**581,588**	21.
22. Not applicable			
Equity Capital			
Holding Company Equity Capital			
23. Perpetual preferred stock and related surplus	BHCK3283	0	23.
24. Common stock (par value)	BHCK3230	16,322	24.
25. Surplus (exclude all surplus related to preferred stock)	BHCK3240	46	25.
26.			
a. Retained earnings	BHCK3247	38,890	26.a.
b. Accumulated other comprehensive income [5]	BHCKB530	6,687	26.b.
c. Other equity capital components [6]	BHCKA130	0	26.c.
27.			
a. Total holding company equity capital (sum of items 23 through 26.c)	BHCK3210	**61,945**	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	BHCK3000	0	27.b.
28. Total equity capital (sum of items 27.a and 27.b)	BHCKG105	**61,945**	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	BHCK3300	**643,533**	29.

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

Schedule **HC** **16**

Schedule HC—Continued

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

		Yes/No	
1.	Has the 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)	BHCKC884 N/A	M.1.
2.	If response to Memoranda item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. (7)		

a. N/A
(1) Name of External Auditing Firm (TEXT C703)
N/A
(2) City (TEXT C708)
N/A N/A
(3) State Abbreviation (TEXT C714) (4) Zip Code (TEXT C715)

b. N/A
(1) Name of Engagement Partner (TEXT C704)
N/A
(2) E-mail Address (TEXT C705)

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

Schedule **HC-B** **17**

Schedule HC-B—Securities

Dollar Amounts in Thousands	(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for-Sale Amortized Cost	(Column D) Available-for-Sale Fair Value	
1. U.S. Treasury securities	BHCK0211	BHCK0213	BHCK1286	BHCK1287	
	0	0	0	0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):					
a. Issued by U.S. government agencies (1)	BHCK1289	BHCK1290	BHCK1291	BHCK1293	
	0	0	0	0	2.a.
b. Issued by U.S. government-sponsored agencies (2)	BHCK1294	BHCK1295	BHCK1297	BHCK1298	
	0	0	0	0	2.b.
3. Securities issued by states and political subdivisions in the U.S.	BHCK8496	BHCK8497	BHCK8498	BHCK8499	
	0	0	106,810	115,661	3.
4. Mortgage-backed securities (MBS)					
a. Residential pass-through securities:					
(1) Guaranteed by GNMA	BHCKG300	BHCKG301	BHCKG302	BHCKG303	
	0	0	1,976	2,050	4.a.(1)
(2) Issued by FNMA and FHLMC	BHCKG304	BHCKG305	BHCKG306	BHCKG307	
	0	0	7,486	7,926	4.a.(2)
(3) Other pass-through securities	BHCKG308	BHCKG309	BHCKG310	BHCKG311	
	0	0	0	0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies (3)	BHCKG312	BHCKG313	BHCKG314	BHCKG315	
	0	0	23,092	23,876	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (3)	BHCKG316	BHCKG317	BHCKG318	BHCKG319	
	0	0	0	0	4.b.(2)
(3) All other residential mortgage-backed securities	BHCKG320	BHCKG321	BHCKG322	BHCKG323	
	0	0	28,913	28,896	4.b.(3)
c. Commercial MBS:					
(1) Commercial pass-through securities:					
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	BHCKK142	BHCKK143	BHCKK144	BHCKK145	
	0	0	0	0	4.c.(1)(a)
(b) Other pass-through securities	BHCKK146	BHCKK147	BHCKK148	BHCKK149	
	0	0	0	0	4.c.(1)(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** **18**

Schedule HC-B—Continued

Dollar Amounts in Thousands	(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for-Sale Amortized Cost	(Column D) Available-for-Sale Fair Value	
(2) Other commercial MBS:					
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies (3)	BHCKK150	BHCKK151	BHCKK152	BHCKK153	
	0	0	0	0	4.c.(2)(a)
(b) All other commercial MBS	BHCKK154	BHCKK155	BHCKK156	BHCKK157	
	0	0	0	0	4.c.(2)(b)
5. Asset-backed securities and structured financial products:					
a. Asset-backed securities (ABS)	BHCKC026	BHCKC988	BHCKC989	BHCKC027	
	0	0	0	0	5.a.
b. Structured financial products:					
(1) Cash	BHCKG336	BHCKG337	BHCKG338	BHCKG339	
	0	0	0	0	5.b.(1)
(2) Synthetic	BHCKG340	BHCKG341	BHCKG342	BHCKG343	
	0	0	0	0	5.b.(2)
(3) Hybrid	BHCKG344	BHCKG345	BHCKG346	BHCKG347	
	0	0	0	0	5.b.(3)
6. Other debt securities:					
a. Other domestic debt securities	BHCK1737	BHCK1738	BHCK1739	BHCK1741	
	0	0	0	0	6.a.
b. Foreign debt securities	BHCK1742	BHCK1743	BHCK1744	BHCK1746	
	0	0	0	0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values			BHCKA510	BHCKA511	
			340	340	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)	BHCT1754	BHCK1771	BHCK1772	BHCT1773	
	0	**0**	**168,617**	**178,749**	8.

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

Schedule **HC-B** **19**

Schedule HC-B—Continued

Memoranda

Dollar Amounts in Thousands		Bil | Mil | Thou	
1. Pledged securities (1)	BHCK0416	91,752	M.1.
2. Remaining maturity or next repricing date of debt securities (Schedule HC-B, items 1 through 6.b in columns A and D above): (2) (3)			
a. 1 year and less	BHCK0383	13,334	M.2.a.
b. Over 1 year to 5 years	BHCK0384	34,471	M.2.b.
c. Over 5 years	BHCK0387	130,604	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	BHCK1778	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	BHCK8782	0	M.4.a.
b. Fair value	BHCK8783	0	M.4.b.

Dollar Amounts in Thousands	(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for-Sale Amortized Cost	(Column D) Available-for-Sale Fair Value	
Memorandum item 5 is to be completed by holding companies with total assets over $1 billion or with foreign offices. (4)					
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	BHCKB838	BHCKB839	BHCKB840	BHCKB841	
	N/A	N/A	N/A	N/A	M.5.a.
b. Home equity lines	BHCKB842	BHCKB843	BHCKB844	BHCKB845	
	N/A	N/A	N/A	N/A	M.5.b.
c. Automobile loans	BHCKB846	BHCKB847	BHCKB848	BHCKB849	
	N/A	N/A	N/A	N/A	M.5.c.
d. Other consumer loans	BHCKB850	BHCKB851	BHCKB852	BHCKB853	
	N/A	N/A	N/A	N/A	M.5.d.
e. Commercial and industrial loans	BHCKB854	BHCKB855	BHCKB856	BHCKB857	
	N/A	N/A	N/A	N/A	M.5.e.
f. Other	BHCKB858	BHCKB859	BHCKB860	BHCKB861	
	N/A	N/A	N/A	N/A	M.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, 2012.

Schedule **HC-B** **20**

Schedule HC-B—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for-Sale Amortized Cost	(Column D) Available-for-Sale Fair Value	
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	BHCKG348	BHCKG349	BHCKG350	BHCKG351	
	0	0	0	0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	BHCKG352	BHCKG353	BHCKG354	BHCKG355	
	0	0	0	0	M.6.b.
c. Corporate and similar loans	BHCKG356	BHCKG357	BHCKG358	BHCKG359	
	0	0	0	0	M.6.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	BHCKG360	BHCKG361	BHCKG362	BHCKG363	
	0	0	0	0	M.6.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs	BHCKG364	BHCKG365	BHCKG366	BHCKG367	
	0	0	0	0	M.6.e.
f. Diversified (mixed) pools of structured financial products	BHCKG368	BHCKG369	BHCKG370	BHCKG371	
	0	0	0	0	M.6.f.
g. Other collateral or reference assets	BHCKG372	BHCKG373	BHCKG374	BHCKG375	
	0	0	0	0	M.6.g.

Schedule **HC-C** **21**

Schedule HC-C—Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
1. Loans secured by real estate	BHCK1410	296,395			1.
a. Construction, land development, and other land loans:					
(1) 1-4 family residential construction loans			BHCKF158	5,702	1.a.(1)
(2) Other construction loans and all land development and other land loans			BHCKF159	43,580	1.a.(2)
b. Secured by farmland			BHDM1420	253	1.b.
c. Secured by 1-4 family residential properties:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			BHDM1797	37,443	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens			BHDM5367	54,644	1.c.(2)(a)
(b) Secured by junior liens			BHDM5368	6,174	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties:			BHDM1460	9,094	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			BHCKF160	84,276	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties			BHCKF161	55,229	1.e.(2)
2. Loans to depository institutions and acceptances of other banks			BHDM1288	0	2.
a. To U.S. banks and other U.S. depository institutions	BHCK1292	0			2.a.
b. To foreign banks	BHCK1296	0			2.b.
3. Loans to finance agricultural production and other loans to farmers	BHCK1590	102	BHDM1590	102	3.
4. Commercial and industrial loans			BHDM1766	88,472	4.
a. To U.S. addressees (domicile)	BHCK1763	88,472			4.a.
b. To non-U.S. addressees (domicile)	BHCK1764	0			4.b.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			BHDM1975	10,667	6.
a. Credit cards	BHCKB538	0			6.a.
b. Other revolving credit plans	BHCKB539	2,152			6.b.
c. Automobile loans	BHCKK137	1,362			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	BHCKK207	7,153			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	BHCK2081	0	BHDM2081	0	7.
8. Not applicable					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions	BHCKJ454	0	BHDMJ454	0	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)	BHCK1545	0	BHDM1545	0	9.b.(1)
(2) All other loans (exclude consumer loans)	BHCKJ451	19	BHDMJ451	19	9.b.(2)
10. Lease financing receivables (net of unearned income)			BHDM2165	0	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	BHCKF162	0			10.a.
b. All other leases	BHCKF163	0			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	BHCK2123	0	BHDM2123	0	11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	BHCK2122	**395,655**	BHDM2122	**395,655**	12.

Schedule **HC-C** **22**

Schedule HC-C—Continued

Memoranda

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):						
a. Construction, land development, and other land loans in domestic offices:						
(1) 1-4 family residential construction loans			BHDMK158		0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans			BHDMK159		976	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices			BHDMF576		1,710	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices			BHDMK160		0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties			BHDMK161		3,693	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties			BHDMK162		3,356	M.1.d.(2)
e. Commercial and industrial loans:						
(1) To U.S. addressees (domicile)	BHCKK163	753				M.1.e.(1)
(2) To non-U.S. addressees (domicile)	BHCKK164	0				M.1.e.(2)
f. All other loans (*include* loans to individuals for household, family, and other personal expenditures)			BHCKK165		0	M.1.f.
Itemize loan categories included in Memorandum item 1.f. above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):						
(1) Loans secured by farmland in domestic offices			BHDMK166		0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks			BHCKK167		0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers			BHCKK168		0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:						
(a) Credit cards			BHCKK098		0	M.1.f.(4)(a)
(b) Automobile loans			BHCKK203		0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)			BHCKK204		0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions			BHCKK212		0	M.1.f.(5)
(6) Other loans (1)			BHCKK267		0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities *(not secured by real estate)* included in Schedule HC-C, items 4 and 9.b.(2), column A, above			BHCK2746		0	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)			BHCKB837		0	M.3.
Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).						
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)			BHCKC391		0	M.4.
Memorandum item 5 is to be completed by all holding companies.						
5. Purchased credit-impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):						
a. Outstanding balance			BHCKC779		0	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9			BHCKC780		0	M.5.b.
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:						
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))			BHCKF230		0	M.6.a.

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

Schedule **HC-C** **23**

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands		Bil | Mil | Thou	
*Memorandum items 6.b and 6.c are to be completed by holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of **December 31, 2012**, 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).*			
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	BHCKF231	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	BHCKF232	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))	BHDMF577	0	M.9.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
Memorandum items 10 and 11 are to be completed by holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.					
10. Loans measured at fair value:					
a. Loans secured by real estate	BHCKF608	0			M.10.a.
(1) Construction, land development, and other land loans			BHDMF578	0	M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			BHDMF579	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			BHDMF580	0	M.10.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			BHDMF581	0	M.10.a.(3)b.i
(ii) Secured by junior liens			BHDMF582	0	M.10.a.(3)b.ii
(4) Secured by multifamily (5 or more) residential properties			BHDMF583	0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties			BHDMF584	0	M.10.a.(5)
b. Commercial and industrial loans	BHCKF585	0	BHDMF585	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	BHCKF586	0	BHDMF586	0	M.10.c.(1)
(2) Other revolving credit plans	BHCKF587	0	BHDMF587	0	M.10.c.(2)
(3) Automobile loans	BHCKK196	0	BHDMK196	0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	BHCKK208	0	BHDMK208	0	M.10.c.(4)
d. Other loans	BHCKF589	0	BHDMF589	0	M.10.d.

Schedule **HC-C** **24**

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):					
a. Loans secured by real estate	BHCKF609	0			M.11.a.
(1) Construction, land development, and other land loans			BHDMF590	0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			BHDMF591	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			BHDMF592	0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			BHDMF593	0	M.11.a.(3)b.i
(ii) Secured by junior liens			BHDMF594	0	M.11.a.(3)b.ii
(4) Secured by multifamily (5 or more) residential properties			BHDMF595	0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties			BHDMF596	0	M.11.a.(5)
b. Commercial and industrial loans	BHCKF597	0	BHDMF597	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	BHCKF598	0	BHDMF598	0	M.11.c.(1)
(2) Other revolving credit plans	BHCKF599	0	BHDMF599	0	M.11.c.(2)
(3) Automobile loans	BHCKK195	0	BHDMK195	0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	BHCKK209	0	BHDMK209	0	M.11.c.(4)
d. Other loans	BHCKF601	0	BHDMF601	0	M.11.d.

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition		(Column C) Best estimate at acquisition date of contractual cash flow s not expected to be collected		
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations w ith acquisition dates in the current calendar year:							
a. Loans secured by real estate	BHCKG091	0	BHCKG092	0	BHCKG093	0	M.12.a.
b. Commercial and industrial loans	BHCKG094	0	BHCKG095	0	BHCKG096	0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	BHCKG097	0	BHCKG098	0	BHCKG099	0	M.12.c.
d. All other loans and all leases	BHCKG100	0	BHCKG101	0	BHCKG102	0	M.12.d.

Dollar Amounts in Thousands		Bil	Mil	Thou	
13. Not applicable					
14. Pledged loans and leases	BHCKG378			0	M.14.

Schedule **HC-D** **25**

Schedule HC-D—Trading Assets and Liabilities

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
Assets					
1. U.S. Treasury securities	BHCM3531	N/A	BHCK3531	N/A	1.
2. U.S. government agency obligations (exclude MBS)	BHCM3532	N/A	BHCK3532	N/A	2.
3. Securities issued by states and political subdivisions in the U.S.	BHCM3533	N/A	BHCK3533	N/A	3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCKG379	N/A	BHDMG379	N/A	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies (include CMOs, REMICs, and stripped MBS) (1)	BHCKG380	N/A	BHDMG380	N/A	4.b.
c. All other residential mortgage-backed securities	BHCKG381	N/A	BHDMG381	N/A	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (1)	BHCKK197	N/A	BHDMK197	N/A	4.d.
e. All other commercial MBS	BHCKK198	N/A	BHDMK198	N/A	4.e.
5. Other debt securities					
a. Structured financial products:					
(1) Cash	BHCKG383	N/A	BHDMG383	N/A	5.a.(1)
(2) Synthetic	BHCKG384	N/A	BHDMG384	N/A	5.a.(2)
(3) Hybrid	BHCKG385	N/A	BHDMG385	N/A	5.a.(3)
b. All other debt securities	BHCKG386	N/A	BHDMG386	N/A	5.b.
6. Loans:					
a. Loans secured by real estate	BHCKF610	N/A			6.a.
(1) Construction, land development, and other land loans			BHDMF604	N/A	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			BHDMF605	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			BHDMF606	N/A	6.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			BHDMF607	N/A	6.a.(3)(b)(i)
(ii) Secured by junior liens			BHDMF611	N/A	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			BHDMF612	N/A	6.a.(4)
(5) Secured by nonfarm nonresidential properties			BHDMF613	N/A	6.a.(5)
b. Commercial and industrial loans	BHCKF614	N/A	BHDMF614	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	BHCKF615	N/A	BHDMF615	N/A	6.c.(1)
(2) Other revolving credit plans	BHCKF616	N/A	BHDMF616	N/A	6.c.(2)
(3) Automobile loans	BHCKK199	N/A	BHDMK199	N/A	6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	BHCKK210	N/A	BHDMK210	N/A	6.c.(4)
d. Other loans	BHCKF618	N/A	BHDMF618	N/A	6.d.
7. - 8. Not applicable					
9. Other trading assets	BHCM3541	N/A	BHCK3541	N/A	9.
10. Not applicable					
11. Derivatives with a positive fair value	BHCM3543	N/A	BHCK3543	N/A	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal HC.5.)	BHCT3545	**N/A**	BHDM3545	**N/A**	12.

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

Schedule **HC-D** **26**

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
Liabilities					
13.					
a. Liability for short positions:					
(1) Equity securities	BHCKG209	N/A	BHDMG209	N/A	13.a.(1)
(2) Debt securities	BHCKG210	N/A	BHDMG210	N/A	13.a.(2)
(3) All other assets	BHCKG211	N/A	BHDMG211	N/A	13.a.(3)
b. All other trading liabilities	BHCKF624	N/A	BHDMF624	N/A	13.b.
14. Derivatives with a negative fair value	BHCK3547	N/A	BHDM3547	N/A	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal HC.15.)	BHCT3548	**N/A**	BHDM3548	**N/A**	15.

Memoranda

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
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	BHCKF790	N/A			M.1.a.
(1) Construction, land development, and other land loans			BHDMF625	N/A	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			BHDMF626	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			BHDMF627	N/A	M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			BHDMF628	N/A	M.1.a.(3)b.i
(ii) Secured by junior liens			BHDMF629	N/A	M.1.a.(3)b.ii
(4) Secured by multifamily (5 or more) residential properties			BHDMF630	N/A	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties			BHDMF631	N/A	M.1.a.(5)
b. Commercial and industrial loans	BHCKF632	N/A	BHDMF632	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	BHCKF633	N/A	BHDMF633	N/A	M.1.c.(1)
(2) Other revolving credit plans	BHCKF634	N/A	BHDMF634	N/A	M.1.c.(2)
(3) Automobile loans	BHCKK200	N/A	BHDMK200	N/A	M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	BHCKK211	N/A	BHDMK211	N/A	M.1.c.(4)
d. Other loans	BHCKF636	N/A	BHDMF636	N/A	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:					
a. Fair value	BHCKF639	N/A	BHDMF639	N/A	M.2.a.
b. Unpaid principal balance	BHCKF640	N/A	BHDMF640	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	BHCKG299	N/A	BHDMG299	N/A	M.3.a.
b. Trust preferred securities issued by real estate investment trusts	BHCKG332	N/A	BHDMG332	N/A	M.3.b.
c. Corporate and similar loans	BHCKG333	N/A	BHDMG333	N/A	M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	BHCKG334	N/A	BHDMG334	N/A	M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs	BHCKG335	N/A	BHDMG335	N/A	M.3.e.
f. Diversified (mixed) pools of structured financial products	BHCKG651	N/A	BHDMG651	N/A	M.3.f.
g. Other collateral or reference assets	BHCKG652	N/A	BHDMG652	N/A	M.3.g.
4. Pledged trading assets:					
a. Pledged securities	BHCKG387	N/A	BHDMG387	N/A	M.4.a.
b. Pledged loans	BHCKG388	N/A	BHDMG388	N/A	M.4.b.

Schedule **HC-D** **27**

Schedule HC-D—Continued

Memoranda—Continued

Dollar Amounts in Thousands		Bil | Mil | Thou	
Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of $1 billion or more in any of the four preceding quarters.			
5. Asset-backed securities:			
a. Credit card receivables	BHCKF643	N/A	M.5.a.
b. Home equity lines	BHCKF644	N/A	M.5.b.
c. Automobile loans	BHCKF645	N/A	M.5.c.
d. Other consumer loans	BHCKF646	N/A	M.5.d.
e. Commercial and industrial loans	BHCKF647	N/A	M.5.e.
f. Other	BHCKF648	N/A	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	BHCKF651	N/A	M.6.
7. Equity securities:			
a. Readily determinable fair values	BHCKF652	N/A	M.7.a.
b. Other	BHCKF653	N/A	M.7.b.
8. Loans pending securitization	BHCKF654	N/A	M.8.
9.			
a.			
(1) Gross fair value of commodity contracts	BHCKG212	N/A	M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory	BHCKG213	N/A	M.9.a.(2)
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) BHTXF655 N/A	BHCKF655	N/A	M.9.b.(1)
(2) BHTXF656 N/A	BHCKF656	N/A	M.9.b.(2)
(3) BHTXF657 N/A	BHCKF657	N/A	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. BHTXF658 N/A	BHCKF658	N/A	M.10.a.
b. BHTXF659 N/A	BHCKF659	N/A	M.10.b.
c. BHTXF660 N/A	BHCKF660	N/A	M.10.c.

Schedule **HC-E** **28**

Schedule HC-E—Deposit Liabilities(1)

Dollar Amounts in Thousands		Bil | Mil | Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:			
a. Noninterest-bearing balances (2)	BHCB2210	40,154	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	BHCB3187	23,671	1.b.
c. Money market deposit accounts and other savings accounts	BHCB2389	271,314	1.c.
d. Time deposits of less than $100,000	BHCB6648	116,959	1.d.
e. Time deposits of $100,000 or more	BHCB2604	98,227	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:			
a. Noninterest-bearing balances (2)	BHOD3189	0	2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	BHOD3187	0	2.b.
c. Money market deposit accounts and other savings accounts	BHOD2389	0	2.c.
d. Time deposits of less than $100,000	BHOD6648	0	2.d.
e. Time deposits of $100,000 or more	BHOD2604	0	2.e.

Memoranda

Dollar Amounts in Thousands		Bil | Mil | Thou	
1. Brokered deposits less than $100,000 with a remaining maturity of one year or less	BHDMA243	691	M.1.
2. Brokered deposits less than $100,000 with a remaining maturity of more than one year	BHDMA164	0	M.2.
3. Time deposits of $100,000 or more with a remaining maturity of one year or less	BHDMA242	68,254	M.3.
4. Foreign office time deposits with a remaining maturity of one year or less	BHFNA245	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).
(2) Includes noninterest-bearing demand, time, and savings deposits.

Schedule **HC-F** **29**

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		Bil | Mil | Thou	
1. Accrued interest receivable (1)	BHCKB556	2,535	1.
2. Net deferred tax assets (2)	BHCK2148	380	2.
3. Interest-only strips receivable (not in the form of a security) on: (3)			
a. Mortgage loans	BHCKA519	0	3.a.
b. Other financial assets	BHCKA520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values (4)	BHCK1752	1,533	4.
5. Life insurance assets:			
a. General account life insurance assets	BHCKK201	9,525	5.a.
b. Separate account life insurance assets	BHCKK202	171	5.b.
c. Hybrid account life insurance assets	BHCKK270	2,801	5.c.
6. Other	BHCK2168	5,319	6.
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	BHCT2160	**22,264**	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** **30**

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands		Bil | Mil | Thou	
1. Not applicable			
2. Net deferred tax liabilities (1)	BHCK3049	0	2.
3. Allow ance for credit losses on off-balance sheet credit exposures	BHCKB557	0	3.
4. Other	BHCKB984	4,771	4.
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	BHCT2750	**4,771**	5.

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

Schedule **HC-H** **31**

Schedule HC-H—Interest Sensitivity(1)

Dollar Amounts in Thousands		Bil | Mil | Thou	
1. Earning assets that are repriceable within one year or mature within one year	BHCK3197	128,454	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	BHCK3296	115,295	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	BHCK3298	0	3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)	BHCK3408	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	BHCK3409	0	5.

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

Schedule **HC-I** **32**

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

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

I. Property and Casualty Underwriting

Dollar Amounts in Thousands		Bil | Mil | Thou	
Assets			
1. Reinsurance recoverables	BHCKB988	0	1.
2. Total assets	BHCKC244	0	2.
Liabilities			
3. Claims and claims adjustment expense reserves	BHCKB990	0	3.
4. Unearned premiums	BHCKB991	0	4.
5. Total equity	BHCKC245	0	5.
6. Net income	BHCKC246	0	6.

II. Life and Health Underwriting

Dollar Amounts in Thousands		Bil | Mil | Thou	
Assets			
1. Reinsurance recoverables	BHCKC247	0	1.
2. Separate account assets	BHCKB992	0	2.
3. Total assets	BHCKC248	0	3.
Liabilities			
4. Policy holder benefits and contract holder funds	BHCKB994	0	4.
5. Separate account liabilities	BHCKB996	0	5.
6. Total equity	BHCKC249	0	6.
7. Net income	BHCKC250	0	7.

Schedule **HC-K** **33**

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		Bil | Mil | Thou	
Assets			
1. Securities:			
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	BHCKB558	0	1.a.
b. Mortgage-backed securities	BHCKB559	63,105	1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	BHCKB560	108,580	1.c.
2. Federal funds sold and securities purchased under agreements to resell	BHCK3365	0	2.
3.			
a. Total loans and leases in domestic offices	BHDM3516	396,339	3.a.
(1) Loans secured by 1-4 family residential properties	BHDM3465	100,672	3.a.(1)
(2) All other loans secured by real estate	BHDM3466	197,217	3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	BHDM3386	103	3.a.(3)
(4) Commercial and industrial loans	BHDM3387	88,273	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	BHDMB561	0	3.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	BHDMB562	10,488	3.a.(5)(b)
b. Total loans and leases in foreign offices, Edge and Agreement subsidiaries, and IBFs	BHFN3360	0	3.b.
4.			
a. Trading assets	BHCK3401	0	4.a.
b. Other earning assets	BHCKB985	17,254	4.b.
5. Total consolidated assets	BHCK3368	655,659	5.
Liabilities			
6. Interest-bearing deposits (domestic) (1)	BHCK3517	508,194	6.
7. Interest-bearing deposits (foreign) (1)	BHCK3404	0	7.
8. Federal funds purchased and securities sold under agreements to repurchase	BHCK3353	13	8.
9. All other borrowed money	BHCK2635	17,368	9.
10. Not applicable			
Equity Capital			
11. Total equity capital (excludes limited-life preferred stock)	BHCK3519	61,428	11.

(1) Includes interest-bearing demand deposits.

Schedule **HC-L** **34**

Schedule HC-L—Derivatives and Off-Balance-Sheet Items

For Federal Reserve Bank Use Only
C.I. _____

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands		Bil Mil Thou	
1. Unused commitments (report only unused portions 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)	BHCK3814	36,035	1.a.
b.			
(1) Unused consumer credit card lines	BHCKJ455	0	1.b.(1)
(2) Other unused credit card lines	BHCKJ456	645	1.b.(2)
c.			
(1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	BHCK3816	**13,975**	1.c.(1)
(a) 1-4 family residential construction loan commitments — BHCKF164: 2,228			1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments — BHCKF165: 11,747			1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	BHCK6550	0	1.c.(2)
d. Securities underwriting	BHCK3817	0	1.d.
e. Other unused commitments:			
(1) Commercial and industrial loans	BHCKJ457	51,585	1.e.(1)
(2) Loans to financial institutions	BHCKJ458	0	1.e.(2)
(3) All other unused commitments	BHCKJ459	7,580	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees	BHCK6566	0	2.
Item 2.a is to be completed by holding companies with $1 billion or more in total assets. (1)			
a. Amount of financial standby letters of credit conveyed to others	BHCK3820	N/A	2.a.
3. Performance standby letters of credit and foreign office guarantees	BHCK6570	0	3.
Item 3.a is to be completed by holding companies with $1 billion or more in total assets. (1)			
a. Amount of performance standby letters of credit conveyed to others	BHCK3822	N/A	3.a.
4. Commercial and similar letters of credit	BHCK3411	1,358	4.
5. Not applicable			
6. Securities lent	BHCK3433	0	6.

(1) The $1 billion asset size test is generally based on the total assets reported as of June 30, 2012.

Dollar Amounts in Thousands	(Column A) Sold Protection		(Column B) Purchased Protection		
7. Credit derivatives:					
a. Notional amounts:					
(1) Credit default swaps	BHCKC968	0	BHCKC969	0	7.a.(1)
(2) Total return swaps	BHCKC970	0	BHCKC971	0	7.a.(2)
(3) Credit options	BHCKC972	0	BHCKC973	0	7.a.(3)
(4) Other credit derivatives	BHCKC974	0	BHCKC975	0	7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value	BHCKC219	0	BHCKC221	0	7.b.(1)
(2) Gross negative fair value	BHCKC220	0	BHCKC222	0	7.b.(2)

Dollar Amounts in Thousands		Bil Mil Thou	
c. Notional amounts by regulatory capital treatment:			
(1) Positions covered under the Market Risk Rule:			
(a) Sold protection	BHCKG401	0	7.c.(1)(a)
(b) Purchased protection	BHCKG402	0	7.c.(1)(b)
(2) All other positions:			
(a) Sold protection	BHCKG403	0	7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	BHCKG404	0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	BHCKG405	0	7.c.(2)(c)

Schedule **HC-L** **35**

Schedule HC-L—Continued

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands	(Column A) One year or less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years		
7.d. Notional amounts by remaining maturity:							
(1) Sold credit protection:							
(a) Investment grade	BHCKG406	0	BHCKG407	0	BHCKG408	0	7.d.(1)(a)
(b) Subinvestment grade	BHCKG409	0	BHCKG410	0	BHCKG411	0	7.d.(1)(b)
(2) Purchased credit protection:							
(a) Investment grade	BHCKG412	0	BHCKG413	0	BHCKG414	0	7.d.(2)(a)
(b) Subinvestment grade	BHCKG415	0	BHCKG416	0	BHCKG417	0	7.d.(2)(b)

Dollar Amounts in Thousands		Bil | Mil | Thou	
8. Spot foreign exchange contracts	BHCK8765	0	8.
9. 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 terms 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)	BHCK3430	0	9.
a. Securities borrowed	BHCK3432	0	9.a.
b. Commitments to purchase when-issued securities	BHCK3434	0	9.b.
c. Commitments to sell when-issued securities	BHCK3435	0	9.c.
d. TEXT6561	BHCK6561	0	9.d.
e. TEXT6562	BHCK6562	0	9.e.
f. TEXT6568	BHCK6568	0	9.f.
g. TEXT6586	BHCK6586	0	9.g.

10. Not applicable

Schedule **HC-L** **36**

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
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	BHCK8693	BHCK8694	BHCK8695	BHCK8696	
	0	0	0	0	11.a.
b. Forw ard contracts	BHCK8697	BHCK8698	BHCK8699	BHCK8700	
	0	0	0	0	11.b.
c. Exchange-traded option contracts:					
(1) Written options	BHCK8701	BHCK8702	BHCK8703	BHCK8704	
	0	0	0	0	11.c.(1)
(2) Purchased options	BHCK8705	BHCK8706	BHCK8707	BHCK8708	
	0	0	0	0	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	BHCK8709	BHCK8710	BHCK8711	BHCK8712	
	0	0	0	0	11.d.(1)
(2) Purchased options	BHCK8713	BHCK8714	BHCK8715	BHCK8716	
	0	0	0	0	11.d.(2)
e. Sw aps	BHCK3450	BHCK3826	BHCK8719	BHCK8720	
	0	0	0	0	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCKA126	BHCKA127	BHCK8723	BHCK8724	
	0	0	0	0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK8725	BHCK8726	BHCK8727	BHCK8728	
	0	0	0	0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	BHCK8733	BHCK8734	BHCK8735	BHCK8736	
	0	0	0	0	14.a.(1)
(2) Gross negative fair value	BHCK8737	BHCK8738	BHCK8739	BHCK8740	
	0	0	0	0	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	BHCK8741	BHCK8742	BHCK8743	BHCK8744	
	0	0	0	0	14.b.(1)
(2) Gross negative fair value	BHCK8745	BHCK8746	BHCK8747	BHCK8748	
	0	0	0	0	14.b.(2)

Schedule HC-L—Continued

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

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	
15. Over-the counter derivatives:						
a. Net current credit exposure	BHCKG418	BHCKG419	BHCKG420	BHCKG421	BHCKG422	
	N/A	N/A	N/A	N/A	N/A	15.a.
b. Fair value of collateral:						
(1) Cash - U.S. dollar	BHCKG423	BHCKG424	BHCKG425	BHCKG426	BHCKG427	
	N/A	N/A	N/A	N/A	N/A	15.b.(1)
(2) Cash - Other currencies	BHCKG428	BHCKG429	BHCKG430	BHCKG431	BHCKG432	
	N/A	N/A	N/A	N/A	N/A	15.b.(2)
(3) U.S. Treasury securities	BHCKG433	BHCKG434	BHCKG435	BHCKG436	BHCKG437	
	N/A	N/A	N/A	N/A	N/A	15.b.(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities	BHCKG438	BHCKG439	BHCKG440	BHCKG441	BHCKG442	
	N/A	N/A	N/A	N/A	N/A	15.b.(4)
(5) Corporate bonds	BHCKG443	BHCKG444	BHCKG445	BHCKG446	BHCKG447	
	N/A	N/A	N/A	N/A	N/A	15.b.(5)
(6) Equity securities	BHCKG448	BHCKG449	BHCKG450	BHCKG451	BHCKG452	
	N/A	N/A	N/A	N/A	N/A	15.b.(6)
(7) All other collateral	BHCKG453	BHCKG454	BHCKG455	BHCKG456	BHCKG457	
	N/A	N/A	N/A	N/A	N/A	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	BHCKG458	BHCKG459	BHCKG460	BHCKG461	BHCKG462	
	N/A	**N/A**	**N/A**	**N/A**	**N/A**	15.b.(8)

(1) The $10 billion asset size test is generally based on the total assets reported as of June 30, 2012.

Schedule **HC-M** **38**

Schedule HC-M—Memoranda

Dollar Amounts in Thousands	Number (Unrounded)		Bil	Mil	Thou	
1. Total number of holding company common shares outstanding	BHCK3459	3264374				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			BHCK6555		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			BHCK6556		0	3.
4. Other assets acquired in satisfaction of debts previously contracted			BHCK6557		0	4.
5. Securities purchased under agreements to resell **offset** against securities sold under agreements to repurchase on Schedule HC			BHCKA288		0	5.
6. Assets covered by loss-sharing agreements w ith the FDIC:						
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):						
(1) Loans secured by real estate in domestic offices:						
(a) Construction, land development, and other land loans:						
(1) 1-4 family residential construction loans			BHDMK169		0	6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans			BHDMK170		0	6.a.(1)(a)(2)
(b) Secured by farmland			BHDMK171		0	6.a.(1)(b)
(c) Secured by 1-4 family residential properties:						
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			BHDMK172		0	6.a.(1)(c)(1)
(2) Closed-end loans secured by 1-4 family residential properties:						
(a) Secured by first liens			BHDMK173		0	6.a.(1)(c)(2)(a)
(b) Secured by junior liens			BHDMK174		0	6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties			BHDMK175		0	6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:						
(1) Loans secured by ow ner-occupied nonfarm nonresidential properties			BHDMK176		0	6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties			BHDMK177		0	6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers			BHCKK178		0	6.a.(2)
(3) Commercial and industrial loans			BHCKK179		0	6.a.(3)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
(a) Credit cards			BHCKK180		0	6.a.(4)(a)
(b) Automobile loans			BHCKK181		0	6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)			BHCKK182		0	6.a.(4)(c)
(5) All other loans and leases			BHCKK183		0	6.a.(5)
Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):						
(a) Loans to depository institutions and acceptances of other banks			BHCKK184		0	6.a.(5)(a)
(b) Loans to foreign governments and official institutions			BHCKK185		0	6.a.(5)(b)
(c) Other loans [1]			BHCKK186		0	6.a.(5)(c)
(d) Lease financing receivables			BHCKK273		0	6.a.(5)(d)
b. Other real estate ow ned (included in Schedule HC, item 7):						
(1) Construction, land development, and other land in domestic offices			BHDMK187		0	6.b.(1)
(2) Farmland in domestic offices			BHDMK188		0	6.b.(2)
(3) 1-4 family residential properties in domestic offices			BHDMK189		0	6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices			BHDMK190		0	6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices			BHDMK191		0	6.b.(5)
(6) In foreign offices			BHFNK260		0	6.b.(6)
(7) Portion of covered other real estate ow ned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements			BHCKK192		0	6.b.(7)

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

Schedule HC-M—Continued

Dollar Amounts in Thousands		Bil | Mil | Thou	
c. Debt securities (included in Schedule HC, items 2.a and 2.b)	BHCKJ461	0	6.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets)	BHCKJ462	0	6.d.
7. Captive insurance and reinsurance subsidiaries:			
a. Total assets of captive insurance subsidiaries (1)	BHCKK193	0	7.a.
b. Total assets of captive reinsurance subsidiaries (1)	BHCKK194	0	7.b.

		Yes/No	
8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no)	BHCKC251	NO	8.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no)	BHCK6689	NO	9.
10. Not applicable			
11. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A". The 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.	BHCK6416	NO	11.

Diana N. Rock
Name of Holding Company Official Verifying FR Y-10 Reporting (TEXT 6428)

804-435-4205
Area Code / Phone Number (TEXT 9009)

Dollar Amounts in Thousands		Bil | Mil | Thou	
12. Intangible assets other than goodwill:			
a. Mortgage servicing assets	BHCK3164	0	12.a.
(1) Estimated fair value of mortgage servicing assets BHCK6438 0			12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	BHCKB026	0	12.b.
c. All other identifiable intangible assets	BHCK5507	0	12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	BHCT0426	**0**	12.d.
13. Other real estate owned	BHCT2150	4,820	13.
14. Other borrowed money:			
a. Commercial paper	BHCK2309	0	14.a.
b. Other borrowed money with a remaining maturity of one year or less	BHCK2332	0	14.b.
c. Other borrowed money with a remaining maturity of more than one year	BHCK2333	11,027	14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	BHCT3190	**11,027**	14.d.

		Yes/No	
15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no)	BHCKB569	YES	15.

Dollar Amounts in Thousands		Bil | Mil | Thou	
16. Assets under management in proprietary mutual funds and annuities	BHCKB570	0	16.

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

Schedule HC-M—Continued

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

		Yes/No	
17. Does the 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 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) ..	BHCKC161	NO	17.

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

		Yes/No	
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% of the holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "0" for no)	BHCKC159	N/A	18.

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

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

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

		Yes/No	
19.			
a. Has the 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)	BHCKC700	NO	19.a.
b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no)	BHCKC701	NO	19.b.

		Bil | Mil | Thou	
Memoranda items 20 and 21 are to be completed only by holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.			
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	BHCKC252	0	20.a.
b. Balances due from related institutions:			
(1) Due from the holding company (parent company only), gross	BHCK4832	0	20.b.(1)
(2) Due from the subsidiary banks of the holding company, gross	BHCK4833	0	20.b.(2)
(3) Due from nonbank subsidiaries of the holding company, gross	BHCK4834	0	20.b.(3)
c. Balances due to related institutions:			
(1) Due to holding company (parent company only), gross	BHCK5041	0	20.c.(1)
(2) Due to subsidiary banks of the holding company, gross	BHCK5043	0	20.c.(2)
(3) Due to nonbank subsidiaries of the holding company, gross	BHCK5045	0	20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors	BHCK5047	0	20.d.

Schedule **HC-M** **41**

Schedule HC-M—Continued

Dollar Amounts in Thousands		Bil | Mil | Thou	
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B)) (1)	BHCKC253	0	21.

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

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

http:// _____ 22.

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

Dollar Amounts in Thousands		Bil | Mil | Thou	
23. Secured liabilities:			
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)	BHCKF064	0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	BHCKF065	10,312	23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:			
a. Senior perpetual preferred stock or similar items	BHCKG234	0	24.a.
b. Warrants to purchase common stock or similar items	BHCKG235	0	24.b.

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

Schedule **HC-N** **42**

Schedule HC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

For Federal Reserve Bank Use Only
C.I. _____

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
1. Loans secured by real estate:							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1-4 family residential construction loans	BHCKF172	442	BHCKF174	0	BHCKF176	86	1.a.(1)
(2) Other construction loans and all land development and other land loans	BHCKF173	215	BHCKF175	0	BHCKF177	1,118	1.a.(2)
b. Secured by farmland in domestic offices	BHCK3493	0	BHCK3494	0	BHCK3495	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	BHCK5398	668	BHCK5399	0	BHCK5400	549	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	BHCKC236	1,465	BHCKC237	0	BHCKC229	2,179	1.c.(2)(a)
(b) Secured by junior liens	BHCKC238	16	BHCKC239	0	BHCKC230	142	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	BHCK3499	0	BHCK3500	0	BHCK3501	0	1.d.
e. Secured by nonfarm non-residential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	BHCKF178	69	BHCKF180	0	BHCKF182	436	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	BHCKF179	0	BHCKF181	0	BHCKF183	210	1.e.(2)
f. In foreign offices	BHCKB572	0	BHCKB573	0	BHCKB574	0	1.f.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
2. Loans to depository institutions and acceptances of other banks:							
a. U.S. banks and other U.S. depository institutions	BHCK5377	0	BHCK5378	0	BHCK5379	0	2.a.
b. Foreign banks	BHCK5380	0	BHCK5381	0	BHCK5382	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	BHCK1594	0	BHCK1597	0	BHCK1583	0	3.
4. Commercial and industrial loans	BHCK1606	894	BHCK1607	0	BHCK1608	868	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	BHCKB575	0	BHCKB576	0	BHCKB577	0	5.a.
b. Automobile loans	BHCKK213	5	BHCKK214	0	BHCKK215	0	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	BHCKK216	3	BHCKK217	11	BHCKK218	112	5.c.
6. Loans to foreign governments and official institutions	BHCK5389	0	BHCK5390	0	BHCK5391	0	6.
7. All other loans	BHCK5459	0	BHCK5460	0	BHCK5461	0	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	BHCKF166	0	BHCKF167	0	BHCKF168	0	8.a.
b. All other leases	BHCKF169	0	BHCKF170	0	BHCKF171	0	8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	BHCK3505	0	BHCK3506	0	BHCK3507	0	9.
10. TOTAL (sum of items 1 through 9)	BHCK5524	**3,777**	BHCK5525	**11**	BHCK5526	**5,700**	10.

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.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)	BHCKK036	0	BHCKK037	0	BHCKK038	0	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	BHCKK039	0	BHCKK040	0	BHCKK041	0	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	BHCKK042	0	BHCKK043	0	BHCKK044	0	11.b.

Schedule **HC-N** **44**

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
12. Loans and leases reported in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:							
a. Loans secured by real estate in domestic offices:							
(1) Construction, land development, and other land loans:							
(a) 1-4 family residential construction loans	BHDMK045	0	BHDMK046	0	BHDMK047	0	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans	BHDMK048	0	BHDMK049	0	BHDMK050	0	12.a.(1)(b)
(2) Secured by farmland	BHDMK051	0	BHDMK052	0	BHDMK053	0	12.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	BHDMK054	0	BHDMK055	0	BHDMK056	0	12.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:							
(1) Secured by first liens	BHDMK057	0	BHDMK058	0	BHDMK059	0	12.a.(3)(b)(1)
(2) Secured by junior liens	BHDMK060	0	BHDMK061	0	BHDMK062	0	12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties	BHDMK063	0	BHDMK064	0	BHDMK065	0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:							
(a) Loans secured by owner-occupied nonfarm nonresidential properties	BHDMK066	0	BHDMK067	0	BHDMK068	0	12.a.(5)(a)
(b) Loans secured by other nonfarm nonresidential properties	BHDMK069	0	BHDMK070	0	BHDMK071	0	12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers	BHCKK072	0	BHCKK073	0	BHCKK074	0	12.b.
c. Commercial and industrial loans	BHCKK075	0	BHCKK076	0	BHCKK077	0	12.c.
d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards	BHCKK078	0	BHCKK079	0	BHCKK080	0	12.d.(1)
(2) Automobile loans	BHCKK081	0	BHCKK082	0	BHCKK083	0	12.d.(2)
(3) Other consumer loans	BHCKK084	0	BHCKK085	0	BHCKK086	0	12.d.(3)
e. All other loans and leases	BHCKK087	0	BHCKK088	0	BHCKK089	0	12.e.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
Itemize the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):							
(1) Loans to depository institutions and acceptances of other banks .	BHCKK091	0	BHCKK092	0	BHCKK093	0	12.e.(1)
(2) Loans to foreign governments and official institutions	BHCKK095	0	BHCKK096	0	BHCKK097	0	12.e.(2)
(3) Other loans [1]	BHCKK099	0	BHCKK100	0	BHCKK101	0	12.e.(3)
(4) Lease financing receivables	BHCKK269	0	BHCKK271	0	BHCKK272	0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	BHCKK102	0	BHCKK103	0	BHCKK104	0	12.f.

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

Schedule HC-N—Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1-4 family residential construction loans	BHDMK105	0	BHDMK106	0	BHDMK107	0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	BHDMK108	0	BHDMK109	0	BHDMK110	0	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices	BHCKF661	0	BHCKF662	0	BHCKF663	0	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDMK111	0	BHDMK112	0	BHDMK113	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	BHDMK114	0	BHDMK115	0	BHDMK116	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	BHDMK117	0	BHDMK118	0	BHDMK119	0	M.1.d.(2)
e. Commercial and industrial loans:							
(1) To U.S. addresses (domicile)	BHCKK120	0	BHCKK121	0	BHCKK122	0	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	BHCKK123	0	BHCKK124	0	BHCKK125	0	M.1.e.(2)
f. All other loans (*include* loans to individuals for household, family, and other personal expenditures)	BHCKK126	0	BHCKK127	0	BHCKK128	0	M.1.f.

Schedule **HC-N** **47**

Schedule HC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
Itemize loan categories included in Memorandum item 1.f. above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):							
(1) Loans secured by farmland in domestic offices	BHDMK130	0	BHDMK131	0	BHDMK132	0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCKK134	0	BHCKK135	0	BHCKK136	0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers	BHCKK138	0	BHCKK139	0	BHCKK140	0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	BHCKK274	0	BHCKK275	0	BHCKK276	0	M.1.f.(4)(a)
(b) Automobile loans	BHCKK277	0	BHCKK278	0	BHCKK279	0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	BHCKK280	0	BHCKK281	0	BHCKK282	0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	BHCKK283	0	BHCKK284	0	BHCKK285	0	M.1.f.(5)
(6) Other loans [1]	BHCKK286	0	BHCKK287	0	BHCKK288	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above	BHCK6558	0	BHCK6559	0	BHCK6560	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	BHCK3508	0	BHCK1912	0	BHCK1913	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	BHCKC240	0	BHCKC241	0	BHCKC226	0	M.5.a.
b. Loans measured at fair value:							
(1) Fair value	BHCKF664	0	BHCKF665	0	BHCKF666	0	M.5.b.(1)
(2) Unpaid principal balance	BHCKF667	0	BHCKF668	0	BHCKF669	0	M.5.b.(2)

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

Schedule **HC-N** **48**

Schedule HC-N—Continued

Memoranda—Continued

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

Dollar Amounts in Thousands	Bil | Mil | Thou		Bil | Mil | Thou			
6. Derivative contracts: Fair value of amounts carried as assets	BHCK3529	N/A	BHCK3530	N/A		M.6.

Dollar Amounts in Thousands		Bil | Mil | Thou	
7. Additions to nonaccrual assets during the quarter	BHCKC410	1,222	M.7.
8. Nonaccrual assets sold during the quarter	BHCKC411	0	M.8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):							
a. Outstanding balance	BHCKL183	0	BHCKL184	0	BHCKL185	0	M.9.a.
b. Carrying amount included in Schedule HC-N, items 1 through 7, above	BHCKL186	0	BHCKL187	0	BHCKL188	0	M.9.b.

Schedule **HC-P** **49**

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

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

Dollar Amounts in Thousands		Bil | Mil | Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: (2)			
a. Closed-end first liens	BHCKF066	17,123	1.a.
b. Closed-end junior liens	BHCKF067	0	1.b.
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	BHDMF670	0	1.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF671	0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:			
a. Closed-end first liens	BHCKF068	0	2.a.
b. Closed-end junior liens	BHCKF069	0	2.b.
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	BHDMF672	0	2.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF673	0	2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:			
a. Closed-end first liens	BHCKF070	18,477	3.a.
b. Closed-end junior liens	BHCKF071	0	3.b.
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	BHDMF674	0	3.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF675	0	3.c.(2)
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):			
a. Closed-end first liens	BHCKF072	468	4.a.
b. Closed-end junior liens	BHCKF073	0	4.b.
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	BHDMF676	0	4.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF677	0	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i)			
a. Closed-end 1-4 family residential mortgage loans	BHCKF184	128	5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit	BHDMF560	0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans *during the quarter*:			
a. Closed-end first liens	BHDMF678	0	6.a.
b. Closed-end junior liens	BHDMF679	0	6.b.
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	BHDMF680	0	6.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF681	0	6.c.(2)
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:			
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	BHCKL191	0	7.a.
b. For representations and warranties made to other parties	BHCKL192	0	7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	BHCKM288	**N/A**	7.c.

(1) The $1 billion asset size test is generally based on the total assets reported as of June 30, 2012.
(2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

Schedule **HC-Q** **50**

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

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

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	
Assets						
1. Available-for-sale securities	BHCY1773	BHCKG474	BHCKG475	BHCKG476	BHCKG477	
	178,749	0	0	170,176	8,573	1.
2. Federal funds sold and securities purchased under agreements to resell	BHCKG478	BHCKG479	BHCKG480	BHCKG481	BHCKG482	
	0	0	0	0	0	2.
3. Loans and leases held for sale	BHCKG483	BHCKG484	BHCKG485	BHCKG486	BHCKG487	
	0	0	0	0	0	3.
4. Loans and leases held for investment	BHCKG488	BHCKG489	BHCKG490	BHCKG491	BHCKG492	
	0	0	0	0	0	4.
5. Trading assets:						
a. Derivative assets	BHCT3543	BHCKG493	BHCKG494	BHCKG495	BHCKG496	
	0	0	0	0	0	5.a.
b. Other trading assets	BHCKG497	BHCKG498	BHCKG499	BHCKG500	BHCKG501	
	0	0	0	0	0	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	BHCKF240	BHCKF684	BHCKF692	BHCKF241	BHCKF242	
	0	0	0	0	0	5.b.(1)
6. All other assets	BHCKG391	BHCKG392	BHCKG395	BHCKG396	BHCKG804	
	0	0	0	0	0	6.
7. Total assets measured at fair value on a recurring basis	BHCKG502	BHCKG503	BHCKG504	BHCKG505	BHCKG506	
	178,749	**0**	**0**	**170,176**	**8,573**	7.

Schedule **HC-Q** **51**

Schedule HC-Q—Continued

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	
Liabilities						
8. Deposits	BHCKF252	BHCKF686	BHCKF694	BHCKF253	BHCKF254	
	0	0	0	0	0	8.
9. Federal funds purchased and securities sold under agreements to repurchase	BHCKG507	BHCKG508	BHCKG509	BHCKG510	BHCKG511	
	0	0	0	0	0	9.
10. Trading liabilities:						
a. Derivative liabilities	BHCT3547	BHCKG512	BHCKG513	BHCKG514	BHCKG515	
	0	0	0	0	0	10.a.
b. Other trading liabilities	BHCKG516	BHCKG517	BHCKG518	BHCKG519	BHCKG520	
	0	0	0	0	0	10.b.
11. Other borrow ed money	BHCKG521	BHCKG522	BHCKG523	BHCKG524	BHCKG525	
	0	0	0	0	0	11.
12. Subordinated notes and debentures	BHCKG526	BHCKG527	BHCKG528	BHCKG529	BHCKG530	
	0	0	0	0	0	12.
13. All other liabilities	BHCKG805	BHCKG806	BHCKG807	BHCKG808	BHCKG809	
	0	0	0	0	0	13.
14. Total liabilities measured at fair value on a recurring basis	BHCKG531	BHCKG532	BHCKG533	BHCKG534	BHCKG535	
	0	**0**	**0**	**0**	**0**	14.

Schedule **HC-Q** **52**

Schedule HC-Q—Continued

Memoranda

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	
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	BHCKG536	BHCKG537	BHCKG538	BHCKG539	BHCKG540	
	0	0	0	0	0	M.1.a.
b. Nontrading derivative assets	BHCKG541	BHCKG542	BHCKG543	BHCKG544	BHCKG545	
	0	0	0	0	0	M.1.b.
c. BHTXG546	BHCKG546	BHCKG547	BHCKG548	BHCKG549	BHCKG550	
		0	0	0	0	M.1.c.
d. BHTXG551	BHCKG551	BHCKG552	BHCKG553	BHCKG554	BHCKG555	
		0	0	0	0	M.1.d.
e. BHTXG556	BHCKG556	BHCKG557	BHCKG558	BHCKG559	BHCKG560	
		0	0	0	0	M.1.e.
f. BHTXG561	BHCKG561	BHCKG562	BHCKG563	BHCKG564	BHCKG565	
		0	0	0	0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than $25,000 and exceed 25% of item 13):						
a. Loan commitments (not accounted for as derivatives)	BHCKF261	BHCKF689	BHCKF697	BHCKF262	BHCKF263	
	0	0	0	0	0	M.2.a.
b. Nontrading derivative liabilities	BHCKG566	BHCKG567	BHCKG568	BHCKG569	BHCKG570	
	0	0	0	0	0	M.2.b.
c. BHTXG571	BHCKG571	BHCKG572	BHCKG573	BHCKG574	BHCKG575	
		0	0	0	0	M.2.c.
d. BHTXG576	BHCKG576	BHCKG577	BHCKG578	BHCKG579	BHCKG580	
		0	0	0	0	M.2.d.
e. BHTXG581	BHCKG581	BHCKG582	BHCKG583	BHCKG584	BHCKG585	
		0	0	0	0	M.2.e.
f. BHTXG586	BHCKG586	BHCKG587	BHCKG588	BHCKG589	BHCKG590	
		0	0	0	0	M.2.f.

Schedule **HC-R** **53**

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

For Federal Reserve Bank Use Only
C.I. _____

Dollar Amounts in Thousands		Bil | Mil | Thou	
Tier 1 Capital			
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	BHCX3210	**61,945**	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value) (1)	BHCK8434	6,687	2.
3. LESS: Net unrealized loss on available-for-sale equity securities (report loss as a positive value)(1)	BHCKA221	0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges (1) and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK4336	0	4.
5. LESS: Nonqualifying perpetual preferred stock	BHCKB588	0	5.
6.			
a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	BHCKG214	0	6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) (2)	BHCKG215	15,000	6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	BHCKG216	0	6.c.
7.			
a. LESS: Disallowed goodwill and other disallowed intangible assets	BHCKB590	0	7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	BHCKF264	0	7.b.
8. Subtotal (sum of items 1 and 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a and 7.b)	BHCKC227	**70,258**	8.
9.			
a. LESS: Disallowed servicing assets and purchased credit card relationships	BHCKB591	0	9.a.
b. LESS: Disallowed deferred tax assets	BHCK5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital	BHCKB592	0	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	BHCK8274	**70,258**	11.
Tier 2 Capital			
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c. (2)	BHCKG217	0	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	BHCKG218	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital	BHCK5310	6,359	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	BHCK2221	0	15.
16. Other Tier 2 capital components	BHCKB594	0	16.
17. Tier 2 capital (sum of items 12 through 16)	BHCK5311	**6,359**	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	BHCK8275	**6,359**	18.
19. Tier 3 Capital allocated for market risk	BHCK1395	0	19.
20. LESS: Deductions for total risk-based capital	BHCKB595	0	20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	BHCK3792	**76,617**	21.
Total Assets for Leverage Ratio			
22. Average total assets (from Schedule HC-K, item 5)	BHCT3368	655,659	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	BHCTB590	**0**	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	BHCTB591	**0**	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	BHCT5610	**0**	25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCKB596	0	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	BHCKA224	**655,659**	27.

(1) Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income (AOCI)."
(2) Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.

Schedule HC-R—Continued

		Percentage	
Capital Ratios			
31. Tier 1 leverage ratio (item 11 divided by item 27)	BHCK7204	**10.72**	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	BHCK7206	**13.70**	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	BHCK7205	**14.94**	33.

Schedule **HC-R** **55**

Schedule HC-R—Continued

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

Dollar Amounts in Thousands	(Column A) Totals (from Schedule HC)	(Column B) Items Not Subject to Risk-Weighting	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
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)).	BHCK0010	BHCE0010	BHC00010	BHC20010		BHC90010	
	33,176	0	21,124	12,052		0	34.
35. Held-to-maturity securities	BHCX1754	BHCE1754	BHC01754	BHC21754	BHC51754	BHC91754	
	0	0	0	0	0	0	35.
36. Available-for-sale securities	BHCX1773	BHCE1773	BHC01773	BHC21773	BHC51773	BHC91773	
	178,749	13,169	9,289	113,878	24,577	17,836	36.
37. Federal funds sold and securities purchased under agreements to resell	BHCKC225		BHC0C225	BHC2C225		BHC9C225	
	0		0	0		0	37.
38. Loans and leases held for sale	BHCT5369	BHCE5369	BHC05369	BHC25369	BHC55369	BHC95369	
	468	0	0	0	468	0	38.
39. Loans and leases, net of unearned income	BHCTB528	BHCEB528	BHC0B528	BHC2B528	BHC5B528	BHC9B528	
	395,187	0	1,824	5,515	52,466	335,382	39.
40. LESS: Allowance for loan and lease losses	BHCX3123	BHCE3123					
	7,013	7,013					40.
41. Trading assets	BHCX3545	BHCE3545	BHC03545	BHC23545	BHC53545	BHC93545	
	0	0	0	0	0	0	41.
42. All other assets (1)	BHCKB639	BHCEB639	BHC0B639	BHC2B639	BHC5B639	BHC9B639	
	42,966	0	1,006	2,541	276	39,143	42.
43. Total assets (sum of items 34 through 42)	BHCT2170	BHCE2170	BHC02170	BHC22170	BHC52170	BHC92170	
	643,533	**6,156**	**33,243**	**133,986**	**77,787**	**392,361**	43.

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

Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
Derivatives and Off-Balance Sheet Items			BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit	BHCKB546	1.00 or 12.5 (2)	BHCEB546	BHC0B546	BHC2B546	BHC5B546	BHC9B546	
	0	1.000000	**0**	0	0	0	0	44.
45. Performance standby letters of credit	BHCT6570		BHCE6570	BHC06570	BHC26570	BHC56570	BHC96570	
	0	.50	**0**	0	0	0	0	45.
46. Commercial and similar letters of credit	BHCT3411		BHCE3411	BHC03411	BHC23411	BHC53411	BHC93411	
	1,358	.20	**272**	0	0	0	272	46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK3429		BHCE3429	BHC03429	BHC23429		BHC93429	
	0	1.00	**0**	0	0		0	47.
48. Securities lent	BHCT3433		BHCE3433	BHC03433	BHC23433	BHC53433	BHC93433	
	0	1.00	**0**	0	0	0	0	48.
49. Retained recourse on small business obligations sold with recourse	BHCTA250		BHCEA250	BHC0A250	BHC2A250	BHC5A250	BHC9A250	
	0	1.00	**0**	0	0	0	0	49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement								
	BHCKB541	12.5(3)	BHCEB541				BHC9B541	
	3,037	12.500000	**37,963**				37,963	50.
51. All other financial assets sold with recourse	BHCKB675		BHCEB675	BHC0B675	BHC2B675	BHC5B675	BHC9B675	
	0	1.00	**0**	0	0	0	0	51.
52. All other off-balance sheet liabilities	BHCKB681		BHCEB681	BHC0B681	BHC2B681	BHC5B681	BHC9B681	
	0	1.00	**0**	0	0	0	0	52.
53. Unused commitments:								
a. With an original maturity exceeding one year	BHCK6572		BHCE6572	BHC06572	BHC26572	BHC56572	BHC96572	
	68,200	.50	**34,100**	0	0	34,100	0	53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits	BHCKG591		BHCEG591	BHC0G591	BHC2G591	BHC5G591	BHC9G591	
	0	.10	**0**	0	0	0	0	53.b.
54. Derivative contracts			BHCEA167	BHC0A167	BHC2A167	BHC5A167		
			0	0	0	0		54.

(1) Column A multiplied by credit conversion factor.
(2) For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution-specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.
(3) Or institution-specific factor.

Schedule **HC-R** **57**

Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	BHCKB696	BHCKB697	BHCKB698	BHCKB699	
	33,243	**133,986**	**111,887**	**430,596**	55.
56. Risk weight factor	x 0%	x 20%	x 50%	x 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	BHCKB700	BHCKB701	BHCKB702	BHCKB703	
	0	**26,797**	**55,944**	**430,596**	57.
58. Market risk equivalent assets				BHCK1651	
				0	58.
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)				BHCKB704	
				513,337	59.
60. LESS: Excess allowance for loan and lease losses				BHCKA222	
				654	60.
61. LESS: Allocated transfer risk reserve				BHCK3128	
				0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)				BHCKA223	
				512,683	62.

Schedule **HC-R** **58**

Schedule HC-R—Continued

Memoranda

Dollar Amounts in Thousands		Bil | Mil | Thou		
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards	BHCK8764	0	M.1.

Dollar Amounts in Thousands	(Column A) With a remaining maturity of one year or less		(Column B) With a remaining maturity of over one year through five years		(Column C) With a remaining maturity of over five years		
2. Notional principal amounts of derivative contracts: (1)							
a. Interest rate contracts	BHCK3809	0	BHCK8766	0	BHCK8767	0	M.2.a.
b. Foreign exchange contracts	BHCK3812	0	BHCK8769	0	BHCK8770	0	M.2.b.
c. Gold contracts	BHCK8771	0	BHCK8772	0	BHCK8773	0	M.2.c.
d. Other precious metals contracts	BHCK8774	0	BHCK8775	0	BHCK8776	0	M.2.d.
e. Other commodity contracts	BHCK8777	0	BHCK8778	0	BHCK8779	0	M.2.e.
f. Equity derivative contracts	BHCKA000	0	BHCKA001	0	BHCKA002	0	M.2.f.
g. Credit derivative contracts: Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:							
(1) Investment grade	BHCKG597	0	BHCKG598	0	BHCKG599	0	M.2.g.(1)
(2) Subinvestment grade	BHCKG600	0	BHCKG601	0	BHCKG602	0	M.2.g.(2)

Dollar Amounts in Thousands		Bil | Mil | Thou	
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:			
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	BHCK5479	0	M.3.a.
b. Not applicable			
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities)(included in Schedule HC, item 27.b)	BHCKC498	0	M.3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)	BHCKA507	0	M.3.d.
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)	BHCK2771	0	M.4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):			
a. In the form of perpetual preferred stock	BHCK5483	0	M.5.a.
b. In the form of common stock	BHCK5484	0	M.5.b.

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

Schedule **HC-R** **59**

Schedule HC-R—Continued

Memoranda—Continued

Dollar Amounts in Thousands		Bil | Mil | Thou	
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	BHCKF031	0	M.6.
7. Not applicable			
8. Restricted core capital elements included in Tier 1 capital:			
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	BHCKG219	0	M.8.a.
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	BHCKG220	0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	BHCK5990	0	M.8.c.
d. Qualifying trust preferred securities (included in Schedule HC, item 19.b) (2)	BHCKC502	15,000	M.8.d.
9. Goodwill net of any associated deferred tax liability	BHCKG221	0	M.9.

		Percentage	
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	BHCKG222	**21.35**	M.10.

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

Schedule **HC-S** **60**

Schedule HC-S—Servicing, Securitization, and Asset Sale Activities

For Federal Reserve Bank Use Only
C.I. _____

Dollar Amounts in Thousands	(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	
Securitization Activities								
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements	BHCKB705	BHCKB706	BHCKB707	BHCKB708	BHCKB709	BHCKB710	BHCKB711	
	0	0	0	0	0	0	0	1.
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:								
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)	BHCKB712	BHCKB713	BHCKB714	BHCKB715	BHCKB716	BHCKB717	BHCKB718	
	0	0	0	0	0	0	0	2.a.
b. Subordinated securities and other residual interests	BHCKC393	BHCKC394	BHCKC395	BHCKC396	BHCKC397	BHCKC398	BHCKC399	
	0	0	0	0	0	0	0	2.b.
c. Standby letters of credit and other enhancements	BHCKC400	BHCKC401	BHCKC402	BHCKC403	BHCKC404	BHCKC405	BHCKC406	
	0	0	0	0	0	0	0	2.c.
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCKB726	BHCKB727	BHCKB728	BHCKB729	BHCKB730	BHCKB731	BHCKB732	
	0	0	0	0	0	0	0	3.
4. Past due loan amounts included in item 1:								
a. 30-89 days past due	BHCKB733	BHCKB734	BHCKB735	BHCKB736	BHCKB737	BHCKB738	BHCKB739	
	0	0	0	0	0	0	0	4.a.
b. 90 days or more past due	BHCKB740	BHCKB741	BHCKB742	BHCKB743	BHCKB744	BHCKB745	BHCKB746	
	0	0	0	0	0	0	0	4.b.
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date)								
a. Charge-offs	BHCKB747	BHCKB748	BHCKB749	BHCKB750	BHCKB751	BHCKB752	BHCKB753	
	0	0	0	0	0	0	0	5.a.
b. Recoveries	BHCKB754	BHCKB755	BHCKB756	BHCKB757	BHCKB758	BHCKB759	BHCKB760	
	0	0	0	0	0	0	0	5.b.

Schedule **HC-S** **61**

Schedule HC-S—Continued

Dollar Amounts in Thousands	(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	
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCKB761	BHCKB762			BHCKB763		
		0	0			0		6.a.
b. Loans (included in HC-C)		BHCKB500	BHCKB501			BHCKB502		
		0	0			0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due		BHCKB764	BHCKB765			BHCKB766		
		0	0			0		7.a.
b. 90 days or more past due		BHCKB767	BHCKB768			BHCKB769		
		0	0			0		7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date)								
a. Charge-offs		BHCKB770	BHCKB771			BHCKB772		
		0	0			0		8.a.
b. Recoveries		BHCKB773	BHCKB774			BHCKB775		
		0	0			0		8.b.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	BHCKB776	BHCKB777	BHCKB778	BHCKB779	BHCKB780	BHCKB781	BHCKB782	
	0	0	0	0	0	0	0	9.
10. Reporting institution's unused commitments to provide liquidity to other institution's securitization structures	BHCKB783	BHCKB784	BHCKB785	BHCKB786	BHCKB787	BHCKB788	BHCKB789	
	0	0	0	0	0	0	0	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCKB790	BHCKB791	BHCKB792	BHCKB793	BHCKB794	BHCKB795	BHCKB796	
	0	0	0	0	0	0	3,037	11.
12. Maximum amount of credit exposure arising from recourse or other seller provided credit enhancements provided to assets reported in item 11	BHCKB797	BHCKB798	BHCKB799	BHCKB800	BHCKB801	BHCKB802	BHCKB803	
	0	0	0	0	0	0	3,037	12.

Schedule **HC-S** **62**

Schedule HC-S—Continued

Memoranda

Dollar Amounts in Thousands		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	BHCKA249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date	BHCKA250	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	BHCKB804	0	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	BHCKB805	214,049	M.2.b.
c. Other financial assets (1)	BHCKA591	0	M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	BHCKF699	0	M.2.d.
3. Asset-backed commercial paper conduits:			
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:			
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	BHCKB806	0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	BHCKB807	0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:			
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	BHCKB808	0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	BHCKB809	0	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) (2)	BHCKC407	0	M.4.

(1) Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than $10 million.
(2) Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule **HC-V** **63**

Schedule HC-V—Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles		(Column B) ABCP Conduits		(Column C) Other VIEs		
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:							
a. Cash and balances due from depository institutions	BHCKJ981	0	BHCKJ982	0	BHCKJ983	0	1.a.
b. Held-to-maturity securities	BHCKJ984	0	BHCKJ985	0	BHCKJ986	0	1.b.
c. Available-for-sale securities	BHCKJ987	0	BHCKJ988	0	BHCKJ989	0	1.c.
d. Securities purchased under agreements to resell	BHCKJ990	0	BHCKJ991	0	BHCKJ992	0	1.d.
e. Loans and leases held for sale	BHCKJ993	0	BHCKJ994	0	BHCKJ995	0	1.e.
f. Loans and leases, net of unearned income	BHCKJ996	0	BHCKJ997	0	BHCKJ998	0	1.f.
g. Less: Allowance for loan and lease losses	BHCKJ999	0	BHCKK001	0	BHCKK002	0	1.g.
h. Trading assets (other than derivatives)	BHCKK003	0	BHCKK004	0	BHCKK005	0	1.h.
i. Derivative trading assets	BHCKK006	0	BHCKK007	0	BHCKK008	0	1.i.
j. Other real estate owned	BHCKK009	0	BHCKK010	0	BHCKK011	0	1.j.
k. Other assets	BHCKK012	0	BHCKK013	0	BHCKK014	0	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:							
a. Securities sold under agreements to repurchase	BHCKK015	0	BHCKK016	0	BHCKK017	0	2.a.
b. Derivative trading liabilities	BHCKK018	0	BHCKK019	0	BHCKK020	0	2.b.
c. Commercial paper	BHCKK021	0	BHCKK022	0	BHCKK023	0	2.c.
d. Other borrowed money (exclude commercial paper)	BHCKK024	0	BHCKK025	0	BHCKK026	0	2.d.
e. Other liabilities	BHCKK027	0	BHCKK028	0	BHCKK029	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above)	BHCKK030	0	BHCKK031	0	BHCKK032	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above)	BHCKK033	0	BHCKK034	0	BHCKK035	0	4.

Schedule **BS - Notes-PFI** **64**

Notes to the Balance Sheet—Predecessor Financial Items

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

Dollar Amounts in Thousands		Bil | Mil | Thou	
1. Average loans and leases (net of unearned income)	BHBC3516	N/A	1.
2. Average earning assets	BHBC3402	N/A	2.
3. Average total consolidated assets	BHBC3368	N/A	3.
4. Average equity capital	BHBC3519	N/A	4.

Schedule **BS - Notes-Other** **65**

Notes to the Balance Sheet (Other)

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

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

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

		Bil	Mil	Thou
TEXT0000	Sch. HC, item 16, New loan to holding company's ESOP guaranteed by holding company	TEXT0000		750

Notes to the Balance Sheet (Other)

			Dollar Amounts in Thousands	Bil	Mil	Thou	
1.		Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)	BHCKK141		0	1.
2.	TEXT5357		BHCK5357			2.
3.	TEXT5358		BHCK5358			3.
4.	TEXT5359		BHCK5359			4.
5.	TEXT5360		BHCK5360			5.
6.	TEXTB027		BHCKB027			6.
7.	TEXTB028		BHCKB028			7.
8.	TEXTB029		BHCKB029			8.
9.	TEXTB030		BHCKB030			9.

Schedule **BS - Notes-Other** **66**

Notes to the Balance Sheet (Other)—Continued

		Dollar Amounts in Thousands		Bil	Mil	Thou	
10.	TEXTB031		BHCKB031				10.
11.	TEXTB032		BHCKB032				11.
12.	TEXTB033		BHCKB033				12.
13.	TEXTB034		BHCKB034				13.
14.	TEXTB035		BHCKB035				14.
15.	TEXTB036		BHCKB036				15.
16.	TEXTB037		BHCKB037				16.
17.	TEXTB038		BHCKB038				17.
18.	TEXTB039		BHCKB039				18.
19.	TEXTB040		BHCKB040				19.
20.	TEXTB041		BHCKB041				20.

Schedule **REMARKS** **67**

Remarks

Enter in the space below any additional remarks that you may have.

(TEXT4769)