

Board of Governors of the Federal Reserve System

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

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

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

This report form is to be filed by holding companies with total consolidated assets of \$500 million or more. In addition, holding companies meeting certain criteria must file this report (FR

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

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

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

Joseph Fink

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

Signature of Chief Financial Officer (or Equivalent)

02/12/2014

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

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

For Federal Reserve Bank Use Only

C.I. _____ S.F. _____

Date of Report: **December 31, 2013**
Month / Day / Year (BHCK 9999)

Berkshire Bancorp, Inc.

Legal Title of Holding Company (TEXT 9010)

160 Broadway

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

New York, NY 10038-0000

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

Person to whom questions about this report should be directed:

Joseph Fink, President and CEO

Name / Title (BHTX 8901)

(212) 791-5362

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E-mail Address of Contact (BHTX 4086)

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

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 45.59 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

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RSSD ID	_____
S.F.	_____

Report of Income for Holding Companies

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

Schedule HI - Consolidated Income Statement

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
1. Interest income			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by 1-4 family residential properties	4435	4,058	1.a.(1)(a)
(b) All other loans secured by real estate	4436	10,506	1.a.(1)(b)
(c) All other loans	F821	2,386	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	0	1.a.(2)
b. Income from lease financing receivables	4065	94	1.b.
c. Interest income on balances due from depository institutions [1]	4115	275	1.c.
d. Interest and dividend income on securities:			
(1) U.S Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488	3,591	1.d.(1)
(2) Mortgage-backed securities	B489	2,345	1.d.(2)
(3) All other securities	4060	2,602	1.d.(3)
e. Interest income from trading assets	4069	0	1.e.
f. Interest income of federal funds sold and securities purchased under agreements to resell	4020	0	1.f.
g. Other interest income	4518	74	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	25,931	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$100,000 or more	A517	1,564	2.a.(1)(a)
b) Time deposits of less than \$100,000	A518	1,540	2.a.(1)(b)
(c) Other deposits	6761	510	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172	0	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	1,190	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	10	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	0	2.d.
e. Other interest expense	4398	1	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	4,815	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074	21,116	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	-3,196	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	0	5.a.
b. Service charges on deposit accounts in domestic offices	4483	382	5.b.
c. Trading revenue [2]	A220	0	5.c.
d. (1) Fees and commissions from securities brokerage	C886	0	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888	0	5.d.(2)
(3) Fees and commissions from annuity sales	C887	0	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.(4)
(5) Income from other insurance activities	C387	82	5.d.(5)
e. Venture capital revenue	B491	0	5.e.
f. Net servicing fees	B492	-1	5.f.
g. Net securitization income	B493	0	5.g.
h. Not applicable			

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

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

Schedule HI - Continued

	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
5. i. Net gains (losses) on sales of loans and leases		8560	5	5.i.
j. Net gains (losses) on sales of other real estate owned		8561	20	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)		B496	2	5.k.
l. Other noninterest income [3]		B497	563	5.l.
m. Total noninterest income (sum of items 5.a through 5.l.)		4079	1,053	5.m.
6. a. Realized gains (losses) on held-to-maturity securities		3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities		3196	-11,867	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits		4135	10,597	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)		4217	2,892	7.b.
c. (1) Goodwill impairment losses		C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets		C232	0	7.c.(2)
d. Other noninterest expense [4]		4092	3,757	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)		4093	17,246	7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)		4301	-3,748	8.
9. Applicable income taxes (foreign and domestic)		4302	-1,231	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)		4300	-2,517	10.
11. Extraordinary items and other adjustments, net of income taxes [5]		4320	0	11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)		G104	-2,517	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)		G103	0	13.
14. Net income (loss) attributable to holding company (item 12 minus item 13)		4340	-2,517	14.

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

Memoranda

	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
1. Net interest income (item 3 above) on a fully taxable equivalent basis		4519	21,116	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis		4592	-3,748	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)		4313	0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)		4507	0	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)		BHCK	Number	
		4150	116	M.5.
6. Other noninterest income (from schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):		BHCK	Bil Mil Thou	
a. Income and fees from the printing and sale of checks		C013	0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance		C014	0	M.6.b.
c. Income and fees from automated teller machines (ATMs)		C016	188	M.6.c.
d. Rent and other income from other real estate owned		4042	0	M.6.d.
e. Safe deposit box rent		C015	19	M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option		F229	0	M.6.f.

Schedule HI - Continued

Memoranda - Continued

Memorandum Items					Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
6. g. Bank card and credit card interchange fees							F555	45	M.6.g.
h. Gains on bargain purchases							J447	0	M.6.h.
i.	TEXT	Fees and Commissions							
	8562						8562	27	M.6.i.
j.	TEXT	Title Insurance Fees							
	8563						8563	82	M.6.j.
k.	TEXT								
	8564						8564	0	M.6.k.
7. Other noninterest expense (from schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):									
a. Data processing expenses							C017	448	M.7.a.
b. Advertising and marketing expenses							497	120	M.7.b.
c. Directors' fees							4136	267	M.7.c.
d. Printing, stationery, and supplies							C018	142	M.7.d.
e. Postage							8403	68	M.7.e.
f. Legal fees and expenses							4141	291	M.7.f.
g. FDIC deposit insurance assessments							4146	774	M.7.g.
h. Accounting and auditing expenses							F556	479	M.7.h.
i. Consulting and advisory expenses							F557	510	M.7.i.
j. Automated teller machine (ATM) and interchange expenses							F558	0	M.7.j.
k. Telecommunications expenses							F559	139	M.7.k.
l.	TEXT	Banking Service Fees							
	8565						8565	56	M.7.l.
m.	TEXT	Other Expenses							
	8566						8566	213	M.7.m.
n.	TEXT								
	8567						8567	0	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):									
a. (1)	TEXT								
	3571						3571	0	M.8.a.(1)
(2) Applicable income tax effect					BHCK	3572	0		M.8.a.(2)
b. (1)	TEXT								
	3573						3573	0	M.8.b.(1)
(2) Applicable income tax effect					BHCK	3574	0		M.8.b.(2)
c. (1)	TEXT								
	3575						3575	0	M.8.c.(1)
(2) Applicable income tax effect					BHCK	3576	0		M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)									
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							8757	0	M.9.a.
b. Foreign exchange exposures							8758	0	M.9.b.
c. Equity security and index exposures							8759	0	M.9.c.
d. Commodity and other exposures							8760	0	M.9.d.
e. Credit exposures							F186	0	M.9.e.

Schedule HI - Continued

Memoranda - Continued

Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above. [1]</i>			
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above) _____	K090	N/A	M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above) _____	K094	N/A	M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			
a. Net gains (losses) on credit derivatives held for trading _____	C889	0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading _____	C890	0	M.10.b.
11. Credit losses on derivatives (see instructions) _____	A251	0	M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets. [1]</i>			
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices) _____	8431	N/A	M.12.a.
b. (1) Premiums on insurance related to the extension of credit _____	C242	0	M.12.b.(1)
(2) All other insurance premiums _____	C243	0	M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities _____	B983	0	M.12.c.
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "YES" or "NO") _____	BHCK	YES / NO	
	A530	NO	M.13.
Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
<i>Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.</i>			
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets _____	F551	0	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk _____	F552	0	M.14.a.(1)
b. Net gains (losses) on liabilities _____	F553	0	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk _____	F554	0	M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method _____	C409	0	M.15.
<i>Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c</i>			
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a)) _____	F228	N/A	M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:			
a. Total other-than-temporary impairment losses _____	J319	12,215	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes) _____	J320	0	M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b)(Memorandum item 17.a minus Memorandum 17.b) _____	J321	12,215	M.17.c.

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

Schedule HI-A - Changes in Holding Company Equity Capital

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Total holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)		3217	134,306	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors		B507	199	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)		B508	134,505	3.
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)		BHCT		
		4340	-2,517	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):		BHCK		
a. Sale of perpetual preferred stock, gross		3577	0	5.a.
b. Conversion or retirement of perpetual preferred stock		3578	0	5.b.
6. Sale of common stock:				
a. Sale of common stock, gross		3579	0	6.a.
b. Conversion or retirement of common stock		3580	0	6.b.
7. Sale of treasury stock		4782	0	7.
8. LESS: Purchase of treasury stock		4783	0	8.
9. Changes incident to business combinations, net		4356	0	9.
10. LESS: Cash dividends declared on preferred stock		4598	0	10.
11. LESS: Cash dividends declared on common stock		4460	1,153	11.
12. Other comprehensive income [1]		B511	-6,377	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company		4591	0	13.
14. Other adjustments to equity capital (not included above)		3581	0	14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13 and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)		BHCT		
		3210	124,458	15.

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

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

Dollar Amounts in Thousands	(Column A) Charge-offs ¹		(Column B) Recoveries		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1-4 family residential construction loans	C891	0	C892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	0	C894	0	1.a.(2)
b. Secured by farmland in domestic offices	3584	0	3585	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411	0	5412	0	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	15	C217	0	1.c.(2)(a)
(b) Secured by junior liens	C235	6	C218	0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	0	3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	0	C896	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	0	C898	0	1.e.(2)
f. In foreign offices	B512	0	B513	0	1.f.
2. Loans to depository institutions and acceptances of other banks:					
a. To U.S. banks and other U.S. depository institutions	4653	0	4663	0	2.a.
b. To foreign banks	4654	0	4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655	0	4665	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	4645	5	4617	0	4.a.
b. To non-U.S. addressees (domicile)	4646	0	4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	0	B515	0	5.a.
b. Automobile loans	K129	0	K133	0	5.b.
c. Other consumer loans (includes single payment, installment, all student loans and revolving credit plans other than credit cards)	K205	0	K206	0	5.c.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	0	4628	0	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	F185	0	F187	0	8.a.
b. All other leases	C880	0	F188	0	8.b.
9. Total (sum of items 1 through 8)	4635	26	4605	0	9.

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

Schedule HI-B - Continued

Memoranda

		(Column A) Charge-offs ¹	(Column B) Recoveries			
		Calendar year-to-date				
Dollar Amounts in Thousands		BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above		5409	0	5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)		4652	0	4662	0	M.2.
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).						
3. Uncollectable retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)				Calendar year-to-date		
				BHCK	Bil Mil Thou	
				C388	0	M.3.
Dollar Amounts in Thousands				BHCK	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)				B522	11,008	1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)				BHCT		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)				4605	0	
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account				BHCK		3.
				C079	26	
5. Provision for loan and lease losses (must equal Schedule HI, item 4)				5523	0	4.
				BHCT		
				4230	-3,196	5.
6. Adjustments (see instructions for this schedule)				BHCK		
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)				C233	0	6.
				BHCT		
				3123	7,786	7.

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

Schedule HI-B - Continued

Memoranda

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7_____		C435	0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>				
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges_____		C389	0	M.2.
3. Amount of allowance for loan lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)_____		C390	0	M.3.
<i>Memorandum item 4 is to be completed by all holding companies.</i>				
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)_____		C781	0	M.4.

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

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

	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)	(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)	(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)	(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)	(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)	(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
1. Real estate loans:	BHCK M708	BHCK M709	BHCK M710	BHCK M711	BHCK M712	BHCK M713	
a. Construction loans	N/A	N/A	N/A	N/A	N/A	N/A	1.a.
	BHCK M714	BHCK M715	BHCK M716	BHCK M717	BHCK M719	BHCK M720	
b. Commercial real estate loans	N/A	N/A	N/A	N/A	N/A	N/A	1.b.
	BHCK M721	BHCK M722	BHCK M723	BHCK M724	BHCK M725	BHCK M726	
c. Residential real estate loans	N/A	N/A	N/A	N/A	N/A	N/A	1.c.
	BHCK M727	BHCK M728	BHCK M729	BHCK M730	BHCK M731	BHCK M732	
2. Commercial loans [2]	N/A	N/A	N/A	N/A	N/A	N/A	2.
	BHCK M733	BHCK M734	BHCK M735	BHCK M736	BHCK M737	BHCK M738	
3. Credit cards	N/A	N/A	N/A	N/A	N/A	N/A	3.
	BHCK M739	BHCK M740	BHCK M741	BHCK M742	BHCK M743	BHCK M744	
4. Other consumer loans	N/A	N/A	N/A	N/A	N/A	N/A	4.
				BHCK M745			
5. Unallocated, if any				N/A			5.
6. Total	BHCK M746	BHCK M747	BHCK M748	BHCK M749	BHCK M750	BHCK M751	
(sum of items 1.a. through 5.)	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.

Notes to the Income Statement-Predecessor Financial Items

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

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

Notes to the Income Statement (Other)

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

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

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

Example

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

TEXT		BHCK	Bil Mil Thou
0000	Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country		
		0000	1350

Notes to the Income Statement-Other

	TEXT	Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
1.	5351				
			5351	0	1.
2.	5352				
			5352	0	2.
3.	5353				
			5353	0	3.
4.	5354				
			5354	0	4.
5.	5355				
			5355	0	5.
6.	B042				
			B042	0	6.
7.	B043				
			B043	0	7.
8.	B044				
			B044	0	8.
9.	B045				
			B045	0	9.
10.	B046				
			B046	0	10.

Notes to the Income Statement (Other) - Continued

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

Consolidated Financial Statements for Holding Companies

Report at the close of business December 31, 2013
Month/ Day/ Year

Schedule HC - Consolidated Balance Sheet

Dollar Amounts in Thousands			BHCK	Bil Mil Thou	
ASSETS					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin [1]			0081	4,090	1.a.
b. Interest-bearing balances: [2]					
(1) In U.S. offices			0395	88,693	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397	0	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)			1754	253	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)			1773	334,372	2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices	BHDM		B987	0	3.a.
b. Securities purchased under agreements to resell [3]	BHCK		B989	0	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale			5369	0	4.a.
b. Loans and leases, net of unearned income	B528	316,970			4.b.
c. LESS: Allowances for loan and lease losses	3123	7,786			4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (items 4.b minus 4.c)			B529	309,184	4.d.
5. Trading assets (from Schedule HC-D)			3545	0	5.
6. Premises and fixed assets (including capitalized leases)			2145	6,838	6.
7. Other real estate owned (from Schedule HC-M)			2150	0	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	0	8.
9. Direct and indirect investments in real estate ventures			3656	0	9.
10. Intangible assets:					
a. Goodwill			3163	0	10.a.
b. Other intangible assets (from Schedule HC-M)			0426	180	10.b.
11. Other assets (from Schedule HC-F)			2160	29,434	11.
12. Total assets (sum of items 1 through 11)			2170	773,044	12.

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

Schedule HC - Continued

Dollar Amounts in Thousands		BHDM	Bil Mil Thou	
Liabilities				
13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing [1]	6631	88,002	13.a.(1)	
(2) Interest-bearing	6636	525,778	13.a.(2)	
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN			
(1) Noninterest-bearing	6631	0	13.b.(1)	
(2) Interest-bearing	6636	0	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM			
a. Federal funds purchased in domestic offices [2]	B993	0	14.a.	
b. Securities sold under agreements to repurchase [3]	BHCK			
15. Trading liabilities (from Schedule HC-D)	B995	30,000	14.b.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3548	0	15.	
17. Not applicable				
18. Not applicable				
19. a. Subordinated notes and debentures [4]	3190	0	16.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities				
20. Other liabilities (from Schedule HC-G)	4062	0	19.a.	
21. Total liabilities (sum of items 13 through 20)	C699	0	19.b.	
22. Not applicable	2750	4,806	20.	
	2948	648,586	21.	
Equity capital				
Holding Company Equity Capital				
23. Perpetual preferred stock and related surplus	3283	0	23.	
24. Common stock (par value)	3230	1,442	24.	
25. Surplus (exclude all surplus related to preferred stock)	3240	151,689	25.	
26. a. Retained earnings	3247	-19,319	26.a.	
b. Accumulated other comprehensive income [5]	B530	-9,354	26.b.	
c. Other equity capital components [6]	A130	0	26.c.	
27. a. Total holding company equity capital (sum of items 23 through 26.c)	3210	124,458	27.a.	
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000	0	27.b.	
28. Total equity capital (sum of items 27.a and 27.b)	G105	124,458	28.	
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	773,044	29.	

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

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

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

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

5. Includes, but not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.

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

Schedule HC - Continued

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

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

BHCK	YES / NO
C884	YES

M.1

- a.

WeiserMazars LLP

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

Edison

(2) City (TEXT C708)

NJ

(3) State Abbrev. (TEXT C714)

08837

(4) Zip Code (TEXT C715)
- b.

Bridget Day

(1) Name of Engagement Partner (TEXT C704)

bridget.day@weisermazars.com

(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 - Securities

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. U.S. Treasury securities	0211	0	0213	0	1286	29,898	1287	28,574	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. government agencies [1]	1289	0	1290	0	1291	21	1293	21	2.a.
b. Issued by U.S. government sponsored agencies [2]	1294	0	1295	0	1297	141,967	1298	127,987	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	0	8499	0	3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	12	G301	12	G302	61,946	G303	60,521	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	6	G305	6	G306	3,570	G307	3,528	4.a.(2)
(3) Other pass-through securities	G308	0	G309	0	G310	0	G311	0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies [3]	G312	0	G313	0	G314	49,662	G315	49,509	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies [3]	G316	0	G317	0	G318	0	G319	0	4.b.(2)

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

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

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

Schedule HC-B - Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
4 b.(3) All other residential mortgage-backed securities	G320	0	G321	0	G322	1,194	G323	1,194	4.b.(3)
c. Commercial MBS:									
(1) Commercial pass-through securities:									
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142	235	K143	241	K144	13,641	K145	13,827	4.c.(1)(a)
(b) Other pass-through securities	K146	0	K147	0	K148	0	K149	0	4.c.(1)(b)
(2) Other commercial MBS:									
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies [1]	K150	0	K151	0	K152	0	K153	0	4.c.(2)(a)
(b) All other commercial MBS	K154	0	K155	0	K156	0	K157	0	4.c.(2)(b)

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

Schedule HC-B - Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
5. Asset-backed securities and structured financial products:									
a. Asset-backed Securities (ABS)	C026	0	C988	0	C989	0	C027	0	5.a.
b. Structured financial products:									
(1) Cash	G336	0	G337	0	G338	0	G339	0	5.b.(1)
(2) Synthetic	G340	0	G341	0	G342	0	G343	0	5.b.(2)
(3) Hybrid	G344	0	G345	0	G346	0	G347	0	5.b.(3)
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	47,916	1741	47,961	6.a.
b. Foreign debt securities	1742	0	1743	0	1744	0	1746	0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values									
					A510	1,303	A511	1,250	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)									
	BHCT						BHCT		
	1754	253	1771	259	1772	351,118	1773	334,372	8.

Memoranda

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Pledged securities [1]		0416	32,538	M.1.
2. Remaining maturity or next repricing date of debt securities [2], [3] (Schedule HC-B, items 1 through 6.b in columns A and D above):				
a. 1 year and less		0383	45,311	M.2.a.
b. Over 1 year to 5 years		0384	76,158	M.2.b.
c. Over 5 years		0387	211,906	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)		1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):				
a. Amortized cost		8782	29,019	M.4.a.
b. Fair value		8783	26,433	M.4.b.

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

Schedule HC-B - Continued

Memoranda - Continued

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

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

Schedule HC-B - Continued

Memoranda - Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
6.d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)									M.6.d.
	G360	0	G361	0	G362	0	G363	0	
e. 1-4 family residential MBS not issued or guaranteed by GSEs									M.6.e.
	G364	0	G365	0	G366	0	G367	0	
f. Diversified (mixed) pools of structured financial products									M.6.f.
	G368	0	G369	0	G370	0	G371	0	
g. Other collateral or reference assets									M.6.g.
	G372	0	G373	0	G374	0	G375	0	

Schedule HC-C - Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
1. Loans secured by real estate	1410	292,544			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1-4 family residential construction loans			F158	3,570	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	25,661	1.a.(2)
			BHDM		
b. Secured by farmland			1420	0	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			1797	2,879	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens			5367	73,954	1.c.(2)(a)
(b) Secured by junior liens			5368	159	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	23,704	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			BHCK		
			F160	36,880	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties			F161	125,737	1.e.(2)
			BHDM		
2. Loans to depository institutions and acceptances of other banks			1288	0	2.
a. To U.S. banks and other U.S. depository institutions	1292	0			2.a.
b. To foreign banks	1296	0			2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	0	1590	0	3.
4. Commercial and industrial loans			1766	21,976	4.
a. To U.S. addressees (domicile)	1763	21,976			4.a.
b. To non-U.S. addressees (domestic)	1764	0			4.b.
5. Not applicable.					

Schedule HC-C - Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)_____			1975	2,066	6.
a. Credit cards_____	B538	0			6.a.
b. Other revolving credit plans_____	B539	98			6.b.
c. Automobile loans_____	K137	0			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)_____	K207	1,968			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)_____	2081	0	2081	0	7.
8. Not applicable.					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions_____	J454	0	J454	0	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)_____	1545	0	1545	0	9.b.(1)
(2) All other loans (exclude consumer loans)_____	J451	249	J451	249	9.b.(2)
10. Lease financing receivables (net of unearned income)_____			2165	652	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)_____	F162	0			10.a.
b. All other leases_____	F163	652			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above_____	2123	517	2123	517	11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)_____	2122	316,970	2122	316,970	12.

Schedule HC-C - Continued

Memoranda

Dollar Amounts in Thousands			BHDM	Bil Mil Thou	
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1-4 family residential construction loans			K158	0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans			K159	0	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices			F576	542	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices			K160	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			K161	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties			K162	7,903	M.1.d.(2)
e. Commercial and industrial loans:			BHCK		
(1) To U.S. addressees (domicile)	K163	0			M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K164	0			M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)			K165	0	M.1.f.
<i>Itemize and describe 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):</i>					
(1) Loans secured by farmland in domestic offices			BHDM		
			K166	0	M.1.f.(1)
			BHCK		
(2) Loans to depository institutions and acceptances of other banks			K167	0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers			K168	0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards			K098	0	M.1.f.(4)(a)
(b) Automobile loans			K203	0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)			K204	0	M.1.f.(4)
(5) Loans to foreign governments and official institutions			K212	0	M.1.f.(5)
(6) Other loans[1]			K267	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above			2746	0	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)			B837	996	M.3.
<i>Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)</i>					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)			C391	0	M.4.
<i>Memorandum item 5 is to be completed by all holding companies.</i>					
5. Purchased Credit impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance			C779	0	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9			C780	0	M.5.b.
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))			F230	0	M.6.a.

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

Schedule HC-C - Continued

Memoranda - Continued

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
<i>Memorandum items 6.b and 6.c are to be completed by holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule HC-C, Memorandum 6.a) as of December 31, 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).</i>				
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties		F231	N/A	M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 6.a above		F232	N/A	M.6.c.
7.-8. Not applicable.				
9. Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))		BHDM		
		F577	5,827	M.9.

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

Schedule HC-C - Continued

Memoranda - Continued

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

Schedule HC-C - Continued

Memoranda - Continued

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition		(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected	
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:						
a. Loans secured by real estate	G091	0	G092	0	G093	0 M.12.a.
b. Commercial and industrial loans	G094	0	G095	0	G096	0 M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097	0	G098	0	G099	0 M.12.c.
d. All other loans and all leases	G100	0	G101	0	G102	0 M.12.d.
Dollar Amounts in Thousands					BHCK	Bil Mil Thou
13. Not applicable.						
14. Pledged loans and leases	G378	179,956				M.14.

Schedule HC-D - Trading Assets and Liabilities

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Bil Mil Thou	BHCK	Bil Mil Thou	
Assets					
1. U.S. Treasury securities	3531	0	3531	0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532	0	3532	0	2.
3. Securities issued by states and political subdivisions in the U.S.	3533	0	3533	0	3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCK		BHDM		
	G379	0	G379	0	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies [1] (include CMOs, REMICs, and stripped MBS)	G380	0	G380	0	4.b.
c. All other residential mortgage-backed securities	G381	0	G381	0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies [1]	K197	0	K197	0	4.d.
e. All other commercial MBS	K198	0	K198	0	4.e.
5. Other debt securities					
a. Structured financial products:					
(1) Cash	G383	0	G383	0	5.a.(1)
(2) Synthetic	G384	0	G384	0	5.a.(2)
(3) Hybrid	G385	0	G385	0	5.a.(3)
b. All other debt securities	G386	0	G386	0	5.b.
6. Loans:					
a. Loans secured by real estate	F610	0			6.a.
(1) Construction, land development, and other land loans			F604	0	6.a.1
(2) Secured by farmland (including farm residential and other improvements)			F605	0	6.a.2
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			F606	0	6.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens			F607	0	6.a.3.b.i
(ii) Secured by junior liens			F611	0	6.a.3.b.ii
(4) Secured by multifamily (5 or more) residential properties			F612	0	6.a.4
(5) Secured by nonfarm nonresidential properties			F613	0	6.a.5
b. Commercial and industrial loans	F614	0	F614	0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					

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

Schedule HC-D - Trading Assets and Liabilities

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Bil Mil Thou	BHCK	Bil Mil Thou	
6. c. (1) Credit cards	F615	0	F615	0	6.c.1
(2) Other revolving credit plans	F616	0	F616	0	6.c.2
(3) Automobile loans	K199	0	K199	0	6.c.3
(4) Other consumer loans (includes single payment, installment, and all student loans)	K210	0	K210	0	6.c.4
d. Other loans	F618	0	F618	0	6.d.

Schedule HC-D - Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Bil Mil Thou	BHCK	Bil Mil Thou	
7.-8. Not applicable.					
9. Other trading assets	3541	0	3541	0	9.
10. Not applicable					
11. Derivatives with a positive fair value:	3543	0	3543	0	11.
12. Total trading assets (sum of items 1 through 11)	BHCT		BHDM		
(total of column A must equal Schedule HC, item 5)	3545	0	3545	0	12.
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
Liabilities					
13. a. Liability for short positions					
(1) Equity securities	G209	0	G209	0	13.a.(1)
(2) Debt securities	G210	0	G210	0	13.a.(2)
(3) All other assets	G211	0	G211	0	13.a.(3)
b. All other trading liabilities	F624	0	F624	0	13.b.
14. Derivatives with a negative fair value	3547	0	3547	0	14.
15. Total trading liabilities (sum of items 13.a through 14)	BHCT				
(total of column A must equal Schedule HC, item 15)	3548	0	3548	0	15.

Memoranda

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)						
a. Loans secured by real estate	F790	0				M.1.a.
(1) Construction, land development, and other land loans				F625	0	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)				F626	0	M.1.a.(2)
(3) Secured by 1-4 family residential properties:						
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit				F627	0	M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:						
(i) Secured by first liens				F628	0	M.1.a.(3)(b)(i)
(ii) Secured by junior liens				F629	0	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties				F630	0	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties				F631	0	M.1.a.(5)
b. Commercial and industrial loans	F632	0		F632	0	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
(1) Credit cards	F633	0		F633	0	M.1.c.(1)
(2) Other revolving credit plans	F634	0		F634	0	M.1.c.(2)
(3) Automobile loans	K200	0		K200	0	M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K211	0		K211	0	M.1.c.(4)
d. Other loans	F636	0		F636	0	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:						
a. Fair value	F639	0		F639	0	M.2.a.
b. Unpaid principal balance	F640	0		F640	0	M.2.b.

Schedule HC-D - Continued

Memoranda - Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou	
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):					
a. Trust preferred securities issued by financial institutions	G299	0	G299	0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332	0	G332	0	M.3.b.
c. Corporate and similar loans	G333	0	G333	0	M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334	0	G334	0	M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G335	0	G335	0	M.3.e.
f. Diversified (mixed) pools of structured financial products	G651	0	G651	0	M.3.f.
g. Other collateral or reference assets	G652	0	G652	0	M.3.g.
4. Pledged trading assets:					
a. Pledged securities	G387	0	G387	0	M.4.a.
b. Pledged loans	G388	0	G388	0	M.4.b.

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
<i>Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>				
5. Asset-backed securities:				
a. Credit card receivables		F643	0	M.5.a.
b. Home equity lines		F644	0	M.5.b.
c. Automobile loans		F645	0	M.5.c.
d. Other consumer loans		F646	0	M.5.d.
e. Commercial and industrial loans		F647	0	M.5.e.
f. Other		F648	0	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)		F651	0	M.6.
7. Equity securities:				
a. Readily determinable fair values		F652	0	M.7.a.
b. Other		F653	0	M.7.b.
8. Loans pending securitization		F654	0	M.8.
9.a.(1) Gross fair value of commodity contracts		G212	0	M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory		G213	0	M.9.a.(2)
9.b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):				
(1) BHTX				
(1) F655		F655	0	M.9.b.(1)
(2) BHTX				
(2) F656		F656	0	M.9.b.(2)
(3) BHTX				
(3) F657		F657	0	M.9.b.(3)

Schedule HC-D - Continued

Memoranda - Continued

		(Column B)	
		Domestic Offices	
Dollar Amounts in Thousands		BHCK	Bil Mil Thou
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than \$25,000 and exceed 25% of the item)			
a.	BHTX		
	F658	F658	0 M.10.a.
b.	BHTX		
	F659	F659	0 M.10.b.
c.	BHTX		
	F660	F660	0 M.10.c.

Schedule HC-E - Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB	Bil Mil Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:				
a. Noninterest-bearing balances [2]		2210	88,002	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts		3187	37,221	1.b.
c. Money market deposit accounts and other savings accounts		2389	177,039	1.c.
d. Time deposits of less than \$100,000		6648	157,967	1.d.
e. Time deposits of \$100,000 or more		2604	153,551	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:				
		BHOD		
a. Noninterest-bearing balances [2]		3189	0	2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts		3187	0	2.b.
c. Money market deposit accounts and other savings accounts		2389	0	2.c.
d. Time deposits of less than \$100,000		6648	0	2.d.
e. Time deposits of \$100,000 or more		2604	0	2.e.

Memoranda

Dollar Amounts in Thousands		BHDM	Bil Mil Thou	
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less		A243	0	M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year		A164	0	M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less		A242	106,287	M.3.
		BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less		A245	0	M.4.

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

Schedule HC-F - Other Assets

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Accrued interest receivable [1]		B556	2,989	1.
2. Net deferred tax assets [2]		2148	24,016	2.
3. Interest-only strips receivable (not in the form of a security) [3] on:				
a. Mortgage loans		A519	0	3.a.
b. Other financial assets		A520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values [4]		1752	762	4.
5. Life insurance assets:				
a. General account life insurance assets		K201	0	5.a.
b. Separate account life insurance assets		K202	0	5.b.
c. Hybrid account life insurance assets		K270	0	5.c.
6. Other		2168	1,667	6.
		BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)		2160	29,434	7.

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

Schedule HC-G - Other Liabilities

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Not applicable				
2. Net deferred tax liabilities [1]		3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures		B557	0	3.
4. Other		B984	4,806	4.
		BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)		2750	4,806	5.

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

Schedule HC-H - Interest Sensitivity¹

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Earning assets that are repriceable within one year or mature within one year		3197	184,163	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a(2) and 13.b(2) on Schedule HC, Balance Sheet		3296	223,290	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet		3298	0	3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)		3408	0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year		3409	0	5.

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

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

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

I. Property and Casualty Underwriting

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
Assets				
1. Reinsurance recoverables		B988	0	1.
2. Total assets		C244	0	2.
Liabilities				
3. Claims and claims adjustment expense reserves		B990	0	3.
4. Unearned premiums		B991	0	4.
5. Total equity		C245	0	5.
6. Net income		C246	0	6.

II. Life and Health Underwriting

		BHCK	Bil Mil Thou	
Assets				
1. Reinsurance recoverables		C247	0	1.
2. Separate account assets		B992	0	2.
3. Total assets		C248	0	3.
Liabilities				
4. Policyholder benefits and contractholder funds		B994	0	4.
5. Separate account liabilities		B996	0	5.
6. Total equity		C249	0	6.
7. Net income		C250	0	7.

Schedule HC-K - Quarterly Averages

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
Assets				
1. Securities:				
a. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)		B558	175,731	1.a.
b. Mortgage-backed securities		B559	129,945	1.b.
c. All other securities (included securities issued by states and political subdivisions in the U.S.)		B560	61,320	1.c.
2. Federal funds sold and securities purchased under agreements to resell		3365	0	2.
		BHDM		
3. a. Total loans and leases in domestic offices		3516	307,453	3.a.
(1) Loans secured by 1-4 family residential properties		3465	78,663	3.a.(1)
(2) All other loans secured by real estate		3466	209,571	3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers		3386	0	3.a.(3)
(4) Commercial and industrial loans		3387	21,726	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards		B561	0	3.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		B562	2,207	3.a.(5)(b)
		BHFN		
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs		3360	0	3.b.
		BHCK		
4. a. Trading assets		3401	0	4.a.
b. Other earning assets		B985	92,029	4.b.
5. Total consolidated assets		3368	790,399	5.
Liabilities				
6. Interest-bearing deposits (domestic) [1]		3517	523,427	6.
7. Interest-bearing deposits (foreign) [1]		3404	0	7.
8. Federal funds purchased and securities sold under agreements to repurchase		3353	31,596	8.
9. All other borrowed money		2635	0	9.
10. Not applicable.				
Equity Capital				
11. Total equity capital (excludes limited-life preferred stock)		3519	127,916	11.

1. Includes interest-bearing demand deposits.

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

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands			BHCK	Bil Mil Thou	
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1-4 family residential properties, e.g., home equity lines			3814	4,422	1.a.
b. (1) Unused consumer credit card lines			J455	0	1.b.(1)
(2) Other unused credit card lines			J456	0	1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))			3816	10,401	1.c.(1)
(a) 1-4 family residential construction loan commitments			F164	0	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments			F165	10,401	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate			6550	0	1.c.(2)
d. Securities underwriting			3817	0	1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans			J457	3,693	1.e.(1)
(2) Loans to financial institutions			J458	0	1.e.(2)
(3) All other unused commitments			J459	840	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees			6566	376	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			3820	N/A	2.a.
3. Performance standby letters of credit and foreign office guarantees			6570	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			3822	N/A	3.a.
4. Commercial and similar letters of credit			3411	0	4.
5. Not applicable					
6. Securities lent			3433	0	6.

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

c. Notional amounts by regulatory capital treatment:		BHCK	Bil Mil Thou	
(1) Positions covered under the Market Risk Rule:				
(a) Sold protection		G401	0	7.c.(1)(a)
(b) Purchased protection		G402	0	7.c.(1)(b)
(2) All other positions:				
(a) Sold protection		G403	0	7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes		G404	0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes		G405	0	7.c.(2)(c)

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

Schedule HC-L - Continued

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands		Remaining Maturity Of:						
		(Column A) One year or less		(Column B) Over One Year Through Five Years		(Column B) Over Five Years		
		BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
7. d. Notional amounts by remaining maturity:								
(1) Sold credit protection:								
(a) Investment grade		G406	0	G407	0	G408	0	7.d.(1)(a)
(b) Subinvestment grade		G409	0	G410	0	G411	0	7.d.(1)(b)
(2) Purchased credit Prot:								
(a) Investment grade		G412	0	G413	0	G414	0	7.d.(2)(a)
(b) Subinvestment grade		G415	0	G416	0	G417	0	7.d.(2)(b)
8. Spot foreign exchange contracts						BHCK	Bil Mil Thou	
						8765	0	8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of schedule HC, item 27.a, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)								
						3430	0	9.
a. Securities borrowed						3432	0	9.a.
b. Commitments to purchase when-issued securities						3434	0	9.b.
c. Commitments to sell when-issued securities						3435	0	9.c.
d.	TEXT 6561					6561	0	9.d.
e.	TEXT 6562					6562	0	9.e.
f.	TEXT 6568					6568	0	9.f.
g.	TEXT 6586					6586	0	9.g.
10. Not applicable.								

Schedule HC-L - Continued

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

Schedule HC-L - Continued

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

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

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Total number of holding company common shares outstanding	NUMBER (UNROUNDED)			1.
	3459 14,416,198			
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries		6555	0	2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries		6556	0	3.
4. Other assets acquired in satisfaction of debts previously contracted		6557	0	4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC		A288	0	5.
6. Assets covered by loss-sharing agreements with the FDIC:				
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):				
(1) Loans secured by real estate in domestic offices:				
(a) Construction, land development, and other land loans:		BHDM		
(1) 1-4 family residential construction loans		K169	0	6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans		K170	0	6.a.(1)(a)(2)
(b) Secured by farmland		K171	0	6.a.(1)(b)
(c) Secured by 1-4 family residential properties:				
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		K172	0	6.a.(1)(c)(1)
(2) Closed-end loans secured by 1-4 family residential properties:				
(a) Secured by first liens		K173	0	6.a.(1)(c)(2)(a)
(b) Secured by junior liens		K174	0	6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties		K175	0	6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties		K176	0	6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties		K177	0	6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers		BHCK		
(3) Commercial and industrial loans		K178	0	6.a.(2)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):		K179	0	6.a.(3)
(a) Credit cards				
(b) Automobile Loans		K180	0	6.a.(4)(a)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)		K181	0	6.a.(4)(b)
(5) All other loans and leases				
(a) Credit cards		K182	0	6.a.(4)(c)
(b) Automobile Loans		K183	0	6.a.(5)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)				
(d) Lease financing receivables				
(e) All other loans and leases				
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(274) All other loans and leases				

Schedule HC-M - Continued

Dollar Amounts in Thousands		BHFN	Bil Mil Thou	
6. b. (6) In foreign offices _____		K260	0	6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements _____		BHCK		
		K192	0	6.b.(7)
c. Debt securities (included in Schedule HC, items 2.a and 2.b) _____		J461	0	6.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets) _____		J462	0	6.d.
7. Captive insurance and reinsurance subsidiaries:				
a. Total assets of captive insurance subsidiaries [1] _____		K193	0	7.a.
b. Total assets of captive reinsurance subsidiaries[1] _____		K194	0	7.b.
8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "YES" or "NO") _____		BHCK	YES / NO	
		C251	NO	8.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "YES" or "NO") _____		BHCK	YES / NO	
		6689	NO	9.
10. Not applicable				
11. Have all changes in investments and activities been reported to the Federal Reserve on the Holding Company Report of Changes in Organizational Structure (FRY-10)? holding companies must not leave blank or enter "N/A." The holding company must enter "YES" even if there are no changes to report; or enter "NO". If the answer to this question is no, complete the FRY-10. _____		BHCK	YES / NO	
		6416	YES	11.

TEXT	
6428	David W. Lukens
	ame of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)
	(212) 802-1050
	Area Code / Phone Number (TEXT 9009)

		BHCK	Bil Mil Thou	
12. Intangible assets other than goodwill:				
a. Mortgage servicing assets _____		3164	180	12.a.
(1) Estimated fair value of mortgage servicing assets _____	6438	180		12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets _____		B026	0	12.b.
c. All other identifiable intangible assets _____		5507	0	12.c.
		BHCT		
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) _____		0426	180	12.d.
13. Other real estate owned _____		2150	0	13.
14. Other borrowed money:		BHCK		
a. Commercial paper _____		2309	0	14.a.
b. Other borrowed money with a remaining maturity of one year or less _____		2332	0	14.b.
c. Other borrowed money with a remaining maturity of more than one year _____		2333	0	14.c.
		BHCT		
d. Total (sum of items 14.a., 14.b. and 14.c) (must equal Schedule HC, item 16) _____		3190	0	14.d.
15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "YES" or "NO") _____		BHCK	YES / NO	
		B569	NO	15.
		BHCK	Bil Mil Thou	
16. Assets under management in proprietary mutual funds and annuities _____		B570	0	16.

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

Schedule HC-M - Continued

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

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

BHCK	YES / NO
C161	NO

17.

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

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

BHCK	YES / NO
C159	N/A

18.

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

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

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

19. a. Has the holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "YES" or "NO")_____

BHCK	YES / NO
C700	NO

19.a.

- b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "YES" or "NO")_____

BHCK	YES / NO
C701	NO

19.b.

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

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:				
a. Net Assets		C252	0	20.a.
b. Balances due from related institutions:				
1. Due from the holding company (parent company only), gross		4832	0	20.b.(1)
2. Due from subsidiary banks of the holding company, gross		4833	0	20.b.(2)
3. Due from nonbank subsidiaries of the holding company, gross		4834	0	20.b.(3)
c. Balances due to related institutions:				
1. Due to holding company (parent company only), gross		5041	0	20.c.(1)
2. Due to subsidiary banks of the holding company, gross		5043	0	20.c.(2)
3. Due to nonbank subsidiaries of the holding company, gross		5045	0	20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors		5047	0	20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B))[1]		C253	0	21.

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

Schedule HC-M - Continued

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

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

TEXT C497	
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22.

Dollar Amounts in Thousands

Memoranda items 23 and 24 are to be completed by all holding companies.		BHCK	Bil Mil Thou
23. Secured liabilities:			
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)		F064	0
23.a.			
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)		F065	0
23.b.			
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:			
a. Senior perpetual preferred stock or similar items		G234	0
24.a.			
b. Warrants to purchase common stock or similar items		G235	0
24.b.			

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. Loans secured by real estate:							
a. Construction, land develop- ment, and other land loans in domestic offices:							
(1) 1-4 family residential construction loans	F172	0	F174	0	F176	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	0	F175	0	F177	0	1.a.(2)
b. Secured by farmland in domestic offices	3493	0	3494	0	3495	0	1.b.
c. Secured by 1-4 family residen- tial properties in domestic offices:							
(1) Revolving, open-end loans secured by 1-4 family resi- dential properties and exten- ded under lines of credit	5398	0	5399	0	5400	0	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C236	264	C237	0	C229	889	1.c.(2)(a)
(b) Secured by junior liens	C238	0	C239	0	C230	19	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	0	3500	0	3501	0	1.d.
e. Secured by nonfarm non- residential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm non- residential properties	F178	0	F180	0	F182	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	7,027	F181	0	F183	0	1.e.(2)
f. In foreign offices	B572	0	B573	0	B574	0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. U.S. banks and other U.S. depository institutions	5377	0	5378	0	5379	0	2.a.
b. Foreign banks	5380	0	5381	0	5382	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594	0	1597	0	1583	0	3.
4. Commercial and industrial loans	1606	0	1607	0	1608	0	4.

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

Schedule HC-N

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
5. Loans to individuals for house- hold, family, and other personal expenditures:							
a. Credit cards	B575	0	B576	0	B577	0	5.a.
b. Automobile loans	K213	0	K214	0	K215	0	5.b.
c. Other consumer loans (includes single pay- ment, installment, all student loans, and revolving credit plans other than credit cards)							
	K216	1	K217	0	K218	0	5.c.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	0	5460	0	5461	0	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F166	0	F167	0	F168	0	8.a.
b. All other leases	F169	0	F170	0	F171	0	8.b.

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

Schedule HC-N - Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)_____	3505	0	3506	0	3507	0	9.
10. TOTAL (sum of items 1 through 9)_____	5524	7,292	5525	0	5526	908	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)_____	K036	0	K037	0	K038	0	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above _____	K039	0	K040	0	K041	0	11.a.
b. Rebooked "GNMA loans" that have been repur- chased or are eligible for repurchase included in item 11 above _____	K042	0	K043	0	K044	0	11.b.
12. Loans and leases reported in items 1 through 8 above which are covered by sharing agreements with the loss- FDIC:							
a. Loans secured by real estate in domestic offices:							
(1) Construction, land development, and other land loans:							
(a) 1-4 family residential construction loans_____	BHDM K045	0	BHDM K046	0	BHDM K047	0	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans _____	K048	0	K049	0	K050	0	12.a.(1)(b)
(2) Secured by farmland_____	K051	0	K052	0	K053	0	12.a.(2)

Schedule HC-N - Continued

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

Schedule HC-N - Continued

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

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

Schedule HC-N - Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHDM	Bil Mil Thou	BHDM	Bil Mil Thou	BHDM	Bil Mil Thou	
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans	K105	0	K106	0	K107	0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K108	0	K109	0	K110	0	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	BHCK		BHCK		BHCK		
	F661	0	F662	0	F663	797	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM		BHDM		BHDM		
	K111	0	K112	0	K113	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114	0	K115	0	K116	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117	0	K118	0	K119	0	M.1.d.(2)

Schedule HC-N - Continued

Memoranda - Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. e. Commercial and industrial loans:							
(1) To U.S. addressees (domicile)	K120	0	K121	0	K122	0	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K123	0	K124	0	K125	0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	K126	0	K127	0	K128	0	M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>							
(1) Loans secured by farmland in domestic offices	BHDM		BHDM		BHDM		
	K130	0	K131	0	K132	0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCK		BHCK		BHCK		
	K134	0	K135	0	K136	0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers	K138	0	K139	0	K140	0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K274	0	K275	0	K276	0	M.1.f.(4)(a)

Schedule HC-N - Continued

Memoranda - Continued

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

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

Schedule HC-N - Continued

Memoranda - Continued

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

Dollar Amounts in Thousands	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
6. Derivative contracts:					
Fair value of amounts carried as assets	3529	N/A	3530	N/A	M.6.

Dollar Amounts in Thousands	BHCK	Bil Mil Thou	
7. Additions to nonaccrual assets during the quarter	C410	30	M.7.
8. Nonaccrual assets sold during the quarter	C411	0	M.8.

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

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

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

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: [2]				
a. Closed-end first liens	F066		0	1.a.
b. Closed-end Junior liens	F067		0	1.b.
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit	F670		0	1.c.(1)
(2) Principal amount funded under the lines of credit	F671		0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: [2]				
	BHCK			
a. Closed-end first liens	F068		0	2.a.
b. Closed-end Junior liens	F069		0	2.b.
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit	F672		0	2.c.(1)
(2) Principal amount funded under the lines of credit	F673		0	2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:				
	BHCK			
a. Closed-end first liens	F070		0	3.a.
b. Closed-end Junior liens	F071		0	3.b.
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit	F674		0	3.c.(1)
(2) Principal amount funded under the lines of credit	F675		0	3.c.(2)
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):				
	BHCK			
a. Closed-end first liens	F072		0	4.a.
b. Closed-end Junior liens	F073		0	4.b.
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit	F676		0	4.c.(1)
(2) Principal amount funded under the lines of credit	F677		0	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i):				
	BHCK			
a. Closed-end 1-4 family residential mortgage loans	F184		0	5.a.
	BHDM			
b. Open-end 1-4 family residential mortgage loans extended under lines of credit	F560		0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:				
a. Closed-end first liens	F678		0	6.a.
b. Closed-end junior liens	F679		0	6.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit	F680		0	6.c.(1)
(2) Principal amount funded under the lines of credit	F681		0	6.c.(2)
7. Representation and warranty reserves for 1–4 family residential mortgage loans sold:				
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	BHCK			
	L191		0	7.a.
b. For representations and warranties made to other parties	L192		0	7.b.
c. Total representations and warranty reserves (sum of item 7.a and 7.b)	M288		0	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 - Assets and Liabilities Measured at Fair Value on a Recurring Basis

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

	(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Assets	BHCY 1773	BHCK G474	BHCK G475	BHCK G476	BHCK G477	
1. Available-for-sale securities	334,372	0	33,230	258,518	42,624	1.
2. Federal funds sold and securities purchased under agreements to resell	0	0	0	0	0	2.
3. Loans and leases held for sale	0	0	0	0	0	3.
4. Loans and leases held for investment	9,906	0	0	0	9,906	4.
5. Trading assets:	BHCT 3543	BHCK G493	BHCK G494	BHCK G495	BHCK G496	
a. Derivative assets	0	0	0	0	0	5.a.
b. Other trading assets	0	0	0	0	0	5.b.
1. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b above)	BHCK F240	BHCK F684	BHCK F692	BHCK F241	BHCK F242	5.b.(1)
	0	0	0	0	0	
6. All other assets	BHCK G391	BHCK G392	BHCK G395	BHCK G396	BHCK G804	6.
	0	0	0	0	0	
7. Total assets measured at fair value on a recurring basis	344,278	0	33,230	258,518	52,530	7.
Liabilities	BHCK F252	BHCK F686	BHCK F694	BHCK F253	BHCK F254	
8. Deposits	0	0	0	0	0	8.
9. Federal funds purchased and securities sold under agreements to repurchase	BHCK G507	BHCK G508	BHCK G509	BHCK G510	BHCK G511	9.
	0	0	0	0	0	
10. Trading liabilities:	BHCT 3547	BHCK G512	BHCK G513	BHCK G514	BHCK G515	
a. Derivative liabilities	0	0	0	0	0	10.a.
b. Other trading liabilities	BHCK G516	BHCK G517	BHCK G518	BHCK G519	BHCK G520	10.b.
	0	0	0	0	0	
11. Other borrowed money	BHCK G521	BHCK G522	BHCK G523	BHCK G524	BHCK G525	11.
	0	0	0	0	0	
12. Subordinated notes and debentures	BHCK G526	BHCK G527	BHCK G528	BHCK G529	BHCK G530	12.
	0	0	0	0	0	
13. All other liabilities	BHCK G805	BHCK G806	BHCK G807	BHCK G808	BHCK G809	13.
	0	0	0	0	0	
14. Total liabilities measured at fair value on a recurring basis	BHCK G531	BHCK G532	BHCK G533	BHCK G534	BHCK G535	14.
	0	0	0	0	0	

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	
		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):							
a. Mortgage servicing rights		BHCK G536	BHCK G537	BHCK G538	BHCK G539	BHCK G540	
		0	0	0	0	0	M.1.a.
b. Nontrading derivative assets		BHCK G541	BHCK G542	BHCK G543	BHCK G544	BHCK G545	
		0	0	0	0	0	M.1.b.
c.	BHTX G546	BHCK G546	BHCK G547	BHCK G548	BHCK G549	BHCK G550	M.1.c.
		0	0	0	0	0	
d.	BHTX G551	BHCK G551	BHCK G552	BHCK G553	BHCK G554	BHCK G555	M.1.d.
		0	0	0	0	0	
e.	BHTX G556	BHCK G556	BHCK G557	BHCK G558	BHCK G559	BHCK G560	M.1.e.
		0	0	0	0	0	
f.	BHTX G561	BHCK G561	BHCK G562	BHCK G563	BHCK G564	BHCK G565	M.1.f.
		0	0	0	0	0	
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):							
a. Loan commitments (not accounted for as derivatives)		BHCK F261	BHCK F689	BHCK F697	BHCK F262	BHCK F263	
		0	0	0	0	0	M.2.a.
b. Nontrading derivative liabilities		BHCK G566	BHCK G567	BHCK G568	BHCK G569	BHCK G570	
		0	0	0	0	0	M.2.b.
c.	BHTX G571	BHCK G571	BHCK G572	BHCK G573	BHCK G574	BHCK G575	M.2.c.
		0	0	0	0	0	
d.	BHTX G576	BHCK G576	BHCK G577	BHCK G578	BHCK G579	BHCK G580	M.2.d.
		0	0	0	0	0	
e.	BHTX G581	BHCK G581	BHCK G582	BHCK G583	BHCK G584	BHCK G585	M.2.e.
		0	0	0	0	0	
f.	BHTX G586	BHCK G586	BHCK G587	BHCK G588	BHCK G589	BHCK G590	M.2.f.
		0	0	0	0	0	

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Schedule HC-R - Regulatory Capital

This schedule is to be submitted on a consolidated basis.

	Dollar Amounts in Thousands		
	BHCX	Bil Mil Thou	
Tier 1 capital			
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210	124,458	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities [1] (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK		
	8434	-9,354	2.
3. LESS: Net unrealized loss on available-for-sale equity securities [1] (Report loss as a positive value)	A221	53	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 as a positive value; if a loss, report as a negative value)	4336	0	4.
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214	0	6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) [2]	G215	0	6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216	0	6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	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)	F264	0	7.b.
8. Subtotal (sum of items 1, 6.a., 6.b, and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227	133,759	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	0	9.a.
b. LESS: Disallowed deferred tax assets	5610	9,742	9.b.
10. Other additions to (deductions from) Tier 1 capital	B592	0	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	124,017	11.
Tier 2 capital			
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements [2] (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217	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	G218	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	4,760	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	0	15.
16. Other Tier 2 capital components	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311	4,760	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	4,760	18.

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

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
19. Not applicable				
20. LESS: Deductions for total risk-based capital		B595	0	20.
21. Total risk-based capital (sum of items 11 and 18, less item 20)		3792	128,777	21.
Total assets for leverage ratio				
		BHCT		
22. Average total assets (from Schedule HC-K, item 5)		3368	790,399	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)		B590	0	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)		B591	0	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)		5610	9,742	25.
		BHCK		
26. LESS: Other deductions from assets for leverage capital purposes		B596	0	26.
27. Average total assets for leverage capital purposes (item 22 less item 23 through 26)		A224	780,657	27.
28.-30. Not applicable				
Capital ratios				
		BHCK	Percentage	
31. Tier 1 leverage ratio (item 11 divided by item 27)		7204	15.89%	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)		7206	32.83%	32.
33. Total risk-based capital ratio (item 21 divided by item 62)		7205	34.09%	33.

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 64 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent of derivatives).

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

Schedule HC-R - Continued

	(Column A) Face Value of Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount [1]	(Column C)	(Column D)	(Column E)	(Column F)		
				Allocated by Risk Weight Category					
				0%	20%	50%	100%		
Dollar Amounts in Thousands	Bil Mil Thou		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou		
Derivatives and Off-Balance Sheet Items									
	BHCK B546	Note [2]	BHCE	BHC0	BHC2	BHC5	BHC9		
44. Financial standby letters of credit	376	1.000	376	376	0	0	0	44.	
	BHCT 6570								
45. Performance standby letters of credit	0	.50	0	0	0	0	0	45.	
	BHCT 3411								
46. Commercial and similar letters of credit	0	.20	0	0	0	0	0	46.	
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429								
	0	1.00	0	0	0		0	47.	
	bhct 3433								
48. Securities lent	0	1.00	0	0	0	0	0	48.	
49. Retained recourse on small business obligations sold with recourse	BHCT A250								
	0	1.00	0	0	0	0	0	49.	
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement									
	BHCK B541	Note [3]							
	0	12.500	0				0	50.	
	BHCK B675								
51. All other financial assets sold with recourse	0	1.00	0	0	0	0	0	51.	
	BHCK B681								
52. All other off-balance sheet liabilities	0	1.00	0	0	0	0	0	52.	
53. Unused commitments:									
a. With an original maturity exceeding one year	BHCK 6572								
	14,471	.50	7,236	0	0	0	7,236	53.a.	
b. With an original maturity of one year or less to asset-backed commercial paper conduits	BHCK G591								
	0	.10	0	0	0	0	0	53.b.	
54. Derivative contracts			BHCE A167						
			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 12.50 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-specific factor.

Schedule HC-R - Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
	Allocated by Risk Weight Category				
	0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	BHCK B696	BHCK B697	BHCK B698	BHCK B699	55.
	240,973	154,322	100,495	299,656	
56. Risk weight factor	*0%	*20%	*50%	*100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	BHCK B700	BHCK B701	BHCK B702	BHCK B703	
	0	30,864	50,248	299,656	57.
58. Market risk equivalent assets				BHCK 1651	
				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)				BHCK B704	
				380,768	59.
60. LESS: Excess allowance for loan and lease losses				BHCK A222	
				3,026	60.
61. LESS: Allocated transfer risk reserve				BHCK 3128	
				0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)				BHCK A223	
				377,742	62.

Schedule HC-R - Continued

Memoranda

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

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

Schedule HC-R - Continued

Memoranda - Continued

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

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

Schedule HC-S - Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in HC-B)		BHCK B761	BHCK B762			BHCK B763	
		0	0			0	
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502	
		0	0			0	
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due		BHCK B764	BHCK B765			BHCK B766	
		0	0			0	
b. 90 days or more past due		BHCK B767	BHCK B768			BHCK B769	
		0	0			0	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							
a. Charge-offs		BHCK B770	BHCK B771			BHCK B772	
		0	0			0	
b. Recoveries		BHCK B773	BHCK B774			BHCK B775	
		0	0			0	
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements							
		BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781
		0	0	0	0	0	0
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures							
		BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788
		0	0	0	0	0	0
Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized							
		BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795
		0	0	0	0	0	0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11							
		BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802
		0	0	0	0	0	0

Schedule HC-S - Continued

Memoranda

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
a. Outstanding principal balance		A249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date		A250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):				
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements		B804	0	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements		B805	242	M.2.b.
c. Other financial assets [1]		A591	0	M.2.c.
d. 1-4 family residential mortgages serviced for other that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)		F699	0	M.2.d.
3. Asset-backed commercial paper conduits:				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company		B806	0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions		B807	0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:				
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company		B808	0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions		B809	0	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) [2]		C407	0	M.4.

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

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

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Schedule HC-V—Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles		(Column B) ABCP Conduits		(Column C) Other VIEs		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:							
a. Cash and balances due from depository institutions _____	J981	0	J982	0	J983	0	1.a.
b. Held-to-maturity securities _____	J984	0	J985	0	J986	0	1.b.
c. Available-for-sale securities _____	J987	0	J988	0	J989	0	1.c.
d. Securities purchased under agreements to resell _____	J990	0	J991	0	J992	0	1.d.
e. Loans and leases held for sale _____	J993	0	J994	0	J995	0	1.e.
f. Loans and leases, net of unearned income _____	J996	0	J997	0	J998	0	1.f.
g. Less: Allowance for loan and lease losses _____	J999	0	K001	0	K002	0	1.g.
h. Trading assets (other than derivatives) _____	K003	0	K004	0	K005	0	1.h.
i. Derivative trading assets _____	K006	0	K007	0	K008	0	1.i.
j. Other real estate owned _____	K009	0	K010	0	K011	0	1.j.
k. Other assets _____	K012	0	K013	0	K014	0	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:							
a. Securities sold under agreements to repurchase _____	K015	0	K016	0	K017	0	2.a.
b. Derivative trading liabilities _____	K018	0	K019	0	K020	0	2.b.
c. Commercial paper _____	K021	0	K022	0	K023	0	2.c.
d. Other borrowed money (exclude commercial paper) _____	K024	0	K025	0	K026	0	2.d.
e. Other liabilities _____	K027	0	K028	0	K029	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above) _____	K030	0	K031	0	K032	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above) _____	K033	0	K034	0	K035	0	4.

Notes to the Balance Sheet-Predecessor Financial Items

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

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

Notes to the Balance Sheet-Other

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

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

Example

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

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

Notes to the Balance Sheet (Other)

Dollar Amounts in Thousands		BHCK	Bil Mil Thou	
1.	Outstanding issuances of perpetual preferred stock associated with the the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included inSchedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)	K141	0	1.
2.	5357			
		5357	0	2.
3.	5358			
		5358	0	3.
4.	5359			
		5359	0	4.
5.	5360			
		5360	0	5.
6.	B027			
		B027	0	6.

Notes to the Balance Sheet-Other - Continued

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