

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

RSSD ID: 3212091



# Consolidated Financial Statements for Bank 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 CFR 225.5(b)).

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

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

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

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

Date of Report:

**December 31, 2008**

Month / Date / Year (BHCK 9999)

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

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

NEW YORK PRIVATE BANK & TRUST CORPORATION

Legal Title of Bank Holding Company (TEXT 9010)

5 EAST 42ND STREET

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

NEW YORK NY 10017

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

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

Person to whom questions about this report should be directed:

<i>For Federal Reserve Bank Use Only</i>		
RSSD ID	_____	
C.I.	_____	S.F. _____

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

**Report of Income for Bank Holding Companies**  
**Report all Schedules of the Report of Income on a calendar year-to-date basis.**

For Federal Reserve Bank Use Only	
RSSD Number	_____
	S.F. ____

**RSSD ID:**  
3212091

**Schedule HI—Consolidated Income Statement**

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) <b>Loans secured by 1–4 family residential properties</b> .....	4435		238489	1.a.(1)(a)
(b) <b>All other loans secured by real estate</b> .....	4436		129396	1.a.(1)(b)
(c) <b>All other loans</b> .....	F821		90864	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		4717	1.b.
c. Interest income on balances due from depository institutions <sup>1</sup> .....	4115		6598	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		940	1.d.(1)
(2) Mortgage-backed securities .....	B489		92548	1.d.(2)
(3) All other securities .....	4060		134724	1.d.(3)
e. Interest income from trading assets .....	4069		100	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell .....	4020		35817	1.f.
g. Other interest income .....	4518		6611	1.g.
h. Total interest income (sum of items 1.a through 1.g) .....	4107		740804	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more .....	A517		12078	2.a.(1)(a)
(b) Time deposits of less than \$100,000 .....	A518		49151	2.a.(1)(b)
(c) Other deposits .....	6761		254577	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		24	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures) .....	4185		78975	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities .....	4397		0	2.d.
e. Other interest expense .....	4398		15715	2.e.
f. Total interest expense (sum of items 2.a through 2.e) .....	4073		410520	2.f.
3. Net interest income (item 1.h minus item 2.f) .....	4074		330284	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) .....	4230		47000	4.
5. Noninterest income:				
a. Income from fiduciary activities .....	4070		356	5.a.
b. Service charges on deposit accounts in domestic offices .....	4483		3285	5.b.
c. Trading revenue <sup>2</sup> .....	A220		5079	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		1700	5.d.(5)
e. Venture capital revenue .....	B491		76886	5.e.
f. Net servicing fees .....	B492		-57	5.f.
g. Net securitization income .....	B493		0	5.g.
h. Not applicable				
i. Net gains (losses) on sales of loans and leases .....	8560		409	5.i.
j. Net gains (losses) on sales of other real estate owned .....	8561		938	5.j.
k. Net gains (losses) on sales of other assets (excluding securities) .....	B496		759	5.k.
l. Other noninterest income <sup>3</sup> .....	B497		-13184	5.l.
m. Total noninterest income (sum of items 5.a through 5.l) .....	4079		76171	5.m.

1. Includes interest income on time certificates of deposit not held for trading.  
2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.  
3. See Schedule HI, memoranda item 6.

**Schedule HI—Continued**

	Dollar Amounts in Thousands			
	BHCK			
6. a. Realized gains (losses) on held-to-maturity securities .....	3521		0	6.a.
b. Realized gains (losses) on available-for-sale securities.....	3196		-467008	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits .....	4135		114974	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest) .....	4217		31160	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 <sup>4</sup> .....	4092		77674	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d) .....	4093		223808	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		-331361	8.
9. Applicable income taxes (foreign and domestic).....	4302		-77337	9.
10. Minority interest.....	4484		-659	10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10).....	4300		-253365	11.
12. Extraordinary items, net of applicable taxes and minority interest <sup>5</sup> .....	4320		0	12.
13. Net income (loss) (sum of items 11 and 12).....	4340		-253365	13.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

**MEMORANDA**

	Dollar Amounts in Thousands			
	BHCK			
1. Net interest income (item 3 above) on a fully taxable equivalent basis .....	4519		374819	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis .....	4592		-311032	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		13292	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number) .....	BHCK	Number		
	4150		1187	M.5.
6. Other noninterest income (from Schedule HI, item 5.I, above) ( <b>only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.I</b> ):				
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		486	M.6.c.
d. Rent and other income from other real estate owned .....	4042		0	M.6.d.
e. Safe deposit box rent .....	C015		758	M.6.e.
f. <b>Net change in the fair values of financial instruments accounted for under a fair value option</b> .....	F229		-35778	M.6.f.
g. <b>Bank card and credit card interchange fees</b> .....	F555		0	M.6.g.
h. TEXT 8562	8562		0	M.6.h.
i. TEXT 8563	8563		0	M.6.i.
j. TEXT 8564	8564		0	M.6.j.

**Schedule HI—Continued**

MEMORANDA (continued)

		Dollar Amounts in Thousands				BHCK			
7. Other noninterest expense (from Schedule HI, item 7.d, above) <b>(only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):</b>									
a.	Data processing expenses .....	C017						6501	M.7.a.
b.	Advertising and marketing expenses .....	0497						6793	M.7.b.
c.	Directors' fees .....	4136						0	M.7.c.
d.	Printing, stationery, and supplies.....	C018						0	M.7.d.
e.	Postage .....	8403						0	M.7.e.
f.	Legal fees and expenses .....	4141						12254	M.7.f.
g.	FDIC deposit insurance assessments.....	4146						4991	M.7.g.
h.	<b>Accounting and auditing expenses</b> .....	F556						0	M.7.h.
i.	<b>Consulting and advisory expenses</b> .....	F557						8506	M.7.i.
j.	<b>Automated teller machine (ATM) and interchange expenses</b> .....	F558						0	M.7.j.
k.	<b>Telecommunications expenses</b> .....	F559						0	M.7.k.
l.	TEXT 8565	8565						0	M.7.l.
m.	TEXT 8566	8566						0	M.7.m.
n.	TEXT 8567	8567						0	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (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.) <b>(To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):</b>									
a.	Interest rate exposures.....	8757						1179	M.9.a.
b.	Foreign exchange exposures.....	8758						0	M.9.b.
c.	Equity security and index exposures.....	8759						3900	M.9.c.
d.	Commodity and other exposures .....	8760						0	M.9.d.
e.	Credit exposures .....	F186						0	M.9.e.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:									
a.	Net gains (losses) on credit derivatives held for trading.....	C889						0	M.10.a.
b.	Net gains (losses) on credit derivatives held for purposes other than trading.....	C890						0	M.10.b.
11.	Credit losses on derivatives (see instructions).....	A251						0	M.11.
12. a.	Income from the sale and servicing of mutual funds and annuities (in domestic offices) .	8431						1061	M.12.a.
b.	(1) Premiums on insurance related to the extension of credit .....	C242						0	M.12.b.(1)
	(2) All other insurance premiums .....	C243						0	M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities .....	B983						0	M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? <b>(Enter "1" for yes; enter "0" for no)</b> .....									
		BHCK							
		A530						0	M.13.

## Schedule HI—Continued

MEMORANDA (continued)

		Dollar Amounts in Thousands			
		BHCK			
<i>Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.</i>					
14.	<b>Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:</b>				
a.	<b>Net gains (losses) on assets</b> .....	F551		-35778	M.14.a.
(1)	<b>Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk</b> .....	F552		0	M.14.a.(1)
b.	<b>Net gains (losses) on liabilities</b> .....	F553		81	M.14.b.
(1)	<b>Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk</b> .....	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		6728	M.15.

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

		Year-to-date			
		BHCK			
16.	Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a)).....	F228		0	M.16.

## Schedule HI-A—Changes in Equity Capital

		Dollar Amounts in Thousands			
		BHCK			
1.	Equity capital <b>most recently reported</b> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income).....	3217		640727	1.
2.	Restatements due to corrections of material accounting errors and changes in accounting principles <sup>1</sup> .....	B507		0	2.
3.	Balance end of previous calendar year as restated (sum of items 1 and 2).....	B508		640727	3.
4.	Net income (loss) (must equal Schedule HI, item 13).....	4340		-253365	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		7157	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		23200	11.
12.	Other comprehensive income <sup>2</sup> .....	B511		-135674	12.
13.	Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company.....	4591		0	13.
14.	Other adjustments to equity capital (not included above).....	3581		110000	14.
15.	Total 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 28 on Schedule HC, Balance Sheet).....	3210		345645	15.

1. Include the cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option, and describe separately in the Notes to the Income Statement—Other, item 1.

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

### Schedule HI-B—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 <sup>1</sup>			(Column B) Recoveries			
	BHCK			BHCK			
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) <b>1-4 family residential construction loans</b> .....	C891		0	C892		0	1.a.(1)
(2) <b>Other construction loans and all land development and other land loans</b> .....	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		2827	C217		60	1.c.(2)(a)
(b) Secured by junior liens .....	C235		0	C218		0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		0	3589		0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) <b>Loans secured by owner-occupied nonfarm nonresidential properties</b> .....	C895		0	C896		0	1.e.(1)
(2) <b>Loans secured by other nonfarm nonresidential properties</b> .....	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		0	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. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	B516		12	B517		1	5.b.
6. Loans to foreign governments and official institutions .....	4643		0	4627		0	6.
7. All other loans .....	4644		0	4628		0	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures.....	F185		0	F187		0	8.a.
b. All other leases.....	C880		0	F188		0	8.b.
9. Total (sum of items 1 through 8).....	4635		2839	4605		61	9.

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



**Schedule HI-B—Continued**

MEMORANDA

Dollar Amounts in Thousands	(Column A) Charge-offs <sup>1</sup>				(Column B) Recoveries				
	Calendar year-to-date								
	BHCK				BHCK				
1. Loans to finance commercial real estate, construction, and land development activities <b>(not secured by real estate)</b> 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) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Dollar Amounts in Thousands	Calendar year-to-date				
	BHCK				
	C388			0	
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses) .....				0	M.3.

Dollar Amounts in Thousands	Calendar year-to-date				
	BHCK				
II. Changes in allowance for loan and lease losses					
1. Balance <b>most recently reported</b> at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522			44358	1.
	bhct				
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....	4605			61	2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4).....	BHCK				
	C079			2839	3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account .....	5523			0	4.
	bhct				
5. Provision for loan and lease losses (must equal Schedule HI, item 4) .....	4230			47000	5.
	BHCK				
6. Adjustments (see instructions for this schedule).....	C233			0	6.
	bhct				
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) .....	3123			88580	7.

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

## Schedule HI-B—Continued

## MEMORANDA

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

## Notes to the Income Statement—Predecessor Financial Items

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

	Dollar Amount in Thousands			
	BHBC			
1. Total interest income .....	4107			1.
a. Interest income on loans and leases .....	4094			1.a.
b. Interest income on investment securities .....	4218			1.b.
2. Total interest expense .....	4073			2.
a. Interest expense on deposits .....	4421			2.a.
3. Net interest income .....	4074			3.
4. Provision for loan and lease losses .....	4230			4.
5. Total noninterest income .....	4079			5.
a. Income from fiduciary activities .....	4070			5.a.
b. Trading revenue .....	A220			5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490			5.c.
d. Venture capital revenue.....	B491			5.d.
e. Net securitization income .....	B493			5.e.
f. Insurance commissions and fees .....	B494			5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities .....	4091			6.
7. Total noninterest expense .....	4093			7.
a. Salaries and employee benefits .....	4135			7.a.
b. Goodwill impairment losses.....	C216			7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments.....	4301			8.
9. Applicable income taxes .....	4302			9.
10. Minority interest.....	4484			10.
11. Extraordinary items, net of applicable income taxes and minority interest .....	4320			11.
12. Net income (loss) .....	4340			12.
13. Cash dividends declared.....	4475			13.
14. Net charge-offs.....	6061			14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis .....	4519			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 bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

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

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

### Example

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

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

### Notes to the Income Statement—Other

TEXT	Dollar Amount in Thousands	BHCK			
1. Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option					
		F465			0
2. 5352					
		5352			0
3. 5353					
		5353			0
4. 5354					
		5354			0
5. 5355					
		5355			0
6. B042					
		B042			0
7. B043					
		B043			0
8. B044					
		B044			0
9. B045					
		B045			0
10. B046					
		B046			0

Notes to the Income Statement—Other, Continued

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

For Federal Reserve Bank Use Only	
C.I.	—

NEW YORK PRIVATE BANK &amp; TRUST CORPORATION

Name of Bank Holding Company

## Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20081231

### Schedule HC—Consolidated Balance Sheet

		Dollar Amounts in Thousands		BHCK			
<b>ASSETS</b>							
1.	Cash and balances due from depository institutions:						
a.	Noninterest-bearing balances and currency and coin <sup>1</sup> .....	0081				257621	1.a.
b.	Interest-bearing balances: <sup>2</sup>						
(1)	In U.S. offices.....	0395				1490559	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				0	2.a.
b.	Available-for-sale securities (from Schedule HC-B, column D).....	1773				4642754	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 <sup>3</sup> .....	BHCK	B989			13753	3.b.
4.	Loans and lease financing receivables:						
a.	Loans and leases held for sale.....		5369			2841	4.a.
b.	Loans and leases, net of unearned income .....	B528				7357131	4.b.
c.	LESS: Allowance for loan and lease losses .....	3123				88580	4.c.
d.	Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529				7268551	4.d.
5.	Trading assets (from Schedule HC-D) .....	3545				36716	5.
6.	Premises and fixed assets (including capitalized leases) .....	2145				122451	6.
7.	Other real estate owned (from Schedule HC-M).....	2150				29045	7.
8.	Investments in unconsolidated subsidiaries and associated companies .....	2130				0	8.
9.	Not applicable						
10.	Intangible assets:						
a.	Goodwill.....	3163				1980	10.a.
b.	Other intangible assets (from Schedule HC-M).....	0426				1525	10.b.
11.	Other assets (from Schedule HC-F).....	2160				876711	11.
12.	Total assets (sum of items 1 through 11) .....	2170				14744507	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			
<b>LIABILITIES</b>					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing <sup>1</sup> .....	6631			127026	13.a.(1)
(2) Interest-bearing .....	6636			11143149	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
(1) Noninterest-bearing .....	BHFN			0	13.b.(1)
(2) Interest-bearing .....	6636			0	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices <sup>2</sup> .....	BHDM	B993		0	14.a.
b. Securities sold under agreements to repurchase <sup>3</sup> .....	BHCK	B995		0	14.b.
15. Trading liabilities (from Schedule HC-D) .....		3548		13626	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) .....		3190		2723089	16.
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures <sup>4</sup> .....		4062		0	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities .....		C699		300599	19.b.
20. Other liabilities (from Schedule HC-G) .....		2750		66063	20.
21. Total liabilities (sum of items 13 through 20) .....		2948		14373552	21.
22. Minority interest in consolidated subsidiaries and similar items .....		3000		25310	22.
<b>EQUITY CAPITAL</b>					
23. Perpetual preferred stock and related surplus .....		3283		0	23.
24. Common stock (par value) .....		3230		0	24.
25. Surplus (exclude all surplus related to preferred stock) .....		3240		326162	25.
26. a. Retained earnings .....		3247		482971	26.a.
b. Accumulated other comprehensive income <sup>5</sup> .....		B530		-463488	26.b.
27. Other equity capital components <sup>6</sup> .....		A130		0	27.
28. Total equity capital (sum of items 23 through 27) .....		3210		345645	28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28) .....		3300		14744507	29.

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

	BHCK		
1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0" for no) .....	C884		1
M.1.			
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. <sup>7</sup>			

a. KPMG

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

(2) City (TEXT C708)  
NY 10154

(3) State Abbrev. (TEXT C714) (4) Zip Code (TEXT C715)

b.

(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

- Includes total demand deposits and noninterest-bearing time and savings deposits.
- Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."
- Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.
- Includes limited-life preferred stock and related surplus.
- Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
- Includes treasury stock and unearned Employee Stock Ownership Plan shares.
- 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				BHCK				BHCK				BHCK				
1. U.S. Treasury securities.....	0211			0	0213			0	1286			505	1287			505	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies <sup>1</sup> .....	1289			0	1290			0	1291			0	1293			0	2.a.
b. Issued by U.S. government- sponsored agencies <sup>2</sup> .....	1294			0	1295			0	1297			0	1298			0	2.b.
3. Securities issued by states and political subdivisions in the U.S.....	8496			0	8497			0	8498			33950	8499			33950	3.
4. Mortgage-backed securities (MBS)																	
a. Pass-through securities:																	
(1) Guaranteed by GNMA.....	1698			0	1699			0	1701			2466205	1702			2473756	4.a.(1)
(2) Issued by FNMA and FHLMC.....	1703			0	1705			0	1706			23575	1707			23414	4.a.(2)
(3) Other pass-through securities.....	1709			0	1710			0	1711			0	1713			0	4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	1714			0	1715			0	1716			0	1717			0	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	1718			0	1719			0	1731			0	1732			0	4.b.(2)
(3) All other mortgage-backed securities.....	1733			0	1734			0	1735			15606	1736			16469	4.b.(3)
5. Asset-backed securities (ABS).....	C026			0	C988			0	C989			0	C027			0	5.
6. Other debt securities:																	
a. Other domestic debt securities.....	1737			0	1738			0	1739			2000546	1741			1703536	6.a.
b. Foreign debt securities.....	1742			0	1743			0	1744			0	1746			0	6.b.

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.  
 2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Schedule HC-B—Continued

RSSD ID: 3212091

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 <sup>1</sup>		
	BHCK		BHCK		BHCK		BHCK		
7. Investments in mutual funds and other equity securities with readily determinable fair values .....					A510	724112	A511	391124	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b) .....	bhct						bhct		8.
	1754	0	1771	0	1772	5264499	1773	4642754	

MEMORANDA

Dollar Amounts in Thousands	BHCK			
1. Pledged securities <sup>1</sup> .....	0416		631389	M.1.
2. Remaining maturity or next repricing date of debt securities <sup>2,3</sup> (Schedule HC-B, items 1 through 6.b in columns A and D above):				
a. 1 year and less .....	0383		2966926	M.2.a.
b. Over 1 year to 5 years .....	0384		1199302	M.2.b.
c. Over 5 years .....	0387		78589	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer).....	1778		0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):				
a. Amortized cost .....	8782		0	M.4.a.
b. Fair value .....	8783		0	M.4.b.

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 <sup>1</sup>		
	BHCK		BHCK		BHCK		BHCK		
<b>Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.</b>									
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):									
a. Credit card receivables.....	B838	0	B839	0	B840	0	B841	0	M.5.a.
b. Home equity lines.....	B842	0	B843	0	B844	0	B845	0	M.5.b.
c. Automobile loans.....	B846	0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans.....	B850	0	B851	0	B852	0	B853	0	M.5.d.
e. Commercial and industrial loans .....	B854	0	B855	0	B856	0	B857	0	M.5.e.
f. Other .....	B858	0	B859	0	B860	0	B861	0	M.5.f.

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



### Schedule HC-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			BHDM			
1. Loans secured by real estate .....	1410		5772574				1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1–4 family residential construction loans .....				F158		9105	1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159		418714	1.a.(2)
b. Secured by farmland .....				BHDM			
c. Secured by 1–4 family residential properties:				1420		0	1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....							
(2) Closed-end loans secured by 1–4 family residential properties:							
(a) Secured by first liens .....				1797		3170	1.c.(1)
(b) Secured by junior liens .....				5367		3720293	1.c.(2)(a)
d. Secured by multifamily (5 or more) residential properties .....				5368		2	1.c.(2)(b)
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....				1460		726912	1.d.
(2) Loans secured by other nonfarm nonresidential properties .....				BHCK			
2. Loans to depository institutions and acceptances of other banks .....				F160		0	1.e.(1)
a. To U.S. banks and other U.S. depository institutions .....				F161		894378	1.e.(2)
b. To foreign banks .....				BHDM			
3. Loans to finance agricultural production and other loans to farmers .....				1288		0	2.
4. Commercial and industrial loans .....	1292		0				2.a.
a. To U.S. addressees (domicile) .....	1296		0				2.b.
b. To non-U.S. addressees (domicile) .....							
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .....				1590		0	3.
a. Credit cards .....				1766		918463	4.
b. Other revolving credit plans.....							
c. Other consumer loans (includes single payment, installment, and all student loans) .....				1763		897164	4.a.
7. Loans to foreign governments and official institutions (including foreign central banks) .....				1764		21299	4.b.
8. Not applicable							
9. a. Loans for purchasing and carrying securities (secured and unsecured) .....							
b. All other loans.....				1975		33379	6.
10. Lease financing receivables (net of unearned income).....	B538		0				6.a.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) .....	B539		6010				6.b.
b. All other leases.....							
11. LESS: Any unearned income on loans reflected in items 1–9 above.....	2011		27369				6.c.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b) .....	2081		0	2081		0	7.
	1545		11917	1545		11917	9.a.
	1564		500803	1564		500803	9.b.
				2165		122836	10.
	F162		0				10.a.
	F163		122836				10.b.
	2123		0	2123		0	11.
	2122		7359972	2122		7359972	12.

### Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHDM			
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1):				
a. <b>Loans secured by 1–4 family residential properties in domestic offices</b> .....	F576		467	M.1.a.
b. <b>Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures)</b> .....	BHCK			
	1616		0	M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities ( <b>not secured by real estate</b> ) included in Schedule HC-C, items 4 and 9, column A, above .....	BHCK			
	2746		0	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A) .....	B837		0	M.3.
<i>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)</i>				
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A) .....	C391		0	M.4.
<b>Memorandum item 5 is to be completed by all bank holding companies.</b>				
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):				
a. Outstanding balance .....	C779		0	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9.....	C780		0	M.5.b.
6. Closed-end loans with negative 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.
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of <b>December 31, 2007</b>, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>				
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties.....	F231		0	M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above.....	F232		0	M.6.c.
7.–8. <b>Not applicable.</b>				
9. <b>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))</b> .....	BHDM			
	F577		177402	M.9.

**Schedule HC-C—Continued**

MEMORANDA (continued)

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

Dollar Amounts in Thousands	(Column A)				(Column B)				
	Consolidated				Domestic Of ces				
	BHCK				BHDM				
<b>10. Loans measured at fair value:</b>									
<b>a. Loans secured by real estate</b> .....	F608			0					M.10.a.
(1) <b>Construction, land development, and other land loans</b> .....					F578			0	M.10.a.(1)
(2) <b>Secured by farmland (including farm residential and other improvements)</b> .....					F579			0	M.10.a.(2)
(3) <b>Secured by 1-4 family residential properties:</b>									
(a) <b>Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit</b> .....					F580			0	M.10.a.(3)(a)
(b) <b>Closed-end loans secured by 1-4 family residential properties:</b>									
(i) <b>Secured by first liens</b> .....					F581			0	M.10.a.(3)(b)(i)
(ii) <b>Secured by junior liens</b> .....					F582			0	M.10.a.(3)(b)(ii)
(4) <b>Secured by multifamily (5 or more) residential properties</b> .....					F583			0	M.10.a.(4)
(5) <b>Secured by nonfarm nonresidential properties</b> .....					F584			0	M.10.a.(5)
<b>b. Commercial and industrial loans</b> .....	F585			0	F585			0	M.10.b.
<b>c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>									
(1) <b>Credit cards</b> .....	F586			0	F586			0	M.10.c.(1)
(2) <b>Other revolving credit plans</b> .....	F587			0	F587			0	M.10.c.(2)
(3) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	F588			0	F588			0	M.10.c.(3)
<b>d. Other loans</b> .....	F589			0	F589			0	M.10.d.
<b>11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):</b>									
<b>a. Loans secured by real estate</b> .....	F609			0					M.11.a.
(1) <b>Construction, land development, and other land loans</b> .....					F590			0	M.11.a.(1)
(2) <b>Secured by farmland (including farm residential and other improvements)</b> .....					F591			0	M.11.a.(2)
(3) <b>Secured by 1-4 family residential properties:</b>									
(a) <b>Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit</b> .....					F592			0	M.11.a.(3)(a)
(b) <b>Closed-end loans secured by 1-4 family residential properties:</b>									
(i) <b>Secured by first liens</b> .....					F593			0	M.11.a.(3)(b)(i)
(ii) <b>Secured by junior liens</b> .....					F594			0	M.11.a.(3)(b)(ii)
(4) <b>Secured by multifamily (5 or more) residential properties</b> .....					F595			0	M.11.a.(4)
(5) <b>Secured by nonfarm nonresidential properties</b> .....					F596			0	M.11.a.(5)
<b>b. Commercial and industrial loans</b> .....	F597			0	F597			0	M.11.b.
<b>c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>									
(1) <b>Credit cards</b> .....	F598			0	F598			0	M.11.c.(1)
(2) <b>Other revolving credit plans</b> .....	F599			0	F599			0	M.11.c.(2)
(3) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	F600			0	F600			0	M.11.c.(3)
<b>d. Other loans</b> .....	F601			0	F601			0	M.11.d.

### Schedule HC-D—Trading Assets and Liabilities

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

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCM			BHCK			
<b>ASSETS</b>							
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		36716	3533		36716	3.
4. Mortgage-backed securities (MBS):							
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534		0	3534		0	4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	3535		0	3535		0	4.b.
c. All other mortgage-backed securities.....	3536		0	3536		0	4.c.
5. Other debt securities.....	3537		0	3537		0	5.
6. <b>Loans:</b>	BHCK						
a. <b>Loans secured by real estate</b> .....	F610		0				6.a.
(1) <b>Construction, land development, and other land loans</b> .....				BHDM			
(2) <b>Secured by farmland (including farm residential and other improvements)</b> .....				F604		0	6.a.(1)
(3) <b>Secured by 1–4 family residential properties:</b>							
(a) <b>Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit</b> .....				F605		0	6.a.(2)
(b) <b>Closed-end loans secured by 1–4 family residential properties:</b>							
(i) <b>Secured by first liens</b> .....				F606		0	6.a.(3)(a)
(ii) <b>Secured by junior liens</b> .....				F607		0	6.a.(3)(b)(i)
(iii) <b>Secured by junior liens</b> .....				F611		0	6.a.(3)(b)(ii)
(4) <b>Secured by multifamily (5 or more) residential properties</b> .....				F612		0	6.a.(4)
(5) <b>Secured by nonfarm nonresidential properties</b> .....				F613		0	6.a.(5)
b. <b>Commercial and industrial loans</b> .....	F614		0	F614		0	6.b.
c. <b>Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>							
(1) <b>Credit cards</b> .....	F615		0	F615		0	6.c.(1)
(2) <b>Other revolving credit plans</b> .....	F616		0	F616		0	6.c.(2)
(3) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	F617		0	F617		0	6.c.(3)
d. <b>Other loans</b> .....	F618		0	F618		0	6.d.
7.–8. <b>Not applicable</b>							
9. Other trading assets.....	BHCM			BHCK			
10. Not applicable	3541		0	3541		0	9.
11. Derivatives with a positive fair value.....	3543		0	3543		0	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct			BHDM			
	3545		36716	3545		36716	12.
<b>LIABILITIES</b>							
13. a. Liability for short positions.....	BHCK						
b. <b>All other trading liabilities</b> .....	3546		13626	3546		13626	13.a.
14. Derivatives with a negative fair value.....	F624		0	F624		0	13.b.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	3547		0	3547		0	14.
	bhct						
	3548		13626	3548		13626	15.

**Schedule HC-D—Continued**

MEMORANDA

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Of ces			
	BHCK			BHDM			
<b>1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)</b>							
<b>a. Loans secured by real estate</b> .....	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>b. Commercial and industrial loans</b> .....	F632		0	F632		0	M.1.b.
<b>c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>							
(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) Other consumer loans (includes single payment, installment, and all student loans) .....	F635		0	F635		0	M.1.c.(3)
<b>d. Other loans</b> .....	F636		0	F636		0	M.1.d.
<b>2. Not applicable</b>							
<b>3. Loans measured at fair value that are past due 90 days or more:</b>							
<b>a. Fair value</b> .....	F639		0	F639		0	M.3.a.
<b>b. Unpaid principal balance</b> .....	F640		0	F640		0	M.3.b.

Dollar Amounts in Thousands	BHCK						
<b>Memoranda items 4 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</b>							
<b>4. Asset-backed securities:</b>							
<b>a. Residential mortgage-backed securities</b> .....	F641		0				M.4.a.
<b>b. Commercial mortgage-backed securities</b> .....	F642		0				M.4.b.
<b>c. Credit card receivables</b> .....	F643		0				M.4.c.
<b>d. Home equity lines</b> .....	F644		0				M.4.d.
<b>e. Automobile loans</b> .....	F645		0				M.4.e.
<b>f. Other consumer loans</b> .....	F646		0				M.4.f.
<b>g. Commercial and industrial loans</b> .....	F647		0				M.4.g.
<b>h. Other</b> .....	F648		0				M.4.h.

### Schedule HC-D—Continued

MEMORANDA (continued)

		Dollar Amounts in Thousands			BHCK					
<b>5. Collateralized debt obligations:</b>										
a.	<b>Synthetic</b> .....	F649					0	M.5.a.		
b.	<b>Other</b> .....	F650					0	M.5.b.		
<b>6. Retained beneficial interests in securitizations (first-loss or equity tranches)</b> .....										
		F651					0	M.6.		
<b>7. Equity securities:</b>										
a.	<b>Readily determinable fair values</b> .....	F652					0	M.7.a.		
b.	<b>Other</b> .....	F653					0	M.7.b.		
<b>8. Loans pending securitization</b> .....										
		F654					0	M.8.		
<b>9. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9 that are greater than \$25,000 and exceed 25% of the item)</b>										
a.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F655</td></tr></table> .....	BHTX	F655	F655					0	M.9.a.
BHTX										
F655										
b.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F656</td></tr></table> .....	BHTX	F656	F656					0	M.9.b.
BHTX										
F656										
c.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F657</td></tr></table> .....	BHTX	F657	F657					0	M.9.c.
BHTX										
F657										
<b>10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceed 25% of the item)</b>										
a.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F658</td></tr></table> .....	BHTX	F658	F658					0	M.10.a.
BHTX										
F658										
b.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F659</td></tr></table> .....	BHTX	F659	F659					0	M.10.b.
BHTX										
F659										
c.	<table border="1"><tr><td>BHTX</td></tr><tr><td>F660</td></tr></table> .....	BHTX	F660	F660					0	M.10.c.
BHTX										
F660										

### Schedule HC-E—Deposit Liabilities<sup>1</sup>

		Dollar Amounts in Thousands			BHCB			
<b>1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:</b>								
a.	<b>Demand deposits</b> .....	2210					44608	1.a.
b.	<b>NOW, ATS, and other transaction accounts</b> .....	3187					13421	1.b.
c.	<b>Money market deposit accounts and other savings accounts</b> .....	2389					9560270	1.c.
d.	<b>Time deposits of less than \$100,000</b> .....	6648					1315997	1.d.
e.	<b>Time deposits of \$100,000 or more</b> .....	2604					335341	1.e.
<b>2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:</b>								
		BHOD						
a.	<b>Noninterest-bearing balances</b> .....	3189					0	2.a.
b.	<b>NOW, ATS, and other transaction accounts</b> .....	3187					0	2.b.
c.	<b>Money market deposit accounts and other savings accounts</b> .....	2389					538	2.c.
d.	<b>Time deposits of less than \$100,000</b> .....	6648					0	2.d.
e.	<b>Time deposits of \$100,000 or more</b> .....	2604					0	2.e.

MEMORANDA

	BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less .....	A243			0
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year .....	A164			0
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less .....	A242			175497
<b>BHFN</b>				
4. Foreign office time deposits with a remaining maturity of one year or less .....	A245			0

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



### Schedule HC-F—Other Assets

	Dollar Amounts in Thousands			
	BHCK			
1. Accrued interest receivable <sup>1</sup> .....	B556		58718	1.
2. Net deferred tax assets <sup>2</sup> .....	2148		299326	2.
3. Interest-only strips receivable (not in the form of a security) <sup>3</sup> 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 <sup>4</sup> .....	1752		440298	4.
5. Life insurance assets .....	C009		0	5.
6. Other .....	2168		78369	6.
	bhct			
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		876711	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			
1. Not applicable				
2. Net deferred tax liabilities <sup>1</sup> .....	3049		0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557		3033	3.
4. Other .....	B984		63030	4.
	bhct			
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750		66063	5.

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

### Schedule HC-H—Interest Sensitivity<sup>1</sup>

	Dollar Amounts in Thousands			
	BHCK			
1. Earning assets that are repriceable within one year or mature within one year .....	3197		7878565	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		0	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. Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the bank holding company's assets in foreign countries and 10 percent of the bank holding company's total consolidated assets as of the report date.

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

### I. Property and Casualty Underwriting

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

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

### II. Life and Health Underwriting

		BHCK				
<b>ASSETS</b>						
1. Reinsurance recoverables .....		C247			0	1.
2. Separate account assets.....		B992			0	2.
3. Total assets .....		C248			0	3.
<b>LIABILITIES</b>						
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				
<b>ASSETS</b>						
1. Securities .....		3515			5438752	1.
2. Federal funds sold and securities purchased under agreements to resell.....		3365			954153	2.
3. Loans and leases .....		3516			7343082	3.
<b>BHDM</b>						
a. Loans secured by 1–4 family residential properties in domestic offices .....		3465			3715045	3.a.
b. All other loans secured by real estate in domestic offices .....		3466			2067142	3.b.
c. All other loans in domestic offices .....		F724			1436800	3.c.
<b>BHCK</b>						
4. a. Trading assets .....		3401			4372	4.a.
b. Other earning assets.....		B985			285065	4.b.
5. Total consolidated assets .....		3368			14637919	5.
<b>LIABILITIES</b>						
6. Interest-bearing deposits (domestic).....		3517			10866232	6.
7. Interest-bearing deposits (foreign) .....		3404			0	7.
8. Federal funds purchased and securities sold under agreements to repurchase .....		3353			6539	8.
9. All other borrowed money .....		2635			3064621	9.
10. Not applicable						
<b>EQUITY CAPITAL</b>						
11. Equity capital (excludes limited-life preferred stock) .....		3519			281784	11.

For Federal Reserve Bank Use Only

C.I.

(Report only transactions with nonrelated institutions)

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

Dollar Amounts in Thousands

	BHCK				
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			3114	1.a.
b. Credit card lines .....	3815			0	1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)).....	3816			322779	1.c.(1)
(a) 1–4 family residential construction loan commitments .....	F164			3738	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments ...	F165			319041	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate .....	6550			0	1.c.(2)
d. Securities underwriting .....	3817			0	1.d.
e. Other unused commitments .....	3818			658536	1.e.
2. Financial standby letters of credit and foreign office guarantees.....	6566			71210	2.
a. Amount of financial standby letters of credit conveyed to others .....	3820			0	2.a.
3. Performance standby letters of credit and foreign office guarantees.....	6570			0	3.
a. Amount of performance standby letters of credit conveyed to others .....	3822			0	3.a.
4. Commercial and similar letters of credit.....	3411			0	4.
5. Not applicable					
6. Securities lent.....	3433			0	6.

7. Credit derivatives:

a. Notional amounts:

	(Column A) Guarantor			(Column B) Beneficiary			
	BHCK			BHCK			
(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)

- 8. Spot foreign exchange contracts.....
- 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 28, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 28) .....
- a. Securities borrowed.....
- b. Commitments to purchase when-issued securities .....
- c. Commitments to sell when-issued securities .....

	BHCK				
8.	8765			0	8.
9.	3430			107949	9.
9.a.	3432			0	9.a.
9.b.	3434			0	9.b.
9.c.	3435			0	9.c.
9.d.	6561			0	9.d.
9.e.	6562			0	9.e.
9.f.	6568			0	9.f.
9.g.	6586			0	9.g.

d.	TEXT 6561				
e.	TEXT 6562				
f.	TEXT 6568				
g.	TEXT 6586				

10. Not applicable

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
<b>Derivatives Position Indicators</b>					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts.....	0	0	0	0	11.a.
b. Forward contracts.....	250	0	0	0	11.b.
c. Exchange-traded option contracts:					
(1) Written options .....	0	0	0	0	11.c.(1)
(2) Purchased options .....	0	0	0	0	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options .....	144	0	0	0	11.d.(1)
(2) Purchased options .....	0	0	0	0	11.d.(2)
e. Swaps.....	0	0	0	0	11.e.
12. Total gross notional amount of derivative contracts held for trading .....	0	0	0	0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading .....	394	0	0	0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....	0	0	0	0	14.a.(1)
(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.....	3	0	0	0	14.b.(1)
(2) Gross negative fair value ....	2	0	0	0	14.b.(2)

**Schedule HC-M—Memoranda**

		Dollar Amounts in Thousands		BHCK			
1.	Total number of bank holding company common shares outstanding.....	NUMBER (UNROUNDED)					
		3459	100				
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	50000				
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	2475000				
4.	Other assets acquired in satisfaction of debts previously contracted .....	6557	0				
5.	Securities purchased under agreements to resell <b>offset</b> against securities sold under agreements to repurchase on Schedule HC.....	A288	0				
6.	Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments).....	3656	0				
7.	Not applicable						

8.	Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no).....	BHCK	C251	0				8.
9.	Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no).....	BHCK	6689	0				9.
10.	Not applicable							
11.	Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this questions is no, complete the FR Y-10.....	BHCK	6416	1				11.

TEXT
6428

Name of bank holding company official verifying FR Y-10 reporting  
(Please type or print)

Area Code and Phone Number (TEXT 9009)

12.	Intangible assets other than goodwill:	BHCK						
a.	Mortgage servicing assets.....	3164	1525					12.
	(1) Estimated fair value of mortgage servicing assets.....	6438	1525					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	1525					12.d.
13.	Other real estate owned:	BHCK						
a.	Real estate acquired in satisfaction of debts previously contracted.....	2744	29045					13.a.
b.	Other real estate owned.....	2745	0					13.b.
		bhct						
c.	Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7) .....	2150	29045					13.c.
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	49998					14.b.
c.	Other borrowed money with a remaining maturity of more than one year .....	2333	2673091					14.c.
		bhct						
d.	Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....	3190	2723089					14.d.

15.	Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no) .....	BHCK	B569	1				15.
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16.	Assets under management in proprietary mutual funds and annuities .....	BHCK	B570	0				16.
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The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

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

BHCK	
C161	0

17.

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

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

BHCK	
C159	

18.

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

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

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

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

BHCK	
C700	0

19.a.

b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? **(Enter "1" for yes; enter "0" for no)**.....

C701	0
------	---

19.b.

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

Dollar Amounts in Thousands	BHCK				
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 bank holding company (parent company only), gross.....	4832			0	20.b.(1)
(2) Due from subsidiary banks of the bank holding company, gross.....	4833			0	20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834			0	20.b.(3)
c. Balances due to related institutions:					
(1) Due to bank holding company (parent company only), gross.....	5041			0	20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross .....	5043			0	20.c.(2)
(3) Due to nonbank subsidiaries of the bank 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.....	C253			0	21.



### Schedule HC-M—Continued

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

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

TEXT  
C497

http:// \_\_\_\_\_

22.

Memoranda item 23 is to be completed by all bank holding companies.

		Dollar Amounts in Thousands			
		BHCK			
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		2525000	23.b.

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**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			BHCK			BHCK		
1. Loans secured by real estate:									
a. Construction, land development, and other land loans in domestic offices:									
(1) <b>1–4 family residential construction loans...</b>	F172	0		F174	0		F176	0	1.a.(1)
(2) <b>Other construction loans and all land development and other land loans .....</b>	F173	0		F175	0		F177	0	1.a.(2)
b. Secured by farmland in domestic offices.....	3493	0		3494	0		3495	0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:									
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	5398	0		5399	0		5400	19	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:									
(a) Secured by first liens .....	C236	75856		C237	925		C229	299370	1.c.(2)(a)
(b) Secured by junior liens .....	C238	0		C239	0		C230	0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	3499	5653		3500	658		3501	8437	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:									
(1) <b>Loans secured by owner-occupied nonfarm non-residential properties .....</b>	F178	0		F180	0		F182	0	1.e.(1)
(2) <b>Loans secured by other nonfarm nonresidential properties .....</b>	F179	1213		F181	16286		F183	34332	1.e.(2)
f. In foreign offices .....	B572	0		B573	0		B574	0	1.f.

**Schedule HC-N—Continued**

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
2. Loans to depository institutions and acceptances of other banks:												
a. U.S. banks and other U.S. depository institutions .....	5377		0		5378		0		5379		0	
b. Foreign banks.....	5380		0		5381		0		5382		0	
3. Loans to finance agricultural production and other loans to farmers.....	1594		0		1597		0		1583		0	
4. Commercial and industrial loans.....	1606		62		1607		43		1608		5543	
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards.....	B575		0		B576		0		B577		0	
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	B578		2		B579		0		B580		0	
6. Loans to foreign governments and official institutions .....	5389		0		5390		0		5391		0	
7. All other loans .....	5459		0		5460		0		5461		0	
8. Lease financing receivables:												
a. Leases to individuals for household, family, and other personal expenditures.....	F166		0		F167		0		F168		0	
b. All other leases.....	F169		0		F170		0		F171		0	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets) .....	3505		0		3506		0		3507		6816	
10. TOTAL (sum of items 1 through 9).....	5524		82786		5525		17912		5526		354517	

**Schedule HC-N—Continued**

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

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				BHCK				BHCK				
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government .....	5612			2	5613			8	5614			7	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above..	5615			2	5616			8	5617			7	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above .....	C866			0	C867			0	C868			0	11.b.

**MEMORANDA**

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

### 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				BHCK				BHCK				
2. Loans to finance commercial real estate, construction, and land development activities <b>(not secured by real estate)</b> included in Schedule HC-N, items 4 and 7 above.....	6558			0	6559			0	6560			0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees .....	3508			0	1912			0	1913			0	M.3.
4. Not applicable													
5. Loans and leases held-for-sale <b>and loans measured at fair value</b> (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. <b>Loans measured at fair value:</b>													
(1) <b>Fair value</b> .....	F664			0	F665			0	F666			0	M.5.b.(1)
(2) <b>Unpaid principal balance</b> .....	F667			0	F668			0	F669			0	M.5.b.(2)

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

Dollar Amounts in Thousands	BHCK				BHCK				
6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets.....	3529			0	3530			0	M.6.

Dollar Amounts in Thousands	BHCK				
7. Additions to nonaccrual assets during the quarter.....	C410			91282	M.7.
8. Nonaccrual assets sold during the quarter.....	C411			0	M.8.

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

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

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: <sup>2</sup>					
a. <b>Closed-end</b> first liens.....		F066		5370	1.a.
b. <b>Closed-end</b> junior liens.....		F067		0	1.b.
c. <b>Open-end loans extended under lines of credit:</b>					
(1) <b>Total commitment under the lines of credit</b> .....		BHDM			
(2) <b>Principal amount funded under the lines of credit</b> .....		F670		0	1.c.(1)
		F671		0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: <sup>2</sup>					
a. <b>Closed-end</b> first liens.....		BHCK			
b. <b>Closed-end</b> junior liens.....		F068		4198	2.a.
c. <b>Open-end loans extended under lines of credit:</b>					
(1) <b>Total commitment under the lines of credit</b> .....		F069		0	2.b.
(2) <b>Principal amount funded under the lines of credit</b> .....		BHDM			
		F672		0	2.c.(1)
		F673		0	2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:					
a. <b>Closed-end</b> first liens.....		BHCK			
b. <b>Closed-end</b> junior liens.....		F070		7076	3.a.
c. <b>Open-end loans extended under lines of credit:</b>					
(1) <b>Total commitment under the lines of credit</b> .....		F071		0	3.b.
(2) <b>Principal amount funded under the lines of credit</b> .....		BHDM			
		F674		0	3.c.(1)
		F675		0	3.c.(2)
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):					
a. <b>Closed-end</b> first liens.....		BHCK			
b. <b>Closed-end</b> junior liens.....		F072		2841	4.a.
c. <b>Open-end loans extended under lines of credit:</b>					
(1) <b>Total commitment under the lines of credit</b> .....		F073		0	4.b.
(2) <b>Principal amount funded under the lines of credit</b> .....		BHDM			
		F676		0	4.c.(1)
		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.f, 5.g, and 5.i):					
a. <b>Closed-end</b> 1-4 family residential mortgage loans .....		BHCK			
		F184		-165	5.a.
b. <b>Open-end</b> 1-4 family residential mortgage loans extended under lines of credit .....		BHDM			
		F560		0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans <i>during the quarter:</i>					
a. <b>Closed-end</b> first liens.....		F678		0	6.a.
b. <b>Closed-end</b> junior liens.....		F679		0	6.b.
c. <b>Open-end loans extended under lines of credit:</b>					
(1) <b>Total commitment under the lines of credit</b> .....		F680		0	6.c.(1)
(2) <b>Principal amount funded under the lines of credit</b> .....		F681		0	6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of **June 30, 2007**.  
 2. Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

**Schedule HC-Q—Financial Assets and Liabilities Measured at Fair Value**

Schedule HC-Q is to be completed by bank holding companies that have adopted FASB Statement No. 157, “Fair Value Measurements,” and (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule HC-D—Trading Assets and Liabilities.

Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule HC)																					
	(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
	BHCK				BHCK				BHCK				BHCK				BHCK				
Dollar Amounts in Thousands																					
<b>ASSETS</b>																					
1. Loans and leases .....	F243		0		F682		0		F690		0		F244		0		F245		0		1.
2. Trading assets.....	F246		36716		F683		0		F691		0		F247		36716		F248		0		2.
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 2, above) .....	F240		0		F684		0		F692		0		F241		0		F242		0		2.a.
3. All other financial assets and servicing assets.....	F249		142347		F685		0		F693		0		F250		0		F251		142347		3.
<b>LIABILITIES</b>																					
4. Deposits.....	F252		0		F686		0		F694		0		F253		0		F254		0		4.
5. Trading liabilities.....	F255		13626		F687		0		F695		0		F256		13626		F257		0		5.
6. All other financial liabilities and servicing liabilities .....	F258		0		F688		0		F696		0		F259		0		F260		0		6.
7. Loan commitments (not accounted for as derivatives) .....	F261		0		F689		0		F697		0		F262		0		F263		0		7.

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### Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

	BHCK			
<b>Tier 1 capital</b>				
1. Total equity capital (from Schedule HC, item 28) .....	3210		345645	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value).....	BHCK			
	8434		-433049	2.
3. LESS: Net unrealized loss on available-for-sale equity securities <sup>1</sup> (report loss as a positive value) .....	A221		241885	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value).....	4336		-30438	4.
5. LESS: Nonqualifying perpetual preferred stock .....	B588		0	5.
6. a. Qualifying minority interests in consolidated subsidiaries and similar items .....	B589		0	6.a.
b. Qualifying trust preferred securities <sup>2</sup> .....	C502		188423	6.b.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets .....	B590		1980	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. and 6.b, less items 2, 3, 4, 5, 7.a, and 7.b) .....	C227		753690	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships .....	B591		153	9.a.
b. LESS: Disallowed deferred tax assets .....	5610		65137	9.b.
10. Other additions to (deductions from) Tier 1 capital .....	B592		-38823	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b).....	8274		649577	11.
<b>Tier 2 capital</b>				
12. Qualifying subordinated debt and redeemable preferred stock .....	5306		0	12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital.....	B593		0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital.....	5310		91613	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		128887	16.
17. Tier 2 capital (sum of items 12 through 16).....	5311		220500	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17).....	8275		220500	18.
19. Tier 3 capital allocated for market risk .....	1395		0	19.
20. LESS: Deductions for total risk-based capital.....	B595		0	20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20).....	3792		870077	21.
<b>Total assets for leverage ratio</b>				
22. Average total assets (from Schedule HC-K, item 5) .....	bhct			
	3368		14637919	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) ...	B590		1980	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	B591		153	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above).....	5610		65137	25.
26. LESS: Other deductions from assets for leverage capital purposes.....	BHCK			
	B596		584057	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) .....	A224		13986592	27.
28.–30. Not applicable				
<b>Capital ratios</b>				
31. Tier 1 leverage ratio (item 11 divided by item 27) .....	BHCK	Percentage		
	7204		4.64	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	7206		7.36	32.
33. Total risk-based capital ratio (item 21 divided by item 62) .....	7205		9.85	33.

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

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



### Schedule HC-R—Continued

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

													C000					
													Allocation by Risk Weight Category					
													(Column C) 0%		(Column D) 20%		(Column E) 50%	
Dollar Amounts in Thousands																		
<b>Balance Sheet Asset Categories</b>																		
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....																		
BHCK 0010																		
1748180			0			1598872			149308			0						
bhcx 1754																		
0																		
0																		
bhcx 1773																		
4642754			-330601			2508553			485406			33950			1945446			
BHCK C225																		
13753			0			13753			0			0						
bhct 5369																		
2841			0			0			0			2841			0			
bhct B528																		
7357131			0			0			62			3787172			3569897			
bhcx 3123																		
88580			88580			0			0			0			0			
bhcx 3545																		
36716			0			0			0			0			36716			
BHCK B639																		
1031712			261747			10716			125062			0			634187			
bhct 2170																		
14744507			-157434			4131894			759838			3823963			6186246			
43. Total assets (sum of items 34 through 42) .....																		

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

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount <sup>1</sup>	Allocation by Risk Weight Category			
				(Column C) 0%	(Column D) 20%	(Column E) 50%	(Column F) 100%
Dollar Amounts in Thousands							
<b>Derivatives and Off-Balance Sheet Items</b>	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9
44. Financial standby letters of credit.....	71210	1.00 or 12.5 <sup>2</sup>	71210	0	309	0	70901
45. Performance standby letters of credit .....	bhct 6570	.50	0	0	0	0	0
46. Commercial and similar letters of credit .....	bhct 3411	.20	0	0	0	0	0
47. Risk participations in bankers accep- tances acquired by the reporting institution.....	BHCK 3429	1.00	0	0	0		0
	bhct 3433						
48. Securities lent.....	0	1.00	0	0	0	0	0
49. Retained recourse on small business obligations sold with recourse .....	bhct A250	1.00	0	0	0	0	0
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.....	BHCK B541	12.5 <sup>3</sup>	0				0
51. All other financial assets sold with recourse .....	BHCK B675	1.00	0	0	0	0	0
52. All other off-balance sheet liabilities.....	BHCK B681	1.00	112949	0	0	0	112949
53. Unused commitments with an original maturity exceeding one year .....	BHCK 6572	.50	396030	0	0	1557	394473
54. Derivative contracts.....			BHCE A167	3	0	0	

1. Column A multiplied by credit conversion factor.

2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-specific factor.

Schedule HC-R—Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
Allocation by Risk Weight Category					
	0%	20%	50%	100%	
Dollar Amounts in Thousands					
<b>Totals</b>					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....	BHCK B696 4131897	BHCK B697 760147	BHCK B698 3825520	BHCK B699 6764569	55.
56. Risk weight factor.....	x 0%	x 20%	x 50%	x 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56).....	BHCK B700 0	BHCK B701 152029	BHCK B702 1912760	BHCK B703 6764569	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 8829358	59.
60. LESS: Excess allowance for loan and lease losses.....				BHCK A222 0	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 8829358	62.

**Schedule HC-R—Continued**

MEMORANDA

Dollar Amounts in Thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards ..... 8764 3 M.1.

With a remaining maturity of											
(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years			
BHCK				BHCK				BHCK			
3809		250		8766		0		8767		0	
3812		0		8769		0		8770		0	
8771		0		8772		0		8773		0	
8774		0		8775		0		8776		0	
8777		0		8778		0		8779		0	
A000		0		A001		0		A002		0	
g. Credit derivative contracts:											
(1) Investment grade.....											
C980		0		C981		0		C982		0	
(2) Subinvestment grade.....											
C983		0		C984		0		C985		0	

2. Notional principal amounts of derivative contracts:<sup>1</sup>

a. Interest rate contracts..... M.2.a.

b. Foreign exchange contracts..... M.2.b.

c. Gold contracts..... M.2.c.

d. Other precious metals contracts..... M.2.d.

e. Other commodity contracts..... M.2.e.

f. Equity derivative contracts..... M.2.f.

g. Credit derivative contracts:

(1) Investment grade..... M.2.g.(1)

(2) Subinvestment grade..... M.2.g.(2)

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)..... M.3.a.

b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)..... M.3.b.

c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 22)..... 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 22)..... 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 27)..... M.4.

5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):

a. In the form of perpetual preferred stock..... M.5.a.

b. In the form of common stock..... M.5.b.

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

BHCK			
5479		0	
5990		0	
C498		0	
A507		0	
2771		0	
5483		0	
5484		0	
F031		0	

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

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RSSD ID:

3212091

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

							C000	◀						
							(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands														
<b>Securitization Activities</b>														
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....														
							BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711	
							0	0	0	0	0	0	0	1.
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:														
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F) .....														
							BHCK B712	BHCK B713	BHCK B714	BHCK B715	BHCK B716	BHCK B717	BHCK B718	
							0	0	0	0	0	0	0	2.a.
b. Subordinated securities and other residual interests .....														
							BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399	
							0	0	0	0	0	0	0	2.b.
c. Standby letters of credit and other enhancements.....														
							BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406	
							0	0	0	0	0	0	0	2.c.
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1 .....														
							BHCK B726	BHCK B727	BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732	
							0	0	0	0	0	0	0	3.
4. Past due loan amounts included in item 1:														
a. 30-89 days past due.....														
							BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739	
							0	0	0	0	0	0	0	4.a.
b. 90 days or more past due.....														
							BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746	
							0	0	0	0	0	0	0	4.b.
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):														
a. Charge-offs.....														
							BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753	
							0	0	0	0	0	0	0	5.a.
b. Recoveries .....														
							BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760	
							0	0	0	0	0	0	0	5.b.

Schedule HC-S—Continued

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	(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							
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	
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements ....		BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781
		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
<b>Asset Sales</b>							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized .....		BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795
		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

6.a.

6.b.

7.a.

7.b.

8.a.

8.b.

9.

10.

11.

12. 3/06

**Schedule HC-S—Continued**

MEMORANDA

Dollar Amounts in Thousands

	BHCK			
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 <b>(includes participations serviced for others)</b> :				
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		240244	M.2.b.
c. Other financial assets <sup>1</sup> .....	A591		0	M.2.c.
d. <b>1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)</b> .....	F699		0	M.2.d.
3. Asset-backed commercial paper conduits:				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company .....	B806		0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions .....	B807		0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company .....	B808		0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions .....	B809		0	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) <sup>2</sup> .....	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) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).



### Notes to the Balance Sheet—Predecessor Financial Items

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

		Dollar Amount in Thousands			BHBC			
1.	Average loans and leases (net of unearned income).....	3516						1.
2.	Average earning assets .....	3402						2.
3.	Average total consolidated assets .....	3368						3.
4.	Average equity capital.....	3519						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 bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

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

#### Example

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

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

### Notes to the Balance Sheet—Other

		Dollar Amount in Thousands			BHCK			
1.	5356							1.
2.	5357							2.
3.	5358							3.
4.	5359							4.
5.	5360							5.
6.	B027							6.

Notes to the Balance Sheet—Other, Continued

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