

SULLIVAN & CROMWELL LLP

TELEPHONE: 1-212-558-4000
FACSIMILE: 1-212-558-3588
WWW.SULLCROM.COM

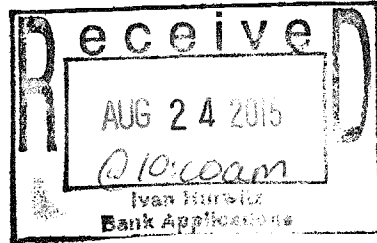
*125 Broad Street
New York, NY 10004-2498*

LOS ANGELES • PALO ALTO • WASHINGTON, D.C.

FRANKFURT • LONDON • PARIS

BEIJING • HONG KONG • TOKYO

MELBOURNE • SYDNEY



August 19, 2015

CONFIDENTIAL TREATMENT REQUEST

Federal Reserve Bank of New York,
33 Liberty Street,
New York, NY 10045.

Attention: Ivan J. Hurwitz, Vice President, Bank Applications

Re: Goldman Sachs Bank USA: Application Pursuant to the
Bank Merger Act, 12 U.S.C. § 1828(c)

Dear Mr. Hurwitz:

On behalf of our client, Goldman Sachs Bank USA (the "Applicant"), we hereby respectfully submit to the Board of Governors of the Federal Reserve System (the "Board") an application (the "Application") pursuant to the Bank Merger Act, 12 U.S.C. § 1828(c), with respect to Applicant's acquisition by purchase and assumption of certain deposit liabilities and certain very limited non-financial assets of GE Capital Bank, a Utah state-chartered non-member industrial bank.

Our submission consists of the following:

- Six copies (including an original copy) of the Application by the Applicant (separately bound);
- Six copies of a public redacted version of the Application (separately bound);
- Six copies of the public exhibits to the Application (separately bound); and

- Six copies of the confidential exhibits to the Application (separately bound) (together with the Application, the “Confidential Materials”).

Confidential Treatment Request

Pursuant to the Freedom of Information Act, 5 U.S.C. § 552, and regulations promulgated by the Board pursuant thereto, 12 C.F.R. Part 261, we hereby respectfully request that the Confidential Materials be treated confidentially and not be made available for inspection or copying.¹ The Confidential Materials have been marked “Confidential Treatment Requested.” The Confidential Materials include nonpublic commercial or financial information that is privileged or confidential within the meaning of Section 261.14(a)(4) of the Board’s regulations or that is otherwise exempt from disclosure under Section 261.14(a) of the Board’s regulations, the disclosure of which would cause significant harm to the Applicant and its affiliates.

At this point in time, the Confidential Materials will not be publicly disclosed and are not required to be publicly disclosed. Disclosure of this information would reveal to competitors the internal strategies, transactions and competitive position of the Applicant and would place the Applicant at a competitive disadvantage with respect to its competitors who do not publicly reveal such information. For these reasons, the Applicant believes that the Confidential Materials are privileged or confidential within the meaning of 12 C.F.R. § 261.14(a)(4).

In addition, we request, pursuant to the Freedom of Information Act and the applicable Board regulations and for reasons including those set forth above, that any memoranda, notes or other writings of any kind whatsoever made by an employee, agent or any person under the control of the Board or any Federal Reserve Bank (or any other governmental agency) that incorporate, include or relate to any of the matters referred to in the Confidential Materials (i) furnished by the Applicant, its affiliates or their employees or agents to the Board or any Federal Reserve Bank (or any other

¹ Under 5 U.S.C. § 552(b)(4), information that a private party has provided to a government agency is exempt from disclosure if it consists of “trade secrets and commercial or financial information obtained from a person and privileged or confidential.” Accord 12 C.F.R. § 261.14(a)(4). It is well established that this exemption protects confidential trade secrets and commercial and financial information from disclosure if such disclosure would be “likely . . . to cause substantial competitive harm to the competitive position of the person from whom the information was obtained.” National Parks & Conservation Ass’n v. Kleppe, 547 F.2d 673, 677-78 (D.C. Cir. 1976). To establish such an exemption, the person seeking such an exemption need not show certainty of competitive harm, but only a likelihood that such harm may occur. See Gulf & Western Indus. v. United States, 615 F.2d 527, 530 (D.C. Cir. 1979).

governmental agency) or (ii) referred to in any conference, meeting, telephone conversation or interview between (a) employees, former employees, representatives, agents or counsel of the Applicant and (b) employees, agents or any persons under the control of the Board or any Federal Reserve Bank, be maintained in confidence, not be made of any public record and not be disclosed to any person.

We also request that, if the Board should make a preliminary determination not to comply with the foregoing requests for confidential treatment, the Applicant be given notice thereof in ample time to permit the Applicant to make an appropriate submission as to why such information should be preserved in confidence. If the Confidential Materials or any of such memoranda, notes or writings, are the subject of a Freedom of Information Act request or a request or demand for disclosure by any governmental agency, Congressional office or committee, court or grand jury, we request, pursuant to the Board's regulations, that you notify the Applicant prior to making such disclosure. We further ask that the Applicant be furnished with a copy of all written materials pertaining to such request (including but not limited to the request itself and any determination with respect to such request) and that the Applicant be given sufficient advance notice of any intended release so that it may, if deemed necessary or appropriate, pursue any available remedies.


* * *

Federal Reserve Bank of New York

-4-

If you have any questions or comments with respect to any of the matters discussed in this letter or in the documents enclosed herewith, please feel free to contact the undersigned at (212)-558-3721 or escuem@sullcrom.com, or Jason J. Cabral at (212)-558-7370 or cabralj@sullcrom.com.

Very truly yours,

A handwritten signature in cursive script that reads "Michael T. Escue" followed by a large, stylized flourish that resembles the letters "JJC".

Michael T. Escue

(Enclosures)

cc: Rosanne Notaro
Brian Steffey
Vivian Liu
Daniel Sullivan
(Federal Reserve Bank of New York)

Esta Stecher
Stephen Scherr
Matt Fremont-Smith
Carey Halio
Una Neary
Steve Elia
Thomas S. Riggs
Rosemary Spaziani
(Goldman Sachs Bank USA)

H. Rodgin Cohen
Michael M. Wiseman
Jason J. Cabral
(Sullivan & Cromwell LLP)

PUBLIC REDACTED VERSION

OF THE

CONFIDENTIAL APPLICATION

PURSUANT TO
THE
BANK MERGER ACT
12 U.S.C. § 1828(c)

SUBMITTED TO THE

BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM

FOR THE

PURCHASE AND ASSUMPTION TRANSACTION

BY AND AMONG

GOLDMAN SACHS BANK USA
200 West Street
New York, New York 10282

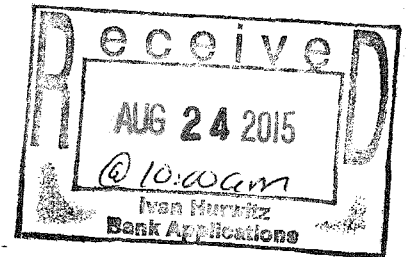
GE CAPITAL BANK
6510 Millrock Drive, Suite #200
Holladay, Utah 84121

AND

GENERAL ELECTRIC CAPITAL CORPORATION
901 Main Ave
Norwalk, CT 06851

Submitted

August 19, 2015



INTERAGENCY BANK MERGER APPLICATION

Check all that apply:

Type of Filing	Form of Transaction	Filed Pursuant To
<input type="checkbox"/> Affiliate/Corporate Reorganization	<input type="checkbox"/> Merger	<input checked="" type="checkbox"/> 12 U.S.C. 1828(c)
<input type="checkbox"/> Combination with Interim Depository Institution	<input type="checkbox"/> Consolidation	<input type="checkbox"/> 12 U.S.C. 215, 215a-c
<input checked="" type="checkbox"/> Nonaffiliate Combination	<input checked="" type="checkbox"/> Purchase and Assumption	<input type="checkbox"/> 12 U.S.C. 1815(a)
<input type="checkbox"/> Other _____	<input type="checkbox"/> Branch Purchase and Assumption	<input type="checkbox"/> Other: _____
	<input type="checkbox"/> Other _____	

Applicant Depository Institution

Goldman Sachs Bank USA RSSD ID 2182786
Name Charter/Docket Number

200 West Street
Street

New York New York 10282
City State Zip Code

Target Institution

GE Capital Bank RSSD ID 2017570
Name Charter/Docket Number

6510 Millrock Drive, Suite #200
Street

Holladay Utah 84121
City State Zip Code

Resultant Institution (if different than Applicant)

Not Applicable
Name Charter/Docket Number

Street

City State Zip Code

Contact Persons:



TABLE OF CONTENTS

Preliminary Statement

I. Introduction.....1

II. The Parties1

 A. Goldman Sachs Bank USA.....1

 B. GE Capital Bank2

III. The Proposed Transaction2

IV. Compliance with Law6

 A. The Bank Merger Act6

 1. Competition Analysis6

 2. Financial and Managerial Resources and Future Prospects.....8

 3. Convenience and Needs.....8

 4. Anti-Money Laundering10

 5. Financial Stability10

 B. State Filing Requirements.....13

 C. Community Reinvestment Act13

 D. Public Notices for Bank Merger Act Application15

 E. Conclusion16

Interagency Bank Merger Act Application.....17

Certification22

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

PUBLIC EXHIBITS

Public Exhibit 1	Goldman Sachs Bank USA's Call Report for the quarter ended June 30, 2015
Public Exhibit 2	GE Capital Bank's Call Report for the quarter ended June 30, 2015
Public Exhibit 3	Approval of The Goldman Sachs Group, Inc. as Sole Shareholder of Goldman Sachs Bank USA
Public Exhibit 4	Competition Supplement
Public Exhibit 5	Goldman Sachs Bank USA's Community Reinvestment Act Performance Evaluation, dated November 5, 2012
Public Exhibit 6	Form of Newspaper Notice
Public Exhibit 7	List of Directors and Senior Executive Officers of Goldman Sachs Bank USA

Preliminary Statement

I. Introduction

Goldman Sachs Bank USA, a New York state-chartered member bank with its main office in New York, New York ("GS Bank"), hereby respectfully submits to the Board of Governors of the Federal Reserve System (the "Federal Reserve") an application (the "Application") under the Bank Merger Act, 12 U.S.C. § 1828(c) (the "Bank Merger Act"), to acquire by purchase and assumption certain deposit liabilities and certain very limited non-financial assets of GE Capital Bank, a Utah state-chartered non-member industrial bank with its main office in Holladay, Utah ("GE Bank") (the "Proposed Transaction").¹

Simultaneously with the submission of this Application, GS Bank is submitting an application to the New York State Department of Financial Services (the "NYDFS") for prior approval of the Proposed Transaction and a copy of this Application to the Utah Department of Financial Institutions (the "Utah DFI") for prior approval of the Proposed Transaction.

The parties intend to consummate the Proposed Transaction, subject to customary closing conditions, as soon as possible following receipt of all required regulatory approvals and the expiration of any statutory waiting periods.

II. The Parties

A. Goldman Sachs Bank USA

GS Bank is a New York state-chartered bank that is a wholly-owned, direct subsidiary of The Goldman Sachs Group, Inc. ("Goldman Sachs"). GS Bank is a member of the Federal Reserve System and is subject to the regulation and supervision of the Federal Reserve, the NYDFS and the Consumer Financial Protection Bureau. Its deposits are insured by the Federal Deposit Insurance Corporation (the "FDIC") up to the maximum amount permitted by law. GS Bank's principal office is located in New York, New York and it currently operates branch offices in each of Salt Lake City, Utah and London, United Kingdom.

As of June 30, 2015, GS Bank had total assets of approximately \$122.68 billion and total deposits of approximately \$78.12 billion, and was well capitalized with a common equity Tier 1 capital ratio of 10.56%, a Tier 1 risk-based capital ratio of 10.56% and a total risk-based capital ratio of 11.63%, in each case calculated in accordance with the Standardized approach reflecting applicable transitional provisions. As of June 30, 2015, GS Bank had a Tier 1 leverage ratio of 17.03%. GS Bank's Call Report for the quarter ended June 30, 2015, is included as Public Exhibit 1 to this Application.

GS Bank's primary activities include accepting deposits, lending to individuals, institutional and corporate clients, and making markets in customer-driven over-the-counter interest rate derivatives and related products. GS Bank is registered with the U.S. Commodity Futures Trading Commission as a swap dealer.

¹ It is GS Bank's understanding that the interest-earning and other assets of GE Bank will be sold to third parties.

Goldman Sachs is a bank holding company and a financial holding company and is a leading global investment banking, securities and investment management firm that provides a wide range of financial services worldwide to a substantial and diversified client base that includes corporations, financial institutions, governments and high net-worth individuals. The firm is headquartered in New York, New York and maintains offices in all major financial centers around the world.

As of June 30, 2015, Goldman Sachs had total assets of approximately \$859.88 billion and was well capitalized with a common equity Tier 1 capital ratio of 11.8%, a Tier 1 risk-based capital ratio of 13.5% and a total risk-based capital ratio of 15.9%, in each case calculated in accordance with the Standardized approach reflecting applicable transitional provisions. As of June 30, 2015, Goldman Sachs had a Tier 1 leverage ratio of 9.6%.

B. GE Capital Bank

GE Bank is a Utah state-chartered non-member industrial bank indirectly owned by General Electric Capital Corporation (“GE Capital”). GE Bank accepts savings and time deposits. GE Bank’s deposits are insured by the FDIC up to the maximum amount permitted by law. GE Bank acts as a multi-product commercial finance bank, and uses deposit accounts to fund its commercial loans and leases. GE Bank’s principal office is located in Holladay, Utah. It operates no branches.

As of June 30, 2015, GE Bank had total assets of approximately \$22.57 billion, total deposits of approximately \$18.17 billion, a common equity Tier 1 capital ratio of 18.97%, a Tier 1 risk-based capital ratio of 18.97% and a total risk-based capital ratio of 18.97%, in each case calculated in accordance with the Standardized approach reflecting applicable transitional provisions. As of June 30, 2015, GE Bank had a Tier 1 leverage ratio of 15.49%. GE Bank’s Call Report for the quarter ended June 30, 2015, is included as Public Exhibit 2 to this Application.

III. The Proposed Transaction

Overview

The Proposed Transaction involves the purchase and assumption by GS Bank of certain deposit liabilities and certain very limited non-financial assets of GE Bank, under the terms and conditions of the Purchase and Assumption Agreement, dated as of August 13, 2015, by and among GE Bank, GS Bank, and GE Capital (the “Agreement”), a copy of which is attached as Confidential Exhibit 1 hereto.

In particular, GS Bank would assume substantially all of the deposit liabilities of GE Bank, *other than*:

- [REDACTED]
- [REDACTED]

- [REDACTED]

- [REDACTED]

The deposit liabilities to be assumed, which currently constitute substantially all of GE Bank's deposit liabilities, include: (i) retail online certificates of deposit (the "Retail CDs") with an aggregate principal amount of [REDACTED] (ii) retail online savings accounts, with balances of [REDACTED] (together with the Retail CDs, the "Retail Deposits"); (iii) any certificates of deposit or savings accounts originated prior to [REDACTED] with balances of [REDACTED] (the "Legacy Deposits"); and (iv) brokered certificates of deposit originated prior to [REDACTED] with an aggregate principal amount of [REDACTED] which is expected to decrease based on contractual maturities (the "Brokered CDs", and together with the Retail Deposits and Legacy Deposits, the "Deposits").

The Retail CDs, the Brokered CDs and the Legacy Deposits have various maturity dates, with the last outstanding certificate of deposit scheduled to mature on [REDACTED]. The Deposits are FDIC insured up to the maximum amount permitted by law. [REDACTED]

In addition, GS Bank would acquire from GE Bank certain intellectual property, software, technology and other non-financial assets owned or used by GE Bank to manage and support its retail online bank deposit offering (the "Deposit Platform") [REDACTED]

Purposes

From GS Bank's perspective, the Proposed Transaction is intended to strengthen GS Bank's liquidity profile with a new, diversified and stable funding source. This funding source will support GS Bank's existing asset strategy as incorporated in Goldman Sachs' 2015 Dodd-Frank Act Stress Testing submission (the "2015 DFAST Submission") to the Federal Reserve in July 2015. [REDACTED]

[REDACTED] GS Bank is focused on the smooth integration of the new deposit platform and believes hiring existing employees of GE Bank would assist in

providing a stable transition of business operations and continuity of service. [REDACTED]

Going forward, the Proposed Transaction would strengthen GS Bank's liquidity profile with a new, diversified and stable funding source, which would increase sources of direct deposits to support GS Bank's asset strategy [REDACTED]

[REDACTED] As a result, the Proposed Transaction would make GS Bank a safer and sounder institution.

Accordingly, in the words of a recent Federal Reserve Order discussing the so-called "Financial Stability Factor" ("FSF"), the Proposed Transaction is neither designed to, nor will it, have any "incremental effect ... on the systemic footprint of the acquiring firm [GS Bank]."² In other words, the Proposed Transaction is not expansionary, as it would have no impact on GS Bank's existing asset strategy. Rather, it will result in a more diversified and stable funding of GS Bank's balance sheet in a manner that will enhance the safety and soundness of its strategy. See Confidential Exhibit 2 for *pro forma* financial information related to the Proposed Transaction.

In addition, the Proposed Transaction is part of the publicly announced plan by GE Capital's parent, General Electric Company ("General Electric"), to reduce its "systemic footprint" by reducing the size of its financial services businesses through the sale of most of GE Capital's assets and liabilities over the next 24 months.³

Structure

As described in more detail below, on the date of the consummation of the Proposed Transaction (the "Closing Date"), GE Bank will deliver cash to GS Bank [REDACTED]

² See Order Approving the Merger of Bank Holding Companies, BB&T Corporation (July 7, 2015) ("BB&T Order"), at 21.

³ In early April 2015, General Electric announced a strategic decision to reduce the size of GE Capital, which includes dissolution of GE Bank. An element of this new strategy involves an internal corporate reorganization of GE Capital through a series of steps, including a merger of GE Capital with and into General Electric [REDACTED]

Significant Terms and Conditions

GS Bank will not acquire any assets or property of GE Bank other than [REDACTED] the Deposit Platform, [REDACTED] the Deposits Accounts [REDACTED]

GS Bank will not assume any liabilities of GE Bank other than [REDACTED] the payment obligations of the Deposits, [REDACTED]


Accordingly, GS Bank will not acquire any separate legal entities and will not create any new entities in connection with the Proposed Transaction.

In addition, as part of the Proposed Transaction, GS Bank will extend conditional offers of employment to all GE Bank employees dedicated to managing and operating the Deposit Platform (currently more than [REDACTED] employees).

Each party to the Agreement is responsible for paying any costs, fees and expenses it incurs in connection with the negotiation of the Agreement, the consummation of the Proposed Transaction and obtaining any applicable regulatory approvals. [REDACTED]

The consummation of the Proposed Transaction is subject to the receipt of all applicable regulatory approvals, as well as the satisfaction or waiver of other customary closing conditions, all of which are set forth in Article X of the Agreement, [REDACTED]

The Proposed Transaction is expected to close after regulatory approvals are received and all other closing conditions are otherwise satisfied or waived, as applicable, [REDACTED]



The board of directors of each of GS Bank and GE Bank has approved the Agreement and the Proposed Transaction. The resolutions of the Board of Directors of GS Bank are attached as Confidential Exhibit 5 to this Application. The sole shareholder of each of GS Bank and GE Bank has also approved the Proposed Transaction. The approval of Goldman Sachs, as sole shareholder of GS Bank, is attached as Public Exhibit 3.

IV. Compliance with Law

A. The Bank Merger Act

The Proposed Transaction requires the approval of the Federal Reserve under the Bank Merger Act and the regulations promulgated thereunder. The Bank Merger Act requires the Federal Reserve to: analyze the competitive effects of the proposed transaction; take into consideration the financial and managerial resources and future prospects of the existing and proposed institutions, and the convenience and needs of the community to be served; consider the effectiveness of the insured depository institutions involved in combating money laundering activities; and consider the risk of the proposed transaction to the stability of the U.S. banking or financial system.

As discussed below, the Proposed Transaction satisfies the criteria for approval under the Bank Merger Act. First, the Proposed Transaction will not have an adverse effect on competition. Second, GS Bank is a well-capitalized organization and, following the Proposed Transaction, GS Bank will continue to be well capitalized. GS Bank has financial and managerial resources that are more than adequate to support the transfer and assumption of the Deposits and the integration and ongoing management of the Deposit Platform. Third, the Proposed Transaction will further the convenience and needs of the communities in which GS Bank operates. Fourth, the Proposed Transaction satisfies applicable requirements under the Community Reinvestment Act (“CRA”). Fifth, GS Bank has, and following consummation of the Proposed Transaction will have, comprehensive substantive anti-money laundering programs. Sixth, the Proposed Transaction will not result in greater or more concentrated risks to the stability of the U.S. banking or financial system.

1. Competition Analysis

The Proposed Transaction will not substantially lessen competition in any relevant product market or geographic market. With respect to the deposits, GS Bank would

hold less than 1% of all domestic deposits following consummation of the Proposed Transaction.⁴

The Federal Reserve and the U.S. Department of Justice (the “Department”) initially analyze the competitive impact of a bank merger or similar transaction (including the Proposed Transaction) by calculating the Herfindahl-Hirschman Index (“HHI”) for each relevant geographic market based on reported in-market deposits, with market analysis typically based on Federal Reserve Banking markets (“FRB Markets”). The Federal Reserve and the Department have adopted a “safe harbor” for transactions wherein a transaction is presumed not to have a significantly adverse competitive impact in a market as long as either the post-transaction HHI in the relevant market(s) does not exceed 1,800 or the HHI increase resulting from the transaction does not exceed 200.⁵ The only competitive overlap arguably implicated by the Proposed Transaction in any FRB Market is Salt Lake City, Utah, the market in which the principal office of GE Bank is located.⁶ GE Bank’s reported deposit market share in this FRB Market is quite small, at 3.80%, and GS Bank has one branch in this FRB Market, with a deposit market share of 16.69%. As shown in the HHI analysis attached as Public Exhibit 4 hereto, the Proposed Transaction would result in an HHI post-transaction of 1,517 and an HHI increase of 127, both of which are significantly below the relevant safe harbor thresholds applied by the Federal Reserve and the Department. Additionally these figures overstate the competitive impact of the Proposed Transaction because GE Bank has only its principal office and GS Bank has only one branch in the market and both solicit their deposits and make their loans on a nationwide basis. Moreover, there are more than 40 bank and thrift competitors in the Salt Lake City, Utah FRB Market, including some of the largest banks in the country: JP Morgan Chase & Co., Wells Fargo & Co., and US Bancorp, among many others. Accordingly, there would be no significantly adverse competitive impact in this FRB Market as a result of the Proposed Transaction.

⁴ This percentage is based on (i) the sum of GS Bank’s total domestic deposits as reported in GS Bank’s Call Report for the quarter ended June 30, 2015 (approximately \$77.84 billion) and the estimated total assumed deposits amount (approximately \$16 billion, and together with GS Bank’s total domestic deposits, \$94 billion), *divided by* (ii) total domestic deposits of approximately \$10.54 trillion based on data provided by SNL Financial for Commercial and Savings Banks as of June 30, 2015.

⁵ See Department of Justice, Bank Merger Competitive Review – Introduction and Overview (1995) (current as of September 200) (*available at* <http://www.justice.gov/atr/public/guidelines/6472.htm>); *see also* Federal Reserve Board of Governors, FAQs – How do the Federal Reserve and the U.S. Department of Justice, Antitrust Division, analyze the competitive effects of mergers and acquisitions under the Bank Holding Company Act of 1956 (the “BHC Act”), the Bank Merger Act and the Home Owners’ Loan Act (*available at* <http://www.federalreserve.gov/bankinfo/comp-competitive-effects-mergers-acquisitions-faqs.htm>). Unless otherwise indicated, all deposit-level data in this Application are as of June 30, 2014 (the most recent date available) and are compiled by SNL Financial. The HHI discussion cited in this section cites the Department’s initial screen, which conservatively weights non-bank institutions at 0%. Exhibits showing market share and HHI information under each of the Federal Reserve’s and the Department’s initial screens are included in the Competition Supplement, which is attached as Public Exhibit 4.

⁶ Because GE Bank does not operate any branches or offices other than its principal office in Holladay, Utah, there is no deposit market overlap in any other FRB Market between GE Bank and GS Bank, and the Proposed Transaction will not result in any change to the deposit market HHI of any other FRB Market.

Thus, for the reasons set forth above, the Proposed Transaction is consistent with approval under the competition criteria of both the Federal Reserve and the Department.

2. Financial and Managerial Resources and Future Prospects

GS Bank is a well-capitalized organization and, following the consummation of the Proposed Transaction, will continue to be well capitalized.

As mentioned, GS Bank's management team is focused on diversifying its funding platform in a safe and sound manner [REDACTED]

[REDACTED] The Proposed Transaction involves only the assumption of deposits and the acquisition of a Deposit Platform [REDACTED]. GS Bank is managed by an experienced and capable team of professionals and, augmented by the anticipated hiring of existing employees of GE Bank, is more than capable of providing the managerial and other relevant resources necessary to complete the integration and ongoing operation of the Deposit Platform. As noted above, GS Bank will extend conditional offers of employment to all GE Bank employees who are dedicated to managing and operating the Deposit Platform (currently more than [REDACTED] employees) to enable a smooth transition of business operations and continuity of service.

[REDACTED] Going forward, the Proposed Transaction would strengthen GS Bank's liquidity profile with a new, diversified and stable funding source, which would increase sources of direct deposits to support GS Bank's asset strategy [REDACTED]. As a result, the Proposed Transaction would make GS Bank a safer and sounder institution.

For the reasons set forth above, GS Bank believes that its financial, managerial and operational resources are more than adequate to manage the introduction of this new funding platform [REDACTED]

3. Convenience and Needs

GS Bank believes that the consummation of the Proposed Transaction will result in an organization with strengthened and enhanced funding capability to serve the convenience and needs of the community to be served. No reductions in products or services are expected as a result of the Proposed Transaction, [REDACTED]

[REDACTED] As a result, GS Bank believes that the impact of the Proposed Transaction on the convenience and needs of the community to be served is consistent with approval of this Application.

GS Bank currently operates a branch in Salt Lake City and has a Utah assessment area ("AA") for CRA purposes that consists of Salt Lake, Summit and Tooele Counties. GS Bank's branch in Salt Lake City, Utah houses [REDACTED] employees. Overall, Goldman Sachs has more than [REDACTED] employees in Salt Lake City.

GE Bank currently has a Utah AA that consists of Salt Lake County.

As discussed in more detail below, GS Bank, both directly and through affiliates, has played a leadership role in the Utah market despite intense competition for CRA-qualified transactions there, given that there are more than 40 FDIC-insured institutions located in the Salt Lake City, Utah Metropolitan Statistical Area competing for a finite number of CRA-qualified opportunities.

GS Bank approaches its community support and CRA obligations by deploying its own models and approaches in Utah to bring new, innovative solutions to bear on pressing community needs. These innovative approaches include:

- Goldman Sachs' signature *10,000 Small Businesses* through which Goldman Sachs and The Goldman Sachs Foundation committed \$15 million to provide practical business education, business support services and access to capital to small businesses in Utah;
- financing the first early education social impact bond in the country that focused on providing high-quality early education to underserved students in the greater Salt Lake City area; and
- investing in a joint venture focused on acquiring single family homes in low- and moderate-income ("LMI") neighborhoods in the Salt Lake City area that had been in foreclosure and rehabilitating them for rental; the joint venture also provided homebuyer education and emergency financial counseling to tenants.

In Salt Lake City, the *10,000 Small Businesses* initiative has reached 270 small businesses, 70% of which report increased revenues after six months, and 48% of which added jobs after six months.

In 2014, Goldman Sachs' Salt Lake City office partnered with 59 nonprofit organizations on 100 cross-divisional, team-based volunteer projects. More than 1,600 Goldman Sachs employees and guests joined together to contribute more than 10,000 hours to the communities in the Salt Lake City area where they work and live.

Following consummation of the Proposed Transaction, GS Bank and its affiliates will continue their community development activities in the Salt Lake City area communities, as well as their broader U.S. and global initiatives.

4. Anti-Money Laundering

Each of Goldman Sachs and GS Bank has, and following consummation of the Proposed Transaction will have, robust written anti-money laundering and Bank Secrecy Act programs that conform to the Bank Secrecy Act and regulations promulgated thereunder, including the amendments made by the USA PATRIOT Act.

5. Financial Stability

Pursuant to the Bank Merger Act (12 U.S.C. § 1828(c)), as amended by Section 604(e) of the Dodd-Frank Act (codified at 12 U.S.C. § 1843(j)(2)), effective July 21, 2011, in every application under the Bank Merger Act the Federal Reserve must take into consideration

the risks to the stability of the United States banking or financial system presented by the proposed transaction (the so-called Financial Stability Factor or “FSF”).⁷ Although the Federal Reserve has not issued formal regulations relating to the FSF, it has analyzed the FSF in multiple prior Federal Reserve Section 3 approval Orders.⁸

The BB&T Order sets forth the basic test under the FSF: whether, and to what extent, a transaction increases the systemic footprint of the applicant.⁹ Under that Federal Reserve test, the Proposed Transaction does not implicate the FSF.¹⁰ The Proposed Transaction will not increase the systemic footprint of Goldman Sachs or GS Bank. The Proposed Transaction will not have a material impact on the broad range of products and services, risk profiles or geographic presence of Goldman Sachs and GS Bank. No financial assets (other than the cash being paid by GE Bank in consideration of GS Bank’s assumption of the deposit liabilities) are being acquired by GS Bank [REDACTED]. The cash being paid to GS Bank represents [REDACTED] of Goldman Sachs’ assets and is well below 0.1% of the total assets of all U.S. financial institutions. In actuality, the Proposed Transaction is a simple deposit assumption that will help [REDACTED] by enabling access to a stable and diversified funding source.

In fact, when all the relevant factors are considered, the Proposed Transaction reduces overall systemic risk and systemic footprint. The Proposed Transaction is an essential part of GE Capital’s restructuring to reduce its systemic footprint to the point where it is no longer systemic. [REDACTED]

⁷ See 12 U.S.C. § 1828(c)(5).

⁸ See, e.g., Order Approving the Acquisition of a Bank Holding Company, CIT Group, Inc. (July 19, 2015); Order Approving the Merger of Bank Holding Companies, the Merger of Banks, and the Establishment of Branches, Cullen/Frost Bankers, Inc. (May 14, 2014); Order Approving the Acquisition of a Bank Holding Company, Umpqua Holdings Corporation (April 1, 2014); Order Approving the Merger of Bank Holding Companies, Old National Bancorp (April 7, 2014); and the BB&T Order. Each of these Section 3 orders cites the Federal Reserve’s Order approving Capital One Financial Corporation’s acquisition of ING Direct fsb (February 14, 2012) (“Capital One Order”) as representing the Federal Reserve’s analysis of the FSF. See also Federal Reserve Order Approving Acquisition of a State Member Bank, PNC Bancorp, Inc. (December 23, 2011). Although this Application is submitted pursuant to the Bank Merger Act and not Section 3 of the BHC Act, GS Bank believes that the FSF should be analyzed consistently with the FSF analyses in prior Federal Reserve Section 3 approval Orders.

⁹ See BB&T Order.

¹⁰ See *id.*

In the BB&T, Capital One and other Federal Reserve Orders dealing with the FSF, the Federal Reserve has delineated five metrics in its consideration of the FSF: (i) the size of the resulting firm; (ii) availability of substitute providers for any critical products and services offered by the resulting firm; (iii) interconnectedness of the resulting firm with the banking or financial system; (iv) the extent to which the resulting firm contributes to the complexity of the financial system; and (v) the extent of the cross-border activities of the resulting firm. As will now be discussed, all of these factors are consistent with the conclusion that the FSF has no effect on approval of the Proposed Transaction. It will not result in any meaningful increase in size, interconnectedness, complexity, cross-border activities or any other relevant risk at GS Bank or Goldman Sachs, nor will the Proposed Transaction have any meaningful impact on GS Bank's or Goldman Sachs' risk profile or increase the risk to the financial system.

1) *Size.*

The Deposits will strengthen GS Bank's liquidity profile by offering a new, diversified and stable funding source, which would, in turn, The Proposed Transaction is not an acquisition of a going concern. No financial assets are being acquired (other than the cash being delivered by GE Bank in consideration of GS Bank's assumption of the deposit liabilities) and there is no meaningful increase in GS Bank's assets as a result of the Proposed Transaction over the forecasted period provided in the 2015 DFAST Submission.

With respect to deposit liabilities, GS Bank would hold less than 1% of all domestic deposits after the consummation of the Proposed Transaction. On a *pro forma* basis, GS Bank will be the 18th largest U.S. bank measured by total domestic deposits and three U.S. banks will have approximately 10 times or greater the deposits of GS Bank.¹¹

Because the Proposed Transaction is only a deposit assumption, in terms of true business significance, it is less significant than a whole bank transaction of a much smaller size. When compared to the largest whole bank transactions in recent years, the Proposed Transaction does not raise financial stability concerns. Indeed, the transaction approved by the Federal Reserve in the Capital One Order was a whole bank transaction that involved a deposit assumption roughly 4.5 times the amount of the Deposits assumed here.

2) *Substitutability.* As articulated by the Federal Reserve, this factor requires the examination of whether GS Bank will engage in any activities that are critical to the functioning of the U.S. financial system and whether substitute providers would remain after the Proposed Transaction that could quickly step in to perform such activities should GS Bank suddenly be unable to do so as a result of severe financial distress. The Deposits to be assumed in connection with the Proposed Transaction are not regarded as highly specialized or "critical" financial products available from only a small number of providers. As mentioned, GS Bank currently has, and after the consummation of the Proposed Transaction, would continue to have a *de minimis* share on a nationwide basis of all domestic deposits. The Proposed Transaction will,

¹¹ These figures are based on SNL Financial data for Commercial and Savings Banks ranked by domestic deposits as of June 30, 2015.

therefore, have no effect on the offering of deposit products in the United States. Likewise, virtually all major banks and a number of specialized banks offer an online deposit platform.

3) *Interconnectedness.* The Proposed Transaction would not increase the interconnectedness of the U.S. banking or financial system. The assumption of the Deposits by GS Bank would not result in GS Bank engaging in business activities or participating in markets to a degree that would pose significant risk to other institutions in the event of financial distress. Importantly, consummation of the Proposed Transaction would strengthen GS Bank's liquidity profile with a new, diversified and stable funding source, which would increase sources of direct deposits to support GS Bank's asset strategy [REDACTED]

[REDACTED] Additionally, no derivatives are being assumed as part of the Proposed Transaction and almost all of the Deposits to be assumed are not held by other major financial institutions.¹²

4) *Complexity.* The assumption of the Deposits would not contribute to the overall complexity of the U.S. banking or financial system. The Proposed Transaction is a "plain vanilla" deposit assumption and does not involve the acquisition or assumption of complex financial assets, liabilities or business operations.

5) *Cross-Border Activity.* The assumption of the Deposits does not involve the acquisition of any cross-border operations, assets or liabilities, nor does it result in any activities that would create difficulties in coordinating any resolution and thereby increase the risk to U.S. financial stability.

6) *Additional Factors.* Finally, as the Federal Reserve recognized in the Capital One Order, it should "take into account all factors that are relevant to a transaction, some of which may not be captured by the metrics."¹³ [REDACTED]

[REDACTED] As noted above, the Proposed Transaction also is part of the publicly announced plan by General Electric to reduce its "systemic footprint" by reducing the size of its financial services businesses through the sale of most of GE Capital's assets and liabilities over the next 24 months.

In light of the foregoing, given that GS Bank believes there is no incremental effect of the Proposed Transaction on the systemic footprint of either GS Bank or Goldman Sachs and there is a reduced risk on an aggregate basis in respect of both GE Bank and GE Capital, the Proposed Transaction will not result in meaningfully greater or more concentrated risks to the stability of the U.S. banking or financial system.

¹² GE Bank's Call Report for the quarter ended June 30, 2015 reported domestic deposits from commercial banks and other depository institutions in the U.S. at approximately \$32.5 million.

¹³ Capital One Order, n. 72, at 29.

B. State Filing Requirements

GS Bank is applying for prior approval of the Proposed Transaction with the NYDFS and the Utah DFI. Simultaneously with the submission of this Application, GS Bank is submitting an application to the NYDFS and a copy of this Application to the Utah DFI for purposes of satisfying such state prior approval requirements regarding the Proposed Transaction and will comply with any other applicable state filing requirements.

C. Community Reinvestment Act

GS Bank is committed to meeting its obligations under the CRA and to working for the social and economic well-being of the communities in which it is located, with particular regard to LMI individuals. In its last CRA Public Evaluation from the Federal Reserve Bank of New York, dated November 5, 2012 and attached as Public Exhibit 5 hereto, GS Bank received a CRA rating of “Outstanding”, including an “Outstanding” rating for GS Bank’s performance in the State of Utah.¹⁴ Based on publicly reported CRA exam results, only approximately 8.5% of banks examined in 2012 received a rating of “Outstanding”.¹⁵

CRA Program. GS Bank has a comprehensive CRA program dedicated to serving the needs of LMI individuals and communities. Since becoming a New York state-chartered member bank in 2008, GS Bank has received two consecutive “Outstanding” CRA ratings from both the Federal Reserve Bank of New York and the NYDFS. GS Bank fulfills its obligations under the CRA by providing community development loans, investments and services in LMI areas and for the benefit of LMI individuals. Since 2001, Goldman Sachs has committed more than \$4.3 billion to facilitate the creation and preservation of more than 17,000 housing units – the majority of which are affordable to low-, moderate- and middle-income families – as well as more than 1,800,000 square feet of community facility space and more than 5,300,000 square feet of commercial, retail and industrial space that serve LMI communities.

GS Bank targets its community development activities in its two CRA AAs in sections of New York/New Jersey and in Utah. In addition, GS Bank utilizes its expertise to facilitate neighborhood revitalization and job creation in communities outside its AAs.

The core mission of GS Bank’s CRA program is to execute innovative, flexible and complex financing structures designed to meet the most critical community needs. GS Bank’s Urban Investment Group (“UIG”) is the business unit primarily responsible for implementing GS Bank’s CRA strategy.

[REDACTED]

GS Bank has five key themes that drive its CRA program.

¹⁴ Although GS Bank’s most recent CRA Public Evaluation from the Federal Reserve Bank of New York is as of November 5, 2012, all CRA-related data in this Application are as of June 30, 2015, unless otherwise noted.

¹⁵ See Federal Financial Institutions Examination Council Interagency CRA Rating Search (*available at* <http://www.ffiec.gov/craratings/default.aspx>).

1. Early Stage Acquisition and Pre-Development Financing: The successful development of community reinvestment projects is dependent on early stage financing to fund pre-development and acquisition costs. This is real “risk capital” not typically provided by conventional investors or even by most CRA investors, as the financing is provided prior to the commitment of interim or permanent financing and/or other public subsidies.

2. Complex, Catalytic Projects: A comprehensive approach to community development necessitates investments in projects that contain a variety of uses, often requiring complex financing structures that incorporate multiple products, government programs and public sector partners.

3. Direct Investment and Lending Strategy: GS Bank’s CRA Program deploys a direct lending and investing strategy to finance critical community development projects and bring expertise and resources to transactions to create better outcomes.

4. Public-Private Partnerships: GS Bank closely collaborates with municipalities to understand, support and finance their priorities. Local governments are facing greater demand for services but have fewer resources; thus many of GS Bank’s projects are financed in partnership with city and state agencies in complex and layered capital structures.

5. Innovations in Community Development: GS Bank is a leader in community development, financing new strategies, approaches and business models to address issues impacting LMI communities. GS Bank’s staff of experienced community development finance professionals has a unique capacity to evaluate new opportunities and provide loans and investments that are not routinely provided by other investors.

Product Offerings. The use of one business unit to focus on the CRA strategy results in GS Bank’s unique capacity to provide complex, multi-layered debt and equity financing that often includes predevelopment and early stage loans not routinely provided by other investors. To address the specific capital needs of projects and operating partners, GS Bank utilizes a wide array of flexible debt and equity products including, but not limited to:

- **Low Income Housing Tax Credits (LIHTCs)**: Received in connection with equity investments in real estate projects that provide eligible rental housing for LMI individuals;
- **New Market Tax Credits (NMTCs)**: Received in connection with equity investments in projects that provide financing to commercial real estate projects focused on economic development and job creation or certain types of businesses (*i.e.*, nonprofits) in developing communities;
- **Historic Tax Credits (HTCs)**: Received in connection with equity investments in projects that promote historic preservation and community revitalization through qualified historic rehabilitation projects;
- **Community Development Financial Institution (“CDFIs”) Lending Partnerships/Facilities**: Loans to intermediaries that provide capital for community development

purposes. These can include credit facilities for CDFIs that provide capital to small businesses, affordable housing, community facilities and supportive housing;

- **Bridge/Pre-development Loans:** Loans that fund operating capital for uses including bridging government contracts, seeding new business lines or funding predevelopment expenses for real estate projects (with and without land collateral);
- **Direct Equity:** Equity investments are made through joint ventures with developers and operators in CRA-eligible real estate projects;
- **Construction Loans/Letters of Credit:** Lead role or participations in construction loans or letters of credit that finance construction of CRA-eligible real estate projects;
- **Qualified School Construction Bonds (“QSCBs”):** Help fund school construction, rehabilitation, repair, and land acquisition. QSCBs provide federal tax credits for bond holders in lieu of interest in order to significantly reduce an issuer’s cost of borrowing for public school construction projects; and
- **Social Impact Bonds:** Innovative and emerging financial instrument that seeks to leverage private capital to support high impact social programs through pay-for-success structuring.

Services. GS Bank provides services to the community through volunteerism, philanthropic contributions and direct community involvement. Goldman Sachs’ Community TeamWorks is a global volunteer initiative that enables the employees of Goldman Sachs to drive tangible progress in communities where they work and live. At least one day a year, volunteers work in partnership with local nonprofit organizations around the world, contributing their expertise and ideas to help make a meaningful difference. In 2014, Goldman Sachs partnered with more than 550 nonprofit organizations on more than 915 projects in the United States. More than 13,500 Goldman Sachs employees, family and friends joined together to contribute more than 80,000 hours to the communities where they work and live.

In addition, Goldman Sachs employees currently serve on the boards of more than ■ CRA-qualified nonprofit organizations in the GS Bank AAs and are frequent panelists and presenters at community development seminars.

D. Public Notices for Bank Merger Act Application

Notices required under the Bank Merger Act will be published in the following newspapers on or around August 20, 2015, August 27, 2015 and September 19, 2015:

1. *The New York Post*
New York, New York
(Location of main office of GS Bank)

2. *The Salt Lake Tribune*
Salt Lake City, Utah
(Location of main office of GE Bank)

A copy of the text of the notice is included as Public Exhibit 6 to this Application. Affidavits of publication will be submitted as soon as they are received from each of the newspapers.

E. Conclusion

GS Bank respectfully submits that the foregoing discussion, together with the information contained in the exhibits, demonstrates that the Proposed Transaction satisfies all applicable standards under the Bank Merger Act and the CRA. Therefore, GS Bank respectfully submits that the Federal Reserve has authority to approve the Application and respectfully requests the Federal Reserve to do so.

**INFORMATION REQUIRED BY THE
INTERAGENCY BANK MERGER ACT APPLICATION***

This Application on Form FR 2070 under the Bank Merger Act, 12 U.S.C. § 1828(c), is filed with respect to the assumption of the deposit liabilities and the acquisition of certain very limited non-financial assets of GE Bank by GS Bank.

- 1. Describe the transaction's purpose, structure, significant terms and conditions, and financing arrangements, including any plan to raise additional equity or incur debt. Also provide the approximate approval date needed to consummate.**

Please see Section III of the Preliminary Statement for a description of the purpose, structure and significant terms and conditions of the Proposed Transaction, as well as the approximate approval date needed to consummate. [REDACTED]

- 2. Provide a copy of**

- (a) The executed merger or transaction agreement, including any amendments,**

An executed copy of the Purchase and Assumption Agreement is included with this Application as Confidential Exhibit 1.

- (b) Any board of directors' resolutions related to the transaction, and**

Copies of the board and shareholder resolutions approving the Proposed Transaction are included with this Application as Confidential Exhibit 5 and Public Exhibit 3, respectively.

- (c) Interim charter, names of organizers, and related documents, if applicable.**

Not applicable.

- 3. Describe any issues regarding the permissibility of the proposal with regard to applicable state or federal laws or regulations (for example, nonbank activities, branching, qualified thrift lender's test).**

None. GS Bank believes that the Proposed Transaction complies with the requirements of all applicable laws.

* Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Preliminary Statement to this Application.

4. Describe any nonconforming or impermissible assets or activities that Applicant or Resultant Institution may not be permitted to retain under relevant law or regulation, including the method of and anticipated time period for divestiture or disposal.

None.

5. Provide the indicated financial information and describe the assumptions used to prepare the projected statements, including those about the effect of the merger transaction. Material changes between the date of the financial statements and the date of the application should be disclosed. If there are no material changes, a statement to that effect should be made.

- (a) **Pro Forma Balance Sheet, as of the end of the most recent quarter and for the first year of operation after the transaction. Indicate separately for the Applicant and Target Institution each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by footnotes) reflecting the proposed acquisition; and the resulting pro forma combined balance sheet. Goodwill and all other intangible assets should be listed separately on the balance sheet. Indicate the amortization period and method used for any intangible asset and the accretion period of any purchase discount on the balance sheet.**

A copy of the *pro forma* balance sheet reflecting the consummation of the Proposed Transaction, dated as of June 30, 2015, is included as Confidential Exhibit 2 to this Application. A projected balance sheet for the first year of operation is also included as Confidential Exhibit 2 to this Application.

- (b) **Projected Combined Statement of Income for the first year of operation following consummation.**

A projected combined statement of income for the first year of operation is also included as Confidential Exhibit 2.

- (c) **Pro Forma and Projected Regulatory Capital Schedule, as of the end of the most recent quarter and for the first year of operation, indicating**

- **Each component item for Tier 1 (Core) and Tier 2 (Supplementary) Capital, Subtotal for Tier 1 and Tier 2 Capital (less any investment in unconsolidated or nonincludable subsidiaries), Total Capital (include Tier 3 if applicable).**
- **Total risk-weighted assets.**
- **Capital Ratios: (1) Tier 1 capital to total risk-weighted assets; (2) Total capital to total risk-weighted assets; and (3) Tier 1 capital to average total consolidated assets (leverage ratio).**

A copy of the *pro forma* combined statement of capital ratios reflecting the Transaction, dated as of June 30, 2015, is included as Confidential Exhibit 2 to this Application. A projected statement of capital ratios for the first year of operation is also included as Confidential Exhibit 2.

[REDACTED]

6. **List the directors and senior executive officers of the Resultant Institution and provide the name, address, position with and shares held in Resultant Institution or holding company, and principal occupation (if a director).**

A list of the current directors and senior executive officers of GS Bank is included as Public Exhibit 7 hereto. [REDACTED]

7. **Describe how the proposal will meet the convenience and needs of the community. For the combining institutions, list any significant anticipated changes in services or products that will result from the consummation of the transaction. If any services or products will be discontinued, describe and explain the reasons.**

Please see Sections IV.A.3 and IV.C of the Preliminary Statement.

8. **Discuss the programs, products, and activities of the Applicant or the Resultant Institution that will meet the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA) regulation, including the needs of low- and moderate-income geographies and individuals. For an Applicant or Target Institution that has received a CRA composite rating of “needs to improve” or “substantial noncompliance” institution-wide or, where applicable, in a state or a multi-state MSA, or has received an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the applicant is expanding as a result of the combination, describe the specific actions, if any, that have been taken to address the deficiencies in the institution’s CRA performance record since the rating.**

Please see Sections IV.A.3 and IV.C of the Preliminary Statement.

Neither GS Bank nor GE Bank has received (i) a CRA composite rating of “needs to improve” or “substantial noncompliance” in a state or multi-state MSA or (ii) an evaluation of less than satisfactory performance in an MSA.

9. **The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 imposes additional considerations for certain interstate mergers between insured banks. Savings associations are not subject to 12 U.S.C. 1831u. If subject to these provisions, discuss authority; compliance with state age limits and host state(s) filing requirements; and applicability of nationwide and statewide concentration limits. In addition, discuss any other restrictions that the states seek to apply (including state antitrust restrictions).**

[REDACTED]

[REDACTED]

10. **List all offices that (a) will be established or retained as branches, including the main office, of the Target Institution, (b) are approved but unopened branch(es) of the Target Institution, including the date the current federal and state agencies granted approval(s), and (c) are existing branches that will be closed as a result of the proposal to the extent the information is available and indicate the effect on the branch customers served. For each branch, list the popular name, street address, city, county, state, and zip code.**

GS Bank is not acquiring or retaining any branches in connection with the Proposed Transaction, nor will any additional branches be established by GS Bank in connection with the Proposed Transaction.

[REDACTED]

11. As a result of this transaction, if the Applicant will be or will become affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator, provide:

- (a) The name of company.**
- (b) A description of the insurance activity that the company is engaged in and has plans to conduct.**
- (c) A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.**

Not applicable.

12. Discuss the effects of the proposed transaction on existing competition in the relevant geographic market(s) where Applicant and Target Institution operate. Applicant should contact the appropriate regulatory agency for specific instructions to complete the competitive analysis.

Please see Section IV.A.1 of the Preliminary Statement.

13. If the proposed transaction involves a branch sale or any other divestiture of all or any portion of the bank, savings association or nonbank company (in the case of a merger under 12 U.S.C. 1828(c)(1)) to mitigate competitive effects, discuss the timing, purchaser, and other specific information.

Not applicable.

14. Describe any management interlocking relationships (12 U.S.C. 3201-3208) that currently exist or would exist following consummation. Include a discussion of the permissibility of the interlock with regard to relevant laws and regulations.

None.

15. If the pro forma consolidated assets of Applicant's parent holding company are less than \$150 million and parent company long-term debt will exceed 30 percent of parent company equity capital accounts on a pro forma basis, provide cash flow projections for the parent company that clearly demonstrate the ability to reduce the long-term debt-to-equity ratio to 30 percent or less within 12 years of consummation.

Not applicable.

CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this ___ day of August, 2015.

Goldman Sachs Bank USA by
(Applicant)

(Signature of Authorized Officer)

(Typed Name)

(Title)

PUBLIC EXHIBITS

TO THE
CONFIDENTIAL APPLICATION

PURSUANT TO
THE
BANK MERGER ACT
12 U.S.C. § 1828(c)

SUBMITTED TO THE

BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM

FOR THE

PURCHASE AND ASSUMPTION TRANSACTION

BY AND AMONG

GOLDMAN SACHS BANK USA
200 West Street
New York, New York 10282

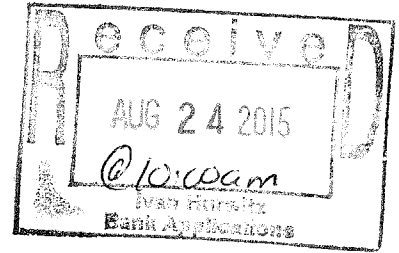
GE CAPITAL BANK
6510 Millrock Drive, Suite #200
Holladay, Utah 84121

AND

GENERAL ELECTRIC CAPITAL CORPORATION
901 Main Ave
Norwalk, CT 06851

Submitted

August 19, 2015



PUBLIC EXHIBITS

Public Exhibit 1	Goldman Sachs Bank USA's Call Report for the quarter ended June 30, 2015
Public Exhibit 2	GE Capital Bank's Call Report for the quarter ended June 30, 2015
Public Exhibit 3	Approval of The Goldman Sachs Group, Inc. as Sole Shareholder of Goldman Sachs Bank USA
Public Exhibit 4	Competition Supplement
Public Exhibit 5	Goldman Sachs Bank USA's Community Reinvestment Act Performance Evaluation, dated November 5, 2012
Public Exhibit 6	Form of Newspaper Notice
Public Exhibit 7	List of Directors and Senior Executive Officers of Goldman Sachs Bank USA

PUBLIC EXHIBIT 1

Goldman Sachs Bank USA's Call Report for the quarter ended June 30, 2015

Federal Financial Institutions Examination Council



1

Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices - FFIEC 031

Institution Name	GOLDMAN SACHS BANK USA
City	NEW YORK
State	NY
Zip Code	10282
Call Report Quarter End Date	6/30/2015
Report Type	031
RSSD-ID	2182786
FDIC Certificate Number	33124
OCC Charter Number	0
ABA Routing Number	26014601
Last updated on	7/30/2015

Bank Demographic Information

Dollar amounts in thousands

1. Reporting date.....	RCON9999	20150630	1.
2. FDIC certificate number.....	RSSD9050	33124	2.
3. Legal title of bank.....	RSSD9017	Goldman Sachs Bank, USA	3.
4. City.....	RSSD9130	New York	4.
5. State abbreviation.....	RSSD9200	NY	5.
6. Zip code.....	RSSD9220	10282	6.

Contact Information

Dollar amounts in thousands

1. Contact Information for the Reports of Condition and Income			1.
a. Chief Financial Officer (or Equivalent) Signing the Reports			1.a.
1. Name.....	TEXTC490	CONF	1.a.1.
2. Title.....	TEXTC491	CONF	1.a.2.
3. E-mail Address.....	TEXTC492	CONF	1.a.3.
4. Telephone.....	TEXTC493	CONF	1.a.4.
5. FAX.....	TEXTC494	CONF	1.a.5.
b. Other Person to Whom Questions about the Reports Should be Directed			1.b.
1. Name.....	TEXTC495	CONF	1.b.1.
2. Title.....	TEXTC496	CONF	1.b.2.
3. E-mail Address.....	TEXT4086	CONF	1.b.3.
4. Telephone.....	TEXT8902	CONF	1.b.4.
5. FAX.....	TEXT9116	CONF	1.b.5.
2. Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed			2.
a. Name and Title.....	TEXTB962	CONF	2.a.
b. E-mail Address.....	TEXTB926	CONF	2.b.
c. Telephone.....	TEXTB963	CONF	2.c.
d. FAX.....	TEXTB964	CONF	2.d.
3. Emergency Contact Information			3.
a. Primary Contact			3.a.
1. Name.....	TEXTC366	CONF	3.a.1.
2. Title.....	TEXTC367	CONF	3.a.2.
3. E-mail Address.....	TEXTC368	CONF	3.a.3.
4. Telephone.....	TEXTC369	CONF	3.a.4.
5. FAX.....	TEXTC370	CONF	3.a.5.
b. Secondary Contact			3.b.
1. Name.....	TEXTC371	CONF	3.b.1.
2. Title.....	TEXTC372	CONF	3.b.2.
3. E-mail Address.....	TEXTC373	CONF	3.b.3.
4. Telephone.....	TEXTC374	CONF	3.b.4.
5. FAX.....	TEXTC375	CONF	3.b.5.
4. USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information			4.
a. Primary Contact			4.a.
1. Name.....	TEXTC437	CONF	4.a.1.
2. Title.....	TEXTC438	CONF	4.a.2.
3. E-mail Address.....	TEXTC439	CONF	4.a.3.
4. Telephone.....	TEXTC440	CONF	4.a.4.
b. Secondary Contact			4.b.

Dollar amounts in thousands

1. Name.....	TEXTC442	CONF	4.b.1.
2. Title.....	TEXTC443	CONF	4.b.2.
3. E-mail Address.....	TEXTC444	CONF	4.b.3.
4. Telephone.....	TEXTC445	CONF	4.b.4.
c. Third Contact			4.c.
1. Name.....	TEXTC870	CONF	4.c.1.
2. Title.....	TEXTC871	CONF	4.c.2.
3. E-mail Address.....	TEXTC872	CONF	4.c.3.
4. Telephone.....	TEXTC873	CONF	4.c.4.
d. Fourth Contact			4.d.
1. Name.....	TEXTC875	CONF	4.d.1.
2. Title.....	TEXTC876	CONF	4.d.2.
3. E-mail Address.....	TEXTC877	CONF	4.d.3.
4. Telephone.....	TEXTC878	CONF	4.d.4.

Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income

Dollar amounts in thousands

1. Comments?.....	RCON6979	No	1.
2. Bank Management Statement.....	TEXT6980		2.

Schedule RI - Income Statement

Dollar amounts in thousands

1. Interest income:			1.
a. Interest and fee income on loans:			1.a.
1. In domestic offices:			1.a.1.
a. Loans secured by real estate:			1.a.1.a.
1. Loans secured by 1-4 family residential properties.....	RIAD4435	75,000	1.a.1.a.1.
2. All other loans secured by real estate.....	RIAD4436	95,000	1.a.1.a.2.
b. Loans to finance agricultural production and other loans to farmers.....	RIAD4024	0	1.a.1.b.
c. Commercial and industrial loans.....	RIAD4012	198,000	1.a.1.c.
d. Loans to individuals for household, family, and other personal expenditures:			1.a.1.d.
1. Credit cards.....	RIADB485	0	1.a.1.d.1.
2. Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans).....	RIADB486	13,000	1.a.1.d.2.
e. Loans to foreign governments and official institutions.....	RIAD4056	0	1.a.1.e.
f. All other loans in domestic offices.....	RIADB487	201,000	1.a.1.f.
2. In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RIAD4059	0	1.a.2.
3. Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(2)).....	RIAD4010	582,000	1.a.3.
b. Income from lease financing receivables.....	RIAD4065	0	1.b.
c. Interest income on balances due from depository institutions.....	RIAD4115	60,000	1.c.
d. Interest and dividend income on securities:			1.d.
1. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RIADB488	0	1.d.1.
2. Mortgage-backed securities.....	RIADB489	0	1.d.2.
3. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RIAD4060	0	1.d.3.
e. Interest income from trading assets.....	RIAD4069	264,000	1.e.

Dollar amounts in thousands

f. Interest income on federal funds sold and securities purchased under agreements to resell.....	RIAD4020	21,000	1.f.
g. Other interest income.....	RIAD4518	36,000	1.g.
h. Total interest income (sum of items 1.a.(3) through 1.g).....	RIAD4107	963,000	1.h.
2. Interest expense:			2.
a. Interest on deposits:			2.a.
1. Interest on deposits in domestic offices:			2.a.1.
a. Transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	RIAD4508	1,000	2.a.1.a.
b. Nontransaction accounts:			2.a.1.b.
1. Savings deposits (includes MMDAs).....	RIAD0093	52,000	2.a.1.b.1.
2. Time deposits of \$100,000 or more.....	RIADA517	8,000	2.a.1.b.2.
3. Time deposits of less than \$100,000.....	RIADA518	109,000	2.a.1.b.3.
2. Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RIAD4172	0	2.a.2.
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	RIAD4180	-1,000	2.b.
c. Interest on trading liabilities and other borrowed money.....	RIAD4185	93,000	2.c.
d. Interest on subordinated notes and debentures.....	RIAD4200	20,000	2.d.
e. Total interest expense (sum of items 2.a through 2.d).....	RIAD4073	282,000	2.e.
3. Net interest income (item 1.h minus 2.e).....	RIAD4074	681,000	3.
4. Provision for loan and lease losses.....	RIAD4230	5,000	4.
5. Noninterest income:			5.
a. Income from fiduciary activities.....	RIAD4070	19,000	5.a.
b. Service charges on deposit accounts in domestic offices.....	RIAD4080	0	5.b.
c. Trading revenue.....	RIADA220	323,000	5.c.
d. Not available			5.d.
1. Fees and commissions from securities brokerage.....	RIADC886	0	5.d.1.
2. Investment banking, advisory, and underwriting fees and commissions.....	RIADC888	166,000	5.d.2.
3. Fees and commissions from annuity sales.....	RIADC887	0	5.d.3.
4. Underwriting income from insurance and reinsurance activities.....	RIADC386	0	5.d.4.
5. Income from other insurance activities.....	RIADC387	0	5.d.5.
e. Venture capital revenue.....	RIADB491	0	5.e.
f. Net servicing fees.....	RIADB492	0	5.f.
g. Net securitization income.....	RIADB493	0	5.g.
h. Not applicable			5.h.
i. Net gains (losses) on sales of loans and leases.....	RIAD5416	14,000	5.i.
j. Net gains (losses) on sales of other real estate owned.....	RIAD5415	0	5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....	RIADB496	0	5.k.
l. Other noninterest income.....	RIADB497	458,000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	RIAD4079	980,000	5.m.
6. Not available			6.
a. Realized gains (losses) on held-to-maturity securities.....	RIAD3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities.....	RIAD3196	0	6.b.
7. Noninterest expense:			7.
a. Salaries and employee benefits.....	RIAD4135	99,000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	RIAD4217	3,000	7.b.
c. Not available			7.c.
1. Goodwill impairment losses.....	RIADC216	0	7.c.1.
2. Amortization expense and impairment losses for other intangible assets.....	RIADC232	0	7.c.2.
d. Other noninterest expense.....	RIAD4092	417,000	7.d.

Dollar amounts in thousands

e. Total noninterest expense (sum of items 7.a through 7.d).....	RIAD4093	519,000	7.e.
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e).....	RIAD4301	1,137,000	8.
9. Applicable income taxes (on item 8).....	RIAD4302	430,000	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)...	RIAD4300	707,000	10.
11. Extraordinary items and other adjustments, net of income taxes.....	RIAD4320	0	11.
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11).....	RIADG104	707,000	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	RIADG103	2,000	13.
14. Net income (loss) attributable to bank (item 12 minus item 13).....	RIAD4340	705,000	14.
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes.....	RIAD4513	0	M.1.
2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8).....	RIAD8431	0	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b).....	RIAD4313	0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3)).....	RIAD4507	0	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	RIAD4150	393	M.5.
6. Not applicable			M.6.
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition.....	RIAD9106	0	M.7.
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c):			M.8.
a. Interest rate exposures.....	RIAD8757	-684,000	M.8.a.
b. Foreign exchange exposures.....	RIAD8758	956,000	M.8.b.
c. Equity security and index exposures.....	RIAD8759	-7,000	M.8.c.
d. Commodity and other exposures.....	RIAD8760	4,000	M.8.d.
e. Credit exposures.....	RIADF186	54,000	M.8.e.
f. Impact on trading revenue of changes in the creditworthiness of the bank's derivatives counterparties on the bank's derivative assets (included in Memorandum items 8.a through 8.e above).....	RIADK090	-13,000	M.8.f.
g. Impact on trading revenue of changes in the creditworthiness of the bank on the bank's derivative liabilities (included in Memorandum items 8.a through 8.e above).....	RIADK094	0	M.8.g.
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			M.9.
a. Net gains (losses) on credit derivatives held for trading.....	RIADC889	0	M.9.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading.....	RIADC890	-62,000	M.9.b.
10. Credit losses on derivatives (see instructions).....	RIADA251	0	M.10.
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?.....	RIADA530	No	M.11.
12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a)(1)).....	RIADF228	NR	M.12.
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			M.13.
a. Net gains (losses) on assets.....	RIADF551	202,000	M.13.a.
1. Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	RIADF552	201,000	M.13.a.1.
b. Net gains (losses) on liabilities.....	RIADF553	156,000	M.13.b.
1. Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	RIADF554	118,000	M.13.b.1.

Dollar amounts in thousands

14. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:				
a. Total other-than-temporary impairment losses.....	RIADJ319		0	M.14.
b. Portion of losses recognized in other comprehensive income (before income taxes)...	RIADJ320		0	M.14.b.
c. Net impairment losses recognized in earnings (included in Schedule RI, items 6.a and 6.b) (Memorandum item 14.a minus Memorandum item 14.b).....	RIADJ321		0	M.14.c.
15. Components of service charges on deposit accounts in domestic offices (sum of Memorandum items 15.a through 15.d must equal Schedule RI, item 5.b):				M.15.
a. Consumer overdraft-related service charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use.....	RIADH032		NR	M.15.a.
b. Consumer account periodic maintenance charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use.....	RIADH033		NR	M.15.b.
c. Consumer customer automated teller machine (ATM) fees levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use.....	RIADH034		NR	M.15.c.
d. All other service charges on deposit accounts.....	RIADH035		NR	M.15.d.

Schedule RI-A - Changes in Bank Equity Capital

Dollar amounts in thousands

1. Total bank equity capital most recently reported for the December 31, 2014, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIAD3217		21,503,000	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors.....	RIADB507		0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....	RIADB508		21,503,000	3.
4. Net income (loss) attributable to bank (must equal Schedule RI, item 14).....	RIAD4340		705,000	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions).....	RIADB509		0	5.
6. Treasury stock transactions, net.....	RIADB510		0	6.
7. Changes incident to business combinations, net.....	RIAD4356		0	7.
8. LESS: Cash dividends declared on preferred stock.....	RIAD4470		0	8.
9. LESS: Cash dividends declared on common stock.....	RIAD4460		0	9.
10. Other comprehensive income.....	RIADB511		0	10.
11. Other transactions with stockholders (including a parent holding company) (not included in items 5, 6, 8, or 9 above).....	RIAD4415		0	11.
12. Total bank equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 27.a).....	RIAD3210		22,208,000	12.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

	(Column A) Charge-offs Calendar year-to-date		(Column B) Recoveries Calendar year-to-date		
1. Loans secured by real estate:					1.
a. Construction, land development, and other land loans in domestic offices:					1.a.
1. 1-4 family residential construction loans.....	RIADC891	0	RIADC892	0	1.a.1.
2. Other construction loans and all land development and other land loans.....	RIADC893	0	RIADC894	0	1.a.2.
b. Secured by farmland in domestic offices.....	RIAD3584	0	RIAD3585	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:					1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RIAD5411	0	RIAD5412	0	1.c.1.

Dollar amounts in thousands		(Column A) Charge-offs Calendar year-to-date		(Column B) Recoveries Calendar year-to-date		
2. Closed-end loans secured by 1-4 family residential properties:						1.c.2.
a. Secured by first liens.....		RIADC234	0	RIADC217	0	1.c.2a.
b. Secured by junior liens.....		RIADC235	0	RIADC218	0	1.c.2b.
d. Secured by multifamily (5 or more) residential properties in domestic offices.....		RIAD3588	0	RIAD3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:						1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....		RIADC895	0	RIADC896	0	1.e.1.
2. Loans secured by other nonfarm nonresidential properties.....		RIADC897	0	RIADC898	0	1.e.2.
f. In foreign offices.....		RIADB512	0	RIADB513	0	1.f.
2. Loans to depository institutions and acceptances of other banks:						2.
a. To U.S. banks and other U.S. depository institutions.....		RIAD4653	0	RIAD4663	0	2.a.
b. To foreign banks.....		RIAD4654	0	RIAD4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers.....		RIAD4655	0	RIAD4665	0	3.
4. Commercial and industrial loans:						4.
a. To U.S. addressees (domicile).....		RIAD4645	0	RIAD4617	0	4.a.
b. To non-U.S. addressees (domicile).....		RIAD4646	0	RIAD4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:						5.
a. Credit cards.....		RIADB514	0	RIADB515	0	5.a.
b. Automobile loans.....		RIADK129	0	RIADK133	0	5.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans).....		RIADK205	0	RIADK206	0	5.c.
6. Loans to foreign governments and official institutions.....		RIAD4643	0	RIAD4627	0	6.
7. All other loans.....		RIAD4644	1,000	RIAD4628	0	7.
8. Lease financing receivables:						8.
a. Leases to individuals for household, family, and other personal expenditures.....		RIADF185	0	RIADF187	0	8.a.
b. All other leases.....		RIADC880	0	RIADF188	0	8.b.
9. Total (sum of items 1 through 8).....		RIAD4635	1,000	RIAD4605	0	9.
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above.....		RIAD5409	0	RIAD5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above).....		RIAD4652	0	RIAD4662	0	M.2.
3. Not applicable						M.3.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

4. 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).....	RIADC388		M.4.
---	----------	--	------

Schedule RI-B Part II - Changes in Allowance for Loan and Lease Losses

Dollar amounts in thousands

1. Balance most recently reported for the December 31, 2014, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIADB522	137,000	1.
2. Recoveries (must equal part I, item 9, column B, above).....	RIAD4605	0	2.
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4).....	RIADC079	1,000	3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account.....	RIAD5523	0	4.

Dollar amounts in thousands

5. Provision for loan and lease losses (must equal Schedule RI, item 4).....	RIAD4230	5,000	5.
6. Adjustments (see instructions for this schedule).....	RIADC233	0	6.
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c).....	RIAD3123	141,000	7.
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above.....	RIADC435	0	M.1.
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.	RIADC389		M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges.....	RIADC390		M.3.
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (included in Schedule RI-B, Part II, item 7, above).....	RIADC781	0	M.4.

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

	(Column A) Recorded Investment: Individually Evaluated for Impairment and Determined to be Impaired (ASC 310-10-35)	(Column B) Allowance Balance: Individually Evaluated for Impairment and Determined to be Impaired (ASC 310-10-35)	(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)	(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)	(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)	(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)
Dollar amounts in thousands						
1. Real estate loans:						
a. Construction loans.....	0	0	828,000	6,000	0	0
b. Commercial real estate loans.....	37,000	6,000	2,703,000	11,000	0	0
c. Residential real estate loans.....	0	0	79,000	0	0	0
2. Commercial loans.....	25,000	5,000	27,933,000	113,000	0	0
3. Credit cards.....	0	0	0	0	0	0
4. Other consumer loans.....	0	0	1,433,000	0	0	0
5. Unallocated, if any.....				0		
6. Total (for each column, sum of items 1.a through 5).....	62,000	11,000	32,976,000	130,000	0	0

Schedule RI-D - Income from Foreign Offices

Dollar amounts in thousands

1. Total interest income in foreign offices.....	RIADC899	0	1.
2. Total interest expense in foreign offices.....	RIADC900	0	2.
3. Provision for loan and lease losses in foreign offices.....	RIADC901	0	3.
4. Noninterest income in foreign offices:			4.
a. Trading revenue.....	RIADC902	0	4.a.
b. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	RIADC903	0	4.b.
c. Net securitization income.....	RIADC904	0	4.c.
d. Other noninterest income.....	RIADC905	0	4.d.
5. Realized gains (losses) on held-to-maturity and available-for-sale securities in foreign offices.....	RIADC906	0	5.
6. Total noninterest expense in foreign offices.....	RIADC907	0	6.
7. Adjustments to pretax income in foreign offices for internal allocations to foreign offices to reflect the effects of equity capital on overall bank funding costs.....	RIADC908	0	7.
8. Applicable income taxes (on items 1 through 7).....	RIADC909	0	8.
9. Extraordinary items and other adjustments, net of income taxes, in foreign offices.....	RIADC910	0	9.
10. Net income attributable to foreign offices before internal allocations of income and expense (item 1 plus or minus items 2 through 9).....	RIADC911	0	10.
11. Not applicable			11.
12. Eliminations arising from the consolidation of foreign offices with domestic offices.....	RIADC913	0	12.
13. Consolidated net income attributable to foreign offices (sum of items 10 and 12).....	RIADC914	0	13.

Schedule RI-E - Explanations

Dollar amounts in thousands

1. Other noninterest income (from Schedule RI, item 5.l) Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 5.l:			1.
a. Income and fees from the printing and sale of checks.....	RIADC013	0	1.a.
b. Earnings on/increase in value of cash surrender value of life insurance.....	RIADC014	0	1.b.
c. Income and fees from automated teller machines (ATMs).....	RIADC016	0	1.c.
d. Rent and other income from other real estate owned.....	RIAD4042	0	1.d.
e. Safe deposit box rent.....	RIADC015	0	1.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option.....	RIADF229	369,000	1.f.
g. Bank card and credit card interchange fees.....	RIADF555	0	1.g.
h. Gains on bargain purchases.....	RIADJ447	0	1.h.
i. Disclose component and the dollar amount of that component:			1.i.
1. Describe component.....	TEXT4461	Click here for value	1.i.1.
2. Amount of component.....	RIAD4461	89,000	1.i.2.
j. Disclose component and the dollar amount of that component:			1.j.
1. Describe component.....	TEXT4462		1.j.1.
2. Amount of component.....	RIAD4462	0	1.j.2.
k. Disclose component and the dollar amount of that component:			1.k.
1. Describe component.....	TEXT4463		1.k.1.
2. Amount of component.....	RIAD4463	0	1.k.2.
2. Other noninterest expense (from Schedule RI, item 7.d) Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 7.d:			2.
a. Data processing expenses.....	RIADC017	0	2.a.
b. Advertising and marketing expenses.....	RIAD0497	0	2.b.
c. Directors' fees.....	RIAD4136	0	2.c.
d. Printing, stationery, and supplies.....	RIADC018	0	2.d.

Dollar amounts in thousands

e. Postage.....	RIAD8403	0	2.e.
f. Legal fees and expenses.....	RIAD4141	0	2.f.
g. FDIC deposit insurance assessments.....	RIAD4146	CONF	2.g.
h. Accounting and auditing expenses.....	RIADF556	0	2.h.
i. Consulting and advisory expenses.....	RIADF557	0	2.i.
j. Automated teller machine (ATM) and interchange expenses.....	RIADF558	0	2.j.
k. Telecommunications expenses.....	RIADF559	0	2.k.
l. Disclose component and the dollar amount of that component:			2.l.
1. Describe component.....	TEXT4464	Service fees	2.l.1.
2. Amount of component.....	RIAD4464	288,000	2.l.2.
m. Disclose component and the dollar amount of that component:			2.m.
1. Describe component.....	TEXT4467	Click here for value	2.m.1.
2. Amount of component.....	RIAD4467	41,000	2.m.2.
n. Disclose component and the dollar amount of that component:			2.n.
1. Describe component.....	TEXT4468	Click here for value	2.n.1.
2. Amount of component.....	RIAD4468	36,000	2.n.2.
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11):			3.
a. Disclose component, the gross dollar amount of that component, and its related income tax:			3.a.
1. Describe component.....	TEXT4469		3.a.1.
2. Amount of component.....	RIAD4469	0	3.a.2.
3. Applicable income tax effect.....	RIAD4486	0	3.a.3.
b. Disclose component, the gross dollar amount of that component, and its related income tax:			3.b.
1. Describe component.....	TEXT4487		3.b.1.
2. Amount of component.....	RIAD4487	0	3.b.2.
3. Applicable income tax effect.....	RIAD4488	0	3.b.3.
c. Disclose component, the gross dollar amount of that component, and its related income tax:			3.c.
1. Describe component.....	TEXT4489		3.c.1.
2. Amount of component.....	RIAD4489	0	3.c.2.
3. Applicable income tax effect.....	RIAD4491	0	3.c.3.
4. Cumulative effect of changes in accounting principles and corrections of material accounting errors (from Schedule RI-A, item 2) (itemize and describe all such effects):			4.
a. Disclose component and the dollar amount of that component:			4.a.
1. Describe component.....	TEXTB526		4.a.1.
2. Amount of component.....	RIADB526	0	4.a.2.
b. Disclose component and the dollar amount of that component:			4.b.
1. Describe component.....	TEXTB527		4.b.1.
2. Amount of component.....	RIADB527	0	4.b.2.
5. Other transactions with stockholders (including a parent holding company) (from Schedule RI-A, item 11) (itemize and describe all such transactions):			5.
a. Disclose component and the dollar amount of that component:			5.a.
1. Describe component.....	TEXT4498		5.a.1.
2. Amount of component.....	RIAD4498	0	5.a.2.
b. Disclose component and the dollar amount of that component:			5.b.
1. Describe component.....	TEXT4499		5.b.1.
2. Amount of component.....	RIAD4499	0	5.b.2.

Dollar amounts in thousands

6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6) (itemize and describe all adjustments):			6.
a. Disclose component and the dollar amount of that component:			6.a.
1. Describe component.....	TEXT4521		6.a.1.
2. Amount of component.....	RIAD4521	0	6.a.2.
b. Disclose component and the dollar amount of that component:			6.b.
1. Describe component.....	TEXT4522		6.b.1.
2. Amount of component.....	RIAD4522	0	6.b.2.
7. Other explanations (the space below is provided for the bank to briefly describe, at its option, any other significant items affecting the Report of Income):			7.
a. Comments?.....	RIAD4769	No	7.a.
b. Other explanations.....	TEXT4769		7.b.

(TEXT4461) Miscellaneous income

(TEXT4467) Miscellaneous expense

(TEXT4468) Brokerage, clearance and exchange fees

Schedule RC - Balance Sheet

Dollar amounts in thousands

1. Cash and balances due from depository institutions (from Schedule RC-A):			1.
a. Noninterest-bearing balances and currency and coin.....	RCFD0081	348,000	1.a.
b. Interest-bearing balances.....	RCFD0071	38,402,000	1.b.
2. Securities:			2.
a. Held-to-maturity securities (from Schedule RC-B, column A).....	RCFD1754	0	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....	RCFD1773	0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:			3.
a. Federal funds sold in domestic offices.....	RCONB987	0	3.a.
b. Securities purchased under agreements to resell.....	RCFDB989	3,086,000	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			4.
a. Loans and leases held for sale.....	RCFD5369	2,138,000	4.a.
b. Loans and leases, net of unearned income.....	RCFDB528	42,425,000	4.b.
c. LESS: Allowance for loan and lease losses.....	RCFD3123	141,000	4.c.
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c).....	RCFDB529	42,284,000	4.d.
5. Trading assets (from Schedule RC-D).....	RCFD3545	25,139,000	5.
6. Premises and fixed assets (including capitalized leases).....	RCFD2145	0	6.
7. Other real estate owned (from Schedule RC-M).....	RCFD2150	0	7.
8. Investments in unconsolidated subsidiaries and associated companies.....	RCFD2130	1,000	8.
9. Direct and indirect investments in real estate ventures.....	RCFD3656	0	9.
10. Intangible assets:			10.
a. Goodwill.....	RCFD3163	4,000	10.a.
b. Other intangible assets (from Schedule RC-M).....	RCFD0426	0	10.b.
11. Other assets (from Schedule RC-F).....	RCFD2160	11,279,000	11.
12. Total assets (sum of items 1 through 11).....	RCFD2170	122,681,000	12.
13. Deposits:			13.
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)....	RCON2200	77,838,000	13.a.
1. Noninterest-bearing.....	RCON6631	0	13.a.1.
2. Interest-bearing.....	RCON6636	77,838,000	13.a.2.

Dollar amounts in thousands

b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II).....	RCFN2200	285,000	13.b.
1. Noninterest-bearing.....	RCFN6631	0	13.b.1.
2. Interest-bearing.....	RCFN6636	285,000	13.b.2.
14. Federal funds purchased and securities sold under agreements to repurchase:			14.
a. Federal funds purchased in domestic offices.....	RCONB993	0	14.a.
b. Securities sold under agreements to repurchase.....	RCFDB995	7,657,000	14.b.
15. Trading liabilities (from Schedule RC-D).....	RCFD3548	5,810,000	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M).....	RCFD3190	1,760,000	16.
17. Not applicable			17.
18. Not applicable			18.
19. Subordinated notes and debentures.....	RCFD3200	2,000,000	19.
20. Other liabilities (from Schedule RC-G).....	RCFD2930	5,085,000	20.
21. Total liabilities (sum of items 13 through 20).....	RCFD2948	100,435,000	21.
22. Not applicable			22.
23. Perpetual preferred stock and related surplus.....	RCFD3838	0	23.
24. Common stock.....	RCFD3230	8,000,000	24.
25. Surplus (exclude all surplus related to preferred stock).....	RCFD3839	5,765,000	25.
26. Not available			26.
a. Retained earnings.....	RCFD3632	8,443,000	26.a.
b. Accumulated other comprehensive income.....	RCFDB530	0	26.b.
c. Other equity capital components.....	RCFDA130	0	26.c.
27. Not available			27.
a. Total bank equity capital (sum of items 23 through 26.c).....	RCFD3210	22,208,000	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries.....	RCFD3000	38,000	27.b.
28. Total equity capital (sum of items 27.a and 27.b).....	RCFDG105	22,246,000	28.
29. Total liabilities and equity capital (sum of items 21 and 28).....	RCFD3300	122,681,000	29.
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2014.....	RCFD6724	NR	M.1.
2. Bank's fiscal year-end date.....	RCON8678	NR	M.2.

Schedule RC-A - Cash and Balances Due From Depository Institutions

Dollar amounts in thousands	(Column A) Consolidated Bank		(Column B) Domestic Offices		
1. Cash items in process of collection, unposted debits, and currency and coin.....	RCFD0022	0			1.
a. Cash items in process of collection and unposted debits.....			RCON0020	0	1.a.
b. Currency and coin.....			RCON0080	0	1.b.
2. Balances due from depository institutions in the U.S.....			RCON0082	617,000	2.
a. U.S. branches and agencies of foreign banks (including their IBFs).....	RCFD0083	0			2.a.
b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs).....	RCFD0085	617,000			2.b.
3. Balances due from banks in foreign countries and foreign central banks.....			RCON0070	192,000	3.
a. Foreign branches of other U.S. banks.....	RCFD0073	10,000			3.a.
b. Other banks in foreign countries and foreign central banks.....	RCFD0074	183,000			3.b.
4. Balances due from Federal Reserve Banks.....	RCFD0090	37,940,000	RCON0090	37,940,000	4.
5. Total.....	RCFD0010	38,750,000	RCON0010	38,749,000	5.

Schedule RC-B - Securities

	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
Dollar amounts in thousands					
1. U.S. Treasury securities.....	RCFD0211	RCFD0213	RCFD1286	RCFD1287	1.
	0	0	0	0	
2. U.S. Government agency obligations (exclude mortgage-backed securities):					2.
a. Issued by U.S. Government agencies.....	RCFD1289	RCFD1290	RCFD1291	RCFD1293	2.a.
	0	0	0	0	
b. Issued by U.S. Government-sponsored agencies.....	RCFD1294	RCFD1295	RCFD1297	RCFD1298	2.b.
	0	0	0	0	
3. Securities issued by states and political subdivisions in the U.S.....	RCFD8496	RCFD8497	RCFD8498	RCFD8499	3.
	0	0	0	0	
4. Mortgage-backed securities (MBS):					4.
a. Residential mortgage pass-through securities:					4.a.
1. Guaranteed by GNMA.....	RCFDG300	RCFDG301	RCFDG302	RCFDG303	4.a.1.
	0	0	0	0	
2. Issued by FNMA and FHLMC.....	RCFDG304	RCFDG305	RCFDG306	RCFDG307	4.a.2.
	0	0	0	0	
3. Other pass-through securities.....	RCFDG308	RCFDG309	RCFDG310	RCFDG311	4.a.3.
	0	0	0	0	
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					4.b.
1. Issued or guaranteed by U.S. Government agencies or sponsored agencies.....	RCFDG312	RCFDG313	RCFDG314	RCFDG315	4.b.1.
	0	0	0	0	
2. Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies.....	RCFDG316	RCFDG317	RCFDG318	RCFDG319	4.b.2.
	0	0	0	0	
3. All other residential MBS.....	RCFDG320	RCFDG321	RCFDG322	RCFDG323	4.b.3.
	0	0	0	0	
c. Commercial MBS:					4.c.
1. Commercial mortgage pass-through securities:					4.c.1.
a. Issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCFDK142	RCFDK143	RCFDK144	RCFDK145	4.c.1.a.
	0	0	0	0	

	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
Dollar amounts in thousands					
	RCFDK146	RCFDK147	RCFDK148	RCFDK149	
b. Other pass-through securities.....	0	0	0	0	4.c.1.b.
2. Other commercial MBS:					4.c.2.
a. Issued or guaranteed by U.S. Government agencies or sponsored agencies.....	RCFDK150	RCFDK151	RCFDK152	RCFDK153	
	0	0	0	0	4.c.2.a.
b. All other commercial MBS.....	RCFDK154	RCFDK155	RCFDK156	RCFDK157	
	0	0	0	0	4.c.2.b.
5. Asset-backed securities and structured financial products:					5.
a. Asset-backed securities (ABS).....	RCFDC026	RCFDC988	RCFDC989	RCFDC027	
	0	0	0	0	5.a.
b. Structured financial products:					5.b.
1. Cash.....	RCFDG336	RCFDG337	RCFDG338	RCFDG339	
	0	0	0	0	5.b.1.
2. Synthetic.....	RCFDG340	RCFDG341	RCFDG342	RCFDG343	
	0	0	0	0	5.b.2.
3. Hybrid.....	RCFDG344	RCFDG345	RCFDG346	RCFDG347	
	0	0	0	0	5.b.3.
6. Other debt securities:					6.
a. Other domestic debt securities.....	RCFD1737	RCFD1738	RCFD1739	RCFD1741	
	0	0	0	0	6.a.
b. Other foreign debt securities.....	RCFD1742	RCFD1743	RCFD1744	RCFD1746	
	0	0	0	0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values.....			RCFDA510	RCFDA511	
			0	0	7.
8. Total (sum of items 1 through 7) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b).....	RCFD1754	RCFD1771	RCFD1772	RCFD1773	
	0	0	0	0	8.

Schedule RC-B - Securities

Dollar amounts in thousands

1. Pledged securities.....	RCFD0416	0	M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status):			M.2.
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:			M.2.a.
1. Three months or less.....	RCFDA549	0	M.2.a.1.
2. Over three months through 12 months.....	RCFDA550	0	M.2.a.2.
3. Over one year through three years.....	RCFDA551	0	M.2.a.3.
4. Over three years through five years.....	RCFDA552	0	M.2.a.4.
5. Over five years through 15 years.....	RCFDA553	0	M.2.a.5.
6. Over 15 years.....	RCFDA554	0	M.2.a.6.
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:			M.2.b.
1. Three months or less.....	RCFDA555	0	M.2.b.1.
2. Over three months through 12 months.....	RCFDA556	0	M.2.b.2.
3. Over one year through three years.....	RCFDA557	0	M.2.b.3.
4. Over three years through five years.....	RCFDA558	0	M.2.b.4.
5. Over five years through 15 years.....	RCFDA559	0	M.2.b.5.
6. Over 15 years.....	RCFDA560	0	M.2.b.6.
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of:			M.2.c.
1. Three years or less.....	RCFDA561	0	M.2.c.1.
2. Over three years.....	RCFDA562	0	M.2.c.2.
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above).....	RCFDA248	0	M.2.d.
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).....	RCFD1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			M.4.
a. Amortized cost.....	RCFD8782	0	M.4.a.
b. Fair value.....	RCFD8783	0	M.4.b.

Schedule RC-B - Securities

	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
Dollar amounts in thousands					
5. Asset-backed securities (ABS) (for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5.a):					
					M.5.
	RCFDB838	RCFDB839	RCFDB840	RCFDB841	
a. Credit card receivables.....	0	0	0	0	M.5.a.
	RCFDB842	RCFDB843	RCFDB844	RCFDB845	
b. Home equity lines.....	0	0	0	0	M.5.b.
	RCFDB846	RCFDB847	RCFDB848	RCFDB849	
c. Automobile loans.....	0	0	0	0	M.5.c.
	RCFDB850	RCFDB851	RCFDB852	RCFDB853	
d. Other consumer loans.....	0	0	0	0	M.5.d.
	RCFDB854	RCFDB855	RCFDB856	RCFDB857	
e. Commercial and industrial loans.....	0	0	0	0	M.5.e.
	RCFDB858	RCFDB859	RCFDB860	RCFDB861	
f. Other.....	0	0	0	0	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule RC-B, sum of items 5.b(1) through(3)):					
					M.6.
	RCFDG348	RCFDG349	RCFDG350	RCFDG351	
a. Trust preferred securities issued by financial institutions.....	0	0	0	0	M.6.a.
	RCFDG352	RCFDG353	RCFDG354	RCFDG355	
b. Trust preferred securities issued by real estate investment trusts.....	0	0	0	0	M.6.b.
	RCFDG356	RCFDG357	RCFDG358	RCFDG359	
c. Corporate and similar loans.....	0	0	0	0	M.6.c.
	RCFDG360	RCFDG361	RCFDG362	RCFDG363	
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	0	0	0	0	M.6.d.
	RCFDG364	RCFDG365	RCFDG366	RCFDG367	
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	0	0	0	0	M.6.e.
	RCFDG368	RCFDG369	RCFDG370	RCFDG371	
f. Diversified (mixed) pools of structured financial products.....	0	0	0	0	M.6.f.
	RCFDG372	RCFDG373	RCFDG374	RCFDG375	
g. Other collateral or reference assets.....	0	0	0	0	M.6.g.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands		(Column A) Consolidated Bank		(Column B) Domestic Offices	
1. Loans secured by real estate.....		RCFD1410	NR		
a. Construction, land development, and other land loans:					
1. 1-4 family residential construction loans.....		RCFDF158	102,000	RCONF158	102,000
2. Other construction loans and all land development and other land loans.....		RCFDF159	749,000	RCONF159	749,000
b. Secured by farmland (including farm residential and other improvements).....		RCFD1420	50,000	RCON1420	50,000
c. Secured by 1-4 family residential properties:					
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....		RCFD1797	65,000	RCON1797	65,000
2. Closed-end loans secured by 1-4 family residential properties:					
a. Secured by first liens.....		RCFD5367	5,293,000	RCON5367	5,293,000
b. Secured by junior liens.....		RCFD5368	21,000	RCON5368	21,000
d. Secured by multifamily (5 or more) residential properties.....		RCFD1460	318,000	RCON1460	318,000
e. Secured by nonfarm nonresidential properties:					
1. Loans secured by owner-occupied nonfarm nonresidential properties.....		RCFDF160	81,000	RCONF160	81,000
2. Loans secured by other nonfarm nonresidential properties.....		RCFDF161	4,289,000	RCONF161	4,289,000
2. Loans to depository institutions and acceptances of other banks:					
a. To commercial banks in the U.S.....				RCONB531	0
1. To U.S. branches and agencies of foreign banks.....		RCFDB532	0		
2. To other commercial banks in the U.S.....		RCFDB533	0		
b. To other depository institutions in the U.S.....		RCFDB534	0	RCONB534	0
c. To banks in foreign countries.....				RCONB535	522,000
1. To foreign branches of other U.S. banks.....		RCFDB536	0		
2. To other banks in foreign countries.....		RCFDB537	522,000		
3. Loans to finance agricultural production and other loans to farmers.....		RCFD1590	5,000	RCON1590	5,000
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile).....		RCFD1763	9,214,000	RCON1763	9,214,000
b. To non-U.S. addressees (domicile).....		RCFD1764	3,385,000	RCON1764	3,385,000
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
a. Credit cards.....		RCFDB538	0	RCONB538	0
b. Other revolving credit plans.....		RCFDB539	0	RCONB539	0
c. Automobile loans.....		RCFDK137	0	RCONK137	0
d. Other consumer loans (includes single payment and installment loans other than automobile loans, and all student loans).....		RCFDK207	1,561,000	RCONK207	1,561,000
7. Loans to foreign governments and official institutions (including foreign central banks).....		RCFD2081	3,000	RCON2081	3,000
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.....		RCFD2107	0	RCON2107	0
9. Loans to nondepository financial institutions and other loans.....		RCFD1563	18,905,000		
a. Loans to nondepository financial institutions.....				RCONJ454	13,324,000
b. Other loans:					
1. Loans for purchasing or carrying securities (secured and unsecured).....				RCON1545	756,000
2. All other loans (exclude consumer loans).....				RCONJ451	4,825,000
10. Lease financing receivables (net of unearned income).....				RCON2165	0

Dollar amounts in thousands	(Column A) Consolidated Bank		(Column B) Domestic Offices		
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	RCFDF162	0			10.a.
b. All other leases.....	RCFDF163	0			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above....	RCFD2123	0	RCON2123	0	11.
12. Total loans and leases, net of unearned income (item 12, column A must equal Schedule RC, sum of items 4.a and 4.b).....	RCFD2122	44,563,000	RCON2122	44,563,000	12.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands

1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule RC-C, part 1, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):					M.1.
a. Construction, land development, and other land loans in domestic offices:					M.1.a.
1. 1-4 family residential construction loans.....	RCONK158	0			M.1.a.1.
2. Other construction loans and all land development and other land loans.....	RCONK159	0			M.1.a.2.
b. Loans secured by 1-4 family residential properties in domestic offices.....	RCONF576	0			M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices.....	RCONK160	0			M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:					M.1.d.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONK161	0			M.1.d.1.
2. Loans secured by other nonfarm nonresidential properties.....	RCONK162	0			M.1.d.2.
e. Commercial and industrial loans:					M.1.e.
1. To U.S. addressees (domicile).....	RCFDK163	0			M.1.e.1.
2. To non-U.S. addressees (domicile).....	RCFDK164	0			M.1.e.2.
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....	RCFDK165	0			M.1.f.
1. Loans secured by farmland in domestic offices.....	RCONK166	0			M.1.f.1.
2. Loans to depository institutions and acceptances of other banks.....	RCFDK167	0			M.1.f.2.
3. Loans to finance agricultural production and other loans to farmers.....	RCFDK168	0			M.1.f.3.
4. Loans to individuals for household, family, and other personal expenditures:					M.1.f.4.
a. Credit cards.....	RCFDK098	0			M.1.f.4.a.
b. Automobile loans.....	RCFDK203	0			M.1.f.4.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans).....	RCFDK204	0			M.1.f.4.c.
5. Loans to foreign governments and official institutions.....	RCFDK212	0			M.1.f.5.
6. Other loans.....	RCFDK267	0			M.1.f.6.
7. Loans secured by real estate in foreign offices.....	RCFNNK289	0			M.1.f.7.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):					M.2.
a. Closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of:					M.2.a.
1. Three months or less.....	RCONA564	246,000			M.2.a.1.
2. Over three months through 12 months.....	RCONA565	103,000			M.2.a.2.
3. Over one year through three years.....	RCONA566	673,000			M.2.a.3.
4. Over three years through five years.....	RCONA567	1,621,000			M.2.a.4.
5. Over five years through 15 years.....	RCONA568	2,200,000			M.2.a.5.
6. Over 15 years.....	RCONA569	449,000			M.2.a.6.
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of:					M.2.b.
1. Three months or less.....	RCFDA570	32,231,000			M.2.b.1.

Dollar amounts in thousands

2. Over three months through 12 months.....	RCFDA571	3,183,000	M.2.b.2.
3. Over one year through three years.....	RCFDA572	1,447,000	M.2.b.3.
4. Over three years through five years.....	RCFDA573	489,000	M.2.b.4.
5. Over five years through 15 years.....	RCFDA574	821,000	M.2.b.5.
6. Over 15 years.....	RCFDA575	1,037,000	M.2.b.6.
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status).....	RCFDA247	5,071,000	M.2.c.
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column A.....	RCFD2746	1,392,000	M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (included in Schedule RC-C, part I, item 1.c.(2)(a), column B).....	RCON5370	4,827,000	M.4.
5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, Part I, item 1, column A, or Schedule RC-C, Part I, items 1.a.(1) through 1.e.(2), column A, as appropriate).....	RCFDB837	1,230,000	M.5.
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a, column A.....	RCFDC391		M.6.
7. Purchased credit-impaired loans held for investment accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (exclude loans held for sale):			M.7.
a. Outstanding balance.....	RCFDC779	0	M.7.a.
b. Amount included in Schedule RC-C, part I, items 1 through 9.....	RCFDC780	0	M.7.b.
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:			M.8.
a. Total amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and 1.c.(2)(b)).....	RCONF230	0	M.8.a.
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties.....	RCONF231	NR	M.8.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the amount reported in Memorandum item 8.a above..	RCONF232	NR	M.8.c.
9. Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).....	RCONF577	0	M.9.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands

	(Column A) Consolidated Bank		(Column B) Domestic Offices		
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):					M.10.
a. Loans secured by real estate.....	RCFDF608	6,180,000			M.10.a.
1. Construction, land development, and other land loans.....			RCONF578	23,000	M.10.a.1.
2. Secured by farmland (including farm residential and other improvements).....			RCONF579	0	M.10.a.2.
3. Secured by 1-4 family residential properties:					M.10.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....			RCONF580	17,000	M.10.a.3.a.
b. Closed-end loans secured by 1-4 family residential properties:					M.10.a.3.b.
1. Secured by first liens.....			RCONF581	5,262,000	M.10.a.3.b.1.
2. Secured by junior liens.....			RCONF582	21,000	M.10.a.3.b.2.
4. Secured by multifamily (5 or more) residential properties.....			RCONF583	54,000	M.10.a.4.
5. Secured by nonfarm nonresidential properties.....			RCONF584	803,000	M.10.a.5.
b. Commercial and industrial loans.....	RCFDF585	873,000	RCONF585	873,000	M.10.b.

Dollar amounts in thousands		(Column A) Consolidated Bank		(Column B) Domestic Offices	
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
1. Credit cards.....	RCFDF586	0	RCONF586	0	M10.c.
2. Other revolving credit plans.....	RCFDF587	0	RCONF587	0	M10c1.
3. Automobile loans.....	RCFDK196	0	RCONK196	0	M10c2
4. Other consumer loans.....	RCFDK208	129,000	RCONK208	129,000	M10c3
d. Other loans.....	RCFDF589	2,807,000	RCONF589	2,807,000	M10c4
11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum item 10):					
a. Loans secured by real estate.....					
1. Construction, and land development, and other land loans.....	RCFDF609	6,202,000			M10.d.
2. Secured by farmland (including farm residential and other improvements).....			RCONF590	23,000	M11.
3. Secured by 1-4 family residential properties:			RCONF591	0	M11.a.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....			RCONF592	23,000	M11a1.
b. Closed-end loans secured by 1-4 family residential properties:					M11a2.
1. Secured by first liens.....			RCONF593	5,247,000	M11a3.
2. Secured by junior liens.....			RCONF594	32,000	M11a3a.
4. Secured by multifamily (5 or more) residential properties.....			RCONF595	57,000	M11a3b.
5. Secured by nonfarm nonresidential properties.....			RCONF596	820,000	M11a3c.
b. Commercial and industrial loans.....	RCFDF597	887,000	RCONF597	887,000	M11a4.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
1. Credit cards.....	RCFDF598	0	RCONF598	0	M11.b.
2. Other revolving credit plans.....	RCFDF599	0	RCONF599	0	M11.c.
3. Automobile loans.....	RCFDK195	0	RCONK195	0	M11c1.
4. Other consumer loans.....	RCFDK209	132,000	RCONK209	132,000	M11c2.
d. Other loans.....	RCFDF601	2,809,000	RCONF601	2,809,000	M11c3.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands		(Column A) Fair value of acquired loans and leases at acquisition date	(Column B) Gross contractual amounts receivable at acquisition date	(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected
12. Loans (not subject to the requirements of FASB ASC 310-30 (former AICPA Statement of Position 03-3)) and leases held for investment that were acquired in business combinations with acquisition dates in the current calendar year:				
	RCFDG091		RCFDG092	RCFDG093
a. Loans secured by real estate.....	0	0	0	0
	RCFDG094		RCFDG095	RCFDG096
b. Commercial and industrial loans.....	0	0	0	0
	RCFDG097		RCFDG098	RCFDG099
c. Loans to individuals for household, family, and other personal expenditures.....	0	0	0	0
	RCFDG100		RCFDG101	RCFDG102
d. All other loans and all leases.....	0	0	0	0

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands

13. Construction, land development, and other land loans in domestic offices with interest reserves:			M.13.
a. Amount of loans that provide for the use of interest reserves (included in Schedule RC-C, part I, item 1.a, column B).....	RCONG376	0	M.13.a.
b. Amount of interest capitalized from interest reserves on construction, land development, and other land loans that is included in interest and fee income on loans during the quarter (included in Schedule RI, item 1.a.(1)(a)(2)).....	RIADG377	0	M.13.b.
14. Pledged loans and leases.....	RCFDG378	3,788,000	M.14.
15. Reverse mortgages in domestic offices:			M.15.
a. Reverse mortgages outstanding that are held for investment (included in Schedule RC-C, item 1.c, above):			M.15.a.
1. Home Equity Conversion Mortgage (HECM) reverse mortgages.....	RCONJ466	NR	M.15.a.1.
2. Proprietary reverse mortgages.....	RCONJ467	NR	M.15.a.2.
b. Estimated number of reverse mortgage loan referrals to other lenders during the year from whom compensation has been received for services performed in connection with the origination of the reverse mortgages:			M.15.b.
1. Home Equity Conversion Mortgage (HECM) reverse mortgages.....	RCONJ468	NR	M.15.b.1.
2. Proprietary reverse mortgages.....	RCONJ469	NR	M.15.b.2.
c. Principal amount of reverse mortgage originations that have been sold during the year:			M.15.c.
1. Home Equity Conversion Mortgage (HECM) reverse mortgages.....	RCONJ470	NR	M.15.c.1.
2. Proprietary reverse mortgages.....	RCONJ471	NR	M.15.c.2.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2), column B, and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B, have original amounts of \$100,000 or less.....	RCON6999	No	1.
2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:			2.
a. "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2), column B.....	RCON5562	NR	2.a.
b. "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B.....	RCON5563	NR	2.b.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2), column B:					3.
a. With original amounts of \$100,000 or less.....	RCON5564	7	RCON5565	0	3.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5566	4	RCON5567	1,000	3.b.
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5568	24	RCON5569	15,000	3.c.
4. Number and amount currently outstanding of "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B:					4.
a. With original amounts of \$100,000 or less.....	RCON5570	5	RCON5571	0	4.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5572	3	RCON5573	1,000	4.b.

Dollar amounts in thousands		(Column A) Number of Loans	(Column B) Amount Currently Outstanding
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5574	25	RCON5575 15,000

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B, have original amounts of \$100,000 or less.....	RCON6860	No
6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:		
a. "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B.....	RCON5576	NR
b. "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B.....	RCON5577	NR

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

Dollar amounts in thousands		(Column A) Number of Loans	(Column B) Amount Currently Outstanding
7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B:			
a. With original amounts of \$100,000 or less.....	RCON5578	0	RCON5579 0
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5580	0	RCON5581 0
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5582	0	RCON5583 0
8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B:			
a. With original amounts of \$100,000 or less.....	RCON5584	0	RCON5585 0
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5586	0	RCON5587 0
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5588	0	RCON5589 0

Schedule RC-D - Trading Assets and Liabilities

Dollar amounts in thousands

Dollar amounts in thousands		(Column A) Consolidated Bank	(Column B) Domestic Offices
1. U.S. Treasury securities.....	RCFD3531	5,028,000	RCON3531 5,028,000
2. U.S. Government agency obligations (exclude mortgage-backed securities).....	RCFD3532	0	RCON3532 0
3. Securities issued by states and political subdivisions in the U.S.....	RCFD3533	29,000	RCON3533 29,000
4. Mortgage-backed securities (MBS):			
a. Residential mortgage pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCFDG379	9,430,000	RCONG379 9,430,000
b. Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (include CMOs, REMICs, and stripped MBS).....	RCFDG380	0	RCONG380 0
c. All other residential MBS.....	RCFDG381	0	RCONG381 0
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies.....	RCFDK197	0	RCONK197 0
e. All other commercial MBS.....	RCFDK198	4,000	RCONK198 4,000

Dollar amounts in thousands		(Column A) Consolidated Bank		(Column B) Domestic Offices	
5. Other debt securities:					5.
a. Structured financial products:					5.a.
1. Cash.....	RCFDG383	0	RCONG383	0	5.a.1.
2. Synthetic.....	RCFDG384	0	RCONG384	0	5.a.2.
3. Hybrid.....	RCFDG385	0	RCONG385	0	5.a.3.
b. All other debt securities.....	RCFDG386	646,000	RCONG386	646,000	5.b.
6. Loans:					6.
a. Loans secured by real estate.....	RCFDF610	11,000			6.a.
1. Construction, land development, and other land loans.....			RCONF604	0	6.a.1.
2. Secured by farmland (including farm residential and other improvements).....			RCONF605	0	6.a.2.
3. Secured by 1-4 family residential properties:					6.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....			RCONF606	0	6.a.3a.
b. Closed-end loans secured by 1-4 family residential properties:					6.a.3b.
1. Secured by first liens.....			RCONF607	0	6a3b1.
2. Secured by junior liens.....			RCONF611	0	6a3b2.
4. Secured by multifamily (5 or more) residential properties.....			RCONF612	0	6.a.4.
5. Secured by nonfarm nonresidential properties.....			RCONF613	11,000	6.a.5.
b. Commercial and industrial loans.....	RCFDF614	200,000	RCONF614	200,000	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					6.c.
1. Credit cards.....	RCFDF615	0	RCONF615	0	6.c.1.
2. Other revolving credit plans.....	RCFDF616	0	RCONF616	0	6.c.2.
3. Automobile loans.....	RCFDK199	0	RCONK199	0	6.c.3.
4. Other consumer loans.....	RCFDK210	0	RCONK210	0	6.c.4.
d. Other loans.....	RCFDF618	88,000	RCONF618	88,000	6.d.
7. Not applicable					7.
8. Not applicable					8.
9. Other trading assets.....	RCFD3541	197,000	RCON3541	197,000	9.
10. Not applicable					10.
11. Derivatives with a positive fair value.....	RCFD3543	9,506,000	RCON3543	9,506,000	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule RC, item 5).....	RCFD3545	25,139,000	RCON3545	25,139,000	12.
13. Not available					13.
a. Liability for short positions.....	RCFD3546	842,000	RCON3546	842,000	13.a.
b. Other trading liabilities.....	RCFDF624	80,000	RCONF624	80,000	13.b.
14. Derivatives with a negative fair value.....	RCFD3547	4,888,000	RCON3547	4,888,000	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule RC, item 15).....	RCFD3548	5,810,000	RCON3548	5,810,000	15.
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a through 6.d):					M.1.
a. Loans secured by real estate.....	RCFDF790	8,000			M.1.a.
1. Construction, land development, and other land loans.....			RCONF625	0	M1a1.
2. Secured by farmland (including farm residential and other improvements).....			RCONF626	0	M1a2.
3. Secured by 1-4 family residential properties:					M1a3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....			RCONF627	0	M1a3a.

Dollar amounts in thousands		(Column A) Consolidated Bank		(Column B) Domestic Offices	
b. Closed-end loans secured by 1-4 family residential properties:					
1. Secured by first liens.....				RCONF628	0
2. Secured by junior liens.....				RCONF629	0
4. Secured by multifamily (5 or more) residential properties.....				RCONF630	0
5. Secured by nonfarm nonresidential properties.....				RCONF631	8,000
b. Commercial and industrial loans.....	RCFDF632	210,000		RCONF632	210,000
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
1. Credit cards.....	RCFDF633	0		RCONF633	0
2. Other revolving credit plans.....	RCFDF634	0		RCONF634	0
3. Automobile loans.....	RCFDK200	0		RCONK200	0
4. Other consumer loans.....	RCFDK211	0		RCONK211	0
d. Other loans.....	RCFDF636	85,000		RCONF636	85,000
2. Loans measured at fair value that are past due 90 days or more:					
a. Fair value.....	RCFDF639	0		RCONF639	0
b. Unpaid principal balance.....	RCFDF640	0		RCONF640	0
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule RC-D, sum of items 5.a.(1) through (3)):					
a. Trust preferred securities issued by financial institutions.....	RCFDG299	0		RCONG299	0
b. Trust preferred securities issued by real estate investment trusts....	RCFDG332	0		RCONG332	0
c. Corporate and similar loans.....	RCFDG333	0		RCONG333	0
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	RCFDG334	0		RCONG334	0
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	RCFDG335	0		RCONG335	0
f. Diversified (mixed) pools of structured financial products.....	RCFDG651	0		RCONG651	0
g. Other collateral or reference assets.....	RCFDG652	0		RCONG652	0
4. Pledged trading assets:					
a. Pledged securities.....	RCFDG387	5,509,000		RCONG387	5,509,000
b. Pledged loans.....	RCFDG388	0		RCONG388	0

Schedule RC-D - Trading Assets and Liabilities

Dollar amounts in thousands

5. Asset-backed securities:					M.5.
a. Credit card receivables.....	RCFDF643	0			M.5.a.
b. Home equity lines.....	RCFDF644	0			M.5.b.
c. Automobile loans.....	RCFDF645	0			M.5.c.
d. Other consumer loans.....	RCFDF646	0			M.5.d.
e. Commercial and industrial loans.....	RCFDF647	0			M.5.e.
f. Other.....	RCFDF648	29,000			M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches).....	RCFDF651	0			M.6.
7. Equity securities (included in Schedule RC-D, item 9, above):					
a. Readily determinable fair values.....	RCFDF652	0			M.7.a.
b. Other.....	RCFDF653	81,000			M.7.b.
8. Loans pending securitization.....	RCFDF654	0			M.8.
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$25,000 and exceed 25% of the item):					
a. Disclose component and the dollar amount of that component:					M.9.a.

Dollar amounts in thousands

1. Describe component.....	TEXTF655	Click here for value	M.9.a.1.
2. Amount of component.....	RCFDF655	116,000	M.9.a.2.
b. Disclose component and the dollar amount of that component:			M.9.b.
1. Describe component.....	TEXTF656		M.9.b.1.
2. Amount of component.....	RCFDF656	0	M.9.b.2.
c. Disclose component and the dollar amount of that component:			M.9.c.
1. Describe component.....	TEXTF657		M.9.c.1.
2. Amount of component.....	RCFDF657	0	M.9.c.2.
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than \$25,000 and exceed 25% of the item):			M.10.
a. Disclose component and the dollar amount of that component:			M.10.a.
1. Describe component.....	TEXTF658	Click here for value	M.10.a.1.
2. Amount of component.....	RCFDF658	71,000	M.10.a.2.
b. Disclose component and the dollar amount of that component:			M.10.b.
1. Describe component.....	TEXTF659		M.10.b.1.
2. Amount of component.....	RCFDF659	0	M.10.b.2.
c. Disclose component and the dollar amount of that component:			M.10.c.
1. Describe component.....	TEXTF660		M.10.c.1.
2. Amount of component.....	RCFDF660	0	M.10.c.2.

(TEXTF655) Investments

(TEXTF658) Fair value of loans sold not yet purchased

Schedule RC-E Part I - Deposits in Domestic Offices

	(Column A) Transaction Accounts Total Transaction accounts (including total demand deposits)	(Column B) Transaction Accounts Memo: Total demand deposits (included in column A)	(Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs)	
Dollar amounts in thousands				
Deposits of:				
1. Individuals, partnerships, and corporations (include all certified and official checks).....	RCONB549 1,708,000		RCONB550 76,130,000	1.
2. U.S. Government.....	0		0	2.
3. States and political subdivisions in the U.S.....	RCON2202 0		RCON2520 0	3.
4. Commercial banks and other depository institutions in the U.S.....	RCON2203 0		RCON2530 0	4.
5. Banks in foreign countries.....	RCONB551 0		RCONB552 0	5.
6. Foreign governments and official institutions (including foreign central banks).....	RCON2213 0		RCON2236 0	6.
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a).....	RCON2216 1,708,000	RCON2210 375,000	RCON2377 76,130,000	7.

Schedule RC-E Part I - Deposits in Domestic Offices

Dollar amounts in thousands

1. Selected components of total deposits (i.e., sum of item 7, columns A and C):			M.1.
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts.....	RCON6835	7,011,000	M.1.a.
b. Total brokered deposits.....	RCON2365	45,848,000	M.1.b.
c. Fully insured brokered deposits (included in Memorandum item 1.b above):			M.1.c.
1. Brokered deposits of less than \$100,000.....	RCON2343	38,751,000	M.1.c.1.
2. Brokered deposits of \$100,000 through \$250,000 and certain brokered retirement deposit accounts.....	RCONJ472	4,961,000	M.1.c.2.
d. Maturity data for brokered deposits:			M.1.d.
1. Brokered deposits of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above).....	RCONA243	15,235,000	M.1.d.1.
2. Brokered deposits of \$100,000 through \$250,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(2) above).....	RCONK219	4,958,000	M.1.d.2.
3. Brokered deposits of more than \$250,000 with a remaining maturity of one year or less (included in Memorandum item 1.b above).....	RCONK220	1,874,000	M.1.d.3.
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only).....	RCON5590	NR	M.1.e.
f. Estimated amount of deposits obtained through the use of deposit listing services that are not brokered deposits.....	RCONK223	0	M.1.f.
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.d must equal item 7, column C above):			M.2.
a. Savings deposits:			M.2.a.
1. Money market deposit accounts (MMDAs).....	RCON6810	43,776,000	M.2.a.1.
2. Other savings deposits (excludes MMDAs).....	RCON0352	0	M.2.a.2.
b. Total time deposits of less than \$100,000.....	RCON6648	28,708,000	M.2.b.
c. Total time deposits of \$100,000 through \$250,000.....	RCONJ473	13,000	M.2.c.
d. Total time deposits of more than \$250,000.....	RCONJ474	3,633,000	M.2.d.
e. Individual Retirement Accounts (IRAs) and Keogh Plan accounts of \$100,000 or more included in Memorandum items 2.c and 2.d above.....	RCONF233	1,000	M.2.e.
3. Maturity and repricing data for time deposits of less than \$100,000:			M.3.
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of:			M.3.a.
1. Three months or less.....	RCONA579	1,219,000	M.3.a.1.
2. Over three months through 12 months.....	RCONA580	3,974,000	M.3.a.2.
3. Over one year through three years.....	RCONA581	10,333,000	M.3.a.3.
4. Over three years.....	RCONA582	13,182,000	M.3.a.4.
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above).....	RCONA241	5,192,000	M.3.b.
4. Maturity and repricing data for time deposits of \$100,000 or more:			M.4.
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of:			M.4.a.
1. Three months or less.....	RCONA584	698,000	M.4.a.1.
2. Over three months through 12 months.....	RCONA585	2,683,000	M.4.a.2.
3. Over one year through three years.....	RCONA586	262,000	M.4.a.3.
4. Over three years.....	RCONA587	3,000	M.4.a.4.
b. Time deposits of \$100,000 through \$250,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above).....	RCONK221	1,000	M.4.b.
c. Time deposits of more than \$250,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above).....	RCONK222	3,371,000	M.4.c.
5. Does your institution offer one or more consumer deposit account products, i.e., transaction account or nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use?.....	RCONP752	No	M.5.

Dollar amounts in thousands

6. Components of total transaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 6.a, 6.b, and 6.c must equal item 1, column A, above):			M.6.
a. Total deposits in those noninterest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use.....	RCONP753	NR	M.6.a.
b. Total deposits in those interest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use.....	RCONP754	NR	M.6.b.
c. Total deposits in all other transaction accounts of individuals, partnerships, and corporations.....	RCONP755	NR	M.6.c.
7. Components of total nontransaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1), 7.a.(2), 7.b.(1), and 7.b.(2) plus all time deposits of individuals, partnerships, and corporations must equal item 1, column C, above):			M.7.
a. Money market deposit accounts (MMDAs) of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1) and 7.a.(2) must be less than or equal to Memorandum item 2.a.(1) above):			M.7.a.
1. Total deposits in those MMDA deposit products intended primarily for individuals for personal, household, or family use.....	RCONP756	NR	M.7.a.1.
2. Deposits in all other MMDAs of individuals, partnerships, and corporations.....	RCONP757	NR	M.7.a.2.
b. Other savings deposit accounts of individuals, partnerships, and corporations (sum of Memorandum items 7.b.(1) and 7.b.(2) must be less than or equal to Memorandum item 2.a.(2) above):			M.7.b.
1. Total deposits in those other savings deposit account deposit products intended primarily for individuals for personal, household, or family use.....	RCONP758	NR	M.7.b.1.
2. Deposits in all other savings deposit accounts of individuals, partnerships, and corporations.....	RCONP759	NR	M.7.b.2.

Schedule RC-E Part II - Deposits in Foreign Offices including Edge and Agreement subsidiaries and IBFs

Dollar amounts in thousands

Deposits of:			
1. Individuals, partnerships, and corporations (include all certified and official checks).....	RCFNB553	285,000	1.
2. U.S. banks (including IBFs and foreign branches of U.S. banks) and other U.S. depository institutions.....	RCFNB554	0	2.
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs).....	RCFN2625	0	3.
4. Foreign governments and official institutions (including foreign central banks).....	RCFN2650	0	4.
5. U.S. Government and states and political subdivisions in the U.S.....	RCFNB555	0	5.
6. Total.....	RCFN2200	285,000	6.
1. Time deposits with a remaining maturity of one year or less (included in Part II, item 6 above).....	RCFNA245	285,000	M.1.

Schedule RC-F - Other Assets

Dollar amounts in thousands

1. Accrued interest receivable.....	RCFDB556	204,000	1.
2. Net deferred tax assets.....	RCFD2148	243,000	2.
3. Interest-only strips receivable (not in the form of a security) on:			3.
a. Mortgage loans.....	RCFDA519	0	3.a.
b. Other financial assets.....	RCFDA520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values.....	RCFD1752	507,000	4.
5. Life insurance assets:			5.
a. General account life insurance assets.....	RCFDK201	0	5.a.

Dollar amounts in thousands

b. Separate account life insurance assets.....	RCFDK202	0	5.b.
c. Hybrid account life insurance assets.....	RCFDK270	0	5.c.
6. All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item).....	RCFD2168	10,325,000	6.
a. Prepaid expenses.....	RCFD2166	0	6.a.
b. Repossessed personal property (including vehicles).....	RCFD1578	0	6.b.
c. Derivatives with a positive fair value held for purposes other than trading.....	RCFDC010	0	6.c.
d. Retained interests in accrued interest receivable related to securitized credit cards ...	RCFDC436	0	6.d.
e. FDIC loss-sharing indemnification assets.....	RCFDJ448	0	6.e.
f. Not applicable			6.f.
g. Disclose component and the dollar amount of that component:			6.g.
1. Describe component.....	TEXT3549	Trade date receivable	6.g.1.
2. Amount of component.....	RCFD3549	5,118,000	6.g.2.
h. Disclose component and the dollar amount of that component:			6.h.
1. Describe component.....	TEXT3550		6.h.1.
2. Amount of component.....	RCFD3550	0	6.h.2.
i. Disclose component and the dollar amount of that component:			6.i.
1. Describe component.....	TEXT3551		6.i.1.
2. Amount of component.....	RCFD3551	0	6.i.2.
7. Total (sum of items 1 through 6) (must equal Schedule RC, item 11).....	RCFD2160	11,279,000	7.

Schedule RC-G - Other Liabilities

Dollar amounts in thousands

1. Not available			1.
a. Interest accrued and unpaid on deposits in domestic offices.....	RCON3645	135,000	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable).....	RCFD3646	1,562,000	1.b.
2. Net deferred tax liabilities.....	RCFD3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	RCFDB557	81,000	3.
4. All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25 percent of this item).....	RCFD2938	3,307,000	4.
a. Accounts payable.....	RCFD3066	0	4.a.
b. Deferred compensation liabilities.....	RCFDC011	0	4.b.
c. Dividends declared but not yet payable.....	RCFD2932	0	4.c.
d. Derivatives with a negative fair value held for purposes other than trading.....	RCFDC012	0	4.d.
e. Disclose component and the dollar amount of that component:			4.e.
1. Describe component.....	TEXT3552	Click here for value	4.e.1.
2. Amount of component.....	RCFD3552	1,154,000	4.e.2.
f. Disclose component and the dollar amount of that component:			4.f.
1. Describe component.....	TEXT3553	Trade date payable	4.f.1.
2. Amount of component.....	RCFD3553	1,105,000	4.f.2.
g. Disclose component and the dollar amount of that component:			4.g.
1. Describe component.....	TEXT3554		4.g.1.
2. Amount of component.....	RCFD3554	0	4.g.2.
5. Total.....	RCFD2930	5,085,000	5.

(TEXT3552) Payable to counterparties

Schedule RC-H - Selected Balance Sheet Items for Domestic Offices

Dollar amounts in thousands

1. Not applicable			1.
2. Not applicable			2.
3. Securities purchased under agreements to resell.....	RCONB989	3,086,000	3.
4. Securities sold under agreements to repurchase.....	RCONB995	7,657,000	4.
5. Other borrowed money.....	RCON3190	1,760,000	5.
6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RCON2163	0	6.
7. Net due to own foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RCON2941	285,000	7.
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs).....	RCON2192	122,681,000	8.
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs).....	RCON3129	100,150,000	9.

Schedule RC-H - Selected Balance Sheet Items for Domestic Offices

Dollar amounts in thousands

	(Column A) Amortized Cost of Held-to-Maturity Securities		(Column B) Fair Value of Available-for-Sale Securities		
10. U.S. Treasury securities.....	RCON0211	0	RCON1287	0	10.
11. U.S. Government agency obligations (exclude mortgage-backed securities).....	RCON8492	0	RCON8495	0	11.
12. Securities issued by states and political subdivisions in the U.S.....	RCON8496	0	RCON8499	0	12.
13. Mortgage-backed securities (MBS):					13.
a. Mortgage pass-through securities:					13.a.
1. Issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCONG389	0	RCONG390	0	13.a.1.
2. Other mortgage pass-through securities.....	RCON1709	0	RCON1713	0	13.a.2.
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					13.b.
1. Issued or guaranteed by U.S. Government agencies or sponsored agencies.....	RCONG393	0	RCONG394	0	13.b.1.
2. All other mortgage-backed securities.....	RCON1733	0	RCON1736	0	13.b.2.
14. Other domestic debt securities (include domestic structured financial products and domestic asset-backed securities).....	RCONG397	0	RCONG398	0	14.
15. Other foreign debt securities (include foreign structured financial products and foreign asset-backed securities).....	RCONG399	0	RCONG400	0	15.
16. Investments in mutual funds and other equity securities with readily determinable fair values.....			RCONA511	0	16.
17. Total held-to-maturity and available-for-sale securities (sum of items 10 through 16).....	RCON1754	0	RCON1773	0	17.

Schedule RC-H - Selected Balance Sheet Items for Domestic Offices

Dollar amounts in thousands

18. Equity securities that do not have readily determinable fair values.....	RCON1752	507,000	18.
--	----------	---------	-----

Schedule RC-I - Assets and Liabilities of IBFs

Dollar amounts in thousands

1. Total IBF assets of the consolidated bank (component of Schedule RC, item 12).....	RCFN2133	NR	1.
2. Total IBF liabilities (component of Schedule RC, item 21).....	RCFN2898	NR	2.

Schedule RC-K - Quarterly Averages

Dollar amounts in thousands

1. Interest-bearing balances due from depository institutions.....	RCFD3381	47,064,000	1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RCFDB558	0	2.
3. Mortgage-backed securities.....	RCFDB559	0	3.
4. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RCFDB560	0	4.
5. Federal funds sold and securities purchased under agreements to resell.....	RCFD3365	2,899,000	5.
6. Loans:			6.
a. Loans in domestic offices:			6.a.
1. Total loans.....	RCON3360	41,493,000	6.a.1.
2. Loans secured by real estate:			6.a.2.
a. Loans secured by 1-4 family residential properties.....	RCON3465	5,070,000	6.a.2.a.
b. All other loans secured by real estate.....	RCON3466	5,313,000	6.a.2.b.
3. Loans to finance agricultural production and other loans to farmers	RCON3386	5,000	6.a.3.
4. Commercial and industrial loans.....	RCON3387	12,395,000	6.a.4.
5. Loans to individuals for household, family, and other personal expenditures:			6.a.5.
a. Credit cards.....	RCONB561	0	6.a.5.a.
b. Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans).....	RCONB562	1,401,000	6.a.5.b.
b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RCFN3360	0	6.b.
7. Trading assets.....	RCFD3401	28,725,000	7.
8. Lease financing receivables (net of unearned income).....	RCFD3484	0	8.
9. Total assets.....	RCFD3368	129,150,000	9.
10. Interest-bearing transaction accounts in domestic offices (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	RCON3485	701,000	10.
11. Nontransaction accounts in domestic offices:			11.
a. Savings deposits (includes MMDAs).....	RCONB563	50,081,000	11.a.
b. Time deposits of \$100,000 or more.....	RCONA514	3,548,000	11.b.
c. Time deposits of less than \$100,000.....	RCONA529	27,952,000	11.c.
12. Interest-bearing deposits in foreign offices, EDGE and Agreement subsidiaries, and IBFs.....	RCFN3404	379,000	12.
13. Federal funds purchased and securities sold under agreements to repurchase.....	RCFD3353	6,857,000	13.
14. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases).....	RCFD3355	2,146,000	14.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

1. Unused commitments:			1.
a. Revolving, open-end lines secured by 1-4 family residential properties, i.e., home equity lines.....	RCFD3814	15,000	1.a.
1. Unused commitments for Home Equity Conversion Mortgage (HECM) reverse mortgages outstanding that are held for investment in domestic offices (included in item 1.a above).....	RCONJ477	0	1.a.1.
2. Unused commitments for proprietary reverse mortgages outstanding that are held for investment in domestic offices (included in item 1.a above).....	RCONJ478	0	1.a.2.
b. Credit card lines (Sum of items 1.b.(1) and 1.b.(2) must equal item 1.b).....	RCFD3815	0	1.b.
1. Unused consumer credit card lines.....	RCFDJ455	0	1.b.1.
2. Other unused credit card lines.....	RCFDJ456	0	1.b.2.

Dollar amounts in thousands

c. Commitments to fund commercial real estate, construction, and land development loans:			1.c.
1. Secured by real estate:			1.c.1.
a. 1-4 family residential construction loan commitments.....	RCFDF164	7,000	1.c.1.a.
b. Commercial real estate, other construction loan, and land development loan commitments.....	RCFDF165	3,268,000	1.c.1.b.
2. Not secured by real estate.....	RCFD6550	59,000	1.c.2.
d. Securities underwriting.....	RCFD3817	0	1.d.
e. Other unused commitments:			1.e.
1. Commercial and industrial loans.....	RCFDJ457	66,888,000	1.e.1.
2. Loans to financial institutions.....	RCFDJ458	13,510,000	1.e.2.
3. All other unused commitments.....	RCFDJ459	4,409,000	1.e.3.
2. Financial standby letters of credit and foreign office guarantees.....	RCFD3819	3,857,000	2.
a. Amount of financial standby letters of credit conveyed to others.....	RCFD3820	1,197,000	2.a.
3. Performance standby letters of credit and foreign office guarantees.....	RCFD3821	1,000	3.
a. Amount of performance standby letters of credit conveyed to others.....	RCFD3822	0	3.a.
4. Commercial and similar letters of credit.....	RCFD3411	0	4.
5. Not applicable			5.
6. Securities lent and borrowed:			6.
a. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank).....	RCFD3433	34,403,000	6.a.
b. Securities borrowed.....	RCFD3432	0	6.b.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

	Dollar amounts in thousands		Dollar amounts in thousands		
	(Column A) Sold Protection		(Column B) Purchased Protection		
7. Credit derivatives:					7.
a. Notional amounts:					7.a.
1. Credit default swaps.....	RCFDC968	72,831,000	RCFDC969	90,306,000	7.a.1.
2. Total return swaps.....	RCFDC970	2,036,000	RCFDC971	2,170,000	7.a.2.
3. Credit options.....	RCFDC972	50,000	RCFDC973	274,000	7.a.3.
4. Other credit derivatives.....	RCFDC974	0	RCFDC975	154,000	7.a.4.
b. Gross fair values:					7.b.
1. Gross positive fair value.....	RCFDC219	1,615,000	RCFDC221	1,385,000	7.b.1.
2. Gross negative fair value.....	RCFDC220	700,000	RCFDC222	1,911,000	7.b.2.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

	Dollar amounts in thousands		Dollar amounts in thousands		
c. Notional amounts by regulatory capital treatment:					7.c.
1. Positions covered under the Market Risk Rule:					7.c.1.
a. Sold protection.....	RCFDG401	41,760,000			7.c.1.a.
b. Purchased protection.....	RCFDG402	45,106,000			7.c.1.b.
2. All other positions:					7.c.2.
a. Sold protection.....	RCFDG403	33,157,000			7.c.2.a.
b. Purchased protection that is recognized as a guarantee for regulatory capital purposes.....	RCFDG404	1,723,000			7.c.2.b.
c. Purchased protection that is not recognized as a guarantee for regulatory capital purposes.....	RCFDG405	46,075,000			7.c.2.c.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

	(Column A) Remaining Maturity of One Year or Less	(Column B) Remaining Maturity of Over One Year Through Five Years	(Column C) Remaining Maturity of Over Five Years	
Dollar amounts in thousands				
d. Notional amounts by remaining maturity:				7.d.
1. Sold credit protection:				7.d.1.
a. Investment grade.....	5,923,000	31,265,000	3,096,000	7.d.1.a.
b. Subinvestment grade.....	11,009,000	20,424,000	3,200,000	7.d.1.b.
2. Purchased credit protection:				7.d.2.
a. Investment grade.....	8,900,000	39,864,000	5,920,000	7.d.2.a.
b. Subinvestment grade.....	11,776,000	21,835,000	4,609,000	7.d.2.b.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands			
8. Spot foreign exchange contracts.....	RCFD8765	16,489,000	8.
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital").....	RCFD3430	0	9.
a. Not applicable			9.a.
b. Commitments to purchase when-issued securities.....	RCFD3434	0	9.b.
c. Standby letters of credit issued by another party (e.g., a Federal Home Loan Bank) on the bank's behalf.....	RCFDC978	0	9.c.
d. Disclose component and the dollar amount of that component:			9.d.
1. Describe component.....	TEXT3555		9.d.1.
2. Amount of component.....	RCFD3555	0	9.d.2.
e. Disclose component and the dollar amount of that component:			9.e.
1. Describe component.....	TEXT3556		9.e.1.
2. Amount of component.....	RCFD3556	0	9.e.2.
f. Disclose component and the dollar amount of that component:			9.f.
1. Describe component.....	TEXT3557		9.f.1.
2. Amount of component.....	RCFD3557	0	9.f.2.
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital").....	RCFD5591	0	10.
a. Commitments to sell when-issued securities.....	RCFD3435	0	10.a.
b. Disclose component and the dollar amount of that component:			10.b.
1. Describe component.....	TEXT5592		10.b.1.
2. Amount of component.....	RCFD5592	0	10.b.2.
c. Disclose component and the dollar amount of that component:			10.c.
1. Describe component.....	TEXT5593		10.c.1.
2. Amount of component.....	RCFD5593	0	10.c.2.
d. Disclose component and the dollar amount of that component:			10.d.
1. Describe component.....	TEXT5594		10.d.1.

Dollar amounts in thousands

2. Amount of component.....	RCFD5594	0	10.d.2.
e. Disclose component and the dollar amount of that component:			10.e.
1. Describe component.....	TEXT5595		10.e.1.
2. Amount of component.....	RCFD5595	0	10.e.2.
11. Year-to-date merchant credit card sales volume:			11.
a. Sales for which the reporting bank is the acquiring bank.....	RCFDC223	0	11.a.
b. Sales for which the reporting bank is the agent bank with risk.....	RCFDC224	0	11.b.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Dollar amounts in thousands					
12. Gross amounts (e.g., notional amounts):					12.
	RCFD8693	RCFD8694	RCFD8695	RCFD8696	
a. Futures contracts.....	1,502,901,000	0	0	0	12.a.
	RCFD8697	RCFD8698	RCFD8699	RCFD8700	
b. Forward contracts.....	4,783,778,000	389,767,000	0	0	12.b.
c. Exchange-traded option contracts:					12.c.
	RCFD8701	RCFD8702	RCFD8703	RCFD8704	
1. Written options.....	577,188,000	0	0	0	12.c.1.
	RCFD8705	RCFD8706	RCFD8707	RCFD8708	
2. Purchased options.....	571,294,000	0	0	0	12.c.2.
d. Over-the-counter option contracts:					12.d.
	RCFD8709	RCFD8710	RCFD8711	RCFD8712	
1. Written options.....	2,885,903,000	73,010,000	1,262,000	282,000	12.d.1.
	RCFD8713	RCFD8714	RCFD8715	RCFD8716	
2. Purchased options.....	3,163,425,000	78,042,000	5,238,000	337,000	12.d.2.
e. Swaps.....	29,831,681,000	1,632,713,000	46,660,000	7,645,000	12.e.
	RCFDA126	RCFDA127	RCFD8723	RCFD8724	
13. Total gross notional amount of derivative contracts held for trading.....	43,291,658,000	2,173,532,000	52,680,000	8,264,000	13.
14. Total gross notional amount of derivative contracts held for purposes other than trading.....	24,512,000	0	480,000	0	14.
	RCFDA589				
a. Interest rate swaps where the bank has agreed to pay a fixed rate.....	0				14.a.
15. Gross fair values of derivative contracts:					15.
a. Contracts held for trading:					15.a.
	RCFD8733	RCFD8734	RCFD8735	RCFD8736	
1. Gross positive fair value.....	708,289,000	58,176,000	792,000	144,000	15.a.1.
	RCFD8737	RCFD8738	RCFD8739	RCFD8740	
2. Gross negative fair value.....	675,592,000	64,540,000	605,000	143,000	15.a.2.

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. Contracts held for purposes other than trading:					
		RCFD8741	RCFD8742	RCFD8743	RCFD8744
1. Gross positive fair value.....		371,000	0	0	0
		RCFD8745	RCFD8746	RCFD8747	RCFD8748
2. Gross negative fair value.....		28,000	0	0	0

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands		(Column A) Banks and Securities Firms	(Column B) Monoline Financial Guarantors	(Column C) Hedge Funds	(Column D) Sovereign Governments	(Column E) Corporations and All Other Counterparties
16. Over-the counter derivatives:						
		RCFDG418	RCFDG419	RCFDG420	RCFDG421	RCFDG422
a. Net current credit exposure.....		58,510,000	0	74,000	324,000	5,844,000
b. Fair value of collateral:						
		RCFDG423	RCFDG424	RCFDG425	RCFDG426	RCFDG427
1. Cash - U.S. dollar.....		39,052,000	0	176,000	22,000	950,000
		RCFDG428	RCFDG429	RCFDG430	RCFDG431	RCFDG432
2. Cash - Other currencies.....		15,865,000	0	0	0	35,000
		RCFDG433	RCFDG434	RCFDG435	RCFDG436	RCFDG437
3. U.S. Treasury securities.....		617,000	0	28,000	3,000	383,000
		RCFDG438	RCFDG439	RCFDG440	RCFDG441	RCFDG442
4. U.S. Government agency and U.S. Government-sponsored agency debt securities.....		71,000	0	0	0	5,000
		RCFDG443	RCFDG444	RCFDG445	RCFDG446	RCFDG447
5. Corporate bonds.....		111,000	0	0	0	110,000
		RCFDG448	RCFDG449	RCFDG450	RCFDG451	RCFDG452
6. Equity securities.....		0	0	0	0	0
		RCFDG453	RCFDG454	RCFDG455	RCFDG456	RCFDG457
7. All other collateral.....		6,733,000	0	1,000	0	539,000
		RCFDG458	RCFDG459	RCFDG460	RCFDG461	RCFDG462
8. Total fair value of collateral (sum of items 16.b.(1) through (7))....		62,449,000	0	205,000	25,000	2,022,000

Schedule RC-M - Memoranda

Dollar amounts in thousands

1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:			1.
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests.....	RCFD6164	0	1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations.....	RCFD6165	0	1.b.
2. Intangible assets other than goodwill:			2.
a. Mortgage servicing assets.....	RCFD3164	0	2.a.
1. Estimated fair value of mortgage servicing assets.....	RCFDA590	0	2.a.1.
b. Purchased credit card relationships and nonmortgage servicing assets.....	RCFDB026	0	2.b.
c. All other identifiable intangible assets.....	RCFD5507	0	2.c.
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b).....	RCFD0426	0	2.d.
3. Other real estate owned:			3.
a. Construction, land development, and other land in domestic offices.....	RCON5508	0	3.a.
b. Farmland in domestic offices.....	RCON5509	0	3.b.
c. 1-4 family residential properties in domestic offices.....	RCON5510	0	3.c.
d. Multifamily (5 or more) residential properties in domestic offices.....	RCON5511	0	3.d.
e. Nonfarm nonresidential properties in domestic offices.....	RCON5512	0	3.e.
f. Foreclosed properties from "GNMA loans".....	RCONC979	0	3.f.
g. In foreign offices.....	RCFN5513	0	3.g.
h. Total (sum of items 3.a through 3.g) (must equal Schedule RC, item 7).....	RCFD2150	0	3.h.
4. Not applicable			4.
5. Other borrowed money:			5.
a. Federal Home Loan Bank advances:			5.a.
1. Advances with a remaining maturity or next repricing date of:			5.a.1.
a. One year or less.....	RCFDF055	1,497,000	5.a.1.a.
b. Over one year through three years.....	RCFDF056	0	5.a.1.b.
c. Over three years through five years.....	RCFDF057	0	5.a.1.c.
d. Over five years.....	RCFDF058	0	5.a.1.d.
2. Advances with a remaining maturity of one year or less (included in item 5.a.(1)(a) above).....	RCFD2651	0	5.a.2.
3. Structured advances (included in items 5.a.(1)(a) - (d) above).....	RCFDF059	0	5.a.3.
b. Other borrowings:			5.b.
1. Other borrowings with a remaining maturity of next repricing date of:			5.b.1.
a. One year or less.....	RCFDF060	263,000	5.b.1.a.
b. Over one year through three years.....	RCFDF061	0	5.b.1.b.
c. Over three years through five years.....	RCFDF062	0	5.b.1.c.
d. Over five years.....	RCFDF063	0	5.b.1.d.
2. Other borrowings with a remaining maturity of one year or less (included in item 5.b.(1)(a) above).....	RCFDB571	179,000	5.b.2.
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16).....	RCFD3190	1,760,000	5.c.
6. Does the reporting bank sell private label or third party mutual funds and annuities?.....	RCFDB569	No	6.
7. Assets under the reporting bank's management in proprietary mutual funds and annuities.	RCFDB570	0	7.
8. Internet Web site addresses and physical office trade names:			8.
a. Uniform Resource Locator (URL) of the reporting institution's primary Internet Web site (home page), if any (Example: www.examplebank.com):.....	TEXT4087		8.a.
b. URLs of all other public-facing Internet Web sites that the reporting institution uses to accept or solicit deposits from the public, if any (Example: www.examplebank.biz):			8.b.

Dollar amounts in thousands

1. URL 1.....	TE01N528		8.b.1.
2. URL 2.....	TE02N528		8.b.2.
3. URL 3.....	TE03N528		8.b.3.
4. URL 4.....	TE04N528		8.b.4.
5. URL 5.....	TE05N528		8.b.5.
6. URL 6.....	TE06N528		8.b.6.
7. URL 7.....	TE07N528		8.b.7.
8. URL 8.....	TE08N528		8.b.8.
9. URL 9.....	TE09N528		8.b.9.
10. URL 10.....	TE10N528		8.b.10.
c. Trade names other than the reporting institution's legal title used to identify one or more of the institution's physical offices at which deposits are accepted or solicited from the public, if any:			8.c.
1. Trade name 1.....	TE01N529		8.c.1.
2. Trade name 2.....	TE02N529		8.c.2.
3. Trade name 3.....	TE03N529		8.c.3.
4. Trade name 4.....	TE04N529		8.c.4.
5. Trade name 5.....	TE05N529		8.c.5.
6. Trade name 6.....	TE06N529		8.c.6.
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?.....	RCFD4088	No	9.
10. Secured liabilities:			10.
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule RC, item 14.a).....	RCONF064	0	10.a.
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a) - (d)).....	RCFDF065	85,000	10.b.
11. Does the bank act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts?.....	RCONG463	No	11.
12. Does the bank provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities?.....	RCONG464	No	12.
13. Assets covered by loss-sharing agreements with the FDIC:			13.
a. Loans and leases (included in Schedule RC, items 4.a and 4.b):			13.a.
1. Loans secured by real estate in domestic offices:			13.a.1.
a. Construction, land development, and other land loans:			13.a.1.a.
1. 1-4 family residential construction loans.....	RCONK169	0	13a1a.1.
2. Other construction loans and all land development and other land loans....	RCONK170	0	13a1a.2.
b. Secured by farmland.....	RCONK171	0	13.a.1.b.
c. Secured by 1-4 family residential properties:			13.a.1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONK172	0	13a1c.1.
2. Closed-end loans secured by 1-4 family residential properties:			13a1c.2.
a. Secured by first liens.....	RCONK173	0	13a1c2a.
b. Secured by junior liens.....	RCONK174	0	13a1c2b.
d. Secured by multifamily (5 or more) residential properties.....	RCONK175	0	13.a.1.d.
e. Secured by nonfarm nonresidential properties:			13.a.1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONK176	0	13a1e.1.
2. Loans secured by other nonfarm nonresidential properties.....	RCONK177	0	13a1e.2.
2. Loans to finance agricultural production and other loans to farmers.....	RCFDK178	0	13.a.2.
3. Commercial and industrial loans.....	RCFDK179	0	13.a.3.
4. Loans to individuals for household, family, and other personal expenditures:			13.a.4.
a. Credit cards.....	RCFDK180	0	13.a.4.a.
b. Automobile loans.....	RCFDK181	0	13.a.4.b.

Dollar amounts in thousands

c. Other (includes revolving credit plans other than credit cards and other consumer loans).....	RCFDK182	0	13.a.4.c.
5. All other loans and all leases.....	RCFDK183	0	13.a.5.
a. Loans to depository institutions and acceptances of other banks.....	RCFDK184	0	13.a.5.a.
b. Loans to foreign governments and official institutions.....	RCFDK185	0	13.a.5.b.
c. Other loans.....	RCFDK186	0	13.a.5.c.
d. Lease financing receivables.....	RCFDK273	0	13.a.5.d.
e. Loans secured by real estate in foreign offices.....	RCFNK290	0	13.a.5.e.
b. Other real estate owned (included in Schedule RC, item 7):			13.b.
1. Construction, land development, and other land in domestic offices.....	RCONK187	0	13.b.1.
2. Farmland in domestic offices.....	RCONK188	0	13.b.2.
3. 1-4 family residential properties in domestic offices.....	RCONK189	0	13.b.3.
4. Multifamily (5 or more) residential properties in domestic offices.....	RCONK190	0	13.b.4.
5. Nonfarm nonresidential properties in domestic offices.....	RCONK191	0	13.b.5.
6. In foreign offices.....	RCFNK260	0	13.b.6.
7. Portion of covered other real estate owned included in items 13.b.(1) through (6) above that is protected by FDIC loss-sharing agreements.....	RCFDK192	0	13.b.7.
c. Debt securities (included in Schedule RC, items 2.a and 2.b).....	RCFDJ461	0	13.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets).....	RCFDJ462	0	13.d.
14. Captive insurance and reinsurance subsidiaries:			14.
a. Total assets of captive insurance subsidiaries.....	RCFDK193	0	14.a.
b. Total assets of captive reinsurance subsidiaries.....	RCFDK194	0	14.b.
15. Qualified Thrift Lender (QTL) test:			15.
a. Does the institution use the Home Owners' Loan Act (HOLA) QTL test or the Internal Revenue Service Domestic Building and Loan Association (IRS DBLA) test to determine its QTL compliance? (for the HOLA QTL test, enter 1; for the IRS DBLA test, enter 2)....	RCONL133	NR	15.a.
b. Has the institution been in compliance with the HOLA QTL test as of each month end during the quarter or the IRS DBLA test for its most recent taxable year, as applicable?.	RCONL135	NR	15.b.
16. International remittance transfers offered to consumers:			16.
a. As of the report date, did your institution offer to consumers in any state any of the following mechanisms for sending international remittance transfers?			16.a.
1. International wire transfers.....	RCONN517	Yes	16.a.1.
2. International ACH transactions.....	RCONN518	No	16.a.2.
3. Other proprietary services operated by your institution.....	RCONN519	No	16.a.3.
4. Other proprietary services operated by another party.....	RCONN520	No	16.a.4.
b. Did your institution provide more than 100 international remittance transfers in the previous calendar year or does your institution estimate that it will provide more than 100 international remittance transfers in the current calendar year?.....	RCONN521	No	16.b.
c. Indicate which of the mechanisms described in items 16.a.(1), (2), and (3) above is the mechanism that your institution estimates accounted for the largest number of international remittance transfers your institution provided during the two calendar quarters ending on the report date. (For international wire transfers, enter 1; for international ACH transactions, enter 2; for other proprietary services operated by your institution, enter 3. If your institution did not provide any international remittance transfers using the mechanisms described in items 16.a.(1), (2), and (3) above during the two calendar quarters ending on the report date, enter 0.).....	RCONN522	NR	16.c.
d. Estimated number and dollar value of international remittance transfers provided by your institution during the two calendar quarters ending on the report date:			16.d.
1. Estimated number of international remittance transfers.....	RCONN523	NR	16.d.1.
2. Estimated dollar value of international remittance transfers.....	RCONN524	NR	16.d.2.
3. Estimated number of international remittance transfers for which your institution applied the temporary exception.....	RCONN527	NR	16.d.3.

Schedule RC-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
1. Loans secured by real estate:			1.
a. Construction, land development, and other land loans in domestic offices:			1.a.
1. 1-4 family residential construction loans.....	RCONF172	RCONF174	RCONF176
	0	0	0
2. Other construction loans and all land development and other land loans.....	RCONF173	RCONF175	RCONF177
	0	0	0
b. Secured by farmland in domestic offices.....	RCON3493	RCON3494	RCON3495
	0	0	0
c. Secured by 1-4 family residential properties in domestic offices:			1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCON5398	RCON5399	RCON5400
	0	0	0
2. Closed-end loans secured by 1-4 family residential properties:			1.c.2.
a. Secured by first liens.....	RCONC236	RCONC237	RCONC229
	3,000	0	1,000
b. Secured by junior liens.....	RCONC238	RCONC239	RCONC230
	1,000	0	0
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	RCON3499	RCON3500	RCON3501
	0	0	0
e. Secured by nonfarm nonresidential properties in domestic offices:			1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONF178	RCONF180	RCONF182
	0	0	0
2. Loans secured by other nonfarm nonresidential properties...	RCONF179	RCONF181	RCONF183
	0	0	37,000
f. In foreign offices.....	RCFNB572	RCFNB573	RCFNB574
	0	0	0
2. Loans to depository institutions and acceptances of other banks:			2.
a. To U.S. banks and other U.S. depository institutions.....	RCFD5377	RCFD5378	RCFD5379
	0	0	0
b. To foreign banks.....	RCFD5380	RCFD5381	RCFD5382
	0	0	0
3. Loans to finance agricultural production and other loans to farmers.	RCFD1594	RCFD1597	RCFD1583
	0	0	0
4. Commercial and industrial loans:			4.
a. To U.S. addressees (domicile).....	RCFD1251	RCFD1252	RCFD1253
	0	0	11,000
b. To non-U.S. addressees (domicile).....	RCFD1254	RCFD1255	RCFD1256
	0	0	0
5. Loans to individuals for household, family, and other personal expenditures:			5.

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	
	RCFDB575	RCFDB576	RCFDB577		
a. Credit cards.....	0	0	0		5.a.
	RCFDK213	RCFDK214	RCFDK215		
b. Automobile loans.....	0	0	0		5.b.
	RCFDK216	RCFDK217	RCFDK218		
c. Other (includes revolving credit plans other than credit cards and other consumer loans).....	0	0	0		5.c.
	RCFD5389	RCFD5390	RCFD5391		
6. Loans to foreign governments and official institutions.....	0	0	0		6.
	RCFD5459	RCFD5460	RCFD5461		
7. All other loans.....	0	0	14,000		7.
8. Lease financing receivables:					8.
a. Leases to individuals for household, family, and other personal expenditures.....	RCFDF166	RCFDF167	RCFDF168		
	0	0	0		8.a.
	RCFDF169	RCFDF170	RCFDF171		
b. All other leases.....	0	0	0		8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	RCFD3505	RCFD3506	RCFD3507		
	0	0	0		9.
10. Loans and leases reported in items 1 through 8 above that are wholly or partially guaranteed by the U.S. Government, excluding loans and leases covered by loss-sharing agreements with the FDIC:.....	RCFDK036	RCFDK037	RCFDK038		
	0	0	0		10.
a. Guaranteed portion of loans and leases included in item 10 above, excluding rebooked "GNMA loans".....	RCFDK039	RCFDK040	RCFDK041		
	0	0	0		10.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above.....	RCFDK042	RCFDK043	RCFDK044		
	0	0	0		10.b.
11. Loans and leases reported in items 1 through 8 above that are covered by loss-sharing agreements with the FDIC:					11.
a. Loans secured by real estate in domestic offices:					11.a.
1. Construction, land development, and other land loans:					11.a.1.
a. 1-4 family residential construction loans.....	RCONK045	RCONK046	RCONK047		
	0	0	0		11.a.1.a.
b. Other construction loans and all land development and other land loans.....	RCONK048	RCONK049	RCONK050		
	0	0	0		11.a.1.b.
2. Secured by farmland.....	RCONK051	RCONK052	RCONK053		
	0	0	0		11.a.2.
3. Secured by 1-4 family residential properties:					11.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONK054	RCONK055	RCONK056		
	0	0	0		11.a.3.a.
b. Closed-end loans secured by 1-4 family residential properties:					11.a.3.b.
1. Secured by first liens.....	RCONK057	RCONK058	RCONK059		
	0	0	0		11.a.3b.1.
2. Secured by junior liens.....	RCONK060	RCONK061	RCONK062		
	0	0	0		11.a.3b.2.

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	
	RCONK063	RCONK064	RCONK065		
4. Secured by multifamily (5 or more) residential properties.....	0	0	0		11.a.4.
5. Secured by nonfarm nonresidential properties:					11.a.5.
a. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONK066	RCONK067	RCONK068		11.a.5.a.
b. Loans secured by other nonfarm nonresidential properties.....	0	0	0		11.a.5.b.
b. Loans to finance agricultural production and other loans to farmers.....	RCFDK072	RCFDK073	RCFDK074		11.b.
	0	0	0		11.c.
c. Commercial and industrial loans.....					11.d.
d. Loans to individuals for household, family, and other personal expenditures:					
1. Credit cards.....	RCFDK078	RCFDK079	RCFDK080		11.d.1.
2. Automobile loans.....	0	0	0		11.d.2.
3. Other (includes revolving credit plans other than credit cards and other consumer loans).....	RCFDK081	RCFDK082	RCFDK083		11.d.3.
	0	0	0		11.e.
e. All other loans and all leases.....	RCFDK084	RCFDK085	RCFDK086		11.e.1.
1. Loans to depository institutions and acceptances of other banks.....	0	0	0		11.e.2.
2. Loans to foreign governments and official institutions.....	RCFDK087	RCFDK088	RCFDK089		11.e.3.
3. Other loans.....	0	0	0		11.e.4.
4. Lease financing receivables.....	RCFDK091	RCFDK092	RCFDK093		11.e.5.
5. Loans secured by real estate in foreign offices.....	0	0	0		11.f.
f. Portion of covered loans and leases included in items 11.a through 11.e above that is protected by FDIC loss-sharing agreements.....	RCFDK095	RCFDK096	RCFDK097		M.1.
1. Loans restructured in troubled debt restructurings included in Schedule RC-N, items 1 through 7, above (and not reported in Schedule RC-C, Part 1, Memorandum item 1):					
a. Construction, land development, and other land loans in domestic offices:					
1. 1-4 family residential construction loans.....	RCONK105	RCONK106	RCONK107		M.1.a.1.
2. Other construction loans and all land development and other land loans.....	0	0	0		M.1.a.2.
b. Loans secured by 1-4 family residential properties in domestic offices.....	RCONF661	RCONF662	RCONF663		M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices.....	0	0	0		M.1.c.
	RCONK111	RCONK112	RCONK113		
	0	0	0		

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	
d. Secured by nonfarm nonresidential properties in domestic offices:					M.1.d.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONK114	RCONK115	RCONK116		M.1.d.1.
	0	0	0		
	RCONK117	RCONK118	RCONK119		
2. Loans secured by other nonfarm nonresidential properties...	0	0	0		M.1.d.2.
e. Commercial and industrial loans:					M.1.e.
1. To U.S. addressees (domicile).....	RCFDK120	RCFDK121	RCFDK122		M.1.e.1.
	0	0	0		
	RCFDK123	RCFDK124	RCFDK125		
2. To non-U.S. addressees (domicile).....	0	0	0		M.1.e.2.
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....	RCFDK126	RCFDK127	RCFDK128		M.1.f.
	0	0	0		
	RCONK130	RCONK131	RCONK132		
1. Loans secured by farmland in domestic offices.....	0	0	0		M.1.f.1.
2. Loans to depository institutions and acceptances of other banks.....	RCFDK134	RCFDK135	RCFDK136		M.1.f.2.
	0	0	0		
3. Loans to finance agricultural production and other loans to farmers.....	RCFDK138	RCFDK139	RCFDK140		M.1.f.3.
	0	0	0		
4. Loans to individuals for household, family, and other personal expenditures:					M.1.f.4.
a. Credit cards.....	RCFDK274	RCFDK275	RCFDK276		M.1.f.4.a.
	0	0	0		
b. Automobile loans.....	RCFDK277	RCFDK278	RCFDK279		M.1.f.4.b.
	0	0	0		
c. Other (includes revolving credit plans other than credit cards and other consumer loans).....	RCFDK280	RCFDK281	RCFDK282		M.1.f.4.c.
	0	0	0		
	RCFDK283	RCFDK284	RCFDK285		
5. Loans to foreign governments and official institutions.....	0	0	0		M.1.f.5.
	RCFDK286	RCFDK287	RCFDK288		
6. Other loans.....	0	0	0		M.1.f.6.
	RCFNK294	RCFNK295	RCFNK296		
7. Loans secured by real estate in foreign offices.....	0	0	0		M.1.f.7.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above.....	RCFD6558	RCFD6559	RCFD6560		M.2.
	0	0	0		
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above).....	RCFD1248	RCFD1249	RCFD1250		M.3.
	0	0	0		
4. Not applicable					M.4.
5. Loans and leases held for sale and loans measured at fair value (included in Schedule RC-N, items 1 through 8, above):					M.5.
a. Loans and leases held for sale.....	RCFDC240	RCFDC241	RCFDC226		M.5.a.
	0	0	0		
b. Loans measured at fair value:					M.5.b.

Dollar amounts in thousands		(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
1. Fair value.....	RCFDF664	4,000	0	1,000	M.5.b.1.
2. Unpaid principal balance.....	RCFDF667	5,000	0	7,000	M.5.b.2.

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands		(Column A) Past due 30 through 89 days	(Column B) Past due 90 days or more		
6. Derivative contracts: Fair value of amounts carried as assets.....	RCFDF3529	0	RCFDF3530	0	M.6.

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands				
7. Additions to nonaccrual assets during the quarter.....	RCFDC410		6,000	M.7.
8. Nonaccrual assets sold during the quarter.....	RCFDC411		1,000	M.8.

Schedule RC-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	
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Stament of Position 03-3):					M.9.
a. Outstanding balance.....	RCFDL183	0	0	0	M.9.a.
b. Amount included in Schedule RC-N, items 1 through 7, above...	RCFDL186	0	0	0	M.9.b.

Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments

Dollar amounts in thousands				
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	RCFDF236		78,258,000	1.
2. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions (including foreign deposits).....	RCFDF237		285,000	2.
3. Total foreign deposits, including interest accrued and unpaid thereon (included in item 2 above).....	RCFNF234		285,000	3.
4. Average consolidated total assets for the calendar quarter.....	RCFDK652		129,150,000	4.
a. Averaging method used (for daily averaging, enter 1; for weekly averaging, enter 2)....	RCFDK653		1	4.a.
5. Average tangible equity for the calendar quarter.....	RCFDK654		21,865,000	5.
6. Holdings of long-term unsecured debt issued by other FDIC-insured depository institutions.....	RCFDK655		0	6.
7. Unsecured "Other borrowings" with a remaining maturity of (sum of items 7.a through 7.d must be less than or equal to Schedule RC-M, items 5.b.(1)(a)-(d) minus item 10.b):				7.
a. One year or less.....	RCFDG465		178,000	7.a.
b. Over one year through three years.....	RCFDG466		0	7.b.
c. Over three years through five years.....	RCFDG467		0	7.c.

Dollar amounts in thousands

d. Over five years.....	RCFDG468	0	7.d.
8. Subordinated notes and debentures with a remaining maturity of (sum of items 8.a through 8.d must equal Schedule RC, item 19):			8.
a. One year or less.....	RCFDG469	0	8.a.
b. Over one year through three years.....	RCFDG470	0	8.b.
c. Over three years through five years.....	RCFDG471	0	8.c.
d. Over five years.....	RCFDG472	2,000,000	8.d.
9. Reciprocal brokered deposits (included in Schedule RC-E, part I, Memorandum item 1.b).....	RCONG803	0	9.
a. Fully consolidated reciprocal brokered deposits.....	RCONL190	NR	9.a.
10. Banker's bank certification: Does the reporting institution meet both the statutory definition of a banker's bank and the business conduct test set forth in FDIC regulations? If the answer to item 10 is "YES," complete items 10.a and 10.b.....	RCFDK656	No	10.
a. Banker's bank deduction.....	RCFDK657	NR	10.a.
b. Banker's bank deduction limit.....	RCFDK658	NR	10.b.
11. Custodial bank certification: Does the reporting institution meet the definition of a custodial bank set forth in FDIC regulations? If the answer to item 11 is "YES," complete items 11.a and 11.b.....	RCFDK659	No	11.
a. Custodial bank deduction.....	RCFDK660	NR	11.a.
b. Custodial bank deduction limit.....	RCFDK661	NR	11.b.
1. Total deposit liabilities of the bank (including related interest accrued and unpaid) less allowable exclusions (including related interest accrued and unpaid) (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):			M.1.
a. Deposit accounts (excluding retirement accounts) of \$250,000 or less:			M.1.a.
1. Amount of deposit accounts (excluding retirement accounts) of \$250,000 or less..	RCONF049	41,017,000	M.1.a.1.
2. Number of deposit accounts (excluding retirement accounts) of \$250,000 or less..	RCONF050	1308249	M.1.a.2.
b. Deposit accounts (excluding retirement accounts) of more than \$250,000:			M.1.b.
1. Amount of deposit accounts (excluding retirement accounts) of more than \$250,000.....	RCONF051	29,942,000	M.1.b.1.
2. Number of deposit accounts (excluding retirement accounts) of more than \$250,000.....	RCONF052	12720	M.1.b.2.
c. Retirement deposit accounts of \$250,000 or less:			M.1.c.
1. Amount of retirement deposit accounts of \$250,000 or less.....	RCONF045	6,600,000	M.1.c.1.
2. Number of retirement deposit accounts of \$250,000 or less.....	RCONF046	923304	M.1.c.2.
d. Retirement deposit accounts of more than \$250,000:			M.1.d.
1. Amount of retirement deposit accounts of more than \$250,000.....	RCONF047	414,000	M.1.d.1.
2. Number of retirement deposit accounts of more than \$250,000.....	RCONF048	887	M.1.d.2.
2. Estimated amount of uninsured deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions, including related interest accrued and unpaid (see instructions).....	RCON5597	26,919,000	M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			M.3.
a. Legal title.....	TEXTA545		M.3.a.
b. FDIC Certificate Number.....	RCONA545	0	M.3.b.
4. Not applicable			M.4.
5. Not applicable			M.5.
6. Criticized and classified items:			M.6.
a. Special mention.....	RCFDK663	CONF	M.6.a.
b. Substandard.....	RCFDK664	CONF	M.6.b.
c. Doubtful.....	RCFDK665	CONF	M.6.c.
d. Loss.....	RCFDK666	CONF	M.6.d.

Dollar amounts in thousands

7. "Nontraditional 1-4 family residential mortgage loans" as defined for assessment purposes only in FDIC regulations:			M.7.
a. Nontraditional 1-4 family residential mortgage loans.....	RCFDN025	CONF	M.7.a.
b. Securitizations of nontraditional 1-4 family residential mortgage loans.....	RCFDN026	CONF	M.7.b.
8. "Higher-risk consumer loans" as defined for assessment purposes only in FDIC regulations:			M.8.
a. Higher-risk consumer loans.....	RCFDN027	CONF	M.8.a.
b. Securitizations of higher-risk consumer loans.....	RCFDN028	CONF	M.8.b.
9. "Higher-risk commercial and industrial loans and securities" as defined for assessment purposes only in FDIC regulations:			M.9.
a. Higher-risk commercial and industrial loans and securities.....	RCFDN029	CONF	M.9.a.
b. Securitizations of higher-risk commercial and industrial loans and securities.....	RCFDN030	CONF	M.9.b.
10. Commitments to fund construction, land development, and other land loans secured by real estate for the consolidated bank:			M.10.
a. Total unfunded commitments.....	RCFDK676	102,000	M.10.a.
b. Portion of unfunded commitments guaranteed or insured by the U.S. government (including the FDIC).....	RCFDK677	0	M.10.b.
11. Amount of other real estate owned recoverable from the U.S. government under guarantee or insurance provisions (excluding FDIC loss-sharing agreements).....	RCFDK669	0	M.11.
12. Nonbrokered time deposits of more than \$250,000 in domestic offices (included in Schedule RC-E, Memorandum item 2.d).....	RCONK678	2,000,000	M.12.
13. Portion of funded loans and securities in domestic and foreign offices guaranteed or insured by the U.S. government (including FDIC loss-sharing agreements):			M.13.
a. Construction, land development, and other land loans secured by real estate.....	RCFDN177	0	M.13.a.
b. Loans secured by multifamily residential and nonfarm nonresidential properties.....	RCFDN178		M.13.b.
c. Closed-end loans secured by first liens on 1-4 family residential properties.....	RCFDN179		M.13.c.
d. Closed-end loans secured by junior liens on 1-4 family residential properties and revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCFDN180		M.13.d.
e. Commercial and industrial loans.....	RCFDN181		M.13.e.
f. Credit card loans to individuals for household, family, and other personal expenditures.....	RCFDN182		M.13.f.
g. All other loans to individuals for household, family, and other personal expenditures...	RCFDN183		M.13.g.
h. Non-agency residential mortgage-backed securities.....	RCFDM963		M.13.h.
14. Amount of the institution's largest counterparty exposure.....	RCFDK673	CONF	M.14.
15. Total amount of the institution's 20 largest counterparty exposures.....	RCFDK674	CONF	M.15.
16. Portion of loans restructured in troubled debt restructurings that are in compliance with their modified terms and are guaranteed or insured by the U.S. government (including the FDIC) (included in Schedule RC-C, part I, Memorandum item 1).....	RCFDL189	0	M.16.
17. Selected fully consolidated data for deposit insurance assessment purposes:			M.17.
a. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	RCFDL194	NR	M.17.a.
b. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions (including foreign deposits).....	RCFDL195	NR	M.17.b.
c. Unsecured "Other borrowings" with a remaining maturity of one year or less.....	RCFDL196	NR	M.17.c.
d. Estimated amount of uninsured deposits in domestic offices of the institution and in insured branches in Puerto Rico and U.S. territories and possessions, including related interest accrued and unpaid.....	RCONL197	NR	M.17.d.

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

Dollar amounts in thousands

1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:			1.
a. Closed-end first liens.....	RCONF066	0	1.a.
b. Closed-end junior liens.....	RCONF067	0	1.b.
c. Open-end loans extended under lines of credit:			1.c.
1. Total commitment under the lines of credit.....	RCONF670	0	1.c.1.
2. Principal amount funded under the lines of credit.....	RCONF671	0	1.c.2.
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:			2.
a. Closed-end first liens.....	RCONF068	0	2.a.
b. Closed-end junior liens.....	RCONF069	0	2.b.
c. Open-end loans extended under lines of credit:			2.c.
1. Total commitment under the lines of credit.....	RCONF672	0	2.c.1.
2. Principal amount funded under the lines of credit.....	RCONF673	0	2.c.2.
3. 1-4 family residential mortgages sold during the quarter:			3.
a. Closed-end first liens.....	RCONF070	0	3.a.
b. Closed-end junior liens.....	RCONF071	0	3.b.
c. Open-end loans extended under lines of credit:			3.c.
1. Total commitment under the lines of credit.....	RCONF674	0	3.c.1.
2. Principal amount funded under the lines of credit.....	RCONF675	0	3.c.2.
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule RC, item 4.a):			4.
a. Closed-end first liens.....	RCONF072	0	4.a.
b. Closed-end junior liens.....	RCONF073	0	4.b.
c. Open-end loans extended under lines of credit:			4.c.
1. Total commitment under the lines of credit.....	RCONF676	0	4.c.1.
2. Principal amount funded under the lines of credit.....	RCONF677	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 RI, items 5.c, 5.f, 5.g, and 5.i):			5.
a. Closed-end 1-4 family residential mortgage loans.....	RIADF184	0	5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	RIADF560	0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:			6.
a. Closed-end first liens.....	RCONF678	0	6.a.
b. Closed-end junior liens.....	RCONF679	0	6.b.
c. Open-end loans extended under line of credit:			6.c.
1. Total commitment under the lines of credit.....	RCONF680	0	6.c.1.
2. Principal amount funded under the lines of credit.....	RCONF681	0	6.c.2.
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:			7.
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies.....	RCONL191	CONF	7.a.
b. For representations and warranties made to other parties.....	RCONL192	CONF	7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b).....	RCONM288	36,000	7.c.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCFD1773	RCFDG474	RCFDG475	RCFDG476	RCFDG477
1. Available-for-sale securities.....	0	0	0	0	0
2. Federal funds sold and securities purchased under agreements to resell.....	RCFDG478	RCFDG479	RCFDG480	RCFDG481	RCFDG482
	2,017,000	677,000	0	2,694,000	0
3. Loans and leases held for sale.....	RCFDG483	RCFDG484	RCFDG485	RCFDG486	RCFDG487
	602,000	0	0	602,000	0
4. Loans and leases held for investment.....	RCFDG488	RCFDG489	RCFDG490	RCFDG491	RCFDG492
	9,387,000	0	0	8,176,000	1,211,000
5. Trading assets:					
a. Derivative assets.....	RCFD3543	RCFDG493	RCFDG494	RCFDG495	RCFDG496
	9,506,000	792,685,000	0	800,281,000	1,910,000
b. Other trading assets.....	RCFDG497	RCFDG498	RCFDG499	RCFDG500	RCFDG501
1. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 5.b, above).....	15,633,000	-17,000	5,498,000	9,487,000	631,000
	RCFDF240	RCFDF684	RCFDF692	RCFDF241	RCFDF242
	29,000	0	0	11,000	18,000
6. All other assets.....	RCFDG391	RCFDG392	RCFDG395	RCFDG396	RCFDG804
	651,000	726,000	17,000	873,000	487,000
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5.b plus item 6).....	RCFDG502	RCFDG503	RCFDG504	RCFDG505	RCFDG506
	37,796,000	794,071,000	5,515,000	822,113,000	4,239,000
8. Deposits.....	RCFDF252	RCFDF686	RCFDF694	RCFDF253	RCFDF254
	6,215,000	0	0	4,535,000	1,680,000
9. Federal funds purchased and securities sold under agreements to repurchase.....	RCFDG507	RCFDG508	RCFDG509	RCFDG510	RCFDG511
	7,655,000	677,000	0	8,332,000	0
10. Trading liabilities:					
a. Derivative liabilities.....	RCFD3547	RCFDG512	RCFDG513	RCFDG514	RCFDG515
	4,888,000	770,664,000	0	773,713,000	1,839,000
b. Other trading liabilities.....	RCFDG516	RCFDG517	RCFDG518	RCFDG519	RCFDG520
	922,000	0	815,000	102,000	5,000

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
Dollar amounts in thousands						
11. Other borrowed money.....	RCFDG521	RCFDG522	RCFDG523	RCFDG524	RCFDG525	11.
	1,640,000	0	0	1,640,000	0	
12. Subordinated notes and debentures.....	RCFDG526	RCFDG527	RCFDG528	RCFDG529	RCFDG530	12.
	0	0	0	0	0	
13. All other liabilities.....	RCFDG805	RCFDG806	RCFDG807	RCFDG808	RCFDG809	13.
	217,000	550,000	2,000	653,000	112,000	
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13).....	RCFDG531	RCFDG532	RCFDG533	RCFDG534	RCFDG535	14.
	21,537,000	771,891,000	817,000	788,975,000	3,636,000	
1. All other assets (itemize and describe amounts included in Schedule RC-Q, item 6, that are greater than \$25,000 and exceed 25% of item 6):						M.1.
a. Mortgage servicing assets.....	RCFDG536	RCFDG537	RCFDG538	RCFDG539	RCFDG540	M.1.a.
	0	0	0	0	0	
b. Nontrading derivative assets.....	RCFDG541	RCFDG542	RCFDG543	RCFDG544	RCFDG545	M.1.b.
	485,000	726,000	0	746,000	465,000	

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

Dollar amounts in thousands

c. Disclose component and the dollar amount of that component:			M.1.c.
1. Describe component.....	TEXTG546		M.1.c.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCFDG546	RCFDG547	RCFDG548	RCFDG549	RCFDG550
2. Amount of component.....	0	0	0	0	0

M.1.c.2.

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

Dollar amounts in thousands

d. Disclose component and the dollar amount of that component:			M.1.d.
1. Describe component.....	TEXTG551		M.1.d.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCFDG551	RCFDG552	RCFDG553	RCFDG554	RCFDG555
2. Amount of component.....	0	0	0	0	0

M.1.d.2.

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

Dollar amounts in thousands

e. Disclose component and the dollar amount of that component:			M.1.e.
1. Describe component.....	TEXTG556		M.1.e.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCFDG556	RCFDG557	RCFDG558	RCFDG559	RCFDG560
2. Amount of component.....	0	0	0	0	0

M.1.e.2.

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

Dollar amounts in thousands

f. Disclose component and the dollar amount of that component:

1. Describe component.....

TEXTG561	

M.1.f.

M.1.f.1.

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

Dollar amounts in thousands

c. Disclose component and the dollar amount of that component:			M.2.c.
1. Describe component.....	TEXTG571		M.2.c.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCFDG571	RCFDG572	RCFDG573	RCFDG574	RCFDG575
2. Amount of component.....	0	0	0	0	0

M.2.c.2.

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

Dollar amounts in thousands

d. Disclose component and the dollar amount of that component:			M.2.d.
1. Describe component.....	TEXTG576		M.2.d.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCFDG576	RCFDG577	RCFDG578	RCFDG579	RCFDG580
2. Amount of component.....	0	0	0	0	0

M.2.d.2.

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

Dollar amounts in thousands

e. Disclose component and the dollar amount of that component:			M.2.e.
1. Describe component.....	TEXTG581		M.2.e.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCFDG581	RCFDG582	RCFDG583	RCFDG584	RCFDG585
2. Amount of component.....	0	0	0	0	0

M.2.e.2.

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

Dollar amounts in thousands

f. Disclose component and the dollar amount of that component:			M.2.f.
1. Describe component.....	TEXTG586		M.2.f.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCFDG586	RCFDG587	RCFDG588	RCFDG589	RCFDG590
2. Amount of component.....	0	0	0	0	0

M.2.f.2.

Schedule RC-R Part I - Regulatory Capital Components and Ratios

Dollar amounts in thousands

1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares.....	RCFAP742	13,765,000	1.
2. Retained earnings.....	RCFD3632	8,443,000	2.
3. Accumulated other comprehensive income (AOCI).....	RCFAB530	0	3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.).....	RCOAP838	0	3.a.
4. Common equity tier 1 minority interest includable in common equity tier 1 capital.....	RCFAP839	0	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4).....	RCFAP840	22,208,000	5.
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs).....	RCFAP841	3,000	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs.....	RCFAP842	0	7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs.....	RCFAP843	0	8.
9. AOCI-related adjustments (items 9.a through 9.e are effective January 1, 2015) (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):			9.
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value).....	RCFAP844	NR	9.a.
b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value).....	RCFAP845	NR	9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value).....	RCFAP846	NR	9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value).....	RCFAP847	NR	9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value).....	RCFAP848	NR	9.e.
f. LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value) (To be completed only by institutions that entered "0" for No in item 3.a).....	RCFAP849	0	9.f.
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:			10.
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value).....	RCFAQ258	54,000	10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions.....	RCFAP850	33,000	10.b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments.....	RCFAP851	0	11.
12. Subtotal (item 5 minus items 6 through 11).....	RCFAP852	22,118,000	12.
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	RCFAP853	0	13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	RCFAP854	0	14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	RCFAP855	0	15.

Dollar amounts in thousands

16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold.....	RCFAP856	0	16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions.....	RCFAP857	130,000	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17).....	RCFAP858	130,000	18.
19. Common equity tier 1 capital (item 12 minus item 18).....	RCFAP859	21,988,000	19.
20. Additional tier 1 capital instruments plus related surplus.....	RCFAP860	0	20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	RCFAP861	0	21.
22. Tier 1 minority interest not included in common equity tier 1 capital.....	RCFAP862	0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22).....	RCFAP863	0	23.
24. LESS: Additional tier 1 capital deductions.....	RCFAP864	0	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero).....	RCFAP865	0	25.
26. Tier 1 capital (sum of items 19 and 25).....	RCFA8274	21,988,000	26.
27. Tier 2 capital instruments plus related surplus.....	RCFAP866	2,000,000	27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital.....	RCFAP867	0	28.
29. Total capital minority interest that is not included in tier 1 capital.....	RCFAP868	0	29.
30. Allowance for loan and lease losses and eligible credit reserves includable in tier 2 capital			30.
a. Allowance for loan and lease losses includable in tier 2 capital.....	RCFA5310	222,000	30.a.
b. (Advanced approaches institutions that exit parallel run only): Eligible credit reserves includable in tier 2 capital.....	RCFW5310	0	30.b.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital.....	RCFAQ257	0	31.
32. Tier 2 capital before deductions			32.
a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31).....	RCFAP870	2,222,000	32.a.
b. (Advanced approaches institutions that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31).....	RCFWP870	2,000,000	32.b.
33. LESS: Tier 2 capital deductions.....	RCFAP872	0	33.
34. Tier 2 capital			34.
a. Tier 2 capital (greater of item 32.a minus item 33, or zero).....	RCFA5311	2,222,000	34.a.
b. (Advanced approaches institutions that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero).....	RCFW5311	2,000,000	34.b.
35. Total capital			35.
a. Total capital (sum of items 26 and 34.a).....	RCFA3792	24,210,000	35.a.
b. (Advanced approaches institutions that exit parallel run only): Total capital (sum of items 26 and 34.b).....	RCFW3792	23,988,000	35.b.
36. Average total consolidated assets.....	RCFD3368	129,150,000	36.
37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions).	RCFAP875	3,000	37.
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes.....	RCFAB596	0	38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38).....	RCFAA224	129,147,000	39.
40. Total risk-weighted assets			40.
a. Total risk-weighted assets (from Schedule RC-R, Part II, item 31).....	RCFAA223	208,221,080	40.a.
b. (Advanced approaches institutions that exit parallel run only): Total riskweighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60).....	RCFWA223	136,642,000	40.b.

Schedule RC-R Part I - Regulatory Capital Components and Ratios

Dollar amounts in thousands		(Column A) Percentage		(Column B) Percentage	
41. Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches institutions that exit parallel run only: Column B: item 19 divided by item 40.b).....	RCFAP793	10.56%	RCFWP793	16.09%	41.
42. Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches institutions that exit parallel run only: Column B: item 26 divided by item 40.b).....	RCFA7206	10.56%	RCFW7206	16.09%	42.
43. Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches institutions that exit parallel run only: Column B: item 35.b divided by item 40.b).....	RCFA7205	11.63%	RCFW7205	17.56%	43.

Schedule RC-R Part I - Regulatory Capital Components and Ratios

Dollar amounts in thousands			
44. Tier 1 leverage ratio (item 26 divided by item 39).....	RCFA7204	17.03%	44.
45. Advanced approaches institutions only: Supplementary leverage ratio (from FFIEC 101 Schedule A, item 98) (effective date to be determined)			45.
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments (effective January 1, 2016):			46.
a. Capital conservation buffer			46.a.
b. (Advanced approaches institutions that exit parallel run only): Total applicable capital buffer			46.b.
47. Eligible retained income (effective January 1, 2016)			47.
48. Distributions and discretionary bonus payments during the quarter (effective January 1, 2016)			48.

Schedule RC-R Part II - Risk-Weighted Assets

	(Column A) Totals from Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
Dollar amounts in thousands											
1. Cash and balances due from depository institutions.....	RCFDD957 38,750,000	RCFDS396 0	RCFDD958 37,928,000				RCFDD959 817,000	RCFDS397 0	RCFDD960 5,000	RCFDS398 0	1.
2. Securities:											2.
a. Held-to-maturity securities.....	RCFDD961 0	RCFDS399 0	RCFDD962 0				RCFDD963 0	RCFDD964 0	RCFDD965 0	RCFDS400 0	2.a.
b. Available-for-sale securities.....	RCFDD966 0	RCFDS402 0	RCFDD967 0				RCFDD968 0	RCFDD969 0	RCFDD970 0	RCFDS403 0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:											3.
a. Federal funds sold in domestic offices.....	RCOND971 0		RCOND972 0				RCOND973 0	RCONS410 0	RCOND974 0	RCONS411 0	3.a.
b. Securities purchased under agreements to resell.....	RCFDH171 3,086,000	RCFDH172 3,086,000									3.b.
4. Loans and leases held for sale:											4.
a. Residential mortgage exposures.....	RCFDS413 0	RCFDS414 0	RCFDH173 0				RCFDS415 0	RCFDS416 0	RCFDS417 0		4.a.
b. High volatility commercial real estate exposures.....	RCFDS419 0	RCFDS420 0	RCFDH174 0				RCFDH175 0	RCFDH176 0	RCFDH177 0	RCFDS421 0	4.b.
c. Exposures past due 90 days or more or on nonaccrual.....	RCFDS423 0	RCFDS424 0	RCFDS425 0				RCFDS426 0	RCFDS427 0	RCFDS428 0	RCFDS429 0	4.c.

Schedule RC-R Part II - Risk-Weighted Assets

	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
Dollar amounts in thousands										
1. Cash and balances due from depository institutions										1.
2. Securities:										2.
a. Held-to-maturity securities										2.a.
b. Available-for-sale securities.....		RCFDS405		RCFDS406				RCFDH271	RCFDH272	2.b.
3. Federal funds sold and securities purchased under agreements to resell:		0		0				0	0	3.
a. Federal funds sold in domestic offices										3.a.
b. Securities purchased under agreements to resell										3.b.
4. Loans and leases held for sale:										4.
a. Residential mortgage exposures.....								RCFDH273	RCFDH274	4.a.
b. High volatility commercial real estate exposures.....								0	0	4.b.
c. Exposures past due 90 days or more or on nonaccrual.....								RCFDH275	RCFDH276	4.c.
								0	0	4.c.

Schedule RC-R Part II - Risk-Weighted Assets

	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount		
Dollar amounts in thousands											
4. Loans and leases held for sale (continued):										4.	
d. All other exposures.....								RCFDH279	RCFDH280	4.d.	
								0	0		
5. Loans and leases, net of unearned income:										5.	
a. Residential mortgage exposures.....								RCFDH281	RCFDH282	5.a.	
								0	0		
b. High volatility commercial real estate exposures.....								RCFDH283	RCFDH284	5.b.	
								0	0		
c. Exposures past due 90 days or more or on nonaccrual.....								RCFDH285	RCFDH286	5.c.	
								0	0		
d. All other exposures.....								RCFDH287	RCFDH288	5.d.	
								0	0		
6. LESS: Allowance for loan and lease losses										6.	
		RCFDH186	RCFDH290	RCFDH187					RCFDH291	RCFDH292	
7. Trading assets.....		0	0	0					0	0	7.
		RCFDH188	RCFDS470	RCFDS471					RCFDH294	RCFDH295	
8. All other assets.....		0	0	0					0	0	8.
a. Separate account bank-owned life insurance.....									RCFDH296	RCFDH297	8.a.
									0	0	
b. Default fund contributions to central counterparties.....									RCFDH298	RCFDH299	8.b.
									112,000	715,000	

Schedule RC-R Part II - Risk-Weighted Assets

Dollar amounts in thousands		(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column Q) Exposure Amount 1,250%	(Column T) Total Risk-Weighted Asset Amount by Calculation Methodology SSFA	(Column U) Total Risk-Weighted Asset Amount by Calculation Methodology Gross-Up
9. On-balance sheet securitization exposures:						
	a. Held-to-maturity securities.....	RCFDS475	RCFDS476	RCFDS477	RCFDS478	RCFDS479
		0	0	0	0	0
	b. Available-for-sale securities.....	RCFDS480	RCFDS481	RCFDS482	RCFDS483	RCFDS484
		0	0	0	0	0
	c. Trading assets.....	RCFDS485	RCFDS486	RCFDS487	RCFDS488	RCFDS489
		66,000	66,000	0	26,000	0
	d. All other on-balance sheet securitization exposures.....	RCFDS490	RCFDS491	RCFDS492	RCFDS493	RCFDS494
		3,920,000	3,909,000	11,000	956,000	0
10. Off-balance sheet securitization exposures.....		RCFDS495	RCFDS496	RCFDS497	RCFDS498	RCFDS499
		14,625,000	14,621,000	4,000	6,106,000	0

Schedule RC-R Part II - Risk-Weighted Assets

Dollar amounts in thousands		(Column A) Totals From Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%
11. Total balance sheet assets.....		RCFD2170	RCFDS500	RCFDD987				RCFDD988	RCFDD989	RCFDD990	RCFDS503
		122,681,000	35,380,000	38,678,000				1,316,000	5,292,000	41,685,000	207,000

Schedule RC-R Part II - Risk-Weighted Assets

	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount
Dollar amounts in thousands								
		RCFDS505	RCFDS506	RCFDS507			RCFDS510	RCFDH300
11. Total balance sheet assets.....		0	0	0			11,000	112,000

Schedule RC-R Part II - Risk-Weighted Assets

	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%
Dollar amounts in thousands										
	RCFDD991	RCFDD992	RCFDD993				RCFDD994	RCFDD995	RCFDD996	RCFDS511
12. Financial standby letters of credit.....	3,514,000	3,514,000	2,000				1,011,000	0	2,501,000	0
	RCFDD997	RCFDD998	RCFDD999				RCFDG603	RCFDG604	RCFDG605	RCFDS512
13. Performance standby letters of credit and transaction-related contingent items.....	0	0	0				0	0	0	0
	RCFDG606	RCFDG607	RCFDG608				RCFDG609	RCFDG610	RCFDG611	RCFDS513
14. Commercial and similar letters of credit with an original maturity of one year or less.....	0	0	0				0	0	0	0
	RCFDG612	RCFDG613	RCFDG614				RCFDG615	RCFDG616	RCFDG617	RCFDS514
15. Retained recourse on small business obligations sold with recourse.....	0	0	0				0	0	0	0

Schedule RC-R Part II - Risk-Weighted Assets

	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%
Dollar amounts in thousands										
	RCFDS515	RCFDS516	RCFDS517	RCFDS518	RCFDS519		RCFDS520	RCFDS521	RCFDS522	RCFDS523
16. Repo-style transactions.....	5,622,000	5,622,000	0	0	0		0	0	5,622,000	0
	RCFDG618	RCFDG619	RCFDG620				RCFDG621	RCFDG622	RCFDG623	RCFDS524
17. All other off-balance sheet liabilities.....	4,725,000	4,725,000	1,109,000				130,000	60,000	3,426,000	0

	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
Dollar amounts in thousands											
18. Unused commitments:											
a. Original maturity of one year or less, excluding asset-backed commercial paper (ABCP) conduits.....	RCFDS525 3,735,000	RCFDS526 747,000	RCFDS527 0				RCFDS528 0	RCFDS529 0	RCFDS530 747,000	RCFDS531 0	18.a.
b. Original maturity of one year or less to ABCP conduits											18.b.
c. Original maturity exceeding one year.....	RCFDG624 58,044,000	RCFDG625 29,022,000	RCFDG626 0				RCFDG627 1,660,000	RCFDG628 195,000	RCFDG629 27,153,000	RCFDS539 14,000	18.c.
19. Unconditionally cancelable commitments.....	RCFDS540 7,529,000	RCFDS541 0									19.
20. Over-the-counter derivatives.....		RCFDS542 108,819,000	RCFDS543 723,000			RCFDS544 0	RCFDS545 21,418,000	RCFDS546 1,437,000	RCFDS547 84,935,000	RCFDS548 306,000	20.
21. Centrally cleared derivatives.....		RCFDS549 27,404,000	RCFDS550 0	RCFDS551 27,404,000	RCFDS552 0		RCFDS554 0	RCFDS555 0	RCFDS556 0	RCFDS557 0	21.
22. Unsettled transactions (failed trades).....	RCFDH191 0		RCFDH193 0				RCFDH194 0	RCFDH195 0	RCFDH196 0	RCFDH197 0	22.

Schedule RC-R Part II - Risk-Weighted Assets

	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Credit Equivalent Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
Dollar amounts in thousands						
16. Repo-style transactions.....				RCFDH301 0	RCFDH302 0	16.
17. All other off-balance sheet liabilities						17.
18. Unused commitments:						18.

	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Credit Equivalent Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
Dollar amounts in thousands						
a. Original maturity of one year or less, excluding asset-backed commercial paper (ABCP) conduits.....				RCFDH303 0	RCFDH304 0	18.a.
b. Original maturity of one year or less to ABCP conduits						18.b.
c. Original maturity exceeding one year.....				RCFDH307 0	RCFDH308 0	18.c.
19. Unconditionally cancelable commitments						19.
20. Over-the-counter derivatives.....				RCFDH309 0	RCFDH310 0	20.
21. Centrally cleared derivatives						21.
22. Unsettled transactions (failed trades).....	RCFDH198 0	RCFDH199 0	RCFDH200 0			22.

Schedule RC-R Part II - Risk-Weighted Assets

	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
Dollar amounts in thousands									
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22).....	RCFDG630 40,512,000	RCFDS558 27,404,000	RCFDS559 0	RCFDS560 0	RCFDG631 25,535,000	RCFDG632 6,984,000	RCFDG633 166,069,000	RCFDS561 527,000	23.
24. Risk weight factor									24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24).....	RCFDG634 0	RCFDS569 548,080	RCFDS570 0	RCFDS571 0	RCFDG635 5,107,000	RCFDG636 3,492,000	RCFDG637 166,069,000	RCFDS572 790,500	25.

Schedule RC-R Part II - Risk-Weighted Assets

Dollar amounts in thousands

26. Risk-weighted assets base for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold.....	RCFDS580	183,997,080	26.
27. Standardized market-risk weighted assets (applicable only to banks that are covered by the market risk capital rule).....	RCFDS581	24,224,000	27.
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated risk transfer risk reserve.....	RCFDB704	208,221,080	28.
29. LESS: Excess allowance for loan and lease losses.....	RCFDA222	0	29.
30. LESS: Allocated transfer risk reserve.....	RCFD3128	0	30.
31. Total risk-weighted assets (item 28 minus items 29 and 30).....	RCFDG641	208,221,080	31.
1. Current credit exposure across all derivative contracts covered by the regulatory capital rules.....	RCFDG642	65,391,000	M.1.

Schedule RC-R Part II - Risk-Weighted Assets

Dollar amounts in thousands

	(Column A) With a remaining maturity of One year or less	(Column B) With a remaining maturity of Over one year through five years	(Column C) With a remaining maturity of Over five years	
2. Notional principal amounts of over-the-counter derivative contracts:				M.2.
a. Interest rate.....	10,674,055,000	13,055,225,000	8,663,358,000	M.2.a.
b. Foreign exchange rate and gold.....	454,348,000	214,724,000	154,474,000	M.2.b.
c. Credit (investment grade reference asset).....	23,142,000	62,264,000	7,849,000	M.2.c.
d. Credit (non-investment grade reference asset).....	17,338,000	34,703,000	8,975,000	M.2.d.
e. Equity.....	35,303,000	9,084,000	7,412,000	M.2.e.
f. Precious metals (except gold).....	0	0	0	M.2.f.
g. Other.....	7,108,000	803,000	0	M.2.g.
3. Notional principal amounts of centrally cleared derivative contracts:				M.3.
a. Interest rate.....	4,855,923,000	3,435,412,000	2,337,473,000	M.3.a.
b. Foreign exchange rate and gold.....	0	0	0	M.3.b.
c. Credit (investment grade reference asset).....	0	0	0	M.3.c.
d. Credit (non-investment grade reference asset).....	0	0	0	M.3.d.
e. Equity.....	0	0	0	M.3.e.
f. Precious metals (except gold).....	0	0	0	M.3.f.

	(Column A) With a remaining maturity of One year or less	(Column B) With a remaining maturity of Over one year through five years	(Column C) With a remaining maturity of Over five years
Dollar amounts in thousands			
	RCFDS621	RCFDS622	RCFDS623
g. Other.....	0	0	0

M.3.g.

Schedule RC-S - Servicing Securitization and Asset Sale Activities

	(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							
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements.....	RCFDB705	RCFDB706	RCFDB707	RCFDB708	RCFDB709	RCFDB710	RCFDB711
	0	0	0	0	0	0	0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5).....	RCFDB712	RCFDB713	RCFDB714	RCFDB715	RCFDB716	RCFDB717	RCFDB718
	0	0	0	0	0	0	0
b. Subordinated securities and other residual interests.....	RCFDC393	RCFDC394	RCFDC395	RCFDC396	RCFDC397	RCFDC398	RCFDC399
	0	0	0	0	0	0	0
c. Standby letters of credit and other enhancements.....	RCFDC400	RCFDC401	RCFDC402	RCFDC403	RCFDC404	RCFDC405	RCFDC406
	0	0	0	0	0	0	0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1.....	RCFDB726	RCFDB727	RCFDB728	RCFDB729	RCFDB730	RCFDB731	RCFDB732
	0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:							
a. 30-89 days past due.....	RCFDB733	RCFDB734	RCFDB735	RCFDB736	RCFDB737	RCFDB738	RCFDB739
	0	0	0	0	0	0	0
b. 90 days or more past due.....	RCFDB740	RCFDB741	RCFDB742	RCFDB743	RCFDB744	RCFDB745	RCFDB746
	0	0	0	0	0	0	0
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs.....	RIADB747	RIADB748	RIADB749	RIADB750	RIADB751	RIADB752	RIADB753
	0	0	0	0	0	0	0
b. Recoveries.....	RIADB754	RIADB755	RIADB756	RIADB757	RIADB758	RIADB759	RIADB760
	0	0	0	0	0	0	0
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in Schedule RC-B or in Schedule RC, item 5).....		RCFDB761	RCFDB762			RCFDB763	
		0	0			0	

Schedule RC-S - Servicing Securitization and Asset Sale Activities

Dollar amounts in thousands

1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			M.1.
a. Outstanding principal balance.....	RCFDA249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date.....	RCFDA250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):			M.2.
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	RCFDB804	0	M.2.a.
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	RCFDB805	0	M.2.b.
c. Other financial assets (includes home equity lines).....	RCFDA591	0	M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans).....	RCFDF699	0	M.2.d.
3. Asset-backed commercial paper conduits:			M.3.
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:			M.3.a.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RCFDB806	0	M.3.a.1.
2. Conduits sponsored by other unrelated institutions.....	RCFDB807	0	M.3.a.2.
b. Unused commitments to provide liquidity to conduit structures:			M.3.b.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RCFDB808	0	M.3.b.1.
2. Conduits sponsored by other unrelated institutions.....	RCFDB809	0	M.3.b.2.
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C.....	RCFDC407		M.4.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T.)....	RCFDA345	Yes	1.
2. Does the institution exercise the fiduciary powers it has been granted?.....	RCFDA346	Yes	2.
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.).....	RCFDB867	No	3.

Schedule RC-T - Fiduciary and Related Services

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
Dollar amounts in thousands					
	RCFDB868	RCFDB869	RCFDB870	RCFDB871	
4. Personal trust and agency accounts.....	NR	NR	NR	NR	4.
5. Employee benefit and retirement-related trust and agency accounts:					5.
a. Employee benefit - defined contribution.....	NR	NR	NR	NR	5.a.
b. Employee benefit - defined benefit.....	NR	NR	NR	NR	5.b.
c. Other employee benefit and retirement-related accounts.....	NR	NR	NR	NR	5.c.
6. Corporate trust and agency accounts.....	NR	NR	NR	NR	6.
7. Investment management and investment advisory agency accounts.....	NR	NR	NR	NR	7.
8. Foundation and endowment trust and agency accounts.....	NR	NR	NR	NR	8.
9. Other fiduciary accounts.....	NR	NR	NR	NR	9.
10. Total fiduciary accounts (sum of items 4 through 9).....	NR	NR	NR	NR	10.
11. Custody and safekeeping accounts.....		NR		NR	11.
12. Fiduciary accounts held in foreign offices (included in items 10 and 11).....	NR	NR	NR	NR	12.
13. Individual Retirement Accounts, Health Savings Accounts, and other similar accounts (included in items 5.c and 11).....	NR	NR	NR	NR	13.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

14. Personal trust and agency accounts.....	RIADB904	NR	14.
15. Employee benefit and retirement-related trust and agency accounts:			15.
a. Employee benefit - defined contribution.....	RIADB905	NR	15.a.
b. Employee benefit - defined benefit.....	RIADB906	NR	15.b.
c. Other employee benefit and retirement-related accounts.....	RIADB907	NR	15.c.
16. Corporate trust and agency accounts.....	RIADA479	NR	16.
17. Investment management and investment advisory agency accounts.....	RIADJ315	NR	17.
18. Foundation and endowment trust and agency accounts.....	RIADJ316	NR	18.
19. Other fiduciary accounts.....	RIADA480	NR	19.
20. Custody and safekeeping accounts.....	RIADB909	NR	20.
21. Other fiduciary and related services income.....	RIADB910	NR	21.
22. Total gross fiduciary and related services income (sum of items 14 through 21) (must equal Schedule RI, item 5.a).....	RIAD4070	19,000	22.
a. Fiduciary and related services income - foreign offices (included in item 22).....	RIADB912	0	22.a.
23. Less: Expenses.....	RIADC058	NR	23.
24. Less: Net losses from fiduciary and related services.....	RIADA488	NR	24.
25. Plus: Intracompany income credits for fiduciary and related services.....	RIADB911	NR	25.
26. Net fiduciary and related services income.....	RIADA491	NR	26.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Personal Trust and Agency and Investment Management Agency Accounts	(Column B) Employee Benefit and Retirement-Related Trust and Agency Accounts	(Column C) All Other Accounts	
1. Managed assets held in fiduciary accounts:				M.1.
a. Noninterest-bearing deposits.....	RCFDJ263	RCFDJ264	RCFDJ265	M.1.a.
b. Interest-bearing deposits.....	NR	NR	NR	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations.....	RCFDJ266	RCFDJ267	RCFDJ268	M.1.c.
d. State, county, and municipal obligations.....	NR	NR	NR	M.1.d.
e. Money market mutual funds.....	RCFDJ269	RCFDJ270	RCFDJ271	M.1.e.
f. Equity mutual funds.....	NR	NR	NR	M.1.f.
g. Other mutual funds.....	RCFDJ272	RCFDJ273	RCFDJ274	M.1.g.
h. Common trust funds and collective investment funds.....	NR	NR	NR	M.1.h.
i. Other short-term obligations.....	RCFDJ275	RCFDJ276	RCFDJ277	M.1.i.
j. Other notes and bonds.....	NR	NR	NR	M.1.j.

	(Column A) Personal Trust and Agency and Investment Management Agency Accounts	(Column B) Employee Benefit and Retirement-Related Trust and Agency Accounts	(Column C) All Other Accounts	
Dollar amounts in thousands				
k. Investments in unregistered funds and private equity investments.....	RCFDJ293	RCFDJ294	RCFDJ295	
	NR	NR	NR	M.1.k.
l. Other common and preferred stocks.....	RCFDJ296	RCFDJ297	RCFDJ298	
	NR	NR	NR	M.1.l.
m. Real estate mortgages.....	RCFDJ299	RCFDJ300	RCFDJ301	
	NR	NR	NR	M.1.m.
n. Real estate.....	RCFDJ302	RCFDJ303	RCFDJ304	
	NR	NR	NR	M.1.n.
o. Miscellaneous assets.....	RCFDJ305	RCFDJ306	RCFDJ307	
	NR	NR	NR	M.1.o.
p. Total managed assets held in fiduciary accounts (for each column, sum of Memorandum items 1.a through 1.o).....	RCFDJ308	RCFDJ309	RCFDJ310	
	NR	NR	NR	M.1.p.

Schedule RC-T - Fiduciary and Related Services

	(Column A) Managed Assets		(Column B) Number of Managed Accounts		
Dollar amounts in thousands					
q. Investments of managed fiduciary accounts in advised or sponsored mutual funds.....	RCFDJ311	NR	RCFDJ312	NR	M.1.q.

Schedule RC-T - Fiduciary and Related Services

	(Column A) Number of Issues	(Column B) Principal Amount Outstanding			
Dollar amounts in thousands					
2. Corporate trust and agency accounts:			M.2.		
a. Corporate and municipal trusteeships.....	RCFDB927	NR	RCFDB928	NR	M.2.a.
1. Issues reported in Memorandum item 2.a that are in default....	RCFDJ313	NR	RCFDJ314	NR	M2a.1.
b. Transfer agent, registrar, paying agent, and other corporate agency.....	RCFDB929	NR			M.2.b.

Schedule RC-T - Fiduciary and Related Services

	(Column A) Number of Funds	(Column B) Market Value of Fund Assets			
Dollar amounts in thousands					
3. Collective investment funds and common trust funds:			M.3.		
a. Domestic equity.....	RCFDB931	NR	RCFDB932	NR	M.3.a.
b. International/Global equity.....	RCFDB933	NR	RCFDB934	NR	M.3.b.
c. Stock/Bond blend.....	RCFDB935	NR	RCFDB936	NR	M.3.c.
d. Taxable bond.....	RCFDB937	NR	RCFDB938	NR	M.3.d.
e. Municipal bond.....	RCFDB939	NR	RCFDB940	NR	M.3.e.
f. Short term investments/Money market.....	RCFDB941	NR	RCFDB942	NR	M.3.f.
g. Specialty/Other.....	RCFDB943	NR	RCFDB944	NR	M.3.g.
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g).....	RCFDB945	NR	RCFDB946	NR	M.3.h.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands		(Column A) Gross Losses Managed Accounts	(Column B) Gross Losses Non-Managed Accounts	(Column C) Recoveries		
4. Fiduciary settlements, surcharges, and other losses:						
					M.4.	
	RIADB947		RIADB948		RIADB949	
a.	Personal trust and agency accounts.....	NR	NR		NR	M.4.a.
b.	Employee benefit and retirement-related trust and agency accounts.....	NR	NR		NR	M.4.b.
	RIADB953		RIADB954		RIADB955	
c.	Investment management agency accounts.....	NR	NR		NR	M.4.c.
	RIADB956		RIADB957		RIADB958	
d.	Other fiduciary accounts and related services.....	NR	NR		NR	M.4.d.
e.	Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 24).....	NR	NR		NR	M.4.e.

Schedule RC-V - Variable Interest Entities

Dollar amounts in thousands		(Column A) Securitization Vehicles	(Column B) ABCP Conduits	(Column C) Other VIEs		
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of the consolidated VIEs:						
					1.	
	RCFDJ981		RCFDJ982		RCFDJ983	
a.	Cash and balances due from depository institutions.....	0	0		0	1.a.
	RCFDJ984		RCFDJ985		RCFDJ986	
b.	Held-to-maturity securities.....	0	0		0	1.b.
	RCFDJ987		RCFDJ988		RCFDJ989	
c.	Available-for-sale securities.....	0	0		0	1.c.
	RCFDJ990		RCFDJ991		RCFDJ992	
d.	Securities purchased under agreements to resell.....	0	0		0	1.d.
	RCFDJ993		RCFDJ994		RCFDJ995	
e.	Loans and leases held for sale.....	0	0		0	1.e.
	RCFDJ996		RCFDJ997		RCFDJ998	
f.	Loans and leases, net of unearned income.....	0	0		0	1.f.
	RCFDJ999		RCFDK001		RCFDK002	
g.	Less: Allowance for loan and lease losses.....	0	0		0	1.g.
	RCFDK003		RCFDK004		RCFDK005	
h.	Trading assets (other than derivatives).....	0	0		0	1.h.
	RCFDK006		RCFDK007		RCFDK008	
i.	Derivative trading assets.....	0	0		0	1.i.
	RCFDK009		RCFDK010		RCFDK011	
j.	Other real estate owned.....	0	0		0	1.j.
	RCFDK012		RCFDK013		RCFDK014	
k.	Other assets.....	0	0		0	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank:						
						2.
	RCFDK015		RCFDK016		RCFDK017	
a.	Securities sold under agreements to repurchase.....	0	0		0	2.a.

Dollar amounts in thousands		(Column A) Securitization Vehicles	(Column B) ABCP Conduits	(Column C) Other VIEs	
		RCFDK018	RCFDK019	RCFDK020	
b. Derivative trading liabilities.....	0	0	0	0	2.b.
		RCFDK021	RCFDK022	RCFDK023	
c. Commercial paper.....	0	0	0	0	2.c.
		RCFDK024	RCFDK025	RCFDK026	
d. Other borrowed money (exclude commercial paper).....	0	0	0	0	2.d.
		RCFDK027	RCFDK028	RCFDK029	
e. Other liabilities.....	0	0	0	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a. through 1.k above).....	0	0	0	0	3.
		RCFDK030	RCFDK031	RCFDK032	
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above).....	0	0	0	0	4.
		RCFDK033	RCFDK034	RCFDK035	
	0	0	0	0	

General Instructions

Dollar amounts in thousands				
1. Who Must Report on What Forms				1.
a. Close of Business				1.a.
b. Frequency of Reporting				1.b.
c. Differences in Detail of Reports				1.c.
d. Shifts in Reporting Status				1.d.
2. Organization of the Instruction Books				2.
3. Preparation of the Reports				3.
4. Signatures				4.
a. Officer Declaration				4.a.
b. Director Attestation				4.b.
5. Submission of the Reports				5.
a. Submission Date				5.a.
b. Amended Reports				5.b.
6. Retention of Reports				6.
7. Scope of the "Consolidated Bank" Required to be Reported in the Submitted Reports				7.
a. Exclusions from the Coverage of the Consolidated Report				7.a.
8. Rules of Consolidation				8.
9. Reporting by Type of Office (For banks with foreign offices)				9.
10. Publication Requirements for the Report of Condition				10.
11. Release of Individual Bank Reports				11.
12. Applicability of Generally Accepted Accounting Principles to Regulatory Reporting Requirements				12.
13. Accrual Basis Reporting				13.
14. Miscellaneous General Instructions				14.
a. Rounding				14.a.
b. Negative Entries				14.b.
c. Verification				14.c.
d. Transactions Occurring Near the End of a Reporting Period				14.d.
15. Separate Branch Reports				15.

Glossary

Dollar amounts in thousands

1. Glossary			1.
2. Acceptances			2.
3. Accounting Changes			3.
4. Accounting Errors, Corrections of			4.
5. Accounting Estimates, Changes in			5.
6. Accounting Principles, Changes in			6.
7. Accrued Interest Receivable Related to Credit Card Securitizations			7.
8. Acquisition, Development, or Construction (ADC) Arrangements			8.
9. Agreement Corporation			9.
10. Allowance for Loan and Lease Losses			10.
11. Applicable Income Taxes			11.
12. Associated Company			12.
13. ATS Account			13.
14. Bankers Acceptances			14.
a. Bank-Owned Life Insurance			14.a.
15. Banks, U.S. and Foreign			15.
16. Banks in Foreign Countries			16.
17. Bill-of-Lading Draft			17.
18. Borrowings and Deposits in Foreign Offices			18.
19. Brokered Deposits			19.
20. Broker's Security Draft			20.
21. Business Combinations			21.
22. Call Option			22.
a. Capital Contributions of Cash and Notes Receivable			22.a.
23. Capitalization of Interest Costs			23.
24. Carrybacks and Carryforwards			24.
25. Cash Management Arrangements			25.
26. Certificate of Deposit			26.
27. Changes in Accounting Estimates			27.
28. Changes in Accounting Principles			28.
29. Clearing Accounts			29.
30. Commercial Banks in the U.S.			30.
31. Commercial Letter of Credit			31.
32. Commercial Paper			32.
33. Commodity or Bill-of-Lading Draft			33.
34. Common Stock of Unconsolidated Subsidiaries, Investments in			34.
35. Continuing Contract			35.
36. Corporate Joint Venture			36.
37. Corrections of Accounting Errors			37.
38. Coupon Stripping, Treasury Receipts, and STRIPS			38.
39. Custody Account			39.
40. Dealer Reserve Account			40.
a. Deferred Compensation Agreements			40.a.
41. Deferred Income Taxes			41.
a. Defined Benefit Postretirement Plans			41.a.
42. Demand Deposits			42.
43. Depository Institutions in the U.S.			43.
44. Deposits			44.
45. Derivative Contracts			45.

Dollar amounts in thousands

a. Discounts			45.a.
46. Dividends			46.
47. Domestic Office			47.
48. Domicile			48.
49. Due Bills			49.
50. Edge and Agreement Corporation			50.
a. Equity-Indexed Certificates of Deposit			50.a.
51. Equity Method of Accounting			51.
52. Extinguishments of Liabilities			52.
53. Extraordinary Items			53.
54. Fails			54.
a. Fair Value			54.a.
55. Federal Funds Transactions			55.
56. Federally-Sponsored Lending Agency			56.
57. Fees, Loan			57.
58. Foreclosed Assets			58.
59. Foreign Banks			59.
60. Foreign Currency Transactions and Translation			60.
61. Foreign Debt Exchange Transactions			61.
62. Foreign Governments and Official Institutions			62.
63. Foreign Office			63.
64. Forward Contracts			64.
65. Functional Currency			65.
66. Futures Contracts			66.
67. Goodwill			67.
68. Hypothecated Deposit			68.
69. IBF			69.
70. Income Taxes			70.
71. Intangible Assets			71.
72. Interest-Bearing Account			72.
73. Interest Capitalization			73.
74. Interest Rate Swaps			74.
75. Internal-Use Computer Software			75.
76. International Banking Facility (IBF)			76.
77. Interoffice Accounts			77.
78. Investments in Common Stock of Unconsolidated Subsidiaries			78.
79. Joint Venture			79.
80. Lease Accounting			80.
81. Letter of Credit			81.
82. Limited-Life Preferred Stock			82.
83. Loan			83.
84. Loan Fees			84.
85. Loan Impairment			85.
86. Loan Secured by Real Estate			86.
87. Loss Contingencies			87.
88. Majority-Owned Subsidiary			88.
89. Mandatory Convertible Debt			89.
91. Mergers			91.
92. Money Market Deposit Account (MMDA)			92.
93. Nonaccrual Status			93.
94. Noninterest-Bearing Account			94.

Dollar amounts in thousands

95. Nontransaction Account			95.
96. NOW Account			96.
97. Offsetting			97.
98. One-Day Transaction			98.
99. Option			99.
100. Organization Costs			100.
101. Other Depository Institutions in the U.S.			101.
102. Other Real Estate Owned			102.
103. Overdraft			103.
104. Participations			104.
105. Participations in Acceptances			105.
106. Participations in Pools of Securities			106.
107. Pass-through Reserve Balances			107.
108. Perpetual Preferred Stock			108.
109. Placements and Takings			109.
110. Pooling of Interests			110.
111. Preauthorized Transfer Account			111.
112. Preferred Stock			112.
113. Premiums and Discounts			113.
114. Purchase Acquisition			114.
a. Purchased Impaired Loans and Debt Securities			114.a.
115. Put Option			115.
116. Real Estate ADC Arrangements			116.
117. Real Estate, Loan Secured By			117.
118. Reciprocal Balances			118.
119. Renegotiated Troubled Debt			119.
120. Reorganizations			120.
121. Repurchase/Resale Agreements			121.
122. Reserve Balances, Pass-through			122.
123. Retail Sweep Arrangements			123.
124. Sales of Assets for Risk-Based Capital Purposes			124.
125. Savings Deposits			125.
126. Securities Activities			126.
127. Securities Borrowing/Lending Transactions			127.
128. Securities, Participations in Pools of			128.
129. Servicing Assets and Liabilities			129.
130. Settlement Date Accounting			130.
131. Shell Branches			131.
132. Short Position			132.
133. Significant Subsidiary			133.
134. Standby Letter of Credit			134.
135. Start-Up Activities			135.
136. STRIPS			136.
137. Subordinated Notes and Debentures			137.
138. Subsidiaries			138.
139. Suspense Accounts			139.
140. Syndications			140.
141. Telephone Transfer Account			141.
142. Term Federal Funds			142.
143. Time Deposits			143.
144. Trade Date and Settlement Date Accounting			144.

Dollar amounts in thousands

145. Trading Account			145.
146. Transction Account			146.
147. Transfers of Financial Assets			147.
148. Traveler's Letter of Credit			148.
149. Treasury Receipts			149.
150. Treasury Stock			150.
151. Troubled Debt Restructurings			151.
152. Trust Preferred Securities			152.
153. U.S. Banks			153.
154. U.S. Territories and Possessions			154.
155. Valuation Allowance			155.
156. When-Issued Securities Transactions			156.

PUBLIC EXHIBIT 2

GE Capital Bank's Call Report for the quarter ended June 30, 2015

Federal Financial Institutions Examination Council

1



Consolidated Reports of Condition and Income for A Bank With Domestic Offices Only - FFIEC 041

Institution Name	GE CAPITAL BANK
City	HOLLADAY
State	UT
Zip Code	84121
Call Report Quarter End Date	6/30/2015
Report Type	041
RSSD-ID	2017570
FDIC Certificate Number	33778
OCC Charter Number	0
ABA Routing Number	124084944
Last updated on	7/29/2015

Bank Demographic Information

Dollar amounts in thousands

1. Reporting date.....	RCON9999	20150630	1.
2. FDIC certificate number.....	RSSD9050	33778	2.
3. Legal title of bank.....	RSSD9017	GE CAPITAL BANK	3.
4. City.....	RSSD9130	Salt Lake City	4.
5. State abbreviation.....	RSSD9200	UT	5.
6. Zip code.....	RSSD9220	84121	6.

Contact Information

Dollar amounts in thousands

1. Contact Information for the Reports of Condition and Income			1.
a. Chief Financial Officer (or Equivalent) Signing the Reports			1.a.
1. Name.....	TEXTC490	CONF	1.a.1.
2. Title.....	TEXTC491	CONF	1.a.2.
3. E-mail Address.....	TEXTC492	CONF	1.a.3.
4. Telephone.....	TEXTC493	CONF	1.a.4.
5. FAX.....	TEXTC494	CONF	1.a.5.
b. Other Person to Whom Questions about the Reports Should be Directed			1.b.
1. Name.....	TEXTC495	CONF	1.b.1.
2. Title.....	TEXTC496	CONF	1.b.2.
3. E-mail Address.....	TEXT4086	CONF	1.b.3.
4. Telephone.....	TEXT8902	CONF	1.b.4.
5. FAX.....	TEXT9116	CONF	1.b.5.
2. Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed			2.
a. Name and Title.....	TEXTB962	CONF	2.a.
b. E-mail Address.....	TEXTB926	CONF	2.b.
c. Telephone.....	TEXTB963	CONF	2.c.
d. FAX.....	TEXTB964	CONF	2.d.
3. Emergency Contact Information			3.
a. Primary Contact			3.a.
1. Name.....	TEXTC366	CONF	3.a.1.
2. Title.....	TEXTC367	CONF	3.a.2.
3. E-mail Address.....	TEXTC368	CONF	3.a.3.
4. Telephone.....	TEXTC369	CONF	3.a.4.
5. FAX.....	TEXTC370	CONF	3.a.5.
b. Secondary Contact			3.b.
1. Name.....	TEXTC371	CONF	3.b.1.
2. Title.....	TEXTC372	CONF	3.b.2.
3. E-mail Address.....	TEXTC373	CONF	3.b.3.
4. Telephone.....	TEXTC374	CONF	3.b.4.
5. FAX.....	TEXTC375	CONF	3.b.5.
4. USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information			4.
a. Primary Contact			4.a.
1. Name.....	TEXTC437	CONF	4.a.1.
2. Title.....	TEXTC438	CONF	4.a.2.
3. E-mail Address.....	TEXTC439	CONF	4.a.3.
4. Telephone.....	TEXTC440	CONF	4.a.4.
b. Secondary Contact			4.b.

Dollar amounts in thousands

1. Name.....	TEXTC442	CONF	4.b.1.
2. Title.....	TEXTC443	CONF	4.b.2.
3. E-mail Address.....	TEXTC444	CONF	4.b.3.
4. Telephone.....	TEXTC445	CONF	4.b.4.
c. Third Contact			4.c.
1. Name.....	TEXTC870	CONF	4.c.1.
2. Title.....	TEXTC871	CONF	4.c.2.
3. E-mail Address.....	TEXTC872	CONF	4.c.3.
4. Telephone.....	TEXTC873	CONF	4.c.4.
d. Fourth Contact			4.d.
1. Name.....	TEXTC875	CONF	4.d.1.
2. Title.....	TEXTC876	CONF	4.d.2.
3. E-mail Address.....	TEXTC877	CONF	4.d.3.
4. Telephone.....	TEXTC878	CONF	4.d.4.

Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income

Dollar amounts in thousands

1. Comments?.....	RCON6979	Yes	1.
2. Bank Management Statement.....	TEXT6980	Click here for value	2.

(TEXT6980) The results presented herein reflect GE Capital Bank's change of strategy from an ongoing business to discontinued operations and resulting treatment of all financing recivalbes under held for sale accounting.

Schedule RI - Income Statement

Dollar amounts in thousands

1. Interest income:			1.
a. Interest and fee income on loans:			1.a.
1. Loans secured by real estate:			1.a.1.
a. Loans secured by 1-4 family residential properties.....	RIAD4435	0	1.a.1.a.
b. All other loans secured by real estate.....	RIAD4436	0	1.a.1.b.
2. Commercial and industrial loans.....	RIAD4012	0	1.a.2.
3. Loans to individuals for household, family, and other personal expenditures:			1.a.3.
a. Credit cards.....	RIADB485	0	1.a.3.a.
b. Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans).....	RIADB486	0	1.a.3.b.
4. Loans to foreign governments and official institutions.....	RIAD4056	0	1.a.4.
5. All other loans.....	RIAD4058	0	1.a.5.
6. Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5)).....	RIAD4010	0	1.a.6.
b. Income from lease financing receivables.....	RIAD4065	0	1.b.
c. Interest income on balances due from depository institutions.....	RIAD4115	0	1.c.
d. Interest and dividend income on securities:			1.d.
1. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RIADB488	0	1.d.1.
2. Mortgage-backed securities.....	RIADB489	0	1.d.2.
3. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RIAD4060	0	1.d.3.
e. Interest income from trading assets.....	RIAD4069	0	1.e.

Dollar amounts in thousands

f. Interest income on federal funds sold and securities purchased under agreements to resell.....	RIAD4020	0	1.f.
g. Other interest income.....	RIAD4518	0	1.g.
h. Total interest income (sum of items 1.a.(6) through 1.g).....	RIAD4107	0	1.h.
2. Interest expense:			2.
a. Interest on deposits:			2.a.
1. Transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	RIAD4508	0	2.a.1.
2. Nontransaction accounts:			2.a.2.
a. Savings deposits (includes MMDAs).....	RIAD0093	0	2.a.2.a.
b. Time deposits of \$100,000 or more.....	RIADA517	0	2.a.2.b.
c. Time deposits of less than \$100,000.....	RIADA518	0	2.a.2.c.
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	RIAD4180	0	2.b.
c. Interest on trading liabilities and other borrowed money.....	RIAD4185	0	2.c.
d. Interest on subordinated notes and debentures.....	RIAD4200	0	2.d.
e. Total interest expense (sum of items 2.a through 2.d).....	RIAD4073	0	2.e.
3. Net interest income (item 1.h minus 2.e).....	RIAD4074	0	3.
4. Provision for loan and lease losses.....	RIAD4230	0	4.
5. Noninterest income:			5.
a. Income from fiduciary activities	RIAD4070	0	5.a.
b. Service charges on deposit accounts.....	RIAD4080	0	5.b.
c. Trading revenue.....	RIADA220	0	5.c.
d. Not available			5.d.
1. Fees and commissions from securities brokerage.....	RIADC886	0	5.d.1.
2. Investment banking, advisory, and underwriting fees and commissions.....	RIADC888	0	5.d.2.
3. Fees and commissions from annuity sales.....	RIADC887	0	5.d.3.
4. Underwriting income from insurance and reinsurance activities.....	RIADC386	0	5.d.4.
5. Income from other insurance activities.....	RIADC387	0	5.d.5.
e. Venture capital revenue.....	RIADB491	0	5.e.
f. Net servicing fees.....	RIADB492	0	5.f.
g. Net securitization income.....	RIADB493	0	5.g.
h. Not applicable			5.h.
i. Net gains (losses) on sales of loans and leases.....	RIAD5416	0	5.i.
j. Net gains (losses) on sales of other real estate owned.....	RIAD5415	0	5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....	RIADB496	0	5.k.
l. Other noninterest income.....	RIADB497	0	5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	RIAD4079	0	5.m.
6. Not available			6.
a. Realized gains (losses) on held-to-maturity securities.....	RIAD3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities.....	RIAD3196	0	6.b.
7. Noninterest expense:			7.
a. Salaries and employee benefits.....	RIAD4135	0	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	RIAD4217	0	7.b.
c. Not available			7.c.
1. Goodwill impairment losses.....	RIADC216	0	7.c.1.
2. Amortization expense and impairment losses for other intangible assets.....	RIADC232	0	7.c.2.
d. Other noninterest expense.....	RIAD4092	0	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d).....	RIAD4093	0	7.e.
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e).....	RIAD4301	0	8.

Dollar amounts in thousands

9. Applicable income taxes (on item 8).....	RIAD4302	0	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)...	RIAD4300	0	10.
11. Extraordinary items and other adjustments, net of income taxes.....	RIAD4320	-212,442	11.
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11).....	RIADG104	-212,442	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	RIADG103	0	13.
14. Net income (loss) attributable to bank (item 12 minus item 13).....	RIAD4340	-212,442	14.
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes.....	RIAD4513	0	M.1.
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8).....	RIAD8431	0	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b).....	RIAD4313	0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3)).....	RIAD4507	0	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	RIAD4150	178	M.5.
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5)).....	RIAD4024	0	M.6.
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition.....	RIAD9106	0	M.7.
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c):			M.8.
a. Interest rate exposures.....	RIAD8757	NR	M.8.a.
b. Foreign exchange exposures.....	RIAD8758	NR	M.8.b.
c. Equity security and index exposures.....	RIAD8759	NR	M.8.c.
d. Commodity and other exposures.....	RIAD8760	NR	M.8.d.
e. Credit exposures.....	RIADF186	NR	M.8.e.
f. Impact on trading revenue of changes in the creditworthiness of the bank's derivatives counterparties on the bank's derivative assets (included in Memorandum items 8.a through 8.e above).....	RIADK090	NR	M.8.f.
g. Impact on trading revenue of changes in the creditworthiness of the bank on the bank's derivative liabilities (included in Memorandum items 8.a through 8.e above).....	RIADK094	NR	M.8.g.
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			M.9.
a. Net gains (losses) on credit derivatives held for trading.....	RIADC889	0	M.9.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading.....	RIADC890	-264	M.9.b.
10. Credit losses on derivatives (see instructions).....	RIADA251	0	M.10.
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?.....	RIADA530	No	M.11.
12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a)).....	RIADF228	NR	M.12.
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			M.13.
a. Net gains (losses) on assets.....	RIADF551	NR	M.13.a.
1. Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	RIADF552	NR	M.13a.1.
b. Net gains (losses) on liabilities.....	RIADF553	NR	M.13.b.
1. Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	RIADF554	NR	M.13b.1.
14. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:			M.14.
a. Total other-than-temporary impairment losses.....	RIADJ319	0	M.14.a.

Dollar amounts in thousands

b. Portion of losses recognized in other comprehensive income (before income taxes)...	RIADJ320	0	M.14.b.
c. Net impairment losses recognized in earnings (included in Schedule RI, items 6.a and 6.b) (Memorandum item 14.a minus Memorandum item 14.b).....	RIADJ321	0	M.14.c.
15. Components of service charges on deposit accounts in domestic offices (sum of Memorandum items 15.a through 15.d must equal Schedule RI, item 5.b):			M.15.
a. Consumer overdraft-related service charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use.....	RIADH032	0	M.15.a.
b. Consumer account periodic maintenance charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use.....	RIADH033	0	M.15.b.
c. Consumer customer automated teller machine (ATM) fees levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use.....	RIADH034	0	M.15.c.
d. All other service charges on deposit accounts.....	RIADH035	0	M.15.d.

Schedule RI-A - Changes in Bank Equity Capital

Dollar amounts in thousands

1. Total bank equity capital most recently reported for the December 31, 2014, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIAD3217	3,825,032	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors.....	RIADB507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....	RIADB508	3,825,032	3.
4. Net income (loss) attributable to bank (must equal Schedule RI, item 14).....	RIAD4340	-212,442	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions).....	RIADB509	0	5.
6. Treasury stock transactions, net.....	RIADB510	0	6.
7. Changes incident to business combinations, net.....	RIAD4356	0	7.
8. LESS: Cash dividends declared on preferred stock.....	RIAD4470	0	8.
9. LESS: Cash dividends declared on common stock.....	RIAD4460	0	9.
10. Other comprehensive income.....	RIADB511	-54	10.
11. Other transactions with stockholders (including a parent holding company) (not included in items 5, 6, 8, or 9 above).....	RIAD4415	1,164	11.
12. Total bank equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 27.a).....	RIAD3210	3,613,700	12.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

	(Column A) Charge-offs Calendar year-to-date		(Column B) Recoveries Calendar year-to-date		
1. Loans secured by real estate:					1.
a. Construction, land development, and other land loans:					1.a.
1. 1-4 family residential construction loans.....	RIADC891	0	RIADC892	0	1.a.1.
2. Other construction loans and all land development and other land loans.....	RIADC893	395	RIADC894	0	1.a.2.
b. Secured by farmland.....	RIAD3584	0	RIAD3585	0	1.b.
c. Secured by 1-4 family residential properties:					1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RIAD5411	0	RIAD5412	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:					1.c.2.
a. Secured by first liens.....	RIADC234	0	RIADC217	0	1.c.2.a.
b. Secured by junior liens.....	RIADC235	0	RIADC218	0	1.c.2.b.

Dollar amounts in thousands		(Column A) Charge-offs Calendar year-to-date		(Column B) Recoveries Calendar year-to-date		
d. Secured by multifamily (5 or more) residential properties.....	RIAD3588	0	RIAD3589	0		1.d.
e. Secured by nonfarm nonresidential properties:						1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RIADC895	4,961	RIADC896	0		1.e.1.
2. Loans secured by other nonfarm nonresidential properties.....	RIADC897	25,159	RIADC898	0		1.e.2.
2. Loans to depository institutions and acceptances of other banks.....	RIAD4481	0	RIAD4482	0		2.
3. Not applicable						3.
4. Commercial and industrial loans.....	RIAD4638	98,869	RIAD4608	3,538		4.
5. Loans to individuals for household, family, and other personal expenditures:						5.
a. Credit cards.....	RIADB514	0	RIADB515	0		5.a.
b. Automobile loans.....	RIADK129	0	RIADK133	0		5.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans).....	RIADK205	0	RIADK206	0		5.c.
6. Loans to foreign governments and official institutions.....	RIAD4643	0	RIAD4627	0		6.
7. All other loans.....	RIAD4644	601	RIAD4628	0		7.
8. Lease financing receivables.....	RIAD4266	7,750	RIAD4267	22		8.
9. Total (sum of items 1 through 8).....	RIAD4635	137,735	RIAD4605	3,560		9.
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above.....	RIAD5409	0	RIAD5410	0		M.1.
2. Not available						M.2.
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above).....	RIAD4652	0	RIAD4662	0		M.2.a.
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above).....	RIAD4654	0	RIAD4664	0		M.2.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above).....	RIAD4646	0	RIAD4618	0		M.2.c.
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, part I, item 8, above).....	RIADF185	0	RIADF187	0		M.2.d.
3. Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above).....	RIAD4655	0	RIAD4665	0		M.3.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands			
4. 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).....	RIADC388	NR	M.4.

Schedule RI-B Part II - Changes in Allowance for Loan and Lease Losses

Dollar amounts in thousands			
1. Balance most recently reported for the December 31, 2014, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIADB522	91,768	1.
2. Recoveries (must equal part I, item 9, column B, above).....	RIAD4605	3,560	2.
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4).....	RIADC079	11,393	3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account.....	RIAD5523	126,342	4.
5. Provision for loan and lease losses (must equal Schedule RI, item 4).....	RIAD4230	0	5.
6. Adjustments (see instructions for this schedule).....	RIADC233	42,407	6.
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c).....	RIAD3123	0	7.
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above	RIADC435	0	M.1.

Dollar amounts in thousands

2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.	RIADC389	NR	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges.....	RIADC390	NR	M.3.
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (included in Schedule RI-B, Part II, item 7, above).....	RIADC781	0	M.4.

Schedule RI-E - Explanations

Dollar amounts in thousands

1. Other noninterest income (from Schedule RI, item 5.l) Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 5.l:			1.
a. Income and fees from the printing and sale of checks.....	RIADC013	0	1.a.
b. Earnings on/increase in value of cash surrender value of life insurance.....	RIADC014	0	1.b.
c. Income and fees from automated teller machines (ATMs).....	RIADC016	0	1.c.
d. Rent and other income from other real estate owned.....	RIAD4042	0	1.d.
e. Safe deposit box rent.....	RIADC015	0	1.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option.....	RIADF229	0	1.f.
g. Bank card and credit card interchange fees.....	RIADF555	0	1.g.
h. Gains on bargain purchases.....	RIADJ447	0	1.h.
i. Disclose component and the dollar amount of that component:			1.i.
1. Describe component.....	TEXT4461	NR	1.i.1.
2. Amount of component.....	RIAD4461	0	1.i.2.
j. Disclose component and the dollar amount of that component:			1.j.
1. Describe component.....	TEXT4462	NR	1.j.1.
2. Amount of component.....	RIAD4462	0	1.j.2.
k. Disclose component and the dollar amount of that component:			1.k.
1. Describe component.....	TEXT4463	NR	1.k.1.
2. Amount of component.....	RIAD4463	0	1.k.2.
2. Other noninterest expense (from Schedule RI, item 7.d) Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 7.d:			2.
a. Data processing expenses.....	RIADC017	0	2.a.
b. Advertising and marketing expenses.....	RIAD0497	0	2.b.
c. Directors' fees.....	RIAD4136	0	2.c.
d. Printing, stationery, and supplies.....	RIADC018	0	2.d.
e. Postage.....	RIAD8403	0	2.e.
f. Legal fees and expenses.....	RIAD4141	0	2.f.
g. FDIC deposit insurance assessments.....	RIAD4146	CONF	2.g.
h. Accounting and auditing expenses.....	RIADF556	0	2.h.
i. Consulting and advisory expenses.....	RIADF557	0	2.i.
j. Automated teller machine (ATM) and interchange expenses.....	RIADF558	0	2.j.
k. Telecommunications expenses.....	RIADF559	0	2.k.
l. Disclose component and the dollar amount of that component:			2.l.
1. Describe component.....	TEXT4464	NR	2.l.1.
2. Amount of component.....	RIAD4464	0	2.l.2.
m. Disclose component and the dollar amount of that component:			2.m.
1. Describe component.....	TEXT4467	NR	2.m.1.
2. Amount of component.....	RIAD4467	0	2.m.2.
n. Disclose component and the dollar amount of that component:			2.n.
1. Describe component.....	TEXT4468	NR	2.n.1.
2. Amount of component.....	RIAD4468	0	2.n.2.
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11):			3.
a. Disclose component, the gross dollar amount of that component, and its related income tax:			3.a.
1. Describe component.....	TEXT4469	Click here for value	3.a.1.
2. Amount of component.....	RIAD4469	-336,834	3.a.2.
3. Applicable income tax effect.....	RIAD4486	-124,392	3.a.3.

Dollar amounts in thousands

b. Disclose component, the gross dollar amount of that component, and its related income tax:			3.b.
1. Describe component.....	TEXT4487	NR	3.b.1.
2. Amount of component.....	RIAD4487	0	3.b.2.
3. Applicable income tax effect.....	RIAD4488	0	3.b.3.
c. Disclose component, the gross dollar amount of that component, and its related income tax:			3.c.
1. Describe component.....	TEXT4489	NR	3.c.1.
2. Amount of component.....	RIAD4489	0	3.c.2.
3. Applicable income tax effect.....	RIAD4491	0	3.c.3.
4. Cumulative effect of changes in accounting principles and corrections of material accounting errors (from Schedule RI-A, item 2) (itemize and describe all such effects):			4.
a. Disclose component and the dollar amount of that component:			4.a.
1. Describe component.....	TEXTB526	NR	4.a.1.
2. Amount of component.....	RIADB526	0	4.a.2.
b. Disclose component and the dollar amount of that component:			4.b.
1. Describe component.....	TEXTB527	NR	4.b.1.
2. Amount of component.....	RIADB527	0	4.b.2.
5. Other transactions with stockholders (including a parent holding company) (from Schedule RI-A, item 11) (itemize and describe all such transactions):			5.
a. Disclose component and the dollar amount of that component:			5.a.
1. Describe component.....	TEXT4498	Click here for value	5.a.1.
2. Amount of component.....	RIAD4498	1,164	5.a.2.
b. Disclose component and the dollar amount of that component:			5.b.
1. Describe component.....	TEXT4499	NR	5.b.1.
2. Amount of component.....	RIAD4499	0	5.b.2.
6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6) (itemize and describe all adjustments):			6.
a. Disclose component and the dollar amount of that component:			6.a.
1. Describe component.....	TEXT4521	Click here for value	6.a.1.
2. Amount of component.....	RIAD4521	42,407	6.a.2.
b. Disclose component and the dollar amount of that component:			6.b.
1. Describe component.....	TEXT4522	NR	6.b.1.
2. Amount of component.....	RIAD4522	0	6.b.2.
7. Other explanations (the space below is provided for the bank to briefly describe, at its option, any other significant items affecting the Report of Income):			7.
a. Comments?.....	RIAD4769	No	7.a.
b. Other explanations.....	TEXT4769	NR	7.b.

(TEXT4469) All income reported as discontinued operations

(TEXT4498) Capital Contributions from Parent

(TEXT4521) Provision Expense moved to discontinued Ops

Schedule RC - Balance Sheet

Dollar amounts in thousands

1. Cash and balances due from depository institutions (from Schedule RC-A):			1.
a. Noninterest-bearing balances and currency and coin.....	RCON0081	94,881	1.a.

Dollar amounts in thousands

b. Interest-bearing balances.....	RCON0071	4,267,634	1.b.
2. Securities:			2.
a. Held-to-maturity securities (from Schedule RC-B, column A).....	RCON1754	0	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....	RCON1773	87,111	2.b.
3. Federal funds sold and securities purchased under agreements to resell:			3.
a. Federal funds sold.....	RCONB987	0	3.a.
b. Securities purchased under agreements to resell.....	RCONB989	0	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			4.
a. Loans and leases held for sale.....	RCON5369	15,412,050	4.a.
b. Loans and leases, net of unearned income.....	RCONB528	0	4.b.
c. LESS: Allowance for loan and lease losses.....	RCON3123	0	4.c.
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c).....	RCONB529	0	4.d.
5. Trading assets (from Schedule RC-D).....	RCON3545	0	5.
6. Premises and fixed assets (including capitalized leases).....	RCON2145	0	6.
7. Other real estate owned (from Schedule RC-M).....	RCON2150	0	7.
8. Investments in unconsolidated subsidiaries and associated companies.....	RCON2130	32,663	8.
9. Direct and indirect investments in real estate ventures.....	RCON3656	0	9.
10. Intangible assets:			10.
a. Goodwill.....	RCON3163	0	10.a.
b. Other intangible assets (from Schedule RC-M).....	RCON0426	0	10.b.
11. Other assets (from Schedule RC-F).....	RCON2160	2,676,456	11.
12. Total assets (sum of items 1 through 11).....	RCON2170	22,570,795	12.
13. Deposits:			13.
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E).....	RCON2200	18,172,088	13.a.
1. Noninterest-bearing.....	RCON6631	7,571	13.a.1.
2. Interest-bearing.....	RCON6636	18,164,516	13.a.2.
b. Not applicable			13.b.
14. Federal funds purchased and securities sold under agreements to repurchase:			14.
a. Federal funds purchased.....	RCONB993	0	14.a.
b. Securities sold under agreements to repurchase.....	RCONB995	0	14.b.
15. Trading liabilities (from Schedule RC-D).....	RCON3548	0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M).....	RCON3190	46,799	16.
17. Not applicable			17.
18. Not applicable			18.
19. Subordinated notes and debentures.....	RCON3200	0	19.
20. Other liabilities (from Schedule RC-G).....	RCON2930	738,209	20.
21. Total liabilities (sum of items 13 through 20).....	RCON2948	18,957,096	21.
22. Not applicable			22.
23. Perpetual preferred stock and related surplus.....	RCON3838	0	23.
24. Common stock.....	RCON3230	200	24.
25. Surplus (exclude all surplus related to preferred stock).....	RCON3839	2,747,441	25.
26. Not available			26.
a. Retained earnings.....	RCON3632	866,634	26.a.
b. Accumulated other comprehensive income.....	RCONB530	-576	26.b.
c. Other equity capital components.....	RCONA130	0	26.c.
27. Not available			27.
a. Total bank equity capital (sum of items 23 through 26.c).....	RCON3210	3,613,699	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries.....	RCON3000	0	27.b.
28. Total equity capital (sum of items 27.a and 27.b).....	RCONG105	3,613,699	28.
29. Total liabilities and equity capital (sum of items 21 and 28).....	RCON3300	22,570,795	29.

Dollar amounts in thousands

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2014.....	RCON6724	NR	M.1.
2. Bank's fiscal year-end date.....	RCON8678	NR	M.2.

Schedule RC-A - Cash and Balances Due From Depository Institutions

Dollar amounts in thousands

1. Cash items in process of collection, unposted debits, and currency and coin:			1.
a. Cash items in process of collection and unposted debits.....	RCON0020	0	1.a.
b. Currency and coin.....	RCON0080	0	1.b.
2. Balances due from depository institutions in the U.S:			2.
a. U.S. branches and agencies of foreign banks.....	RCON0083	0	2.a.
b. Other commercial banks in the U.S. and other depository institutions in the U.S.....	RCON0085	94,881	2.b.
3. Balances due from banks in foreign countries and foreign central banks:			3.
a. Foreign branches of other U.S. banks.....	RCON0073	0	3.a.
b. Other banks in foreign countries and foreign central banks.....	RCON0074	0	3.b.
4. Balances due from Federal Reserve Banks.....	RCON0090	4,267,634	4.
5. Total.....	RCON0010	4,362,515	5.

Schedule RC-B - Securities

	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
Dollar amounts in thousands					
1. U.S. Treasury securities.....	RCON0211	RCON0213	RCON1286	RCON1287	1.
	0	0	0	0	
2. U.S. Government agency obligations (exclude mortgage-backed securities):					2.
a. Issued by U.S. Government agencies.....	RCON1289	RCON1290	RCON1291	RCON1293	2.a.
	0	0	0	0	
b. Issued by U.S. Government-sponsored agencies.....	RCON1294	RCON1295	RCON1297	RCON1298	2.b.
	0	0	0	0	
3. Securities issued by states and political subdivisions in the U.S.....	RCON8496	RCON8497	RCON8498	RCON8499	3.
	0	0	31,822	31,508	
4. Mortgage-backed securities (MBS):					4.
a. Residential mortgage pass-through securities:					4.a.
1. Guaranteed by GNMA.....	RCONG300	RCONG301	RCONG302	RCONG303	4.a.1.
	0	0	22,436	22,919	
2. Issued by FNMA and FHLMC.....	RCONG304	RCONG305	RCONG306	RCONG307	4.a.2.
	0	0	29,472	29,186	
3. Other pass-through securities.....	RCONG308	RCONG309	RCONG310	RCONG311	4.a.3.
	0	0	0	0	
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					4.b.
1. Issued or guaranteed by U.S. Government agencies or sponsored agencies.....	RCONG312	RCONG313	RCONG314	RCONG315	4.b.1.
	0	0	0	0	
2. Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies.....	RCONG316	RCONG317	RCONG318	RCONG319	4.b.2.
	0	0	0	0	
3. All other residential MBS.....	RCONG320	RCONG321	RCONG322	RCONG323	4.b.3.
	0	0	0	0	
c. Commercial MBS:					4.c.
1. Commercial mortgage pass-through securities:					4.c.1.
a. Issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCONK142	RCONK143	RCONK144	RCONK145	4.c.1.a.
	0	0	0	0	

	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
Dollar amounts in thousands					
	RCONK146	RCONK147	RCONK148	RCONK149	
b. Other pass-through securities.....	0	0	0	0	4.c.1.b.
2. Other commercial MBS:					4.c.2.
a. Issued or guaranteed by U.S. Government agencies or sponsored agencies.....	RCONK150	RCONK151	RCONK152	RCONK153	4.c.2.a.
	0	0	0	0	
b. All other commercial MBS.....	RCONK154	RCONK155	RCONK156	RCONK157	4.c.2.b.
	0	0	0	0	
5. Asset-backed securities and structured financial products:					5.
a. Asset-backed securities (ABS).....	RCONC026	RCONC988	RCONC989	RCONC027	5.a.
	0	0	3,292	3,498	
b. Structured financial products:					5.b.
1. Cash.....	RCONG336	RCONG337	RCONG338	RCONG339	5.b.1.
	0	0	0	0	
2. Synthetic.....	RCONG340	RCONG341	RCONG342	RCONG343	5.b.2.
	0	0	0	0	
3. Hybrid.....	RCONG344	RCONG345	RCONG346	RCONG347	5.b.3.
	0	0	0	0	
6. Other debt securities:					6.
a. Other domestic debt securities.....	RCON1737	RCON1738	RCON1739	RCON1741	6.a.
	0	0	0	0	
b. Other foreign debt securities.....	RCON1742	RCON1743	RCON1744	RCON1746	6.b.
	0	0	0	0	
7. Investments in mutual funds and other equity securities with readily determinable fair values.....			RCONA510	RCONA511	7.
			0	0	
8. Total (sum of items 1 through 7) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b).....	RCON1754	RCON1771	RCON1772	RCON1773	8.
	0	0	87,022	87,111	

Schedule RC-B - Securities

Dollar amounts in thousands

1. Pledged securities.....	RCON0416	83,613	M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status):			M.2.
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:			M.2.a.
1. Three months or less.....	RCONA549	0	M.2.a.1.
2. Over three months through 12 months.....	RCONA550	107	M.2.a.2.
3. Over one year through three years.....	RCONA551	1,247	M.2.a.3.
4. Over three years through five years.....	RCONA552	941	M.2.a.4.
5. Over five years through 15 years.....	RCONA553	3,739	M.2.a.5.
6. Over 15 years.....	RCONA554	28,971	M.2.a.6.
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:			M.2.b.
1. Three months or less.....	RCONA555	0	M.2.b.1.
2. Over three months through 12 months.....	RCONA556	0	M.2.b.2.
3. Over one year through three years.....	RCONA557	0	M.2.b.3.
4. Over three years through five years.....	RCONA558	0	M.2.b.4.
5. Over five years through 15 years.....	RCONA559	817	M.2.b.5.
6. Over 15 years.....	RCONA560	51,288	M.2.b.6.
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of:			M.2.c.
1. Three years or less.....	RCONA561	0	M.2.c.1.
2. Over three years.....	RCONA562	0	M.2.c.2.
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above).....	RCONA248	0	M.2.d.
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).....	RCON1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			M.4.
a. Amortized cost.....	RCON8782	0	M.4.a.
b. Fair value.....	RCON8783	0	M.4.b.

Schedule RC-B - Securities

Dollar amounts in thousands					
	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
5. Asset-backed securities (ABS) (for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5.a):					
					M.5.
	RCONB838	RCONB839	RCONB840	RCONB841	
a. Credit card receivables.....	0	0	0	0	M.5.a.
	RCONB842	RCONB843	RCONB844	RCONB845	
b. Home equity lines.....	0	0	0	0	M.5.b.
	RCONB846	RCONB847	RCONB848	RCONB849	
c. Automobile loans.....	0	0	0	0	M.5.c.
	RCONB850	RCONB851	RCONB852	RCONB853	
d. Other consumer loans.....	0	0	0	0	M.5.d.
	RCONB854	RCONB855	RCONB856	RCONB857	
e. Commercial and industrial loans.....	0	0	3,292	3,498	M.5.e.
	RCONB858	RCONB859	RCONB860	RCONB861	
f. Other.....	0	0	0	0	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule RC-B, sum of items 5.b(1) through(3)):					
					M.6.
	RCONG348	RCONG349	RCONG350	RCONG351	
a. Trust preferred securities issued by financial institutions.....	0	0	0	0	M.6.a.
	RCONG352	RCONG353	RCONG354	RCONG355	
b. Trust preferred securities issued by real estate investment trusts.....	0	0	0	0	M.6.b.
	RCONG356	RCONG357	RCONG358	RCONG359	
c. Corporate and similar loans.....	0	0	0	0	M.6.c.
	RCONG360	RCONG361	RCONG362	RCONG363	
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	0	0	0	0	M.6.d.
	RCONG364	RCONG365	RCONG366	RCONG367	
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	0	0	0	0	M.6.e.
	RCONG368	RCONG369	RCONG370	RCONG371	
f. Diversified (mixed) pools of structured financial products.....	0	0	0	0	M.6.f.
	RCONG372	RCONG373	RCONG374	RCONG375	
g. Other collateral or reference assets.....	0	0	0	0	M.6.g.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands		(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets		(Column B) To Be Completed by All Banks	
1. Loans secured by real estate:					1.
a. Construction, land development, and other land loans:					1.a.
1. 1-4 family residential construction loans.....			RCONF158	0	1.a.1.
2. Other construction loans and all land development and other land loans.....			RCONF159	38,951	1.a.2.
b. Secured by farmland (including farm residential and other improvements).....			RCON1420	0	1.b.
c. Secured by 1-4 family residential properties:					1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....			RCON1797	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:					1.c.2.
a. Secured by first liens.....			RCON5367	0	1.c.2a.
b. Secured by junior liens.....			RCON5368	0	1.c.2b.
d. Secured by multifamily (5 or more) residential properties.....			RCON1460	0	1.d.
e. Secured by nonfarm nonresidential properties:					1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....			RCONF160	500,548	1.e.1.
2. Loans secured by other nonfarm nonresidential properties.....			RCONF161	2,768,233	1.e.2.
2. Loans to depository institutions and acceptances of other banks.....			RCON1288	0	2.
a. To commercial banks in the U.S.:					2.a.
1. To U.S. branches and agencies of foreign banks.....	RCONB532	0			2.a.1.
2. To other commercial banks in the U.S.....	RCONB533	0			2.a.2.
b. To other depository institutions in the U.S.....	RCONB534	0			2.b.
c. To banks in foreign countries:					2.c.
1. To foreign branches of other U.S. banks.....	RCONB536	0			2.c.1.
2. To other banks in foreign countries.....	RCONB537	0			2.c.2.
3. Loans to finance agricultural production and other loans to farmers.....			RCON1590	68,215	3.
4. Commercial and industrial loans.....			RCON1766	11,409,025	4.
a. To U.S. addressees (domicile).....	RCON1763	11,409,025			4.a.
b. To non-U.S. addressees (domicile).....	RCON1764	0			4.b.
5. Not applicable					5.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					6.
a. Credit cards.....			RCONB538	0	6.a.
b. Other revolving credit plans.....			RCONB539	0	6.b.
c. Automobile loans.....			RCONK137	0	6.c.
d. Other consumer loans (includes single payment and installment loans other than automobile loans and all student loans).....			RCONK207	0	6.d.
7. Loans to foreign governments and official institutions (including foreign central banks).....			RCON2081	0	7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.....			RCON2107	165	8.
9. Loans to nondepository financial institutions and other loans:					9.
a. Loans to nondepository financial institutions.....			RCONJ454	0	9.a.
b. Other loans.....			RCONJ464	10,569	9.b.
1. Loans for purchasing or carrying securities (secured and unsecured).....	RCON1545	0			9.b.1.
2. All other loans (exclude consumer loans).....	RCONJ451	10,569			9.b.2.

		(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets		(Column B) To Be Completed by All Banks	
Dollar amounts in thousands					
10. Lease financing receivables (net of unearned income).....			RCON2165	616,344	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	RCONF162	0			10.a.
b. All other leases.....	RCONF163	616,344			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above...			RCON2123	0	11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b).....			RCON2122	15,412,050	12.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands

1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule RC-C, part 1, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):					M.1.
a. Construction, land development, and other land loans:					M.1.a.
1. 1-4 family residential construction loans.....	RCONK158	0			M.1.a.1.
2. Other construction loans and all land development and other land loans.....	RCONK159	0			M.1.a.2.
b. Loans secured by 1-4 family residential properties.....	RCONF576	0			M.1.b.
c. Secured by multifamily (5 or more) residential properties.....	RCONK160	0			M.1.c.
d. Secured by nonfarm nonresidential properties:					M.1.d.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONK161	0			M.1.d.1.
2. Loans secured by other nonfarm nonresidential properties.....	RCONK162	0			M.1.d.2.
e. Commercial and industrial loans.....	RCONK256	0			M.1.e.
1. To U.S. addressees (domicile).....	RCONK163	0			M.1.e.1.
2. To non-U.S. addressees (domicile).....	RCONK164	0			M.1.e.2.
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....	RCONK165	0			M.1.f.
1. Loans secured by farmland.....	RCONK166	0			M.1.f.1.
2. Loans to depository institutions and acceptances of other banks.....	RCONK167	0			M.1.f.2.
3. Not applicable					M.1.f.3.
4. Loans to individuals for household, family, and other personal expenditures:					M.1.f.4.
a. Credit cards.....	RCONK098	0			M.1.f.4.a.
b. Automobile loans.....	RCONK203	0			M.1.f.4.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans).....	RCONK204	0			M.1.f.4.c.
5. Loans to foreign governments and official institutions.....	RCONK212	0			M.1.f.5.
6. Other loans.....	RCONK267	0			M.1.f.6.
a. Loans to finance agricultural production and other loans to farmers included in Schedule RC-C, part I, Memorandum item 1.f.(6), above.....	RCONK168	0			M.1.f.6.a.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):					M.2.
a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:					M.2.a.
1. Three months or less.....	RCONA564	0			M.2.a.1.
2. Over three months through 12 months.....	RCONA565	0			M.2.a.2.
3. Over one year through three years.....	RCONA566	0			M.2.a.3.
4. Over three years through five years.....	RCONA567	0			M.2.a.4.
5. Over five years through 15 years.....	RCONA568	0			M.2.a.5.
6. Over 15 years.....	RCONA569	0			M.2.a.6.

Dollar amounts in thousands

b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:			M.2.b.
1. Three months or less.....	RCONA570	4,419,857	M.2.b.1.
2. Over three months through 12 months.....	RCONA571	603,945	M.2.b.2.
3. Over one year through three years.....	RCONA572	2,279,549	M.2.b.3.
4. Over three years through five years.....	RCONA573	4,973,229	M.2.b.4.
5. Over five years through 15 years.....	RCONA574	3,054,988	M.2.b.5.
6. Over 15 years.....	RCONA575	5,106	M.2.b.6.
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status).....	RCONA247	899,144	M.2.c.
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column B.....	RCON2746	11,207	M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B).....	RCON5370	0	M.4.
5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, items 1.a through 1.e, column B).....	RCONB837	0	M.5.
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.....	RCONC391	NR	M.6.
7. Purchased credit-impaired loans held for investment accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (exclude loans held for sale):			M.7.
a. Outstanding balance.....	RCONC779	0	M.7.a.
b. Amount included in Schedule RC-C, part I, items 1 through 9.....	RCONC780	0	M.7.b.
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:			M.8.
a. Total amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and 1.c.(2)(b)).....	RCONF230	0	M.8.a.
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties.....	RCONF231	NR	M.8.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the amount reported in Memorandum item 8.a above..	RCONF232	NR	M.8.c.
9. Loans secured by 1-4 family residential properties in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).....	RCONF577	0	M.9.
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):			M.10.
a. Loans secured by real estate:			M.10.a.
1. Construction, land development, and other land loans.....	RCONF578	NR	M.10.a.1.
2. Secured by farmland (including farm residential and other improvements).....	RCONF579	NR	M.10.a.2.
3. Secured by 1-4 family residential properties:			M.10.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONF580	NR	M.10.a.3a.
b. Closed-end loans secured by 1-4 family residential properties:			M.10.a.3b.
1. Secured by first liens.....	RCONF581	NR	M.10.a.3b.1.
2. Secured by junior liens.....	RCONF582	NR	M.10.a.3b.2.
4. Secured by multifamily (5 or more) residential properties.....	RCONF583	NR	M.10.a.4.
5. Secured by nonfarm nonresidential properties.....	RCONF584	NR	M.10.a.5.
b. Commercial and industrial loans.....	RCONF585	NR	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			M.10.c.
1. Credit cards.....	RCONF586	NR	M.10.c.1.
2. Other revolving credit plans.....	RCONF587	NR	M.10.c.2.
3. Automobile loans.....	RCONK196	NR	M.10.c.3.

Dollar amounts in thousands

4. Other consumer loans.....	RCONK208	NR	M.10.c.4.
d. Other loans.....	RCONF589	NR	M.10.d.
11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum item 10):			M.11.
a. Loans secured by real estate:			M.11.a.
1. Construction, and land development, and other land loans.....	RCONF590	NR	M.11.a.1.
2. Secured by farmland (including farm residential and other improvements).....	RCONF591	NR	M.11.a.2.
3. Secured by 1-4 family residential properties:			M.11.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONF592	NR	M.11.a.3a
b. Closed-end loans secured by 1-4 family residential properties:			M.11.a.3b
1. Secured by first liens.....	RCONF593	NR	M.11.a.3b.1.
2. Secured by junior liens.....	RCONF594	NR	M.11.a.3b.2.
4. Secured by multifamily (5 or more) residential properties.....	RCONF595	NR	M.11.a.4.
5. Secured by nonfarm nonresidential properties.....	RCONF596	NR	M.11.a.5.
b. Commercial and industrial loans.....	RCONF597	NR	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			M.11.c.
1. Credit cards.....	RCONF598	NR	M.11.c.1.
2. Other revolving credit plans.....	RCONF599	NR	M.11.c.2.
3. Automobile loans.....	RCONK195	NR	M.11.c.3.
4. Other consumer loans.....	RCONK209	NR	M.11.c.4.
d. Other loans.....	RCONF601	NR	M.11.d.

Schedule RC-C Part I - Loans and Leases

	(Column A) Fair value of acquired loans and leases at acquisition date	(Column B) Gross contractual amounts receivable at acquisition date	(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected	
Dollar amounts in thousands				
12. Loans (not subject to the requirements of FASB ASC 310-30 (former AICPA Statement of Position 03-3)) and leases held for investment that were acquired in business combinations with acquisition dates in the current calendar year:				M.12.
a. Loans secured by real estate.....	RCONG091	RCONG092	RCONG093	M.12.a.
	0	0	0	
b. Commercial and industrial loans.....	RCONG094	RCONG095	RCONG096	M.12.b.
	0	0	0	
c. Loans to individuals for household, family, and other personal expenditures.....	RCONG097	RCONG098	RCONG099	M.12.c.
	0	0	0	
d. All other loans and all leases.....	RCONG100	RCONG101	RCONG102	M.12.d.
	0	0	0	

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands				
13. Construction, land development, and other land loans in domestic offices with interest reserves:				M.13.
a. Amount of loans that provide for the use of interest reserves (included in Schedule RC-C, part I, item 1.a, column B).....	RCONG376		0	M.13.a.

Dollar amounts in thousands

b. Amount of interest capitalized from interest reserves on construction, land development, and other land loans that is included in interest and fee income on loans during the quarter (included in Schedule RI, item 1.a.(1)(a)(2)).....	RIADG377	0	M.13.b.
14. Pledged loans and leases.....	RCONG378	0	M.14.
15. Reverse mortgages:			M.15.
a. Reverse mortgages outstanding that are held for investment (included in Schedule RC-C, item 1.c, above):			M.15.a.
1. Home Equity Conversion Mortgage (HECM) reverse mortgages.....	RCONJ466	NR	M.15.a.1.
2. Proprietary reverse mortgages.....	RCONJ467	NR	M.15.a.2.
b. Estimated number of reverse mortgage loan referrals to other lenders during the year from whom compensation has been received for services performed in connection with the origination of the reverse mortgages:			M.15.b.
1. Home Equity Conversion Mortgage (HECM) reverse mortgages.....	RCONJ468	NR	M.15.b.1.
2. Proprietary reverse mortgages.....	RCONJ469	NR	M.15.b.2.
c. Principal amount of reverse mortgage originations that have been sold during the year:			M.15.c.
1. Home Equity Conversion Mortgage (HECM) reverse mortgages.....	RCONJ470	NR	M.15.c.1.
2. Proprietary reverse mortgages.....	RCONJ471	NR	M.15.c.2.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2), and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4, have original amounts of \$100,000 or less.....	RCON6999	No	1.
2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:			2.
a. "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2).....	RCON5562	NR	2.a.
b. "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4.....	RCON5563	NR	2.b.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2):					3.
a. With original amounts of \$100,000 or less.....	RCON5564	0	RCON5565	0	3.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5566	0	RCON5567	0	3.b.
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5568	47	RCON5569	21,754	3.c.
4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4:					4.
a. With original amounts of \$100,000 or less.....	RCON5570	25717	RCON5571	799,653	4.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5572	6612	RCON5573	788,657	4.b.
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5574	2686	RCON5575	966,599	4.c.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3, have original amounts of \$100,000 or less.....	RCON6860	Yes	5.
6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:			6.
a. "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b.....	RCON5576	0	6.a.
b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3.....	RCON5577	1999	6.b.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b:					7.
a. With original amounts of \$100,000 or less.....	RCON5578	NR	RCON5579	NR	7.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5580	NR	RCON5581	NR	7.b.
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5582	NR	RCON5583	NR	7.c.
8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3:					8.
a. With original amounts of \$100,000 or less.....	RCON5584	NR	RCON5585	NR	8.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5586	NR	RCON5587	NR	8.b.
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5588	NR	RCON5589	NR	8.c.

Schedule RC-D - Trading Assets and Liabilities

Dollar amounts in thousands

1. U.S. Treasury securities.....	RCON3531	NR	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities).....	RCON3532	NR	2.
3. Securities issued by states and political subdivisions in the U.S.....	RCON3533	NR	3.
4. Mortgage-backed securities (MBS):			4.
a. Residential mortgage pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCONG379	NR	4.a.
b. Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (include CMOs, REMICs, and stripped MBS).....	RCONG380	NR	4.b.
c. All other residential MBS.....	RCONG381	NR	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies.....	RCONK197	NR	4.d.
e. All other commercial MBS.....	RCONK198	NR	4.e.
5. Other debt securities:			5.
a. Structured financial products:			5.a.
1. Cash.....	RCONG383	NR	5.a.1.
2. Synthetic.....	RCONG384	NR	5.a.2.
3. Hybrid.....	RCONG385	NR	5.a.3.
b. All other debt securities.....	RCONG386	NR	5.b.
6. Loans:			6.

Dollar amounts in thousands

a. Loans secured by real estate:			6.a.
1. Construction, land development, and other land loans.....	RCONF604	NR	6.a.1.
2. Secured by farmland (including farm residential and other improvements).....	RCONF605	NR	6.a.2.
3. Secured by 1-4 family residential properties:			6.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONF606	NR	6.a.3.a.
b. Closed-end loans secured by 1-4 family residential properties:			6.a.3.b.
1. Secured by first liens.....	RCONF607	NR	6.a.3.b.1.
2. Secured by junior liens.....	RCONF611	NR	6.a.3.b.2.
4. Secured by multifamily (5 or more) residential properties.....	RCONF612	NR	6.a.4.
5. Secured by nonfarm nonresidential properties.....	RCONF613	NR	6.a.5.
b. Commercial and industrial loans.....	RCONF614	NR	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			6.c.
1. Credit cards.....	RCONF615	NR	6.c.1.
2. Other revolving credit plans.....	RCONF616	NR	6.c.2.
3. Automobile loans.....	RCONK199	NR	6.c.3.
4. Other consumer loans.....	RCONK210	NR	6.c.4.
d. Other loans.....	RCONF618	NR	6.d.
7. Not applicable			7.
8. Not applicable			8.
9. Other trading assets.....	RCON3541	NR	9.
10. Not applicable			10.
11. Derivatives with a positive fair value.....	RCON3543	0	11.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5).....	RCON3545	0	12.
13. Not available			13.
a. Liability for short positions	RCON3546	NR	13.a.
b. Other trading liabilities.....	RCONF624	NR	13.b.
14. Derivatives with a negative fair value.....	RCON3547	0	14.
15. Total trading liabilities (sum of items 13.a through 14) (must equal Schedule RC, item 15).....	RCON3548	0	15.
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a.(1) through 6.d):			M.1.
a. Loans secured by real estate:			M.1.a.
1. Construction, land development, and other land loans.....	RCONF625	NR	M.1.a.1.
2. Secured by farmland (including farm residential and other improvements).....	RCONF626	NR	M.1.a.2.
3. Secured by 1-4 family residential properties:			M.1.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONF627	NR	M1.a.3a
b. Closed-end loans secured by 1-4 family residential properties:			M1.a.3b
1. Secured by first liens.....	RCONF628	NR	M1a3b1.
2. Secured by junior liens.....	RCONF629	NR	M1a3b2.
4. Secured by multifamily (5 or more) residential properties.....	RCONF630	NR	M.1.a.4.
5. Secured by nonfarm nonresidential properties.....	RCONF631	NR	M.1.a.5.
b. Commercial and industrial loans.....	RCONF632	NR	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			M.1.c.
1. Credit cards.....	RCONF633	NR	M.1.c.1.
2. Other revolving credit plans.....	RCONF634	NR	M.1.c.2.
3. Automobile loans.....	RCONK200	NR	M.1.c.3.
4. Other consumer loans.....	RCONK211	NR	M.1.c.4.
d. Other loans.....	RCONF636	NR	M.1.d.

Dollar amounts in thousands

2. Loans measured at fair value that are past due 90 days or more:			M.2.
a. Fair value.....	RCONF639	NR	M.2.a.
b. Unpaid principal balance.....	RCONF640	NR	M.2.b.
3. Structured financial products by underlying collateral or reference assets (sum of Memorandum items 3.a through 3.g must equal Schedule RC-D, sum of items 5.a.(1) through (3)):			M.3.
a. Trust preferred securities issued by financial institutions.....	RCONG299	NR	M.3.a.
b. Trust preferred securities issued by real estate investment trusts.....	RCONG332	NR	M.3.b.
c. Corporate and similar loans.....	RCONG333	NR	M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	RCONG334	NR	M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	RCONG335	NR	M.3.e.
f. Diversified (mixed) pools of structured financial products.....	RCONG651	NR	M.3.f.
g. Other collateral or reference assets.....	RCONG652	NR	M.3.g.
4. Pledged trading assets:			M.4.
a. Pledged securities.....	RCONG387	NR	M.4.a.
b. Pledged loans.....	RCONG388	NR	M.4.b.
5. Asset-backed securities:			M.5.
a. Credit card receivables.....	RCONF643	NR	M.5.a.
b. Home equity lines.....	RCONF644	NR	M.5.b.
c. Automobile loans.....	RCONF645	NR	M.5.c.
d. Other consumer loans.....	RCONF646	NR	M.5.d.
e. Commercial and industrial loans.....	RCONF647	NR	M.5.e.
f. Other.....	RCONF648	NR	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches).....	RCONF651	NR	M.6.
7. Equity securities (included in Schedule RC-D, item 9, above):			M.7.
a. Readily determinable fair values.....	RCONF652	NR	M.7.a.
b. Other.....	RCONF653	NR	M.7.b.
8. Loans pending securitization.....	RCONF654	NR	M.8.
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$25,000 and exceed 25% of the item):			M.9.
a. Disclose component and the dollar amount of that component:			M.9.a.
1. Describe component.....	TEXTF655	NR	M.9.a.1.
2. Amount of component.....	RCONF655	NR	M.9.a.2.
b. Disclose component and the dollar amount of that component:			M.9.b.
1. Describe component.....	TEXTF656	NR	M.9.b.1.
2. Amount of component.....	RCONF656	NR	M.9.b.2.
c. Disclose component and the dollar amount of that component:			M.9.c.
1. Describe component.....	TEXTF657	NR	M.9.c.1.
2. Amount of component.....	RCONF657	NR	M.9.c.2.
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than \$25,000 and exceed 25% of the item):			M.10.
a. Disclose component and the dollar amount of that component:			M.10.a.
1. Describe component.....	TEXTF658	NR	M.10.a.1.
2. Amount of component.....	RCONF658	NR	M.10.a.2.
b. Disclose component and the dollar amount of that component:			M.10.b.
1. Describe component.....	TEXTF659	NR	M.10.b.1.
2. Amount of component.....	RCONF659	NR	M.10.b.2.
c. Disclose component and the dollar amount of that component:			M.10.c.
1. Describe component.....	TEXTF660	NR	M.10.c.1.
2. Amount of component.....	RCONF660	NR	M.10.c.2.

Schedule RC-E - Deposit Liabilities

	(Column A) Transaction Accounts Total transaction accounts (including total demand deposits)	(Column B) Transaction Accounts Memo: Total demand deposits (included in column A)	(Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs)	
Dollar amounts in thousands				
Deposits of:				
1. Individuals, partnerships, and corporations (include all certified and official checks).....	RCONB549 212		RCONB550 18,139,009	1.
2. U.S. Government.....	RCON2202 0		RCON2520 0	2.
3. States and political subdivisions in the U.S.....	RCON2203 0		RCON2530 363	3.
4. Commercial banks and other depository institutions in the U.S.....	RCONB551 0		RCONB552 32,504	4.
5. Banks in foreign countries.....	RCON2213 0		RCON2236 0	5.
6. Foreign governments and official institutions (including foreign central banks).....	RCON2216 0		RCON2377 0	6.
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a).....	RCON2215 212	RCON2210 0	RCON2385 18,171,876	7.

Schedule RC-E - Deposit Liabilities

Dollar amounts in thousands			
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):			
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts.....	RCON6835	0	M.1.
b. Total brokered deposits.....	RCON2365	9,815,111	M.1.a.
c. Fully insured brokered deposits (included in Memorandum item 1.b above):			M.1.b.
1. Brokered deposits of less than \$100,000.....	RCON2343	9,815,111	M.1.c.
2. Brokered deposits of \$100,000 through \$250,000 and certain brokered retirement deposit accounts.....	RCONJ472	0	M.1.c.1.
d. Maturity data for brokered deposits:			M.1.c.2.
1. Brokered deposits of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above).....	RCONA243	2,648,099	M.1.d.
2. Brokered deposits of \$100,000 through \$250,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(2) above).....	RCONK219	0	M.1.d.1.
3. Brokered deposits of more than \$250,000 with a remaining maturity of one year or less (included in Memorandum item 1.b above).....	RCONK220	0	M.1.d.2.
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only).....	RCON5590	NR	M.1.d.3.
f. Estimated amount of deposits obtained through the use of deposit listing services that are not brokered deposits.....	RCONK223	1,165,315	M.1.e.
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.d must equal item 7, column C above):			M.1.f.
a. Savings deposits:			M.2.
1. Money market deposit accounts (MMDAs).....	RCON6810	440,155	M.2.a.
2. Other savings deposits (excludes MMDAs).....	RCON0352	6,567,022	M.2.a.1.
b. Total time deposits of less than \$100,000.....	RCON6648	9,940,672	M.2.a.2.

Dollar amounts in thousands

c. Total time deposits of \$100,000 through \$250,000.....	RCONJ473	651,471	M.2.c.
d. Total time deposits of more than \$250,000.....	RCONJ474	572,555	M.2.d.
e. Individual Retirement Accounts (IRAs) and Keogh Plan accounts of \$100,000 or more included in Memorandum items 2.c and 2.d above.....	RCONF233	0	M.2.e.
3. Maturity and repricing data for time deposits of less than \$100,000:			M.3.
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of:			M.3.a.
1. Three months or less.....	RCONA579	859,288	M.3.a.1.
2. Over three months through 12 months.....	RCONA580	1,610,471	M.3.a.2.
3. Over one year through three years.....	RCONA581	4,429,088	M.3.a.3.
4. Over three years.....	RCONA582	3,041,825	M.3.a.4.
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above).....	RCONA241	2,467,008	M.3.b.
4. Maturity and repricing data for time deposits of \$100,000 or more:			M.4.
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of:			M.4.a.
1. Three months or less.....	RCONA584	423,010	M.4.a.1.
2. Over three months through 12 months.....	RCONA585	409,161	M.4.a.2.
3. Over one year through three years.....	RCONA586	64,916	M.4.a.3.
4. Over three years.....	RCONA587	326,939	M.4.a.4.
b. Time deposits of \$100,000 through \$250,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above).....	RCONK221	397,407	M.4.b.
c. Time deposits of more than \$250,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above).....	RCONK222	434,764	M.4.c.
5. Does your institution offer one or more consumer deposit account products, i.e., transaction account or nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use?.....	RCONP752	Yes	M.5.
6. Components of total transaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 6.a, 6.b, and 6.c must equal item 1, column A, above):			M.6.
a. Total deposits in those noninterest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use.....	RCONP753	0	M.6.a.
b. Total deposits in those interest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use.....	RCONP754	0	M.6.b.
c. Total deposits in all other transaction accounts of individuals, partnerships, and corporations.....	RCONP755	212	M.6.c.
7. Components of total nontransaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1), 7.a.(2), 7.b.(1), and 7.b.(2) plus all time deposits of individuals, partnerships, and corporations must equal item 1, column C, above):			M.7.
a. Money market deposit accounts (MMDAs) of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1) and 7.a.(2) must be less than or equal to Memorandum item 2.a.(1) above):			M.7.a.
1. Total deposits in those MMDA deposit products intended primarily for individuals for personal, household, or family use.....	RCONP756	440,155	M.7.a.1.
2. Deposits in all other MMDAs of individuals, partnerships, and corporations.....	RCONP757	0	M.7.a.2.
b. Other savings deposit accounts of individuals, partnerships, and corporations (sum of Memorandum items 7.b.(1) and 7.b.(2) must be less than or equal to Memorandum item 2.a.(2) above):			M.7.b.
1. Total deposits in those other savings deposit account deposit products intended primarily for individuals for personal, household, or family use.....	RCONP758	6,567,022	M.7.b.1.
2. Deposits in all other savings deposit accounts of individuals, partnerships, and corporations.....	RCONP759	0	M.7.b.2.

Schedule RC-F - Other Assets

Dollar amounts in thousands

1. Accrued interest receivable.....	RCONB556	50,274	1.
2. Net deferred tax assets.....	RCON2148	0	2.
3. Interest-only strips receivable (not in the form of a security) on:			3.
a. Mortgage loans.....	RCONA519	0	3.a.
b. Other financial assets.....	RCONA520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values.....	RCON1752	0	4.
5. Life insurance assets:			5.
a. General account life insurance assets.....	RCONK201	0	5.a.
b. Separate account life insurance assets.....	RCONK202	0	5.b.
c. Hybrid account life insurance assets.....	RCONK270	0	5.c.
6. All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item).....	RCON2168	2,626,182	6.
a. Prepaid expenses.....	RCON2166	0	6.a.
b. Repossessed personal property (including vehicles).....	RCON1578	0	6.b.
c. Derivatives with a positive fair value held for purposes other than trading.....	RCONC010	0	6.c.
d. Retained interests in accrued interest receivable related to securitized credit cards....	RCONC436	0	6.d.
e. FDIC loss-sharing indemnification assets.....	RCONJ448	0	6.e.
f. Not applicable			6.f.
g. Disclose component and the dollar amount of that component:			6.g.
1. Describe component.....	TEXT3549	Click here for value	6.g.1.
2. Amount of component.....	RCON3549	2,398,809	6.g.2.
h. Disclose component and the dollar amount of that component:			6.h.
1. Describe component.....	TEXT3550	NR	6.h.1.
2. Amount of component.....	RCON3550	0	6.h.2.
i. Disclose component and the dollar amount of that component:			6.i.
1. Describe component.....	TEXT3551	NR	6.i.1.
2. Amount of component.....	RCON3551	0	6.i.2.
7. Total (sum of items 1 through 6) (must equal Schedule RC, item 11).....	RCON2160	2,676,456	7.

(TEXT3549) Equipment Leased Under Operating Leases (HFS)

Schedule RC-G - Other Liabilities

Dollar amounts in thousands

1. Not available			1.
a. Interest accrued and unpaid on deposits.....	RCON3645	43,088	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable).....	RCON3646	133,813	1.b.
2. Net deferred tax liabilities.....	RCON3049	285,200	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	RCONB557	0	3.
4. All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25 percent of this item).....	RCON2938	276,108	4.
a. Accounts payable.....	RCON3066	0	4.a.
b. Deferred compensation liabilities.....	RCONC011	0	4.b.
c. Dividends declared but not yet payable.....	RCON2932	0	4.c.
d. Derivatives with a negative fair value held for purposes other than trading.....	RCONC012	0	4.d.
e. Disclose component and the dollar amount of that component:			4.e.
1. Describe component.....	TEXT3552	Click here for value	4.e.1.
2. Amount of component.....	RCON3552	87,929	4.e.2.

Dollar amounts in thousands

f. Disclose component and the dollar amount of that component:			4.f.
1. Describe component.....	TEXT3553	Click here for value	4.f.1.
2. Amount of component.....	RCON3553	83,390	4.f.2.
g. Disclose component and the dollar amount of that component:			4.g.
1. Describe component.....	TEXT3554	NR	4.g.1.
2. Amount of component.....	RCON3554	0	4.g.2.
5. Total.....	RCON2930	738,209	5.

(TEXT3552) TFS Wholesale (Rush) payable to manufacturers

(TEXT3553) Impairment on Unfunded Commitments to be Sold

Schedule RC-K - Quarterly Averages

Dollar amounts in thousands

1. Interest-bearing balances due from depository institutions.....	RCON3381	3,244,059	1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RCONB558	0	2.
3. Mortgage-backed securities.....	RCONB559	52,440	3.
4. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RCONB560	38,825	4.
5. Federal funds sold and securities purchased under agreements to resell.....	RCON3365	0	5.
6. Loans:			6.
a. Total loans.....	RCON3360	16,546,794	6.a.
b. Loans secured by real estate:			6.b.
1. Loans secured by 1-4 family residential properties.....	RCON3465	0	6.b.1.
2. All other loans secured by real estate.....	RCON3466	4,543,083	6.b.2.
c. Commercial and industrial loans.....	RCON3387	11,924,429	6.c.
d. Loans to individuals for household, family, and other personal expenditures:			6.d.
1. Credit cards.....	RCONB561	0	6.d.1.
2. Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans).....	RCONB562	0	6.d.2.
7. Trading assets.....	RCON3401	0	7.
8. Lease financing receivables (net of unearned income).....	RCON3484	615,929	8.
9. Total assets.....	RCON3368	23,332,901	9.
10. Interest-bearing transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	RCON3485	0	10.
11. Nontransaction accounts:			11.
a. Savings deposits (includes MMDAs).....	RCONB563	7,296,901	11.a.
b. Time deposits of \$100,000 or more.....	RCONA514	1,297,030	11.b.
c. Time deposits of less than \$100,000.....	RCONA529	10,284,836	11.c.
12. Federal funds purchased and securities sold under agreements to repurchase.....	RCON3353	0	12.
13. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases).....	RCON3355	77,073	13.
1. Loans to finance agricultural production and other loans to farmers	RCON3386	68,373	M.1.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

1. Unused commitments:			1.
------------------------	--	--	----

Dollar amounts in thousands

a. Revolving, open-end lines secured by 1-4 family residential properties, i.e., home equity lines.....	RCON3814	0	1.a.
1. Unused commitments for Home Equity Conversion Mortgage (HECM) reverse mortgages outstanding that are held for investment (included in item 1.a above).....	RCONJ477	NR	1.a.1.
2. Unused commitments for proprietary reverse mortgages outstanding that are held for investment (included in item 1.a above).....	RCONJ478	NR	1.a.2.
b. Credit card lines (Sum of items 1.b.(1) and 1.b.(2) must equal item 1.b.).....	RCON3815	0	1.b.
1. Unused consumer credit card lines.....	RCONJ455	0	1.b.1.
2. Other unused credit card lines.....	RCONJ456	0	1.b.2.
c. Commitments to fund commercial real estate, construction, and land development loans:			1.c.
1. Secured by real estate:			1.c.1.
a. 1-4 family residential construction loan commitments.....	RCONF164	0	1.c.1.a.
b. Commercial real estate, other construction loan, and land development loan commitments.....	RCONF165	447,073	1.c.1.b.
2. Not secured by real estate.....	RCON6550	18,464	1.c.2.
d. Securities underwriting.....	RCON3817	0	1.d.
e. Other unused commitments:			1.e.
1. Commercial and industrial loans.....	RCONJ457	1,170,240	1.e.1.
2. Loans to financial institutions.....	RCONJ458	0	1.e.2.
3. All other unused commitments.....	RCONJ459	42,304	1.e.3.
2. Financial standby letters of credit.....	RCON3819	34,599	2.
a. Amount of financial standby letters of credit conveyed to others.....	RCON3820	0	2.a.
3. Performance standby letters of credit.....	RCON3821	10,056	3.
a. Amount of performance standby letters of credit conveyed to others.....	RCON3822	0	3.a.
4. Commercial and similar letters of credit.....	RCON3411	2,749	4.
5. Not applicable			5.
6. Securities lent and borrowed:			6.
a. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank).....	RCON3433	0	6.a.
b. Securities borrowed.....	RCON3432	0	6.b.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands	(Column A) Sold Protection		(Column B) Purchased Protection		
7. Credit derivatives:					7.
a. Notional amounts:					7.a.
1. Credit default swaps.....	RCONC968	0	RCONC969	227,500	7.a.1.
2. Total return swaps.....	RCONC970	0	RCONC971	0	7.a.2.
3. Credit options.....	RCONC972	0	RCONC973	0	7.a.3.
4. Other credit derivatives.....	RCONC974	0	RCONC975	0	7.a.4.
b. Gross fair values:					7.b.
1. Gross positive fair value.....	RCONC219	0	RCONC221	0	7.b.1.
2. Gross negative fair value.....	RCONC220	0	RCONC222	3,175	7.b.2.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

c. Notional amounts by regulatory capital treatment:			7.c.
1. Positions covered under the Market Risk Rule:			7.c.1.
a. Sold protection.....	RCONG401	0	7.c.1.a.

Dollar amounts in thousands

b. Purchased protection.....	RCONG402	0	7.c.1.b.
2. All other positions:			7.c.2.
a. Sold protection.....	RCONG403	0	7.c.2.a.
b. Purchased protection that is recognized as a guarantee for regulatory capital purposes.....	RCONG404	227,500	7.c.2.b.
c. Purchased protection that is not recognized as a guarantee for regulatory capital purposes.....	RCONG405	0	7.c.2.c.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

	(Column A) Remaining Maturity of One Year or Less	(Column B) Remaining Maturity of Over One Year Through Five Years	(Column C) Remaining Maturity of Over Five Years	
Dollar amounts in thousands				
d. Notional amounts by remaining maturity:				7.d.
1. Sold credit protection:				7.d.1.
a. Investment grade.....	RCONG406 0	RCONG407 0	RCONG408 0	7.d.1.a.
b. Subinvestment grade.....	RCONG409 0	RCONG410 0	RCONG411 0	7.d.1.b.
2. Purchased credit protection:				7.d.2.
a. Investment grade.....	RCONG412 0	RCONG413 0	RCONG414 205,000	7.d.2.a.
b. Subinvestment grade.....	RCONG415 0	RCONG416 0	RCONG417 22,500	7.d.2.b.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands			
8. Spot foreign exchange contracts.....	RCON8765	0	8.
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital").....	RCON3430	0	9.
a. Not applicable			9.a.
b. Commitments to purchase when-issued securities.....	RCON3434	0	9.b.
c. Standby letters of credit issued by another party (e.g., a Federal Home Loan Bank) on the bank's behalf.....	RCONC978	0	9.c.
d. Disclose component and the dollar amount of that component:			9.d.
1. Describe component.....	TEXT3555	NR	9.d.1.
2. Amount of component.....	RCON3555	0	9.d.2.
e. Disclose component and the dollar amount of that component:			9.e.
1. Describe component.....	TEXT3556	NR	9.e.1.
2. Amount of component.....	RCON3556	0	9.e.2.
f. Disclose component and the dollar amount of that component:			9.f.
1. Describe component.....	TEXT3557	NR	9.f.1.
2. Amount of component.....	RCON3557	0	9.f.2.
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital").....	RCON5591	0	10.

Dollar amounts in thousands

a. Commitments to sell when-issued securities.....	RCON3435	0	10.a.
b. Disclose component and the dollar amount of that component:			10.b.
1. Describe component.....	TEXT5592	NR	10.b.1.
2. Amount of component.....	RCON5592	0	10.b.2.
c. Disclose component and the dollar amount of that component:			10.c.
1. Describe component.....	TEXT5593	NR	10.c.1.
2. Amount of component.....	RCON5593	0	10.c.2.
d. Disclose component and the dollar amount of that component:			10.d.
1. Describe component.....	TEXT5594	NR	10.d.1.
2. Amount of component.....	RCON5594	0	10.d.2.
e. Disclose component and the dollar amount of that component:			10.e.
1. Describe component.....	TEXT5595	NR	10.e.1.
2. Amount of component.....	RCON5595	0	10.e.2.
11. Year-to-date merchant credit card sales volume:			11.
a. Sales for which the reporting bank is the acquiring bank.....	RCONC223	0	11.a.
b. Sales for which the reporting bank is the agent bank with risk.....	RCONC224	0	11.b.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

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	
12. Gross amounts (e.g., notional amounts):					12.
	RCON8693	RCON8694	RCON8695	RCON8696	
a. Futures contracts.....	0	0	0	0	12.a.
	RCON8697	RCON8698	RCON8699	RCON8700	
b. Forward contracts.....	0	0	0	0	12.b.
c. Exchange-traded option contracts:					12.c.
	RCON8701	RCON8702	RCON8703	RCON8704	
1. Written options.....	0	0	0	0	12.c.1.
	RCON8705	RCON8706	RCON8707	RCON8708	
2. Purchased options.....	0	0	0	0	12.c.2.
d. Over-the-counter option contracts:					12.d.
	RCON8709	RCON8710	RCON8711	RCON8712	
1. Written options.....	0	0	0	0	12.d.1.
	RCON8713	RCON8714	RCON8715	RCON8716	
2. Purchased options.....	0	0	0	0	12.d.2.
e. Swaps.....	0	0	0	0	12.e.
	RCONA126	RCONA127	RCON8723	RCON8724	
13. Total gross notional amount of derivative contracts held for trading.....	0	0	0	0	13.
14. Total gross notional amount of derivative contracts held for purposes other than trading.....	0	0	0	0	14.
	RCONA589				
a. Interest rate swaps where the bank has agreed to pay a fixed rate.....	0				14.a.
15. Gross fair values of derivative contracts:					15.
a. Contracts held for trading:					15.a.
	RCON8733	RCON8734	RCON8735	RCON8736	
1. Gross positive fair value.....	0	0	0	0	15.a.1.
	RCON8737	RCON8738	RCON8739	RCON8740	
2. Gross negative fair value.....	0	0	0	0	15.a.2.

Schedule RC-M - Memoranda

Dollar amounts in thousands

1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:			1.
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests.....	RCON6164	0	1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations.....	RCON6165	0	1.b.
2. Intangible assets other than goodwill:			2.
a. Mortgage servicing assets.....	RCON3164	0	2.a.
1. Estimated fair value of mortgage servicing assets.....	RCONA590	0	2.a.1.
b. Purchased credit card relationships and nonmortgage servicing assets.....	RCONB026	0	2.b.
c. All other identifiable intangible assets.....	RCON5507	0	2.c.
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b).....	RCON0426	0	2.d.
3. Other real estate owned:			3.
a. Construction, land development, and other land.....	RCON5508	0	3.a.
b. Farmland.....	RCON5509	0	3.b.
c. 1-4 family residential properties.....	RCON5510	0	3.c.
d. Multifamily (5 or more) residential properties.....	RCON5511	0	3.d.
e. Nonfarm nonresidential properties.....	RCON5512	0	3.e.
f. Foreclosed properties from "GNMA loans".....	RCONC979	0	3.f.
g. Total (sum of items 3.a through 3.f) (must equal Schedule RC, item 7).....	RCON2150	0	3.g.
4. Not applicable			4.
5. Other borrowed money:			5.
a. Federal Home Loan Bank advances:			5.a.
1. Advances with a remaining maturity or next repricing date of:			5.a.1.
a. One year or less.....	RCONF055	0	5.a.1.a.
b. Over one year through three years.....	RCONF056	0	5.a.1.b.
c. Over three years through five years.....	RCONF057	0	5.a.1.c.
d. Over five years.....	RCONF058	0	5.a.1.d.
2. Advances with a remaining maturity of one year or less (included in item 5.a.(1)(a) above).....	RCON2651	0	5.a.2.
3. Structured advances (included in items 5.a.(1)(a) - (d) above).....	RCONF059	0	5.a.3.
b. Other borrowings:			5.b.
1. Other borrowings with a remaining maturity of next repricing date of:			5.b.1.
a. One year or less.....	RCONF060	46,799	5.b.1.a.
b. Over one year through three years.....	RCONF061	0	5.b.1.b.
c. Over three years through five years.....	RCONF062	0	5.b.1.c.
d. Over five years.....	RCONF063	0	5.b.1.d.
2. Other borrowings with a remaining maturity of one year or less (included in item 5.b.(1)(a) above).....	RCONB571	46,799	5.b.2.
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16).....	RCON3190	46,799	5.c.
6. Does the reporting bank sell private label or third party mutual funds and annuities?.....	RCONB569	No	6.
7. Assets under the reporting bank's management in proprietary mutual funds and annuities.	RCONB570	0	7.
8. Internet Web site addresses and physical office trade names:			8.
a. Uniform Resource Locator (URL) of the reporting institution's primary Internet Web site (home page), if any (Example: www.examplebank.com):.....	TEXT4087	Click here for value	8.a.
b. URLs of all other public-facing Internet Web sites that the reporting institution uses to accept or solicit deposits from the public, if any (Example: www.examplebank.biz):			8.b.
1. URL 1.....	TE01N528	NR	8.b.1.

Dollar amounts in thousands

2. URL 2.....	TE02N528	NR	8.b.2.
3. URL 3.....	TE03N528	NR	8.b.3.
4. URL 4.....	TE04N528	NR	8.b.4.
5. URL 5.....	TE05N528	NR	8.b.5.
6. URL 6.....	TE06N528	NR	8.b.6.
7. URL 7.....	TE07N528	NR	8.b.7.
8. URL 8.....	TE08N528	NR	8.b.8.
9. URL 9.....	TE09N528	NR	8.b.9.
10. URL 10.....	TE10N528	NR	8.b.10.
c. Trade names other than the reporting institution's legal title used to identify one or more of the institution's physical offices at which deposits are accepted or solicited from the public, if any:			8.c.
1. Trade name 1.....	TE01N529	NR	8.c.1.
2. Trade name 2.....	TE02N529	NR	8.c.2.
3. Trade name 3.....	TE03N529	NR	8.c.3.
4. Trade name 4.....	TE04N529	NR	8.c.4.
5. Trade name 5.....	TE05N529	NR	8.c.5.
6. Trade name 6.....	TE06N529	NR	8.c.6.
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?.....	RCON4088	Yes	9.
10. Secured liabilities:			10.
a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a).....	RCONF064	0	10.a.
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a) - (d)).....	RCONF065	0	10.b.
11. Does the bank act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts?.....	RCONG463	No	11.
12. Does the bank provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities?.....	RCONG464	No	12.
13. Assets covered by loss-sharing agreements with the FDIC:			13.
a. Loans and leases (included in Schedule RC, items 4.a and 4.b):			13.a.
1. Loans secured by real estate:			13.a.1.
a. Construction, land development, and other land loans:			13.a.1.a.
1. 1-4 family residential construction loans.....	RCONK169	0	13a1a1.
2. Other construction loans and all land development and other land loans....	RCONK170	0	13a1a2.
b. Secured by farmland.....	RCONK171	0	13.a.1.b.
c. Secured by 1-4 family residential properties:			13.a.1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONK172	0	13a1c1.
2. Closed-end loans secured by 1-4 family residential properties:			13a1c2.
a. Secured by first liens.....	RCONK173	0	13a1c2a
b. Secured by junior liens.....	RCONK174	0	13a1c2b
d. Secured by multifamily (5 or more) residential properties.....	RCONK175	0	13.a.1.d.
e. Secured by nonfarm nonresidential properties:			13.a.1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONK176	0	13a1e1.
2. Loans secured by other nonfarm nonresidential properties.....	RCONK177	0	13a1e2
2. Not applicable			13.a.2.
3. Commercial and industrial loans.....	RCONK179	0	13.a.3.
4. Loans to individuals for household, family, and other personal expenditures:			13.a.4.
a. Credit cards.....	RCONK180	0	13.a.4.a.
b. Automobile loans.....	RCONK181	0	13.a.4.b.

Dollar amounts in thousands

c. Other (includes revolving credit plans other than credit cards and other consumer loans).....	RCONK182	0	13.a.4.c.
5. All other loans and all leases.....	RCONK183	0	13.a.5.
a. Loans to depository institutions and acceptances of other banks.....	RCONK184	0	13.a.5.a.
b. Loans to foreign governments and official institutions.....	RCONK185	0	13.a.5.b.
c. Other loans.....	RCONK186	0	13.a.5.c.
1. Loans to finance agricultural production and other loans to farmers included in Schedule RC-M, item 13.a.(5)(c), above.....	RCONK178	0	13.a.5.c.1.
d. Lease financing receivables.....	RCONK273	0	13.a.5.d.
b. Other real estate owned (included in Schedule RC, item 7):			13.b.
1. Construction, land development, and other land.....	RCONK187	0	13.b.1.
2. Farmland.....	RCONK188	0	13.b.2.
3. 1-4 family residential properties.....	RCONK189	0	13.b.3.
4. Multifamily (5 or more) residential properties.....	RCONK190	0	13.b.4.
5. Nonfarm nonresidential properties.....	RCONK191	0	13.b.5.
6. Not applicable			13.b.6.
7. Portion of covered other real estate owned included in items 13.b.(1) through (5) above that is protected by FDIC loss-sharing agreements.....	RCONK192	0	13.b.7.
c. Debt securities (included in Schedule RC, items 2.a and 2.b).....	RCONJ461	0	13.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets).....	RCONJ462	0	13.d.
14. Captive insurance and reinsurance subsidiaries:			14.
a. Total assets of captive insurance subsidiaries.....	RCONK193	0	14.a.
b. Total assets of captive reinsurance subsidiaries.....	RCONK194	0	14.b.
15. Qualified Thrift Lender (QTL) test:			15.
a. Does the institution use the Home Owners' Loan Act (HOLA) QTL test or the Internal Revenue Service Domestic Building and Loan Association (IRS DBLA) test to determine its QTL compliance? (for the HOLA QTL test, enter 1; for the IRS DBLA test, enter 2)....	RCONL133	NR	15.a.
b. Has the institution been in compliance with the HOLA QTL test as of each month end during the quarter or the IRS DBLA test for its most recent taxable year, as applicable?.	RCONL135	NR	15.b.
16. International remittance transfers offered to consumers:			16.
a. As of the report date, did your institution offer to consumers in any state any of the following mechanisms for sending international remittance transfers?			16.a.
1. International wire transfers.....	RCONN517	No	16.a.1.
2. International ACH transactions.....	RCONN518	No	16.a.2.
3. Other proprietary services operated by your institution.....	RCONN519	No	16.a.3.
4. Other proprietary services operated by another party.....	RCONN520	No	16.a.4.
b. Did your institution provide more than 100 international remittance transfers in the previous calendar year or does your institution estimate that it will provide more than 100 international remittance transfers in the current calendar year?.....	RCONN521	No	16.b.
c. Indicate which of the mechanisms described in items 16.a.(1), (2), and (3) above is the mechanism that your institution estimates accounted for the largest number of international remittance transfers your institution provided during the two calendar quarters ending on the report date. (For international wire transfers, enter 1; for international ACH transactions, enter 2; for other proprietary services operated by your institution, enter 3. If your institution did not provide any international remittance transfers using the mechanisms described in items 16.a.(1), (2), and (3) above during the two calendar quarters ending on the report date, enter 0.).....	RCONN522	NR	16.c.
d. Estimated number and dollar value of international remittance transfers provided by your institution during the two calendar quarters ending on the report date:			16.d.
1. Estimated number of international remittance transfers.....	RCONN523	NR	16.d.1.
2. Estimated dollar value of international remittance transfers.....	RCONN524	NR	16.d.2.
3. Estimated number of international remittance transfers for which your institution applied the temporary exception.....	RCONN527	NR	16.d.3.

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	
	RCON5459		RCON5460	RCON5461	
7. All other loans.....	608	0	158		7.
	RCON1226		RCON1227	RCON1228	
8. Lease financing receivables.....	1,114	0	1,107		8.
	RCON3505		RCON3506	RCON3507	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	262	243	33		9.
	RCONK036		RCONK037	RCONK038	
10. Loans and leases reported in items 1 through 8 above that are wholly or partially guaranteed by the U.S. Government, excluding loans and leases covered by loss-sharing agreements with the FDIC:.....	0	0	0		10.
a. Guaranteed portion of loans and leases included in item 10 above, excluding rebooked "GNMA loans".....	0	0	0		10.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above.....	0	0	0		10.b.
11. Loans and leases reported in items 1 through 8 above that are covered by loss-sharing agreements with the FDIC:					11.
a. Loans secured by real estate:					11.a.
1. Construction, land development, and other land loans:					11.a.1.
a. 1-4 family residential construction loans.....	0	0	0		11.a.1.a.
b. Other construction loans and all land development and other land loans.....	0	0	0		11.a.1.b.
2. Secured by farmland.....	0	0	0		11.a.2.
3. Secured by 1-4 family residential properties:					11.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	0	0	0		11.a.3.a.
b. Closed-end loans secured by 1-4 family residential properties:					11.a.3.b.
1. Secured by first liens.....	0	0	0		11.a.3b.1.
2. Secured by junior liens.....	0	0	0		11.a.3b.2.
4. Secured by multifamily (5 or more) residential properties.....	0	0	0		11.a.4.
5. Secured by nonfarm nonresidential properties:					11.a.5.
a. Loans secured by owner-occupied nonfarm nonresidential properties.....	0	0	0		11.a.5.a.
b. Loans secured by other nonfarm nonresidential properties.....	0	0	0		11.a.5.b.
b. Not applicable					11.b.
c. Commercial and industrial loans.....	0	0	0		11.c.

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	
d. Loans to individuals for household, family, and other personal expenditures:					11.d.
		RCONK078	RCONK079	RCONK080	
1. Credit cards.....	0	0	0		11.d.1.
		RCONK081	RCONK082	RCONK083	
2. Automobile loans.....	0	0	0		11.d.2.
		RCONK084	RCONK085	RCONK086	
3. Other (includes revolving credit plans other than credit cards and other consumer loans).....	0	0	0		11.d.3.
		RCONK087	RCONK088	RCONK089	
e. All other loans and all leases.....	0	0	0		11.e.
1. Loans to depository institutions and acceptances of other banks.....	0	0	0		11.e.1.
		RCONK095	RCONK096	RCONK097	
2. Loans to foreign governments and official institutions.....	0	0	0		11.e.2.
		RCONK099	RCONK100	RCONK101	
3. Other loans.....	0	0	0		11.e.3.
a. Loans to finance agricultural production and other loans to farmers included in Schedule RC-N, item 11.e.(3), above.....	0	0	0		11.e.3.a.
		RCONK072	RCONK073	RCONK074	
		RCONK269	RCONK271	RCONK272	
4. Lease financing receivables.....	0	0	0		11.e.4.
f. Portion of covered loans and leases included in items 11.a through 11.e above that is protected by FDIC loss-sharing agreements.....	0	0	0		11.f.
1. Loans restructured in troubled debt restructurings included in Schedule RC-N, items 1 through 7, above (and not reported in Schedule RC-C, Part 1, Memorandum item 1):					M.1.
a. Construction, land development, and other land loans:					M.1.a.
		RCONK105	RCONK106	RCONK107	
1. 1-4 family residential construction loans.....	0	0	0		M.1.a.1.
		RCONK108	RCONK109	RCONK110	
2. Other construction loans and all land development and other land loans.....	0	0	0		M.1.a.2.
		RCONF661	RCONF662	RCONF663	
b. Loans secured by 1-4 family residential properties.....	0	0	0		M.1.b.
		RCONK111	RCONK112	RCONK113	
c. Secured by multifamily (5 or more) residential properties.....	0	0	0		M.1.c.
d. Secured by nonfarm nonresidential properties:					M.1.d.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	0	0	0		M.1.d.1.
		RCONK114	RCONK115	RCONK116	
		RCONK117	RCONK118	RCONK119	
2. Loans secured by other nonfarm nonresidential properties...	0	0	0		M.1.d.2.
		RCONK257	RCONK258	RCONK259	
e. Commercial and industrial loans.....	0	0	0		M.1.e.
		RCONK120	RCONK121	RCONK122	
1. To U.S. addressees (domicile).....	0	0	0		M.1.e.1.
		RCONK123	RCONK124	RCONK125	
2. To non-U.S. addressees (domicile).....	0	0	0		M.1.e.2.

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	
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....		RCONK126	RCONK127	RCONK128	
		0	0	0	M.1.f.
1. Loans secured by farmland.....		RCONK130	RCONK131	RCONK132	
		0	0	0	M.1.f.1.
2. Loans to depository institutions and acceptances of other banks.....		RCONK134	RCONK135	RCONK136	
		0	0	0	M.1.f.2.
3. Not applicable					M.1.f.3.
4. Loans to individuals for household, family, and other personal expenditures:					M.1.f.4.
a. Credit cards.....		RCONK274	RCONK275	RCONK276	
		0	0	0	M.1.f.4.a.
b. Automobile loans.....		RCONK277	RCONK278	RCONK279	
		0	0	0	M.1.f.4.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans).....		RCONK280	RCONK281	RCONK282	
		0	0	0	M.1.f.4.c.
5. Loans to foreign governments and official institutions.....		RCONK283	RCONK284	RCONK285	
		0	0	0	M.1.f.5.
6. Other loans.....		RCONK286	RCONK287	RCONK288	
		0	0	0	M.1.f.6.
a. Loans to finance agricultural production and other loans to farmers included in Schedule RC-N, Memorandum item 1.f.(6), above.....		RCONK138	RCONK139	RCONK140	
		0	0	0	M.1.f.6.a.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above.....		RCON6558	RCON6559	RCON6560	
		0	0	0	M.2.
3. Not available					M.3.
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above).....		RCON1248	RCON1249	RCON1250	
		0	0	0	M.3.a.
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above).....		RCON5380	RCON5381	RCON5382	
		0	0	0	M.3.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above).....		RCON1254	RCON1255	RCON1256	
		0	0	0	M.3.c.
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above).....		RCONF166	RCONF167	RCONF168	
		0	0	0	M.3.d.
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above).....		RCON1594	RCON1597	RCON1583	
		608	0	158	M.4.
5. Loans and leases held for sale and loans measured at fair value (included in Schedule RC-N, items 1 through 8, above):					M.5.
a. Loans and leases held for sale.....		12,203	0	75,375	M.5.a.
b. Loans measured at fair value:					M.5.b.
1. Fair value.....		0	0	0	M.5.b.1.
2. Unpaid principal balance.....		0	0	0	M.5.b.2.

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more	
	6. Derivative contracts: Fair value of amounts carried as assets.....	RCON3529	0	RCON3530

M.6.

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands		
7. Additions to nonaccrual assets during the quarter.....	RCONC410	19,913
8. Nonaccrual assets sold during the quarter.....	RCONC411	377

M.7.

M.8.

Schedule RC-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
	9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):		
	RCONL183	RCONL184	RCONL185
a. Outstanding balance.....	0	0	0
	RCONL186	RCONL187	RCONL188
b. Amount included in Schedule RC-N, items 1 through 7, above...	0	0	0

M.9.

M.9.a.

M.9.b.

Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments

Dollar amounts in thousands		
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	RCONF236	18,215,185
2. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions.....	RCONF237	0
3. Not applicable		
4. Average consolidated total assets for the calendar quarter.....	RCONK652	23,332,901
a. Averaging method used (for daily averaging, enter 1; for weekly averaging, enter 2)....	RCONK653	1
5. Average tangible equity for the calendar quarter.....	RCONK654	3,665,715
6. Holdings of long-term unsecured debt issued by other FDIC-insured depository institutions.....	RCONK655	0
7. Unsecured "Other borrowings" with a remaining maturity of (sum of items 7.a through 7.d must be less than or equal to Schedule RC-M, items 5.b.(1)(a)-(d) minus item 10.b):		
a. One year or less.....	RCONG465	46,799
b. Over one year through three years.....	RCONG466	0
c. Over three years through five years.....	RCONG467	0
d. Over five years.....	RCONG468	0
8. Subordinated notes and debentures with a remaining maturity of (sum of items 8.a through 8.d must equal Schedule RC, item 19):		
a. One year or less.....	RCONG469	0
b. Over one year through three years.....	RCONG470	0
c. Over three years through five years.....	RCONG471	0
d. Over five years.....	RCONG472	0
9. Reciprocal brokered deposits (included in Schedule RC-E, part I, Memorandum item 1.b).....	RCONG803	0
a. Fully consolidated reciprocal brokered deposits.....	RCONL190	NR

1.

2.

3.

4.

4.a.

5.

6.

7.

7.a.

7.b.

7.c.

7.d.

8.

8.a.

8.b.

8.c.

8.d.

9.

9.a.

Dollar amounts in thousands

10. Banker's bank certification: Does the reporting institution meet both the statutory definition of a banker's bank and the business conduct test set forth in FDIC regulations? If the answer to item 10 is "YES," complete items 10.a and 10.b.....	RCONK656	No	10.
a. Banker's bank deduction.....	RCONK657	NR	10.a.
b. Banker's bank deduction limit.....	RCONK658	NR	10.b.
11. Custodial bank certification: Does the reporting institution meet the definition of a custodial bank set forth in FDIC regulations? If the answer to item 11 is "YES," complete items 11.a and 11.b.....	RCONK659	No	11.
a. Custodial bank deduction.....	RCONK660	NR	11.a.
b. Custodial bank deduction limit.....	RCONK661	NR	11.b.
1. Total deposit liabilities of the bank (including related interest accrued and unpaid) less allowable exclusions (including related interest accrued and unpaid) (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):			M.1.
a. Deposit accounts (excluding retirement accounts) of \$250,000 or less:			M.1.a.
1. Amount of deposit accounts (excluding retirement accounts) of \$250,000 or less..	RCONF049	14,720,243	M.1.a.1.
2. Number of deposit accounts (excluding retirement accounts) of \$250,000 or less..	RCONF050	129482	M.1.a.2.
b. Deposit accounts (excluding retirement accounts) of more than \$250,000:			M.1.b.
1. Amount of deposit accounts (excluding retirement accounts) of more than \$250,000.....	RCONF051	3,494,942	M.1.b.1.
2. Number of deposit accounts (excluding retirement accounts) of more than \$250,000.....	RCONF052	8040	M.1.b.2.
c. Retirement deposit accounts of \$250,000 or less:			M.1.c.
1. Amount of retirement deposit accounts of \$250,000 or less.....	RCONF045	0	M.1.c.1.
2. Number of retirement deposit accounts of \$250,000 or less.....	RCONF046	0	M.1.c.2.
d. Retirement deposit accounts of more than \$250,000:			M.1.d.
1. Amount of retirement deposit accounts of more than \$250,000.....	RCONF047	0	M.1.d.1.
2. Number of retirement deposit accounts of more than \$250,000.....	RCONF048	0	M.1.d.2.
2. Estimated amount of uninsured deposits, including related interest accrued and unpaid (see instructions).....	RCON5597	1,196,211	M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			M.3.
a. Legal title.....	TEXTA545	NR	M.3.a.
b. FDIC Certificate Number.....	RCONA545	0	M.3.b.
4. Not applicable			M.4.
5. Not applicable			M.5.
6. Criticized and classified items:			M.6.
a. Special mention.....	RCONK663	CONF	M.6.a.
b. Substandard.....	RCONK664	CONF	M.6.b.
c. Doubtful.....	RCONK665	CONF	M.6.c.
d. Loss.....	RCONK666	CONF	M.6.d.
7. "Nontraditional 1-4 family residential mortgage loans" as defined for assessment purposes only in FDIC regulations:			M.7.
a. Nontraditional 1-4 family residential mortgage loans.....	RCONN025	CONF	M.7.a.
b. Securitizations of nontraditional 1-4 family residential mortgage loans.....	RCONN026	CONF	M.7.b.
8. "Higher-risk consumer loans" as defined for assessment purposes only in FDIC regulations:			M.8.
a. Higher-risk consumer loans.....	RCONN027	CONF	M.8.a.
b. Securitizations of higher-risk consumer loans.....	RCONN028	CONF	M.8.b.
9. "Higher-risk commercial and industrial loans and securities" as defined for assessment purposes only in FDIC regulations:			M.9.
a. Higher-risk commercial and industrial loans and securities.....	RCONN029	CONF	M.9.a.
b. Securitizations of higher-risk commercial and industrial loans and securities.....	RCONN030	CONF	M.9.b.

Dollar amounts in thousands

10. Commitments to fund construction, land development, and other land loans secured by real estate:			M.10.
a. Total unfunded commitments.....	RCONK676	677	M.10.a.
b. Portion of unfunded commitments guaranteed or insured by the U.S. government (including the FDIC).....	RCONK677	0	M.10.b.
11. Amount of other real estate owned recoverable from the U.S. government under guarantee or insurance provisions (excluding FDIC loss-sharing agreements).....	RCONK669	0	M.11.
12. Nonbrokered time deposits of more than \$250,000 (included in Schedule RC-E, Memorandum item 2.d).....	RCONK678	572,555	M.12.
13. Portion of funded loans and securities guaranteed or insured by the U.S. government (including FDIC loss-sharing agreements):			M.13.
a. Construction, land development, and other land loans secured by real estate.....	RCONN177	0	M.13.a.
b. Loans secured by multifamily residential and nonfarm nonresidential properties.....	RCONN178	0	M.13.b.
c. Closed-end loans secured by first liens on 1-4 family residential properties.....	RCONN179	0	M.13.c.
d. Closed-end loans secured by junior liens on 1-4 family residential properties and revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONN180	0	M.13.d.
e. Commercial and industrial loans.....	RCONN181	0	M.13.e.
f. Credit card loans to individuals for household, family, and other personal expenditures.....	RCONN182	0	M.13.f.
g. All other loans to individuals for household, family, and other personal expenditures...	RCONN183	0	M.13.g.
h. Non-agency residential mortgage-backed securities.....	RCONM963	0	M.13.h.
14. Amount of the institution's largest counterparty exposure.....	RCONK673	CONF	M.14.
15. Total amount of the institution's 20 largest counterparty exposures.....	RCONK674	CONF	M.15.
16. Portion of loans restructured in troubled debt restructurings that are in compliance with their modified terms and are guaranteed or insured by the U.S. government (including the FDIC) (included in Schedule RC-C, part I, Memorandum item 1).....	RCONL189	0	M.16.
17. Selected fully consolidated data for deposit insurance assessment purposes:			M.17.
a. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	RCONL194	NR	M.17.a.
b. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions.....	RCONL195	NR	M.17.b.
c. Unsecured "Other borrowings" with a remaining maturity of one year or less.....	RCONL196	NR	M.17.c.
d. Estimated amount of uninsured deposits, including related interest accrued and unpaid.....	RCONL197	NR	M.17.d.

Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments

	(Column A) Two-Year Probability of Default (PD) <= 1%	(Column B) Two-Year Probability of Default (PD) 1.01-4%	(Column C) Two-Year Probability of Default (PD) 4.01-7%	(Column D) Two-Year Probability of Default (PD) 7.01-10%	(Column E) Two-Year Probability of Default (PD) 10.01-14%	(Column F) Two-Year Probability of Default (PD) 14.01-16%	(Column G) Two-Year Probability of Default (PD) 16.01-18%	(Column H) Two-Year Probability of Default (PD) 18.01-20%	(Column I) Two-Year Probability of Default (PD) 20.01-22%	(Column J) Two-Year Probability of Default (PD) 22.01-26%	(Column K) Two-Year Probability of Default (PD) 26.01-30%	(Column L) Two-Year Probability of Default (PD) > 30%	(Column M) Two-Year Probability of Default (PD) Unassessable	(Column N) Two-Year Probability of Default (PD) Total	(Column O) PDs Were Derived Using
Dollar amounts in thousands															
18. Outstanding balance of 1-4 family residential mortgage loans, consumer loans, and consumer leases by two-year probability of default:															
a. "Nontraditional 1-4 family residential mortgage loans" as defined for assessment purposes only in FDIC regulations.....	RCONM964	RCONM965	RCONM966	RCONM967	RCONM968	RCONM969	RCONM970	RCONM971	RCONM972	RCONM973	RCONM974	RCONM975	RCONM976	RCONM977	RCONM978
	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF
b. Closed-end loans secured by first liens on 1-4 family residential properties.....	RCONM979	RCONM980	RCONM981	RCONM982	RCONM983	RCONM984	RCONM985	RCONM986	RCONM987	RCONM988	RCONM989	RCONM990	RCONM991	RCONM992	RCONM993
	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF
c. Closed-end loans secured by junior liens on 1-4 family residential properties.....	RCONN994	RCONN995	RCONN996	RCONN997	RCONN998	RCONN999	RCONN001	RCONN002	RCONN003	RCONN004	RCONN005	RCONN006	RCONN007	RCONN008	RCONN009
	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF
d. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONN010	RCONN011	RCONN012	RCONN013	RCONN014	RCONN015	RCONN016	RCONN017	RCONN018	RCONN019	RCONN020	RCONN021	RCONN022	RCONN023	RCONN024
	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF
e. Credit cards.....	RCONN040	RCONN041	RCONN042	RCONN043	RCONN044	RCONN045	RCONN046	RCONN047	RCONN048	RCONN049	RCONN050	RCONN051	RCONN052	RCONN053	RCONN054
	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF
f. Automobile loans.....	RCONN055	RCONN056	RCONN057	RCONN058	RCONN059	RCONN060	RCONN061	RCONN062	RCONN063	RCONN064	RCONN065	RCONN066	RCONN067	RCONN068	RCONN069
	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF
g. Student loans.....	RCONN070	RCONN071	RCONN072	RCONN073	RCONN074	RCONN075	RCONN076	RCONN077	RCONN078	RCONN079	RCONN080	RCONN081	RCONN082	RCONN083	RCONN084
	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF
h. Other consumer loans and revolving credit plans other than credit cards.....	RCONN085	RCONN086	RCONN087	RCONN088	RCONN089	RCONN090	RCONN091	RCONN092	RCONN093	RCONN094	RCONN095	RCONN096	RCONN097	RCONN098	RCONN099
	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF
i. Consumer leases.....	RCONN100	RCONN101	RCONN102	RCONN103	RCONN104	RCONN105	RCONN106	RCONN107	RCONN108	RCONN109	RCONN110	RCONN111	RCONN112	RCONN113	RCONN114
	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF
j. Total.....	RCONN115	RCONN116	RCONN117	RCONN118	RCONN119	RCONN120	RCONN121	RCONN122	RCONN123	RCONN124	RCONN125	RCONN126	RCONN127	RCONN128	
	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	CONF	

M8
M8a
M8b
M8c
M8d
M8e
M8f
M8g
M8h
M8i

Schedule RC-P - 1-4 Family Residential Mortgage Banking Activities

Dollar amounts in thousands

1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:			1.
a. Closed-end first liens.....	RCONF066	0	1.a.
b. Closed-end junior liens.....	RCONF067	0	1.b.
c. Open-end loans extended under lines of credit:			1.c.
1. Total commitment under the lines of credit.....	RCONF670	0	1.c.1.
2. Principal amount funded under the lines of credit.....	RCONF671	0	1.c.2.
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:			2.
a. Closed-end first liens.....	RCONF068	0	2.a.
b. Closed-end junior liens.....	RCONF069	0	2.b.
c. Open-end loans extended under lines of credit:			2.c.
1. Total commitment under the lines of credit.....	RCONF672	0	2.c.1.
2. Principal amount funded under the lines of credit.....	RCONF673	0	2.c.2.
3. 1-4 family residential mortgages sold during the quarter:			3.
a. Closed-end first liens.....	RCONF070	0	3.a.
b. Closed-end junior liens.....	RCONF071	0	3.b.
c. Open-end loans extended under lines of credit:			3.c.
1. Total commitment under the lines of credit.....	RCONF674	0	3.c.1.
2. Principal amount funded under the lines of credit.....	RCONF675	0	3.c.2.
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule RC, item 4.a):			4.
a. Closed-end first liens.....	RCONF072	0	4.a.
b. Closed-end junior liens.....	RCONF073	0	4.b.
c. Open-end loans extended under lines of credit:			4.c.
1. Total commitment under the lines of credit.....	RCONF676	0	4.c.1.
2. Principal amount funded under the lines of credit.....	RCONF677	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 RI, items 5.c, 5.f, 5.g, and 5.i):			5.
a. Closed-end 1-4 family residential mortgage loans.....	RIADF184	0	5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	RIADF560	0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:			6.
a. Closed-end first liens.....	RCONF678	0	6.a.
b. Closed-end junior liens.....	RCONF679	0	6.b.
c. Open-end loans extended under line of credit:			6.c.
1. Total commitment under the lines of credit.....	RCONF680	0	6.c.1.
2. Principal amount funded under the lines of credit.....	RCONF681	0	6.c.2.
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:			7.
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies.....	RCONL191	CONF	7.a.
b. For representations and warranties made to other parties.....	RCONL192	CONF	7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b).....	RCONM288	0	7.c.

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
Dollar amounts in thousands						
11. Other borrowed money.....	RCONG521	RCONG522	RCONG523	RCONG524	RCONG525	11.
	0	0	0	0	0	
12. Subordinated notes and debentures.....	RCONG526	RCONG527	RCONG528	RCONG529	RCONG530	12.
	0	0	0	0	0	
13. All other liabilities.....	RCONG805	RCONG806	RCONG807	RCONG808	RCONG809	13.
	0	3,175	0	3,175	0	
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13).....	RCONG531	RCONG532	RCONG533	RCONG534	RCONG535	14.
	0	3,175	0	3,175	0	
1. All other assets (itemize and describe amounts included in Schedule RC-Q, item 6, that are greater than \$25,000 and exceed 25% of item 6):						M.1.
a. Mortgage servicing assets.....	RCONG536	RCONG537	RCONG538	RCONG539	RCONG540	M.1.a.
	0	0	0	0	0	
b. Nontrading derivative assets.....	RCONG541	RCONG542	RCONG543	RCONG544	RCONG545	M.1.b.
	0	0	0	0	0	

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

Dollar amounts in thousands

c. Disclose component and the dollar amount of that component:		M.1.c.
1. Describe component.....	TEXTG546	NR M.1.c.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCONG546	RCONG547	RCONG548	RCONG549	RCONG550
2. Amount of component.....	0	0	0	0	0

M.1.c.2.

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

Dollar amounts in thousands

d. Disclose component and the dollar amount of that component:			M.1.d.
1. Describe component.....	TEXTG551	NR	M.1.d.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCONG551	RCONG552	RCONG553	RCONG554	RCONG555
2. Amount of component.....	0	0	0	0	0

M.1.d.2.

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

Dollar amounts in thousands

e. Disclose component and the dollar amount of that component:		M.1.e.
1. Describe component.....	TEXTG556	NR M.1.e.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCONG556	RCONG557	RCONG558	RCONG559	RCONG560
2. Amount of component.....	0	0	0	0	0

M.1.e.2.

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

Dollar amounts in thousands

f. Disclose component and the dollar amount of that component:

1. Describe component.....

TEXTG561	NR

M.1.f.
M.1.f.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
Dollar amounts in thousands						
	RCONG561	RCONG562	RCONG563	RCONG564	RCONG565	
2. Amount of component.....	0	0	0	0	0	M.1.f.2.
2. All other liabilities (itemize and describe amounts included in Schedule RC-Q, item 13, that are greater than \$25,000 and exceed 25% of item 13):						M.2.
a. Loan commitments (not accounted for as derivatives).....	0	0	0	0	0	M.2.a.
b. Nontrading derivative liabilities.....	0	3,175	0	3,175	0	M.2.b.

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

Dollar amounts in thousands

c. Disclose component and the dollar amount of that component:		M.2.c.
1. Describe component.....	TEXTG571	NR M.2.c.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCONG571	RCONG572	RCONG573	RCONG574	RCONG575
2. Amount of component.....	0	0	0	0	0

M.2.c.2.

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

Dollar amounts in thousands

d. Disclose component and the dollar amount of that component:			M.2.d.
1. Describe component.....	TEXTG576	NR	M.2.d.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCONG576	RCONG577	RCONG578	RCONG579	RCONG580
2. Amount of component.....	0	0	0	0	0

M.2.d.2.

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

Dollar amounts in thousands

e. Disclose component and the dollar amount of that component:

1. Describe component.....

TEXTG581	NR

M.2.e.
M.2.e.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCONG581	RCONG582	RCONG583	RCONG584	RCONG585
2. Amount of component.....	0	0	0	0	0

M.2.e.2.

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

Dollar amounts in thousands

f. Disclose component and the dollar amount of that component:

1. Describe component.....

TEXTG586	NR

M.2.f.
M.2.f.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
	RCONG586	RCONG587	RCONG588	RCONG589	RCONG590
2. Amount of component.....	0	0	0	0	0

M.2.f.2.

Schedule RC-R Part I - Regulatory Capital Components and Ratios

Dollar amounts in thousands

1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares.....	RCOAP742	2,747,641	1.
2. Retained earnings.....	RCON3632	866,634	2.
3. Accumulated other comprehensive income (AOCI).....	RCOAB530	-576	3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.).....	RCOAP838	0	3.a.
4. Common equity tier 1 minority interest includable in common equity tier 1 capital.....	RCOAP839	0	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4).....	RCOAP840	3,613,699	5.
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs).....	RCOAP841	0	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs.....	RCOAP842	0	7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs.....	RCOAP843	0	8.
9. AOCI-related adjustments (items 9.a through 9.e are effective January 1, 2015) (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):			9.
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAP844	NR	9.a.
b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value).....	RCOAP845	NR	9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAP846	NR	9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAP847	NR	9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAP848	NR	9.e.
f. LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value) (To be completed only by institutions that entered "0" for No in item 3.a).....	RCOAP849	0	9.f.
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:			10.
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAPQ258	0	10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions.....	RCOAP850	0	10.b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments.....	RCOAP851	0	11.
12. Subtotal (item 5 minus items 6 through 11).....	RCOAP852	3,613,699	12.
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	RCOAP853	0	13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	RCOAP854	0	14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	RCOAP855	0	15.

Dollar amounts in thousands

16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold.....	RCOAP856	0	16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions.....	RCOAP857	0	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17).....	RCOAP858	0	18.
19. Common equity tier 1 capital (item 12 minus item 18).....	RCOAP859	3,613,699	19.
20. Additional tier 1 capital instruments plus related surplus.....	RCOAP860	0	20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	RCOAP861	0	21.
22. Tier 1 minority interest not included in common equity tier 1 capital.....	RCOAP862	0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22).....	RCOAP863	0	23.
24. LESS: Additional tier 1 capital deductions.....	RCOAP864	0	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero).....	RCOAP865	0	25.
26. Tier 1 capital (sum of items 19 and 25).....	RCOA8274	3,613,699	26.
27. Tier 2 capital instruments plus related surplus.....	RCOAP866	0	27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital.....	RCOAP867	0	28.
29. Total capital minority interest that is not included in tier 1 capital.....	RCOAP868	0	29.
30. Allowance for loan and lease losses and eligible credit reserves includable in tier 2 capital			30.
a. Allowance for loan and lease losses includable in tier 2 capital.....	RCOA5310	0	30.a.
b. (Advanced approaches institutions that exit parallel run only): Eligible credit reserves includable in tier 2 capital.....	RCOW5310	NR	30.b.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital.....	RCOAQ257	0	31.
32. Tier 2 capital before deductions			32.
a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31).....	RCOAP870	0	32.a.
b. (Advanced approaches institutions that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31).....	RCOWP870	NR	32.b.
33. LESS: Tier 2 capital deductions.....	RCOAP872	0	33.
34. Tier 2 capital			34.
a. Tier 2 capital (greater of item 32.a minus item 33, or zero).....	RCOA5311	0	34.a.
b. (Advanced approaches institutions that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero).....	RCOW5311	NR	34.b.
35. Total capital			35.
a. Total capital (sum of items 26 and 34.a).....	RCOA3792	3,613,699	35.a.
b. (Advanced approaches institutions that exit parallel run only): Total capital (sum of items 26 and 34.b).....	RCOW3792	NR	35.b.
36. Average total consolidated assets.....	RCON3368	23,332,901	36.
37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions).	RCOAP875	0	37.
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes.....	RCOAB596	0	38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38).....	RCOAA224	23,332,901	39.
40. Total risk-weighted assets			40.
a. Total risk-weighted assets (from Schedule RC-R, Part II, item 31).....	RCOAA223	19,046,358	40.a.
b. (Advanced approaches institutions that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60).....	RCOWA223	NR	40.b.

Schedule RC-R Part I - Regulatory Capital Components and Ratios

Dollar amounts in thousands		(Column A) Percentage	(Column B) Percentage		
41. Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches institutions that exit parallel run only: Column B: item 19 divided by item 40.b).....	RCOAP793	18.97%	RCOWP793	NR	41.
42. Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches institutions that exit parallel run only: Column B: item 26 divided by item 40.b).....	RCOA7206	18.97%	RCOW7206	NR	42.
43. Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches institutions that exit parallel run only: Column B: item 35.b divided by item 40.b).....	RCOA7205	18.97%	RCOW7205	NR	43.

Schedule RC-R Part I - Regulatory Capital Components and Ratios

Dollar amounts in thousands					
44. Tier 1 leverage ratio (item 26 divided by item 39).....	RCOA7204	15.49%			44.
45. Advanced approaches institutions only: Supplementary leverage ratio (from FFIEC 101 Schedule A, item 98) (effective date to be determined)					45.
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments (effective January 1, 2016):					46.
a. Capital conservation buffer					46.a.
b. (Advanced approaches institutions that exit parallel run only): Total applicable capital buffer					46.b.
47. Eligible retained income (effective January 1, 2016)					47.
48. Distributions and discretionary bonus payments during the quarter (effective January 1, 2016)					48.

Schedule RC-R Part II - Risk-Weighted Assets

	(Column A) Totals from Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
Dollar amounts in thousands											
1. Cash and balances due from depository institutions.....	RCOND957 4,362,515	RCONS396 0	RCOND958 4,267,634				RCOND959 94,881	RCONS397 0	RCOND960 0	RCONS398 0	1.
2. Securities:											2.
a. Held-to-maturity securities.....	RCOND961 0	RCONS399 0	RCOND962 0				RCOND963 0	RCOND964 0	RCOND965 0	RCONS400 0	2.a.
b. Available-for-sale securities.....	RCOND966 87,110	RCONS402 0	RCOND967 22,919				RCOND968 29,185	RCOND969 31,508	RCOND970 3,498	RCONS403 0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:											3.
a. Federal funds sold.....	RCOND971 0		RCOND972 0				RCOND973 0	RCONS410 0	RCOND974 0	RCONS411 0	3.a.
b. Securities purchased under agreements to resell.....	RCONH171 0	RCONH172 0									3.b.
4. Loans and leases held for sale:											4.
a. Residential mortgage exposures.....	RCONS413 0	RCONS414 0	RCONH173 0				RCONS415 0	RCONS416 0	RCONS417 0		4.a.
b. High volatility commercial real estate exposures.....	RCONS419 0	RCONS420 0	RCONH174 0				RCONH175 0	RCONH176 0	RCONH177 0	RCONS421 0	4.b.
c. Exposures past due 90 days or more or on nonaccrual.....	RCONS423 48,256	RCONS424 0	RCONS425 0				RCONS426 0	RCONS427 0	RCONS428 0	RCONS429 48,256	4.c.

Schedule RC-R Part II - Risk-Weighted Assets

	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
Dollar amounts in thousands										
1. Cash and balances due from depository institutions										1.
2. Securities:										2.
a. Held-to-maturity securities										2.a.
		RCONS405		RCONS406				RCONH271	RCONH272	
b. Available-for-sale securities.....		0		0				0	0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:										3.
a. Federal funds sold										3.a.
b. Securities purchased under agreements to resell										3.b.
4. Loans and leases held for sale:										4.
a. Residential mortgage exposures.....								RCONH273	RCONH274	4.a.
								0	0	
b. High volatility commercial real estate exposures.....								RCONH275	RCONH276	4.b.
								0	0	4.b.
c. Exposures past due 90 days or more or on nonaccrual.....								RCONH277	RCONH278	4.c.
								0	0	4.c.

Schedule RC-R Part II - Risk-Weighted Assets

	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
Dollar amounts in thousands										
4. Loans and leases held for sale (continued):										4.
								RCONH279	RCONH280	
d. All other exposures.....								0	0	4.d.
5. Loans and leases, net of unearned income:										5.
								RCONH281	RCONH282	
a. Residential mortgage exposures.....								0	0	5.a.
b. High volatility commercial real estate exposures.....								RCONH283	RCONH284	
c. Exposures past due 90 days or more or on nonaccrual.....								0	0	5.b.
								RCONH285	RCONH286	
d. All other exposures.....								0	0	5.c.
								RCONH287	RCONH288	
6. LESS: Allowance for loan and lease losses										6.
		RCONH186	RCONH290	RCONH187				RCONH291	RCONH292	
7. Trading assets.....		0	0	0				0	0	7.
		RCONH188	RCONS470	RCONS471				RCONH294	RCONH295	
8. All other assets.....		0	0	0				0	0	8.
a. Separate account bank-owned life insurance.....								RCONH296	RCONH297	
b. Default fund contributions to central counterparties.....								0	0	8.a.
								RCONH298	RCONH299	
								0	0	8.b.

Schedule RC-R Part II - Risk-Weighted Assets

	(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column Q) Exposure Amount 1,250%	(Column T) Total Risk-Weighted Asset Amount by Calculation Methodology SSFA	(Column U) Total Risk-Weighted Asset Amount by Calculation Methodology Gross-Up	
Dollar amounts in thousands						
9. On-balance sheet securitization exposures:						9.
a. Held-to-maturity securities.....	RCONS475	RCONS476	RCONS477	RCONS478	RCONS479	9.a.
	0	0	0	0	0	
b. Available-for-sale securities.....	RCONS480	RCONS481	RCONS482	RCONS483	RCONS484	9.b.
	0	0	0	0	0	
c. Trading assets.....	RCONS485	RCONS486	RCONS487	RCONS488	RCONS489	9.c.
	0	0	0	0	0	
d. All other on-balance sheet securitization exposures.....	RCONS490	RCONS491	RCONS492	RCONS493	RCONS494	9.d.
	0	0	0	0	0	
10. Off-balance sheet securitization exposures.....	RCONS495	RCONS496	RCONS497	RCONS498	RCONS499	10.
	0	0	0	0	0	

Schedule RC-R Part II - Risk-Weighted Assets

	(Column A) Totals From Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
Dollar amounts in thousands											
11. Total balance sheet assets.....	RCON2170	RCONS500	RCOND987				RCOND988	RCOND989	RCOND990	RCONS503	11.
	22,570,795	0	4,290,553				124,066	31,508	18,076,135	48,532	

Schedule RC-R Part II - Risk-Weighted Assets

	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount
Dollar amounts in thousands								
11. Total balance sheet assets.....		RCONS505 0	RCONS506 0	RCONS507 0			RCONS510 0	RCONH300 0

Schedule RC-R Part II - Risk-Weighted Assets

	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%
Dollar amounts in thousands										
12. Financial standby letters of credit.....	RCOND991 34,599	RCOND992 34,599	RCOND993 0				RCOND994 0	RCOND995 0	RCOND996 34,599	RCONS511 0
13. Performance standby letters of credit and transaction-related contingent items.....	RCOND997 10,056	RCOND998 5,028	RCOND999 0				RCONG603 0	RCONG604 0	RCONG605 5,028	RCONS512 0
14. Commercial and similar letters of credit with an original maturity of one year or less.....	RCONG606 2,749	RCONG607 550	RCONG608 0				RCONG609 0	RCONG610 0	RCONG611 550	RCONS513 0
15. Retained recourse on small business obligations sold with recourse.....	RCONG612 0	RCONG613 0	RCONG614 0				RCONG615 0	RCONG616 0	RCONG617 0	RCONS514 0

Schedule RC-R Part II - Risk-Weighted Assets

	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%
Dollar amounts in thousands										
16. Repo-style transactions.....	RCONS515 0	RCONS516 0	RCONS517 0	RCONS518 0	RCONS519 0		RCONS520 0	RCONS521 0	RCONS522 0	RCONS523 0
17. All other off-balance sheet liabilities.....	RCONG618 0	RCONG619 0	RCONG620 0				RCONG621 0	RCONG622 0	RCONG623 0	RCONS524 0

	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
Dollar amounts in thousands											
18. Unused commitments:											18.
a. Original maturity of one year or less, excluding asset-backed commercial paper (ABCP) conduits.....	RCONS525	RCONS526	RCONS527				RCONS528	RCONS529	RCONS530	RCONS531	18.a.
	49,033	9,807	0				0	0	9,807	0	18.a.
b. Original maturity of one year or less to ABCP conduits											18.b.
c. Original maturity exceeding one year.....	RCONG624	RCONG625	RCONG626				RCONG627	RCONG628	RCONG629	RCONS539	18.c.
	1,612,248	806,124	0				0	0	804,624	1,500	18.c.
19. Unconditionally cancelable commitments.....	RCONS540	RCONS541									19.
	16,800	0									19.
20. Over-the-counter derivatives.....		RCONS542	RCONS543			RCONS544	RCONS545	RCONS546	RCONS547	RCONS548	20.
		0	0			0	0	0	0	0	20.
21. Centrally cleared derivatives.....		RCONS549	RCONS550	RCONS551	RCONS552		RCONS554	RCONS555	RCONS556	RCONS557	21.
		0	0	0	0		0	0	0	0	21.
22. Unsettled transactions (failed trades).....	RCONH191		RCONH193				RCONH194	RCONH195	RCONH196	RCONH197	22.
	0		0				0	0	0	0	22.

Schedule RC-R Part II - Risk-Weighted Assets

	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Credit Equivalent Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
Dollar amounts in thousands						
16. Repo-style transactions.....				RCONH301	RCONH302	16.
				0	0	16.
17. All other off-balance sheet liabilities						17.
18. Unused commitments:						18.

	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Credit Equivalent Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
Dollar amounts in thousands						
a. Original maturity of one year or less, excluding asset-backed commercial paper (ABCP) conduits.....				RCONH303 0	RCONH304 0	18.a.
b. Original maturity of one year or less to ABCP conduits						18.b.
c. Original maturity exceeding one year.....				RCONH307 0	RCONH308 0	18.c.
19. Unconditionally cancelable commitments						19.
20. Over-the-counter derivatives.....				RCONH309 0	RCONH310 0	20.
21. Centrally cleared derivatives						21.
22. Unsettled transactions (failed trades).....	RCONH198 0	RCONH199 0	RCONH200 0			22.

Schedule RC-R Part II - Risk-Weighted Assets

	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
Dollar amounts in thousands									
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22).....	RCONG630 4,290,553	RCONS558 0	RCONS559 0	RCONS560 0	RCONG631 124,066	RCONG632 31,508	RCONG633 18,930,743	RCONS561 50,032	23.
24. Risk weight factor									24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24).....	RCONG634 0	RCONS569 0	RCONS570 0	RCONS571 0	RCONG635 24,813	RCONG636 15,754	RCONG637 18,930,743	RCONS572 75,048	25.

Schedule RC-R Part II - Risk-Weighted Assets

	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%
Dollar amounts in thousands							
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22).....		RCONS563	RCONS564	RCONS565	RCONS566	RCONS567	RCONS568
		0	0	0	0	0	0
24. Risk weight factor							
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24).....		RCONS574	RCONS575	RCONS576	RCONS577	RCONS578	RCONS579
		0	0	0	0	0	0

Schedule RC-R Part II - Risk-Weighted Assets

Dollar amounts in thousands

26. Risk-weighted assets base for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold.....	RCONS580	19,046,357	26.
27. Standardized market-risk weighted assets (applicable only to banks that are covered by the market risk capital rule).....	RCONS581	0	27.
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated risk transfer risk reserve.....	RCONB704	19,046,358	28.
29. LESS: Excess allowance for loan and lease losses.....	RCONA222	0	29.
30. LESS: Allocated transfer risk reserve.....	RCON3128	0	30.
31. Total risk-weighted assets (item 28 minus items 29 and 30).....	RCONG641	19,046,358	31.
1. Current credit exposure across all derivative contracts covered by the regulatory capital rules.....	RCONG642	0	M.1.

Schedule RC-R Part II - Risk-Weighted Assets

Dollar amounts in thousands

	(Column A) With a remaining maturity of One year or less	(Column B) With a remaining maturity of Over one year through five years	(Column C) With a remaining maturity of Over five years	
2. Notional principal amounts of over-the-counter derivative contracts:				M.2.
	RCONS582	RCONS583	RCONS584	
a. Interest rate.....	0	0	0	M.2.a.
	RCONS585	RCONS586	RCONS587	
b. Foreign exchange rate and gold.....	0	0	0	M.2.b.
	RCONS588	RCONS589	RCONS590	
c. Credit (investment grade reference asset).....	0	0	0	M.2.c.
	RCONS591	RCONS592	RCONS593	
d. Credit (non-investment grade reference asset).....	0	0	0	M.2.d.
	RCONS594	RCONS595	RCONS596	
e. Equity.....	0	0	0	M.2.e.
	RCONS597	RCONS598	RCONS599	
f. Precious metals (except gold).....	0	0	0	M.2.f.
	RCONS600	RCONS601	RCONS602	
g. Other.....	0	0	0	M.2.g.
3. Notional principal amounts of centrally cleared derivative contracts:				M.3.
	RCONS603	RCONS604	RCONS605	
a. Interest rate.....	0	0	0	M.3.a.
	RCONS606	RCONS607	RCONS608	
b. Foreign exchange rate and gold.....	0	0	0	M.3.b.
	RCONS609	RCONS610	RCONS611	
c. Credit (investment grade reference asset).....	0	0	0	M.3.c.
	RCONS612	RCONS613	RCONS614	
d. Credit (non-investment grade reference asset).....	0	0	0	M.3.d.
	RCONS615	RCONS616	RCONS617	
e. Equity.....	0	0	0	M.3.e.
	RCONS618	RCONS619	RCONS620	
f. Precious metals (except gold).....	0	0	0	M.3.f.

	(Column A) With a remaining maturity of One year or less	(Column B) With a remaining maturity of Over one year through five years	(Column C) With a remaining maturity of Over five years
Dollar amounts in thousands			
	RCONS621	RCONS622	RCONS623
g. Other.....	0	0	0

M.3.g.

Schedule RC-S - Servicing Securitization and Asset Sale Activities

	(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								
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements.....	RCONB705	RCONB706	RCONB707	RCONB708	RCONB709	RCONB710	RCONB711	1.
	0	0	0	0	0	0	0	
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:								2.
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5).....	RCONB712	RCONB713	RCONB714	RCONB715	RCONB716	RCONB717	RCONB718	2.a.
	0	0	0	0	0	0	0	
b. Subordinated securities and other residual interests.....	RCONC393	RCONC394	RCONC395	RCONC396	RCONC397	RCONC398	RCONC399	2.b.
	0	0	0	0	0	0	0	
c. Standby letters of credit and other enhancements.....	RCONC400	RCONC401	RCONC402	RCONC403	RCONC404	RCONC405	RCONC406	2.c.
	0	0	0	0	0	0	0	
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1.....	RCONB726	RCONB727	RCONB728	RCONB729	RCONB730	RCONB731	RCONB732	3.
	0	0	0	0	0	0	0	
4. Past due loan amounts included in item 1:								4.
a. 30-89 days past due.....	RCONB733	RCONB734	RCONB735	RCONB736	RCONB737	RCONB738	RCONB739	4.a.
	0	0	0	0	0	0	0	
b. 90 days or more past due.....	RCONB740	RCONB741	RCONB742	RCONB743	RCONB744	RCONB745	RCONB746	4.b.
	0	0	0	0	0	0	0	
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):								5.
a. Charge-offs.....	RIADB747	RIADB748	RIADB749	RIADB750	RIADB751	RIADB752	RIADB753	5.a.
	0	0	0	0	0	0	0	
b. Recoveries.....	RIADB754	RIADB755	RIADB756	RIADB757	RIADB758	RIADB759	RIADB760	5.b.
	0	0	0	0	0	0	0	
6. Amount of ownership (or seller's) interests carried as:								6.
a. Securities (included in Schedule RC-B or in Schedule RC, item 5).....		RCONB761	RCONB762			RCONB763		6.a.
		0	0			0		

Schedule RC-S - Servicing Securitization and Asset Sale Activities

Dollar amounts in thousands

1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			M.1.
a. Outstanding principal balance.....	RCONA249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date.....	RCONA250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):			M.2.
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	RCONB804	0	M.2.a.
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	RCONB805	0	M.2.b.
c. Other financial assets (includes home equity lines).....	RCONA591	1,143,320	M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans).....	RCONF699	0	M.2.d.
3. Asset-backed commercial paper conduits:			M.3.
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:			M.3.a.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RCONB806	0	M.3.a.1.
2. Conduits sponsored by other unrelated institutions.....	RCONB807	0	M.3.a.2.
b. Unused commitments to provide liquidity to conduit structures:			M.3.b.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RCONB808	0	M.3.b.1.
2. Conduits sponsored by other unrelated institutions.....	RCONB809	0	M.3.b.2.
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C.....	RCONC407	NR	M.4.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T.)....	RCONA345	No	1.
2. Does the institution exercise the fiduciary powers it has been granted?.....	RCONA346	No	2.
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.).....	RCONB867	No	3.

Schedule RC-T - Fiduciary and Related Services

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
Dollar amounts in thousands					
4. Personal trust and agency accounts.....	RCONB868	RCONB869	RCONB870	RCONB871	4.
	NR	NR	NR	NR	
5. Employee benefit and retirement-related trust and agency accounts:					5.
a. Employee benefit - defined contribution.....	RCONB872	RCONB873	RCONB874	RCONB875	5.a.
	NR	NR	NR	NR	
b. Employee benefit - defined benefit.....	RCONB876	RCONB877	RCONB878	RCONB879	5.b.
	NR	NR	NR	NR	
c. Other employee benefit and retirement-related accounts.....	RCONB880	RCONB881	RCONB882	RCONB883	5.c.
	NR	NR	NR	NR	
6. Corporate trust and agency accounts.....	RCONB884	RCONB885	RCONC001	RCONC002	6.
	NR	NR	NR	NR	
7. Investment management and investment advisory agency accounts.....	RCONB886	RCONJ253	RCONB888	RCONJ254	7.
	NR	NR	NR	NR	
8. Foundation and endowment trust and agency accounts.....	RCONJ255	RCONJ256	RCONJ257	RCONJ258	8.
	NR	NR	NR	NR	
9. Other fiduciary accounts.....	RCONB890	RCONB891	RCONB892	RCONB893	9.
	NR	NR	NR	NR	
10. Total fiduciary accounts (sum of items 4 through 9).....	RCONB894	RCONB895	RCONB896	RCONB897	10.
	NR	NR	NR	NR	
11. Custody and safekeeping accounts.....		RCONB898		RCONB899	11.
		NR		NR	
12. Not applicable					12.
13. Individual Retirement Accounts, Health Savings Accounts, and other similar accounts (included in items 5.c and 11).....	RCONJ259	RCONJ260	RCONJ261	RCONJ262	13.
	NR	NR	NR	NR	

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

14. Personal trust and agency accounts.....	RIADB904	NR	14.
15. Employee benefit and retirement-related trust and agency accounts:			15.
a. Employee benefit - defined contribution.....	RIADB905	NR	15.a.
b. Employee benefit - defined benefit.....	RIADB906	NR	15.b.
c. Other employee benefit and retirement-related accounts.....	RIADB907	NR	15.c.
16. Corporate trust and agency accounts.....	RIADA479	NR	16.
17. Investment management and investment advisory agency accounts.....	RIADJ315	NR	17.
18. Foundation and endowment trust and agency accounts.....	RIADJ316	NR	18.
19. Other fiduciary accounts.....	RIADA480	NR	19.
20. Custody and safekeeping accounts.....	RIADB909	NR	20.
21. Other fiduciary and related services income.....	RIADB910	NR	21.
22. Total gross fiduciary and related services income (sum of items 14 through 21) (must equal Schedule RI, item 5.a).....	RIAD4070	0	22.
23. Less: Expenses.....	RIADC058	NR	23.
24. Less: Net losses from fiduciary and related services.....	RIADA488	NR	24.
25. Plus: Intracompany income credits for fiduciary and related services.....	RIADB911	NR	25.
26. Net fiduciary and related services income.....	RIADA491	NR	26.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Personal Trust and Agency and Investment Management Agency Accounts	(Column B) Employee Benefit and Retirement-Related Trust and Agency Accounts	(Column C) All Other Accounts	
1. Managed assets held in fiduciary accounts:				M.1.
a. Noninterest-bearing deposits.....	RCONJ263	RCONJ264	RCONJ265	M.1.a.
b. Interest-bearing deposits.....	NR	NR	NR	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations.....	RCONJ266	RCONJ267	RCONJ268	M.1.c.
d. State, county, and municipal obligations.....	NR	NR	NR	M.1.d.
e. Money market mutual funds.....	RCONJ269	RCONJ270	RCONJ271	M.1.e.
f. Equity mutual funds.....	RCONJ272	RCONJ273	RCONJ274	M.1.f.
g. Other mutual funds.....	NR	NR	NR	M.1.g.
h. Common trust funds and collective investment funds.....	RCONJ275	RCONJ276	RCONJ277	M.1.h.
i. Other short-term obligations.....	NR	NR	NR	M.1.i.
j. Other notes and bonds.....	RCONJ278	RCONJ279	RCONJ280	M.1.j.
	RCONJ281	RCONJ282	RCONJ283	
	NR	NR	NR	
	RCONJ284	RCONJ285	RCONJ286	
	NR	NR	NR	
	RCONJ287	RCONJ288	RCONJ289	
	NR	NR	NR	
	RCONJ290	RCONJ291	RCONJ292	
	NR	NR	NR	

	(Column A) Personal Trust and Agency and Investment Management Agency Accounts	(Column B) Employee Benefit and Retirement-Related Trust and Agency Accounts	(Column C) All Other Accounts	
Dollar amounts in thousands				
k. Investments in unregistered funds and private equity investments.....	RCONJ293	RCONJ294	RCONJ295	
	NR	NR	NR	M.1.k.
	RCONJ296	RCONJ297	RCONJ298	
l. Other common and preferred stocks.....	NR	NR	NR	M.1.l.
	RCONJ299	RCONJ300	RCONJ301	
m. Real estate mortgages.....	NR	NR	NR	M.1.m.
	RCONJ302	RCONJ303	RCONJ304	
n. Real estate.....	NR	NR	NR	M.1.n.
	RCONJ305	RCONJ306	RCONJ307	
o. Miscellaneous assets.....	NR	NR	NR	M.1.o.
p. Total managed assets held in fiduciary accounts (for each column, sum of Memorandum items 1.a through 1.o).....	NR	NR	NR	M.1.p.

Schedule RC-T - Fiduciary and Related Services

	(Column A) Managed Assets		(Column B) Number of Managed Accounts		
Dollar amounts in thousands					
q. Investments of managed fiduciary accounts in advised or sponsored mutual funds.....	RCONJ311	NR	RCONJ312	NR	M.1.q.

Schedule RC-T - Fiduciary and Related Services

	(Column A) Number of Issues	(Column B) Principal Amount Outstanding			
Dollar amounts in thousands					
2. Corporate trust and agency accounts:			M.2.		
a. Corporate and municipal trusteeships.....	RCONB927	NR	RCONB928	NR	M.2.a.
1. Issues reported in Memorandum item 2.a that are in default....	RCONJ313	NR	RCONJ314	NR	M2a.1.
b. Transfer agent, registrar, paying agent, and other corporate agency.....	RCONB929	NR			M.2.b.

Schedule RC-T - Fiduciary and Related Services

	(Column A) Number of Funds	(Column B) Market Value of Fund Assets			
Dollar amounts in thousands					
3. Collective investment funds and common trust funds:			M.3.		
a. Domestic equity.....	RCONB931	NR	RCONB932	NR	M.3.a.
b. International/Global equity.....	RCONB933	NR	RCONB934	NR	M.3.b.
c. Stock/Bond blend.....	RCONB935	NR	RCONB936	NR	M.3.c.
d. Taxable bond.....	RCONB937	NR	RCONB938	NR	M.3.d.
e. Municipal bond.....	RCONB939	NR	RCONB940	NR	M.3.e.
f. Short term investments/Money market.....	RCONB941	NR	RCONB942	NR	M.3.f.
g. Specialty/Other.....	RCONB943	NR	RCONB944	NR	M.3.g.
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g).....	RCONB945	NR	RCONB946	NR	M.3.h.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands		(Column A) Gross Losses Managed Accounts	(Column B) Gross Losses Non-Managed Accounts	(Column C) Recoveries
4. Fiduciary settlements, surcharges, and other losses:				
		RIADB947	RIADB948	RIADB949
a. Personal trust and agency accounts.....		NR	NR	NR
b. Employee benefit and retirement-related trust and agency accounts.....		NR	NR	NR
c. Investment management agency accounts.....		NR	NR	NR
d. Other fiduciary accounts and related services.....		NR	NR	NR
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 24).....		NR	NR	NR

Schedule RC-V - Variable Interest Entities

Dollar amounts in thousands		(Column A) Securitization Vehicles	(Column B) ABCP Conduits	(Column C) Other VIEs
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of the consolidated VIEs:				
		RCONJ981	RCONJ982	RCONJ983
a. Cash and balances due from depository institutions.....		0	0	0
b. Held-to-maturity securities.....		0	0	0
c. Available-for-sale securities.....		0	0	0
d. Securities purchased under agreements to resell.....		0	0	0
e. Loans and leases held for sale.....		0	0	0
f. Loans and leases, net of unearned income.....		0	0	0
g. Less: Allowance for loan and lease losses.....		0	0	0
h. Trading assets (other than derivatives).....		0	0	0
i. Derivative trading assets.....		0	0	0
j. Other real estate owned.....		0	0	0
k. Other assets.....		0	0	0
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank:				
		RCONK015	RCONK016	RCONK017
a. Securities sold under agreements to repurchase.....		0	0	0

Dollar amounts in thousands		(Column A) Securitization Vehicles	(Column B) ABCP Conduits	(Column C) Other VIEs	
		RCONK018	RCONK019	RCONK020	
b. Derivative trading liabilities.....	0	0	0	0	2.b.
		RCONK021	RCONK022	RCONK023	
c. Commercial paper.....	0	0	0	0	2.c.
		RCONK024	RCONK025	RCONK026	
d. Other borrowed money (exclude commercial paper).....	0	0	0	0	2.d.
		RCONK027	RCONK028	RCONK029	
e. Other liabilities.....	0	0	0	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a. through 1.k above).....	0	0	0	0	3.
		RCONK030	RCONK031	RCONK032	
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above).....	0	0	0	0	4.
		RCONK033	RCONK034	RCONK035	

General Instructions

Dollar amounts in thousands				
1. Who Must Report on What Forms				1.
a. Close of Business				1.a.
b. Frequency of Reporting				1.b.
c. Differences in Detail of Reports				1.c.
d. Shifts in Reporting Status				1.d.
2. Organization of the Instruction Books				2.
3. Preparation of the Reports				3.
4. Signatures				4.
a. Officer Declaration				4.a.
b. Director Attestation				4.b.
5. Submission of the Reports				5.
a. Submission Date				5.a.
b. Amended Reports				5.b.
6. Retention of Reports				6.
7. Scope of the "Consolidated Bank" Required to be Reported in the Submitted Reports				7.
a. Exclusions from the Coverage of the Consolidated Report				7.a.
8. Rules of Consolidation				8.
9. Reporting by Type of Office (For banks with foreign offices)				9.
10. Publication Requirements for the Report of Condition				10.
11. Release of Individual Bank Reports				11.
12. Applicability of Generally Accepted Accounting Principles to Regulatory Reporting Requirements				12.
13. Accrual Basis Reporting				13.
14. Miscellaneous General Instructions				14.
a. Rounding				14.a.
b. Negative Entries				14.b.
c. Verification				14.c.
d. Transactions Occurring Near the End of a Reporting Period				14.d.
15. Separate Branch Reports				15.

Glossary

Dollar amounts in thousands

1. Glossary			1.
2. Acceptances			2.
3. Accounting Changes			3.
4. Accounting Errors, Corrections of			4.
5. Accounting Estimates, Changes in			5.
6. Accounting Principles, Changes in			6.
7. Accrued Interest Receivable Related to Credit Card Securitizations			7.
8. Acquisition, Development, or Construction (ADC) Arrangements			8.
9. Agreement Corporation			9.
10. Allowance for Loan and Lease Losses			10.
11. Applicable Income Taxes			11.
12. Associated Company			12.
13. ATS Account			13.
14. Bankers Acceptances			14.
a. Bank-Owned Life Insurance			14.a.
15. Banks, U.S. and Foreign			15.
16. Banks in Foreign Countries			16.
17. Bill-of-Lading Draft			17.
18. Borrowings and Deposits in Foreign Offices			18.
19. Brokered Deposits			19.
20. Broker's Security Draft			20.
21. Business Combinations			21.
22. Call Option			22.
a. Capital Contributions of Cash and Notes Receivable			22.a.
23. Capitalization of Interest Costs			23.
24. Carrybacks and Carryforwards			24.
25. Cash Management Arrangements			25.
26. Certificate of Deposit			26.
27. Changes in Accounting Estimates			27.
28. Changes in Accounting Principles			28.
29. Clearing Accounts			29.
30. Commercial Banks in the U.S.			30.
31. Commercial Letter of Credit			31.
32. Commercial Paper			32.
33. Commodity or Bill-of-Lading Draft			33.
34. Common Stock of Unconsolidated Subsidiaries, Investments in			34.
35. Continuing Contract			35.
36. Corporate Joint Venture			36.
37. Corrections of Accounting Errors			37.
38. Coupon Stripping, Treasury Receipts, and STRIPS			38.
39. Custody Account			39.
40. Dealer Reserve Account			40.
a. Deferred Compensation Agreements			40.a.
41. Deferred Income Taxes			41.
a. Defined Benefit Postretirement Plans			41.a.
42. Demand Deposits			42.
43. Depository Institutions in the U.S.			43.
44. Deposits			44.
45. Derivative Contracts			45.

Dollar amounts in thousands

a. Discounts			45.a.
46. Dividends			46.
47. Domestic Office			47.
48. Domicile			48.
49. Due Bills			49.
50. Edge and Agreement Corporation			50.
a. Equity-Indexed Certificates of Deposit			50.a.
51. Equity Method of Accounting			51.
52. Extinguishments of Liabilities			52.
53. Extraordinary Items			53.
54. Fails			54.
a. Fair Value			54.a.
55. Federal Funds Transactions			55.
56. Federally-Sponsored Lending Agency			56.
57. Fees, Loan			57.
58. Foreclosed Assets			58.
59. Foreign Banks			59.
60. Foreign Currency Transactions and Translation			60.
61. Foreign Debt Exchange Transactions			61.
62. Foreign Governments and Official Institutions			62.
63. Foreign Office			63.
64. Forward Contracts			64.
65. Functional Currency			65.
66. Futures Contracts			66.
67. Goodwill			67.
68. Hypothecated Deposit			68.
69. IBF			69.
70. Income Taxes			70.
71. Intangible Assets			71.
72. Interest-Bearing Account			72.
73. Interest Capitalization			73.
74. Interest Rate Swaps			74.
75. Internal-Use Computer Software			75.
76. International Banking Facility (IBF)			76.
77. Interoffice Accounts			77.
78. Investments in Common Stock of Unconsolidated Subsidiaries			78.
79. Joint Venture			79.
80. Lease Accounting			80.
81. Letter of Credit			81.
82. Limited-Life Preferred Stock			82.
83. Loan			83.
84. Loan Fees			84.
85. Loan Impairment			85.
86. Loan Secured by Real Estate			86.
87. Loss Contingencies			87.
88. Majority-Owned Subsidiary			88.
89. Mandatory Convertible Debt			89.
91. Mergers			91.
92. Money Market Deposit Account (MMDA)			92.
93. Nonaccrual Status			93.
94. Noninterest-Bearing Account			94.

Dollar amounts in thousands

95. Nontransaction Account		95.
96. NOW Account		96.
97. Offsetting		97.
98. One-Day Transaction		98.
99. Option		99.
100. Organization Costs		100.
101. Other Depository Institutions in the U.S.		101.
102. Other Real Estate Owned		102.
103. Overdraft		103.
104. Participations		104.
105. Participations in Acceptances		105.
106. Participations in Pools of Securities		106.
107. Pass-through Reserve Balances		107.
108. Perpetual Preferred Stock		108.
109. Placements and Takings		109.
110. Pooling of Interests		110.
111. Preauthorized Transfer Account		111.
112. Preferred Stock		112.
113. Premiums and Discounts		113.
114. Purchase Acquisition		114.
a. Purchased Impaired Loans and Debt Securities		114.a.
115. Put Option		115.
116. Real Estate ADC Arrangements		116.
117. Real Estate, Loan Secured By		117.
118. Reciprocal Balances		118.
119. Renegotiated Troubled Debt		119.
120. Reorganizations		120.
121. Repurchase/Resale Agreements		121.
122. Reserve Balances, Pass-through		122.
123. Retail Sweep Arrangements		123.
124. Sales of Assets for Risk-Based Capital Purposes		124.
125. Savings Deposits		125.
126. Securities Activities		126.
127. Securities Borrowing/Lending Transactions		127.
128. Securities, Participations in Pools of		128.
129. Servicing Assets and Liabilities		129.
130. Settlement Date Accounting		130.
131. Shell Branches		131.
132. Short Position		132.
133. Significant Subsidiary		133.
134. Standby Letter of Credit		134.
135. Start-Up Activities		135.
136. STRIPS		136.
137. Subordinated Notes and Debentures		137.
138. Subsidiaries		138.
139. Suspense Accounts		139.
140. Syndications		140.
141. Telephone Transfer Account		141.
142. Term Federal Funds		142.
143. Time Deposits		143.
144. Trade Date and Settlement Date Accounting		144.

Dollar amounts in thousands

145. Trading Account			145.
146. Transction Account			146.
147. Transfers of Financial Assets			147.
148. Traveler's Letter of Credit			148.
149. Treasury Receipts			149.
150. Treasury Stock			150.
151. Troubled Debt Restructurings			151.
152. Trust Preferred Securities			152.
153. U.S. Banks			153.
154. U.S. Territories and Possessions			154.
155. Valuation Allowance			155.
156. When-Issued Securities Transactions			156.

PUBLIC EXHIBIT 3

Approval of The Goldman Sachs Group, Inc. as Sole Shareholder of Goldman Sachs Bank USA

THE GOLDMAN SACHS GROUP, INC.

***Waiver of Notice and Consent
of the Sole Shareholder of
Goldman Sachs Bank USA In Lieu of a Meeting***

The Goldman Sachs Group, Inc., a Delaware corporation ("GSGI"), being the sole shareholder of Goldman Sachs Bank USA, a New York state-chartered bank (the "Bank"), does hereby waive the requirement of notice of the shareholder meeting called to consider the following: the acquisition by purchase and assumption of certain assets and certain deposit liabilities (the "Purchase and Assumption") of GE Capital Bank, a Utah state-chartered industrial bank (the "Seller"); and

WHEREAS, the Board of Directors of the Bank (the "Board of Directors") has determined that the Purchase and Assumption is advisable and in the best interest of the Bank and, at a meeting of the Board of Directors on June 23, 2015, adopted resolutions authorizing and approving the Purchase and Assumption and recommended that the Purchase and Assumption be submitted to the sole shareholder of the Bank for approval; and

NOW, THEREFORE, BE IT RESOLVED that the Purchase and Assumption by the Bank of certain of the Seller's assets and deposit liabilities be, and it hereby is, approved on substantially the same terms and conditions as presented to the Board of Directors for consideration at its meeting, with such amendments, additions, changes and deletions thereto that an Authorized Person (as defined in the Resolutions of the Board of Directors from its meeting) considers necessary, desirable or appropriate in approving the final terms and conditions, such necessity, desirability or appropriateness to be evidenced conclusively by execution or delivery thereof; and

FURTHER RESOLVED, that all actions heretofore taken by any director, officer or counsel of the Bank in connection with any matter referred to in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

Date: June 24, 2015

THE GOLDMAN SACHS GROUP, INC.

By: _____

Gregory K. Palm
Title: Executive Vice President,
General Counsel and Secretary

PUBLIC EXHIBIT 4

Competition Supplement

Salt Lake City, UT - FRB Banking Market
DEPOSIT BASED HHI
FRB Initial Screen *

Ownership info as of 8/19/2015

Pre Merger Rank	Post Merger Rank	Institution	Type	Pre-Merger					Post-Merger					
				Branch Count	Total Deposits in Market (\$000)	Weight	Weighted Deposits in Market (\$000)	Weighted Market Share (%)	Deposit HHI	Branch Count	Total Deposits in Market (\$000)	Weighted Deposits in Market (\$000)	Weighted Market Share (%)	Deposit HHI
BUYER														
2		Goldman Sachs Group Inc.	Bank	1	64,629,000	100	64,629,000	16.02	256.67					
TARGET														
7		GE Capital Bank	Bank	1	14,722,753	100	14,722,753	3.65	13.32					
RESULTING INSTITUTION														
	2	Goldman Sachs Group Inc.	Bank							1	79,351,753	79,351,753	19.67	386.93
OTHER INSTITUTIONS (Pro Forma **)														
1	1	Morgan Stanley	Bank	1	96,362,000	100	96,362,000	23.89	570.61	1	96,362,000	96,362,000	23.89	570.61
3	3	Ally Financial Inc.	Bank	1	56,298,644	100	56,298,644	13.96	194.77	1	56,298,644	56,298,644	13.96	194.77
4	4	American Express Co.	Bank	2	41,572,141	100	41,572,141	10.31	106.20	2	41,572,141	41,572,141	10.31	106.20
5	5	UBS Group AG	Bank	1	40,508,678	100	40,508,678	10.04	100.84	1	40,508,678	40,508,678	10.04	100.84
6	6	Synchrony Bank	Thrift (c.a.)	1	30,556,740	50	15,278,370	3.79	14.34	1	30,556,740	15,278,370	3.79	14.34
8	7	CIT Group Inc.	Bank	1	13,867,492	100	13,867,492	3.44	11.82	1	13,867,492	13,867,492	3.44	11.82
9	8	JPMorgan Chase & Co.	Bank	35	11,729,225	100	11,729,225	2.91	8.45	35	11,729,225	11,729,225	2.91	8.45
10	9	Zions Bancorp.	Bank	45	9,659,550	100	9,659,550	2.39	5.73	45	9,659,550	9,659,550	2.39	5.73
11	10	Sallie Mae Bank	Bank	1	9,546,014	100	9,546,014	2.37	5.60	1	9,546,014	9,546,014	2.37	5.60
12	11	Wells Fargo & Co.	Bank	48	7,676,308	100	7,676,308	1.90	3.62	48	7,676,308	7,676,308	1.90	3.62
13	12	BMW of North America LLC	Bank	1	6,321,177	100	6,321,177	1.57	2.46	1	6,321,177	6,321,177	1.57	2.46
14	13	KeyCorp	Bank	23	2,477,999	100	2,477,999	0.61	0.38	23	2,477,999	2,477,999	0.61	0.38
15	14	UnitedHealth Group Inc.	Bank	1	2,447,967	100	2,447,967	0.61	0.37	1	2,447,967	2,447,967	0.61	0.37
16	15	WEX Bank	Bank	1	1,593,559	100	1,593,559	0.40	0.16	1	1,593,559	1,593,559	0.40	0.16
17	16	U.S. Bancorp	Bank	43	1,495,963	100	1,495,963	0.37	0.14	43	1,495,963	1,495,963	0.37	0.14
18	17	Comenity Capital Bank	Bank	1	1,237,641	100	1,237,641	0.31	0.09	1	1,237,641	1,237,641	0.31	0.09
19	18	CardWorks Inc.	Thrift	1	1,575,061	50	787,531	0.20	0.04	1	1,575,061	787,531	0.20	0.04
20	19	Medallion Bank	Bank	1	775,853	100	775,853	0.19	0.04	1	775,853	775,853	0.19	0.04
21	20	EnerBank USA	Bank	1	731,643	100	731,643	0.18	0.03	1	731,643	731,643	0.18	0.03
22	21	Pitney Bowes Bank Inc.	Bank	1	616,300	100	616,300	0.15	0.02	1	616,300	616,300	0.15	0.02
23	22	Marlin Business Services Corp.	Bank	1	532,290	100	532,290	0.13	0.02	1	532,290	532,290	0.13	0.02
24	23	Republic Bank	Bank	1	314,764	100	314,764	0.08	0.01	1	314,764	314,764	0.08	0.01
25	24	First Utah Bancorp.	Bank	7	264,890	100	264,890	0.07	0.00	7	264,890	264,890	0.07	0.00
26	25	Celtic Bank	Bank	1	240,868	100	240,868	0.06	0.00	1	240,868	240,868	0.06	0.00
27	26	Washington Federal Inc.	Bank	7	224,873	100	224,873	0.06	0.00	7	224,873	224,873	0.06	0.00
28	27	BOU Bancorp Inc.	Bank	3	175,473	100	175,473	0.04	0.00	3	175,473	175,473	0.04	0.00
29	28	NHB Holdings Inc.	Bank	1	159,709	100	159,709	0.04	0.00	1	159,709	159,709	0.04	0.00
30	29	Brighton Bancorp	Bank	4	156,024	100	156,024	0.04	0.00	4	156,024	156,024	0.04	0.00
31	30	BNP Paribas SA	Bank	4	149,759	100	149,759	0.04	0.00	4	149,759	149,759	0.04	0.00
32	31	Continental BanCorp.	Bank	1	138,334	100	138,334	0.03	0.00	1	138,334	138,334	0.03	0.00
33	32	WebBank	Bank	1	136,964	100	136,964	0.03	0.00	1	136,964	136,964	0.03	0.00
34	33	People's Utah Bancorp	Bank	4	131,144	100	131,144	0.03	0.00	4	131,144	131,144	0.03	0.00
35	34	Prime Alliance Bank	Bank	1	124,322	100	124,322	0.03	0.00	1	124,322	124,322	0.03	0.00
36	35	Home Credit Corp.	Bank	2	89,391	100	89,391	0.02	0.00	2	89,391	89,391	0.02	0.00
37	36	FNB Bancorp	Bank	3	67,402	100	67,402	0.02	0.00	3	67,402	67,402	0.02	0.00
38	37	Holladay Bank & Trust	Bank	1	43,955	100	43,955	0.01	0.00	1	43,955	43,955	0.01	0.00
39	38	Banner Corp.	Bank	3	39,854	100	39,854	0.01	0.00	3	39,854	39,854	0.01	0.00

Salt Lake City, UT - FRB Banking Market
DEPOSIT BASED HHI
FRB Initial Screen *

Ownership info as of 8/19/2015

Pre Merger Rank	Post Merger Rank	Institution	Type	Pre-Merger						Post-Merger				
				Branch Count	Total Deposits in Market (\$000)	Weight	Weighted Deposits in Market (\$000)	Weighted Market Share (%)	Deposit HHI	Branch Count	Total Deposits in Market (\$000)	Weighted Deposits in Market (\$000)	Weighted Market Share (%)	Deposit HHI
40	39	Target Bank	Bank	1	32,734	100	32,734	0.01	0.00	1	32,734	32,734	0.01	0.00
41	40	All West Bancorp	Bank	1	27,233	100	27,233	0.01	0.00	1	27,233	27,233	0.01	0.00
42	41	Liberty Bank	Bank	1	8,465	100	8,465	0.00	0.00	1	8,465	8,465	0.00	0.00
43	42	First American Financial Corp.	Thrift	1	12,663	50	6,332	0.00	0.00	1	12,663	6,332	0.00	0.00
44	43	First Electronic Bank	Bank	1	656	100	656	0.00	0.00	1	656	656	0.00	0.00
45	44	Franklin Resources Inc.	Bank	1	504	100	504	0.00	0.00	1	504	504	0.00	0.00
46	45	America First Federal Credit Union	CU	40	0	0	0	0.00	0.00	40	0	0	0.00	0.00
47	46	American United Family of Credit Unions Federal	CU	9	145,147	0	0	0.00	0.00	9	145,147	0	0.00	0.00
48	47	Associated Federal Employees FCU	CU	2	27,335	0	0	0.00	0.00	2	27,335	0	0.00	0.00
49	48	Bailey Inc. Employees Credit Union	CU	1	868	0	0	0.00	0.00	1	868	0	0.00	0.00
50	49	Beckstrand & Associates Credit Union	CU	1	91	0	0	0.00	0.00	1	91	0	0.00	0.00
51	50	Chartway Federal Credit Union	CU	11	0	0	0	0.00	0.00	11	0	0	0.00	0.00
52	51	Chevron Federal Credit Union	CU	2	0	0	0	0.00	0.00	2	0	0	0.00	0.00
53	52	Cyprus Federal Credit Union	CU	15	600,305	0	0	0.00	0.00	15	600,305	0	0.00	0.00
54	53	Delta Community Credit Union	CU	1	0	0	0	0.00	0.00	1	0	0	0.00	0.00
55	54	Deseret First Federal Credit Union	CU	7	431,815	0	0	0.00	0.00	7	431,815	0	0.00	0.00
56	55	Firefighters Credit Union	CU	1	28,747	0	0	0.00	0.00	1	28,747	0	0.00	0.00
57	56	Gibbons & Reed Employees FCU	CU	1	4,815	0	0	0.00	0.00	1	4,815	0	0.00	0.00
58	57	Goldenwest Federal Credit Union	CU	6	0	0	0	0.00	0.00	6	0	0	0.00	0.00
59	58	Granite Federal Credit Union	CU	8	309,920	0	0	0.00	0.00	8	309,920	0	0.00	0.00
60	59	Granite Furniture Employees FCU	CU	1	434	0	0	0.00	0.00	1	434	0	0.00	0.00
61	60	Grantsville Federal Credit Union	CU	1	4,334	0	0	0.00	0.00	1	4,334	0	0.00	0.00
62	61	Health Care Credit Union	CU	8	62,567	0	0	0.00	0.00	8	62,567	0	0.00	0.00
63	62	Hercules Credit Union	CU	1	53,366	0	0	0.00	0.00	1	53,366	0	0.00	0.00
64	63	Hi-Land Credit Union	CU	1	35,020	0	0	0.00	0.00	1	35,020	0	0.00	0.00
65	64	HollyFrontier Employee's Credit Union	CU	1	5,247	0	0	0.00	0.00	1	5,247	0	0.00	0.00
66	65	Horizon Utah Federal Credit Union	CU	3	104,549	0	0	0.00	0.00	3	104,549	0	0.00	0.00
67	66	Jordan Federal Credit Union	CU	7	208,855	0	0	0.00	0.00	7	208,855	0	0.00	0.00
68	67	LU 354 IBEW Federal Credit Union	CU	3	17,471	0	0	0.00	0.00	3	17,471	0	0.00	0.00
69	68	Meadow Gold Employees Credit Union	CU	1	3,847	0	0	0.00	0.00	1	3,847	0	0.00	0.00
70	69	MidValley Federal Credit Union	CU	1	4,204	0	0	0.00	0.00	1	4,204	0	0.00	0.00
71	70	Mountain America Federal Credit Union	CU	34	3,500,682	0	0	0.00	0.00	34	3,500,682	0	0.00	0.00
72	71	National J.A.C.L. Credit Union	CU	1	27,919	0	0	0.00	0.00	1	27,919	0	0.00	0.00
73	72	Operating Engineers Local Union #3 Federal Cred	CU	1	0	0	0	0.00	0.00	1	0	0	0.00	0.00
74	73	P & S Credit Union	CU	1	13,366	0	0	0.00	0.00	1	13,366	0	0.00	0.00
75	74	Security Service Federal Credit Union	CU	7	0	0	0	0.00	0.00	7	0	0	0.00	0.00
76	75	Tanner Employees Credit Union	CU	1	5,039	0	0	0.00	0.00	1	5,039	0	0.00	0.00
77	76	Teamsters Local #222 Federal Credit Union	CU	1	2,350	0	0	0.00	0.00	1	2,350	0	0.00	0.00
78	77	Transwest Credit Union	CU	5	107,775	0	0	0.00	0.00	5	107,775	0	0.00	0.00
79	78	UCB Credit Union	CU	1	1,120	0	0	0.00	0.00	1	1,120	0	0.00	0.00
80	79	University First Federal Credit Union	CU	17	611,089	0	0	0.00	0.00	17	611,089	0	0.00	0.00
81	80	Utah Federal Credit Union	CU	1	15,298	0	0	0.00	0.00	1	15,298	0	0.00	0.00
82	81	Utah First Federal Credit Union	CU	6	226,008	0	0	0.00	0.00	6	226,008	0	0.00	0.00
83	82	Utah Power Credit Union	CU	2	454,720	0	0	0.00	0.00	2	454,720	0	0.00	0.00
84	83	Utah Prison Employees Credit Union	CU	1	3,599	0	0	0.00	0.00	1	3,599	0	0.00	0.00
85	84	Varian Federal Credit Union	CU	1	11,350	0	0	0.00	0.00	1	11,350	0	0.00	0.00
86	85	Western Federal Credit Union	CU	1	0	0	0	0.00	0.00	1	0	0	0.00	0.00

Salt Lake City, UT - FRB Banking Market
DEPOSIT BASED HHI
FRB Initial Screen *

Ownership info as of 8/19/2015

Pre Merger Rank	Post Merger Rank	Institution	Type	Pre-Merger			Post-Merger						
				Branch Count	Total Deposits in Market (\$000)	Weighted Deposits in Market (\$000) Weight	Weighted Market Share (%)	Branch Count	Total Deposits in Market (\$000)	Weighted Deposits in Market (\$000)	Weighted Market Share (%)	Deposit HHI	
TOTALS:				477	426,503,231	403,401,747	100.00	1,295.74	476	426,503,231	403,401,747	100.00	1,412.68

PRE-MERGER HHI: 1,296
 POST-MERGER HHI: 1,413
 HHI CHANGE: 117

Footnotes:

- * FRB Initial Screen: Banks at 100%, Thrifts at 50%, Credit Unions at 0%
- ** Pro Forma Ownership assumes that announced transactions have been completec

Salt Lake City, UT - FRB Banking Market
DEPOSIT BASED HHI
DOJ Initial Screen *

Ownership info as of 8/19/2015

Pre Merger Rank	Post Merger Rank	Institution	Type	Pre-Merger					Post-Merger					
				Branch Count	Total Deposits in Market (\$000)	Weight	Weighted Deposits in Market (\$000)	Weighted Market Share (%)	Deposit HHI	Branch Count	Total Deposits in Market (\$000)	Weighted Deposits in Market (\$000)	Weighted Market Share (%)	Deposit HHI
BUYER														
2		Goldman Sachs Group Inc.	Bank	1	64,629,000	100	64,629,000	16.69						
TARGET														
6		GE Capital Bank	Bank	1	14,722,753	100	14,722,753	3.80						
RESULTING INSTITUTION														
	2	Goldman Sachs Group Inc.	Bank							1	79,351,753	79,351,753	20.49	419.71
OTHER INSTITUTIONS (Pro Forma **)														
1	1	Morgan Stanley	Bank	1	96,362,000	100	96,362,000	24.88	618.94	1	96,362,000	96,362,000	24.88	618.94
3	3	Ally Financial Inc.	Bank	1	56,298,644	100	56,298,644	14.54	211.27	1	56,298,644	56,298,644	14.54	211.27
4	4	American Express Co.	Bank	2	41,572,141	100	41,572,141	10.73	115.20	2	41,572,141	41,572,141	10.73	115.20
5	5	UBS Group AG	Bank	1	40,508,678	100	40,508,678	10.46	109.38	1	40,508,678	40,508,678	10.46	109.38
7	6	CIT Group Inc.	Bank	1	13,867,492	100	13,867,492	3.58	12.82	1	13,867,492	13,867,492	3.58	12.82
8	7	JPMorgan Chase & Co.	Bank	35	11,729,225	100	11,729,225	3.03	9.17	35	11,729,225	11,729,225	3.03	9.17
9	8	Zions Bancorp.	Bank	45	9,659,550	100	9,659,550	2.49	6.22	45	9,659,550	9,659,550	2.49	6.22
10	9	Sallie Mae Bank	Bank	1	9,546,014	100	9,546,014	2.46	6.07	1	9,546,014	9,546,014	2.46	6.07
11	10	Wells Fargo & Co.	Bank	48	7,676,308	100	7,676,308	1.98	3.93	48	7,676,308	7,676,308	1.98	3.93
12	11	BMW of North America LLC	Bank	1	6,321,177	100	6,321,177	1.63	2.66	1	6,321,177	6,321,177	1.63	2.66
13	12	KeyCorp	Bank	23	2,477,999	100	2,477,999	0.64	0.41	23	2,477,999	2,477,999	0.64	0.41
14	13	UnitedHealth Group Inc.	Bank	1	2,447,967	100	2,447,967	0.63	0.40	1	2,447,967	2,447,967	0.63	0.40
15	14	WEX Bank	Bank	1	1,593,559	100	1,593,559	0.41	0.17	1	1,593,559	1,593,559	0.41	0.17
16	15	U.S. Bancorp	Bank	43	1,495,963	100	1,495,963	0.39	0.15	43	1,495,963	1,495,963	0.39	0.15
17	16	Comenity Capital Bank	Bank	1	1,237,641	100	1,237,641	0.32	0.10	1	1,237,641	1,237,641	0.32	0.10
18	17	Medallion Bank	Bank	1	775,853	100	775,853	0.20	0.04	1	775,853	775,853	0.20	0.04
19	18	EnerBank USA	Bank	1	731,643	100	731,643	0.19	0.04	1	731,643	731,643	0.19	0.04
20	19	Pitney Bowes Bank Inc.	Bank	1	616,300	100	616,300	0.16	0.03	1	616,300	616,300	0.16	0.03
21	20	Marlin Business Services Corp.	Bank	1	532,290	100	532,290	0.14	0.02	1	532,290	532,290	0.14	0.02
22	21	Republic Bank	Bank	1	314,764	100	314,764	0.08	0.01	1	314,764	314,764	0.08	0.01
23	22	First Utah Bancorp.	Bank	7	264,890	100	264,890	0.07	0.00	7	264,890	264,890	0.07	0.00
24	23	Celtic Bank	Bank	1	240,868	100	240,868	0.06	0.00	1	240,868	240,868	0.06	0.00
25	24	Washington Federal Inc.	Bank	7	224,873	100	224,873	0.06	0.00	7	224,873	224,873	0.06	0.00
26	25	BOU Bancorp Inc.	Bank	3	175,473	100	175,473	0.05	0.00	3	175,473	175,473	0.05	0.00
27	26	NHB Holdings Inc.	Bank	1	159,709	100	159,709	0.04	0.00	1	159,709	159,709	0.04	0.00
28	27	Brighton Bancorp	Bank	4	156,024	100	156,024	0.04	0.00	4	156,024	156,024	0.04	0.00
29	28	BNP Paribas SA	Bank	4	149,759	100	149,759	0.04	0.00	4	149,759	149,759	0.04	0.00
30	29	Continental BanCorp.	Bank	1	138,334	100	138,334	0.04	0.00	1	138,334	138,334	0.04	0.00
31	30	WebBank	Bank	1	136,964	100	136,964	0.04	0.00	1	136,964	136,964	0.04	0.00
32	31	People's Utah Bancorp	Bank	4	131,144	100	131,144	0.03	0.00	4	131,144	131,144	0.03	0.00
33	32	Prime Alliance Bank	Bank	1	124,322	100	124,322	0.03	0.00	1	124,322	124,322	0.03	0.00
34	33	Home Credit Corp.	Bank	2	89,391	100	89,391	0.02	0.00	2	89,391	89,391	0.02	0.00
35	34	FNB Bancorp	Bank	3	67,402	100	67,402	0.02	0.00	3	67,402	67,402	0.02	0.00
36	35	Holladay Bank & Trust	Bank	1	43,955	100	43,955	0.01	0.00	1	43,955	43,955	0.01	0.00
37	36	Banner Corp.	Bank	3	39,854	100	39,854	0.01	0.00	3	39,854	39,854	0.01	0.00
38	37	Target Bank	Bank	1	32,734	100	32,734	0.01	0.00	1	32,734	32,734	0.01	0.00
39	38	All West Bancorp	Bank	1	27,233	100	27,233	0.01	0.00	1	27,233	27,233	0.01	0.00

Salt Lake City, UT - FRB Banking Market
DEPOSIT BASED HHI
DOJ Initial Screen *

Ownership info as of 8/19/2015

Pre Merger Rank	Post Merger Rank	Institution	Type	Pre-Merger						Post-Merger				
				Branch Count	Total Deposits in Market (\$000)	Weight	Weighted Deposits in Market (\$000)	Weighted Market Share (%)	Deposit HHI	Branch Count	Total Deposits in Market (\$000)	Weighted Deposits in Market (\$000)	Weighted Market Share (%)	Deposit HHI
40	39	Liberty Bank	Bank	1	8,465	100	8,465	0.00	0.00	1	8,465	8,465	0.00	0.00
41	40	First Electronic Bank	Bank	1	656	100	656	0.00	0.00	1	656	656	0.00	0.00
42	41	Franklin Resources Inc.	Bank	1	504	100	504	0.00	0.00	1	504	504	0.00	0.00
43	42	America First Federal Credit Union	CU	40	0	0	0	0.00	0.00	40	0	0	0.00	0.00
44	43	American United Family of Credit Unions Federal	CU	9	145,147	0	0	0.00	0.00	9	145,147	0	0.00	0.00
45	44	Associated Federal Employees FCU	CU	2	27,335	0	0	0.00	0.00	2	27,335	0	0.00	0.00
46	45	Bailey Inc. Employees Credit Union	CU	1	868	0	0	0.00	0.00	1	868	0	0.00	0.00
47	46	Beckstrand & Associates Credit Union	CU	1	91	0	0	0.00	0.00	1	91	0	0.00	0.00
48	47	Chartway Federal Credit Union	CU	11	0	0	0	0.00	0.00	11	0	0	0.00	0.00
49	48	Chevron Federal Credit Union	CU	2	0	0	0	0.00	0.00	2	0	0	0.00	0.00
50	49	Cyprus Federal Credit Union	CU	15	600,305	0	0	0.00	0.00	15	600,305	0	0.00	0.00
51	50	Delta Community Credit Union	CU	1	0	0	0	0.00	0.00	1	0	0	0.00	0.00
52	51	Deseret First Federal Credit Union	CU	7	431,815	0	0	0.00	0.00	7	431,815	0	0.00	0.00
53	52	Firefighters Credit Union	CU	1	28,747	0	0	0.00	0.00	1	28,747	0	0.00	0.00
54	53	Gibbons & Reed Employees FCU	CU	1	4,815	0	0	0.00	0.00	1	4,815	0	0.00	0.00
55	54	Goldenwest Federal Credit Union	CU	6	0	0	0	0.00	0.00	6	0	0	0.00	0.00
56	55	Granite Federal Credit Union	CU	8	309,920	0	0	0.00	0.00	8	309,920	0	0.00	0.00
57	56	Granite Furniture Employees FCU	CU	1	434	0	0	0.00	0.00	1	434	0	0.00	0.00
58	57	Grantsville Federal Credit Union	CU	1	4,334	0	0	0.00	0.00	1	4,334	0	0.00	0.00
59	58	Health Care Credit Union	CU	8	62,567	0	0	0.00	0.00	8	62,567	0	0.00	0.00
60	59	Hercules Credit Union	CU	1	53,366	0	0	0.00	0.00	1	53,366	0	0.00	0.00
61	60	Hi-Land Credit Union	CU	1	35,020	0	0	0.00	0.00	1	35,020	0	0.00	0.00
62	61	HollyFrontier Employee's Credit Union	CU	1	5,247	0	0	0.00	0.00	1	5,247	0	0.00	0.00
63	62	Horizon Utah Federal Credit Union	CU	3	104,549	0	0	0.00	0.00	3	104,549	0	0.00	0.00
64	63	Jordan Federal Credit Union	CU	7	208,855	0	0	0.00	0.00	7	208,855	0	0.00	0.00
65	64	LU 354 IBEW Federal Credit Union	CU	3	17,471	0	0	0.00	0.00	3	17,471	0	0.00	0.00
66	65	Meadow Gold Employees Credit Union	CU	1	3,847	0	0	0.00	0.00	1	3,847	0	0.00	0.00
67	66	MidValley Federal Credit Union	CU	1	4,204	0	0	0.00	0.00	1	4,204	0	0.00	0.00
68	67	Mountain America Federal Credit Union	CU	34	3,500,682	0	0	0.00	0.00	34	3,500,682	0	0.00	0.00
69	68	National J.A.C.L. Credit Union	CU	1	27,919	0	0	0.00	0.00	1	27,919	0	0.00	0.00
70	69	Operating Engineers Local Union #3 Federal Cred	CU	1	0	0	0	0.00	0.00	1	0	0	0.00	0.00
71	70	P & S Credit Union	CU	1	13,366	0	0	0.00	0.00	1	13,366	0	0.00	0.00
72	71	Security Service Federal Credit Union	CU	7	0	0	0	0.00	0.00	7	0	0	0.00	0.00
73	72	Tanner Employees Credit Union	CU	1	5,039	0	0	0.00	0.00	1	5,039	0	0.00	0.00
74	73	Teamsters Local #222 Federal Credit Union	CU	1	2,350	0	0	0.00	0.00	1	2,350	0	0.00	0.00
75	74	Transwest Credit Union	CU	5	107,775	0	0	0.00	0.00	5	107,775	0	0.00	0.00
76	75	UCB Credit Union	CU	1	1,120	0	0	0.00	0.00	1	1,120	0	0.00	0.00
77	76	University First Federal Credit Union	CU	17	611,089	0	0	0.00	0.00	17	611,089	0	0.00	0.00
78	77	Utah Federal Credit Union	CU	1	15,298	0	0	0.00	0.00	1	15,298	0	0.00	0.00
79	78	Utah First Federal Credit Union	CU	6	226,008	0	0	0.00	0.00	6	226,008	0	0.00	0.00
80	79	Utah Power Credit Union	CU	2	454,720	0	0	0.00	0.00	2	454,720	0	0.00	0.00
81	80	Utah Prison Employees Credit Union	CU	1	3,599	0	0	0.00	0.00	1	3,599	0	0.00	0.00
82	81	Varian Federal Credit Union	CU	1	11,350	0	0	0.00	0.00	1	11,350	0	0.00	0.00
83	82	Western Federal Credit Union	CU	1	0	0	0	0.00	0.00	1	0	0	0.00	0.00
84	83	Synchrony Bank	Thrift (c.a.)	1	30,556,740	0	0	0.00	0.00	1	30,556,740	0	0.00	0.00
85	84	CardWorks Inc.	Thrift	1	1,575,061	0	0	0.00	0.00	1	1,575,061	0	0.00	0.00
86	85	First American Financial Corp.	Thrift	1	12,663	0	0	0.00	0.00	1	12,663	0	0.00	0.00

Salt Lake City, UT - FRB Banking Market
DEPOSIT BASED HHI
DOJ Initial Screen *

Ownership info as of 8/19/2015

Pre Merger Rank	Post Merger Rank	Institution	Type	Pre-Merger			Post-Merger						
				Branch Count	Total Deposits in Market (\$000)	Weighted Deposits in Market (\$000) Weight	Weighted Market Share (%)	Branch Count	Total Deposits in Market (\$000)	Weighted Deposits in Market (\$000)	Weighted Market Share (%)	Deposit HHI	
TOTALS:				477	426,503,231	387,329,515	100.00	1,389.91	476	426,503,231	387,329,515	100.00	1,516.75

PRE-MERGER HHI: 1,390
 POST-MERGER HHI: 1,517
 HHI CHANGE: 127

Footnotes:

- * DOJ Initial Screen: Banks at 100%, Thrifts at 0%, Credit Unions at 0%
- ** Pro Forma Ownership assumes that announced transactions have been completec

PUBLIC EXHIBIT 5

Goldman Sachs Bank USA's Community Reinvestment Act Performance Evaluation,
dated November 5, 2012

PUBLIC DISCLOSURE

November 5, 2012

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

**Goldman Sachs Bank USA
RSSD No. 2182786**

**200 West Street
New York, NY 10286**

**FEDERAL RESERVE BANK OF NEW YORK
33 LIBERTY STREET
NEW YORK, NY 10045**

NOTE: This document is an evaluation of this institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with safe and sound operation of the institution. This evaluation is not, nor should it be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion or opinion of the federal financial supervisory agency concerning the safety and soundness of this financial institution.

TABLE OF CONTENTS

Institution	
Institution's CRA Rating	1
Description of Institution	1
Description of Assessment Areas	2
Scope of Examination	2
Conclusions With Respect to Performance.....	3
Fair Lending or Other Illegal Credit Practices Review	5
Multistate MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA)	
Rating	6
Description of Operations	6
Performance Context.....	6
Conclusions With Respect to Community Development Test	9
State of Utah	15
Rating	15
Description of Operations	15
Performance Context.....	15
Conclusions With Respect to Community Development Test	18
Appendices	
Appendix A: Glossary.....	24
Appendix B: Summary of State and Multistate Metropolitan Areas	27
Appendix C: Assessment Area Maps	28

INSTITUTION'S CRA RATING

Goldman Sachs Bank USA ("GS Bank") is rated "Outstanding."

The outstanding performance of GS Bank with regard to the Community Reinvestment Act ("CRA") is based on the following performance criteria:

- A high level of community development loans, community development services, or qualified investments, particularly investments that are not routinely provided by private investors;
- Extensive use of innovative or complex qualified investments, community development loans and community development services; and,
- Excellent responsiveness to credit and community economic development needs in GS Bank's assessment areas.

DESCRIPTION OF INSTITUTION

Goldman Sachs Group ("GS Group") is a financial holding company and is the parent bank holding company of GS Bank, a New York-chartered state member bank. The GS Group is a leading global investment banking, securities, and investment management firm that provides a wide range of services worldwide to a substantial and diversified client base that includes corporations, financial institutions, governments, and high-net-worth individuals. GS Group's Urban Investment Group ("UIG") manages GS Bank's CRA program and records CRA eligible loans and investments made by both GS Bank and GS Group.

GS Bank became a state member bank on November 8, 2008 and was formed from the merger of several Goldman subsidiaries, principally Goldman Sachs Trust Company and Goldman Sachs Bank USA, a state-chartered industrial loan bank located in Utah. GS Bank reported total assets of \$120 billion as of September 30, 2012 with total deposits of \$59 billion and net loans of \$14 billion. GS Bank does not extend home mortgage, small business, or consumer credit to retail customers or the general public and was granted wholesale status for purposes of CRA in July 2009.

The previous CRA examination of GS Bank was conducted as of September 13, 2010, and covered the period June 17, 2008 to September 30, 2010. At the prior examination, GS Bank was evaluated as a designated CRA wholesale bank and its performance was rated "Outstanding."

There are no financial or legal factors that would prevent GS Bank from fulfilling its obligations under CRA.

DESCRIPTION OF ASSESSMENT AREAS

GS Bank has designated two assessment areas:

1. Multistate MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA) which includes counties from two Metropolitan Divisions ("MDs") in two states as follows:
 - MD 35644 (New York-Wayne-White Plains, NY-NJ Metropolitan Division) consisting of the five counties of New York City (Bronx, Kings, New York, Richmond and Queens) and Hudson County in New Jersey.
 - MD 35084 (Newark-Union, NJ-PA Metropolitan Division) consisting of Essex County in New Jersey.
2. State of Utah
 - MSA 41620 (Salt Lake City, UT) consisting of Salt Lake, Summit and Toole Counties in Utah.

GS Bank's assessment areas do not arbitrarily exclude low- and moderate-income ("LMI") geographies and are in compliance with the requirements Section 228.41 of Federal Reserve Regulation BB, which implements the Community Reinvestment Act. Maps of the assessment areas are in Appendix C.

SCOPE OF EXAMINATION

GS Bank's performance was evaluated using the Federal Financial Institutions Examination Council ("FFIEC") Interagency Procedures and Guidelines for Wholesale and Limited Purpose Institutions. GS Bank's continued qualification as a wholesale bank for CRA purposes was verified during this examination. The examination covers the period from October 1, 2010 through December 31, 2012. GS Bank's loans, investments, grants and services provided during the examination period were evaluated as qualifying community development activity. In addition, outstanding balances on prior examination period community development loans and qualified investments were analyzed as of December 31, 2012.

GS Bank's community development activity was evaluated within its two full scope assessment areas. Performance in Multistate MSA 35620 received greater weight in the overall evaluation in consideration of the percentage of the population and other demographic factors such as, LMI families, number of families below the poverty level, and number of census tracts in each assessment area. In addition, as a designated CRA wholesale bank, GS Bank received credit for qualified community development activity conducted outside of its assessment area because it has adequately addressed community development needs within its assessment area.

Examiners also conducted interviews with representatives of community development organizations within each full scope assessment area in order to gain an understanding of local credit needs.

CONCLUSIONS WITH RESPECT TO PERFORMANCE

GS Bank provided a high level of community development loans, qualified investments and community development services that demonstrated excellent responsiveness to the credit and community economic development needs in all of the bank's assessment areas. The bank made a total of \$2 billion in community development activity, consisting of \$1 billion in community development lending and \$987 million in qualified investments and provided a total of 883 community development qualified services.

Overall 82% of community development loans and investments were originated since the prior CRA examination. The current level of community development lending and qualified investment activity reflected an increase of 32% on an annualized basis when compared to the levels shown at the prior examination. When compared to nine similarly-situated wholesale banks operating in GS Bank's assessment areas, GS Bank's total level of annualized community development loans and qualified investments as a percent of average assets compared very favorably.

GS Bank's community development activity in the NY-NJ assessment area was weighted most heavily in the overall rating, with \$1.3 billion, or 66% of total activity representing \$770 million of community development loans and \$543 million of qualified investments. GS Bank's activity in the State of Utah totaled \$308 million or 15% of total community development activity representing \$76 million of community development loans and \$232 million of qualified investments. GS Bank's community development activity outside of its assessment areas was also given significant weight in deriving its overall Outstanding CRA Rating due to the large amount of activity conducted.

Exhibit 1		
Summary of Community Development Loans and Qualified Investments		
Inside and Outside Assessment Areas		
October 1, 2010 – December 31, 2012		
Geography	(\$ thousands)	%
MSA 35620	\$1,313,486	66%
MSA 41620	\$308,412	15%
Outside Assessment Areas	\$380,204	19%
Total Community Development Loans and Qualified Investments	\$2,002,102	100%

Nineteen percent of the bank's total activity was conducted outside of the bank's assessment areas. Outside community development activity included \$168 million in community development loans and \$212 million in qualified investments. Under the Interagency Wholesale CRA Procedures, GS Bank receives credit for community development activity outside its assessment areas, because it has adequately addressed community development needs within its assessment areas.

Many of GS Bank's CRA qualified loans and investments used innovative and/or complex structures. Approximately 71% of the total of GS Bank's community development lending activity was considered innovative and/or complex while 59% of qualified investment activity was innovative and/or complex. GS Bank was a leader in both its New York/New Jersey and Utah assessment areas in identifying solutions to key community needs and bringing financing innovations to these markets. These transactions often involved multiple layers of financing and working with government partners. Projects included predevelopment lines of credit, early stage financing, bridge loans, charter school financing and direct equity investments.

GS Bank made extensive use of New Markets Tax Credit investments, ("NMTC investments") in combination with grants and community development loans. NMTC investments are considered complex because of the intensive accounting and management required of such investments. In some cases, GS Bank combined NMTC investments in innovative ways with other investments or lending facilities to provide flexibility in meeting funding needs for qualified community development projects.

GS Bank exhibited excellent responsiveness to credit and community economic development needs in its assessment area, especially after Hurricane Sandy. GS Bank's response to Hurricane Sandy was immediate; committing \$10 million to hurricane relief. Within 5 days after the storm struck, the firm announced a \$5 million commitment to the Hurricane Sandy Small Business Emergency Loan Fund partnering with the New York Business Development Corporation to offer small emergency loans to small businesses. Additionally, GS Bank provided \$5 million in grants for immediate support as well as longer term rebuilding efforts.

Another innovative and responsive measure to address community development needs is GS Bank's effort to target the needs of small businesses and entrepreneurial development through its "10,000 Small Businesses Program". This program provides formal financial technical assistance and access to financing for small business owners enabling small businesses to thrive and grow. GS Bank has implemented this program in seven cities across the United States.

GS Bank is also leader in providing community development services and provided a significant number of services, as illustrated in the chart below. Of the total number of services provided, 610, or 69%, were provided in the NY-NJ assessment area while 35 or 4% of services, were provided in Utah. A total of 238 services or 27% were provided outside GS Bank's assessment areas.

Exhibit 2	
Summary of Community Development Services	
October 1, 2010– December 31, 2012	
Activity Type	Number of Activities
On-Going Board & Committee Memberships	73
Technical Assistance	734
Seminars and Other Services	76
Total Community Development Services	883*

*Includes 301 technical assistance engagements from 10K Small Business Program

Services provided include ongoing activities requiring regular participation on boards, loan committees and advisory committees of local community development organizations. Many officers and staff at GS Bank also provide technical financial assistance to community development organizations in addition to their service on boards of those organizations. Participation is at senior management and executive levels.

Many of the community development services GS Bank provided are innovative and responsive to community development needs in its assessment areas. For example, the bank expanded its innovative “10,000 Small Businesses” program” to include both of its assessment areas and five other cities across the United States and has provided financial expertise to women entrepreneurs from underserved areas.

FAIR LENDING OR OTHER ILLEGAL CREDIT PRACTICES REVIEW

GS Bank is in compliance with the substantive provisions of the anti-discrimination laws and regulations. No evidence of discriminatory or other illegal credit practices was identified as being inconsistent with helping to meet community credit needs.

MULTISTATE METROPOLITAN AREA
MSA 35620 (NEW YORK-NORTHERN NEW JERSEY-LONG ISLAND, NY-NJ-PA)

CRA RATING: MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA) is rated "Outstanding".

The major factors supporting the rating include:

- A high level of community development loans, qualified investments and community development services;
- Extensive use of innovative and/or complex structures for community development lending and qualified investment opportunities; and,
- Community development activities that exhibit excellent responsiveness to the assessment area's credit and community development needs.

DESCRIPTION OF INSTITUTION'S OPERATIONS

A substantial portion of GS Bank's community development activity was generated in this assessment area. This multi-state MSA assessment area includes counties from two Metropolitan Divisions ("MDs") in two states as follows:

- MD 35644 (New York-Wayne-White Plains, NY-NJ Metropolitan Division) consisting of Hudson County in New Jersey and Bronx, Kings, New York, Queens, and Richmond Counties in New York.
- MD 35084 (Newark-Union, NJ-PA Metropolitan Division) consisting of Essex County in New Jersey.

The multi-state MSA assessment area received the most weight of the two full scope assessment areas due to its size and demographics. For example, it contains 90% of the total population, 92% of combined census tracts, 83% of total owner-occupied housing units, 88% of total business establishments, 91% of LMI families, and 95% of families living below the poverty level.

PERFORMANCE CONTEXT

The following demographic and economic information was used to describe the assessment area and to evaluate the context in which GS Bank operates. The information was obtained from publicly available sources, including the U.S. Department of Commerce's Bureau of the Census, the U.S. Department of Labor, the U.S. Department of Housing and Urban Development ("HUD"), the New York City Department of Housing Preservation and Development ("HPD"), and New York University's ("NYU") Furman Center for Real Estate and Urban Development.

Demographic Characteristics

According to the 2010 Census, the population of this assessment area is 9.6 million. The assessment area consists of 2,544 census tracts, of which 14% are low-income and 28% are moderate-income, with LMI census tracts concentrated in western Queens, northern Brooklyn, upper Manhattan, and Bronx County in New York and eastern Essex County including Newark, and Hudson County in New Jersey. New York City is the most populous city in the United States, with an estimated 2010 population of 8.2 million.

Income Characteristics

According to the 2010 Census, the assessment area has 2.2 million families, of which 30% are low-income families and 17% are moderate-income families. For MD 35644, New York City, the HUD-estimated median family income ("MFI") was \$65,000 in 2012 and \$64,200 in 2011. In the assessment area, 16% of families live below the poverty level. In New York City poverty levels are concentrated geographically with 26% of families living below the poverty level in Bronx County and 19% of families living below the poverty level in Kings County. In the city of Newark, New Jersey, 26% of all individuals are living below the poverty level. The assessment area also has a large proportion of non-family households, which tend to have lower incomes. Only 61% of households in GS Bank's assessment area are families.

Housing Characteristics

The assessment area has approximately 3.9 million housing units, of which 31% percent are owner-occupied, 60% are rental units, and 9% are vacant. In New York City, housing is expensive relative to income levels, causing significant affordability issues for the LMI population. According to the National Association of Realtors, the median price of a single-family home in MSA 35620 – New York, Northern New Jersey, Long Island - was \$394 thousand through the third quarter of 2012, up from \$379 thousand in 2011. Higher values are found in Manhattan (New York County). In Essex County, New Jersey the median price of a single-family home through the third quarter of 2012 was \$429 thousand, according to the New Jersey Association of Realtors.

Homeownership remains unaffordable to LMI families, and to many middle-income families in the assessment area. In 2012, the median housing cost in MD 35644 was nearly 12 times the HUD-estimated MFI for low-income borrowers and about 7 times the HUD-estimated MFI for moderate-income borrowers. In MD 35084 the median housing cost was nearly 10 times the MFI for low-income borrowers and 6 times the HUD-estimated MFI for moderate-income borrowers.

Finding affordable housing in New York City can be challenging. The assessment area also has a shortage of affordable rental housing, which is in high demand due to the high purchase prices for homes. There is an increasing gap between renter incomes and the cost of rental housing. The sharp disparity between incomes and costs of either owned or rental housing is indicative of the intense need for affordable housing to meet the needs of LMI individuals. Rental vacancy is

approximately 3%, well below the 5% threshold defined to be a housing emergency and used to justify the continuation of rent control and rent stabilization. About 48% of rental stock is rent stabilized and 2% is subject to rent control. Nearly one in five residential units are either subsidized under one of the major government construction or rehabilitation programs or located in public housing.

Information from community contacts supports the need for affordable housing, especially programs for the lowest income New Yorkers. The majority of GS Bank's community development lending and qualified investment activity targets affordable housing.

Economic Characteristics

New York City is a global hub of international business and commerce. The city is a major center for finance, insurance, real estate and the arts in the United States. Many major corporations are headquartered in New York City, including 43 Fortune 500 companies. New York is also unique among American cities for its large number of foreign corporations. One of ten private sector jobs in the city is with a foreign company.

Labor and Employment Characteristics

As summarized in the chart at right, overall unemployment rates remain high as the area comes out of the recession brought on by the financial crisis. Unemployment levels in New York peaked in January 2010 reaching 10.1%. Unemployment levels varied across the bank's assessment area with higher rates in New York City and Newark, New Jersey and lower unemployment rates in the suburbs.

ANNUAL UNEMPLOYMENT RATES		
Area	2010	2011
MSA 35620	9.0%	8.5%
New York City (5 Counties)	9.5%	9.0%
Newark, NJ	15.2%	15.4%

Source: *U.S. Department of Labor

The economic recession in the assessment area had an impact on the delivery systems that brought financing and resources to New York City's LMI communities. For example, the market for low-income housing tax credits ("LIHTCs") was significantly disrupted when corporate profits diminished causing many investors and developers to leave the marketplace. State and local governments also cut expenditures and new construction projects in New York and surrounding areas, creating a challenging environment for community development activities during the current evaluation period. Conversations with community organizations indicate this cutback in government spending added financial burden to those reliant on this type of external funding.

The assessment area demographic report on the next page provides additional information.

Assessment Area Demographics

Assessment Area: MSA 35620

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income		
	#	%	#	%	#	%	#	%	
Low-income	368	14.5	351,063	16.2	126,424	36.0	648,649	29.9	
Moderate-income	704	27.7	655,668	30.2	130,212	19.9	368,601	17.0	
Middle-income	734	28.9	588,029	27.1	57,881	9.8	364,026	16.8	
Upper-income	671	26.4	574,946	26.5	23,705	4.1	788,563	36.3	
Unknown-income	67	2.6	133	0.0	44	33.1	0	0.0	
Total Assessment Area	2,544	100.0	2,169,839	100.0	338,266	15.6	2,169,839	100.0	
	Housing Units by Tract	Housing Types by Tract							
		Owner-Occupied		Rental		Vacant			
		#	%	%	#	%	#	%	
Low-income	581,810	51,967	4.3	8.9	476,216	81.9	53,627	9.2	
Moderate-income	1,117,496	221,329	18.2	19.8	798,136	71.4	98,031	8.8	
Middle-income	1,010,825	393,011	32.2	38.9	538,293	53.3	79,521	7.9	
Upper-income	1,209,357	552,910	45.3	45.7	530,112	43.8	126,335	10.4	
Unknown-income	518	52	0.0	10.0	375	72.4	91	17.6	
Total Assessment Area	3,920,006	1,219,269	100.0	31.1	2,343,132	59.8	357,605	9.1	
	Total Businesses by Tract	Businesses by Tract & Revenue Size							
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported			
		#	%	#	%	#	%	#	%
Low-income	37,673	9.6	32,606	9.60	2,366	8.4	2,701	10.3	
Moderate-income	86,414	22.0	76,192	22.5	4,789	16.9	5,433	20.7	
Middle-income	87,251	22.2	77,215	22.8	5,182	18.3	4,854	18.5	
Upper-income	175,107	44.6	147,308	43.5	15,170	53.6	12,629	48.2	
Unknown-income	6,395	1.6	4,995	1.5	793	2.8	607	2.3	
Total Assessment Area	392,840	100.0	338,316	100.0	28,300	100.0	26,224	100.0	
Percentage of Total Businesses:				86.1		7.2		6.7	

Based on 2010 ACS Information
2010 Dun and Bradstreet

CONCLUSIONS WITH RESPECT TO COMMUNITY DEVELOPMENT TEST

Community Development Activities

Overall, GS Bank provided a high level of community development loans, qualified investments, and services, particularly complex investments not provided by private investors. GS Bank exhibited excellent responsiveness to credit and community economic development needs in its assessment area, especially after Hurricane Sandy. GS Bank provided a high proportion of its total of community development activity in the NY-NJ assessment area, with community development loans and investments combined comprising \$1.3 billion of the bank's total activity of \$2 billion a 72% increase on an annualized basis compared to the prior CRA examination. Of this total, \$1 billion, or 80%, was originated since the prior CRA examination. When

compared to eight similarly-situated wholesale banks operating in the assessment area, the level of GS Bank's annualized community development loans and investments, as a percentage of average assets compared very favorably.

Community development activities primarily targeted affordable housing and revitalization and stabilization, which were identified by community contacts as essential needs within this assessment area. GS Bank also provided a total of 610 community development services during the current examination period, representing an increase from the prior examination period, when 355 community development services were reported. Exhibit 3 provides a summary of the types of community development activity during the evaluation period.

Exhibit 3 MSA 35620 Summary of Community Development Loans and Qualified Investments October 1, 2010 – December 31, 2012		
Designation	\$ (millions)	%
Affordable Housing	\$380	29%
Community Services	\$157	12%
Economic Development	\$141	11%
Revitalize and Stabilize	\$635	48%
Total Activity	\$1,313	100.0%

**Lending activity includes new loans and investments made during the examination period as well as loans and investments with existing balances from the prior examination period that were outstanding as of 12/31/2012.*

Community Development Lending

GS Bank's community development lending in the NY-NJ assessment area totaled \$770 million, 86% of which was originated in the current evaluation period. Community development lending more than doubled on an annualized basis from the prior examination. GS Bank is a leader in this assessment area in identifying solutions to key community needs and bringing financing innovations to these markets. In order to meet these needs, the majority of GS Bank's community development loans (71%) used innovative and/or complex structures, involved projects that have multiple layers of financing and working with local city and state government partners. GS Bank's community development lending activity, by dollar amount, primarily targeted affordable housing and the revitalization and stabilization of LMI areas, which community contacts identified as an essential and critical need within the assessment area.

The following are some examples of GS Bank's community development loans:

- A total of \$83 million in financing for the construction of the retail component of a retail and residential complex in downtown Brooklyn. This structured transaction was complex, and involved the provision of both debt and equity financing using NMTC and NYC Housing Development Corporation bonds. GS Bank provided \$16.6 million in NMTCs, a \$50 million construction loan and a \$16.6 million bridge loan. Completion of the retail component will bring over 3,000 jobs to the area and provide grocery store and restaurant options to a moderate-income area in which 29% of all households live below the poverty level.
- A 80% participation with a Community Development Corporation in a \$10.3 million loan to construct 54 units of affordable single family housing the East New York section of Brooklyn. The homes will be affordable to LMI individuals.
- A \$9 million line of credit to a Community Development Financial Institution (“CDFI”). The line of credit is in conjunction with GS Bank’s 10,000 Small Businesses initiative. The CDFI will make loans of approximately \$50,000 to \$75,000 to small businesses in the food manufacturing industry. The majority of these businesses are located in LMI areas.
- A \$9.6 million line of credit to a nonprofit intermediary, developed in conjunction with the City of New York to structure the first “Social Impact Bond”. Proceeds of the line of credit financed the delivery of a specialized curriculum aimed at decreasing recidivism levels in the New York City jail system.
- A \$9 million loan to finance construction of a community center in a distressed area of the Bronx with a poverty rate in excess of 40%. The community center will bring recreation facilities, sponsor community services activities including pre-school and after school programs, job training, and counseling programs to a largely LMI population.
- A \$74 million construction loan to a developer of a mixed use property in Central Harlem in New York City. The building contains over 125,000 square feet of retail property that will bring jobs to LMI residents and will include 194 units of affordable housing. The building is located in the Harlem empowerment zone.

Qualified Investments

GS Bank’s qualified investment activity in the NY-NJ assessment area totaled \$543 million. A total of \$371 million in community development investment dollars, or 68%, were new investments made since the prior CRA evaluation. Qualified investments increased 32% on an annualized basis from the prior CRA examination. Investment activities focused on affordable housing and revitalization and stabilization efforts, two areas identified by community contacts as vital community development needs in the assessment area.

The largest proportion of GS Bank's qualified investment dollars consisted of investments in Low Income Housing Tax Credits ("LIHTCs") (40%) and New Market Tax Credits ("NMTCs") (34%). LIHTCs and NMTCs are highly responsive to the assessment area's critical community development need for affordable housing. LIHTCs and NMTCs are also considered complex, requiring considerable ongoing management attention and expertise due to the technical accounting requirements associated with the administration of the investments over time. Additionally, 15% of qualified investments were equity investments and 10% were in the form of grants/donations.

The following are some examples of GS Bank's community development investments:

- A \$14 million investment in LIHTCs for the construction of 150 units of affordable senior rental housing in the Bedford Stuyvesant section of Brooklyn.
- A \$15 million equity investment in preferred stock issued by a minority-owned financial institution as well as the purchase of \$6.6 million in NMTC's from the institution. The investment was especially responsive to the residents of LMI areas of New York City who are served by the minority-owned financial institution's nine branches. As identified by community contacts, financial services directed toward LMI areas and residents are an important assessment area need.
- A \$10.3 million equity investment in a fund that will provide seed financing to small business start-ups in both New York City and throughout the State of New York.
- A \$18.7 million investment in LIHTC's to finance the acquisition and rehabilitation of 267 units of affordable housing in Brooklyn.
- A \$6 million investment in NMTC's to finance the development of a project that will bring over 3000 jobs to a moderate-income area of Brooklyn. The project includes development of a grocery store, retail stores, and restaurants.
- A \$25 million investment in LIHTC's to finance the acquisition and rehabilitation of 33 buildings and 661 units of housing. All units will be available to LMI residents earning up to 60% of area median income.

Community Development Services

GS Bank is a leader, when compared with similarly-situated banks, based upon the number of community development services it provides in the NY-NJ assessment area. Qualifying community development services are provided through ongoing board and committee memberships, the provision of technical financial assistance and the development of new programs that respond to identified needs within distressed communities.

During the examination period, GS Bank provided 610 community development services. Services consisted of on-going participation on boards and committees of local community development organizations, technical assistance to non-profit organizations and organizations involved in GS Bank’s “10,000 Small Businesses” program as well as seminars and other services. Exhibit 4 summarizes the types of community development services GS Bank provided over the course of the examination period.

Exhibit 4 Summary of Community Development Services October 1, 2010– December 31, 2012	
Activity Type	Number of Activities
On-Going Board & Committee Memberships	54
Technical Assistance	526
Seminars and Other Services	30
TOTAL Community Development Services	610

Examples of community development services include:

- A Managing Director serves on the board of directors and the loan committee of a nonprofit organization that helps communities create permanent housing with services to prevent and end homelessness.
- A Vice President serves on the loan committee of an investment fund that is dedicated to creating pathways of opportunity for low-income people and communities.
- A Managing Director serves on the board of directors of a nonprofit organization that provides rehabilitative services, including mental health and substance abuse treatment, housing, and job placement training for LMI individuals and families.
- A Managing Director serves on the board of directors of a nonprofit organization dedicated to improving health care in underserved communities through expansion and renovation of primary care facilities.
- A Managing Director serves on the board of directors of an organization dedicated to providing legal services to low-income New Yorkers.
- A Managing Director serves on the board of directors of an organization dedicated to helping women create thriving businesses in urban communities. The majority of the businesses are small businesses located in low-income communities.

Innovativeness and Complexity

The bank's community development activity within MSA 35620 reflected an extensive level of innovativeness and complexity, in which the bank used advanced financing and investment techniques in multiple community development projects. Of GS Bank's \$1.3 billion of qualified community development loans and qualified investments in the MSA, \$986 million, or 77%, are considered innovative and/or complex, and not the types of transactions typically provided by private lenders or investors.

These innovative and/or complex transactions involved a combination of multiple layers of financing, the involvement of government and private partners, and the provision of predevelopment loans and lines of credit, and grant assistance. Predevelopment financing is a key element in launching affordable housing projects, especially in high cost areas such as New York City. In addition to LIHTC's, NMTC's, predevelopment financing, innovative programs included the first social impact bond, equity investments acquiring and refurbishing foreclosed properties and selling them to LMI individuals, and a program targeting small business development.

STATE OF UTAH

METROPOLITAN AREA

MSA 41620

(SALT LAKE CITY, UT)

CRA RATING: The State of Utah is rated “Outstanding”.

The major factors supporting the rating include:

- A high level of community development loans, qualified investments and community development services;
- Occasional use of innovative and/or complex structures for community development lending and qualified investment opportunities; and,
- Community development activities that exhibit excellent responsiveness to the assessment area’s credit and community development needs.

DESCRIPTION OF INSTITUTION’S OPERATIONS

GS Bank’s community development activity in Utah was generated primarily in its one assessment area, MSA 41620 (Salt Lake City, UT) consisting of Salt Lake, Summit and Tooele counties. The rating for the State of Utah is based on the bank’s performance in assessment area, MSA 41620 (Salt Lake City, Utah). As of December 31, 2012, GS Bank operated one branch in this MSA. The branch does not engage in retail deposit operations.

This MSA assessment area is the smallest of GS Bank’s two full scope assessment areas. For example, it contains only 10% of the total population of both assessment areas, 8% of combined census tracts, 17% of owner-occupied housing units, 12% of business establishments, 9% of LMI families and 5% of families living below the poverty level.

PERFORMANCE CONTEXT

The data used to describe the assessment area and evaluate the context in which the bank operates was obtained from publicly available sources, including the U.S. Department of Commerce’s Bureau of the Census information for the State of Utah, Salt Lake County, Tooele County, and Summit County; the U.S. Department of Labor and the U.S. Department of Housing and Urban Development (HUD); the State of Utah, Office of Planning and Budget; and other Salt Lake City and Salt Lake County resources.

Demographic Characteristics

The Utah market is small and is concentrated in Salt Lake City. The State's total population in 2011 was 2.8 million people. This represents a population increase of 1.5% from 2010, ranking Utah third in population growth among the states. The Salt Lake City MSA includes Salt Lake County with a population of 1.05 million, Tooele County with a population of 59,300, and Summit County with a population of 37,594, for a total MSA population of 1.15 million. Salt Lake County has 1,387 persons per square mile, with Tooele and Summit Counties having 8.4 and 19.4 persons per square mile, respectively, compared with over 26,400 persons per square mile in New York City.

The banking environment in Utah is highly competitive with 48 FDIC insured institutions located in the MSA, including retail, wholesale and industrial banks. With less than 1% of the country's population, Utah is the 37th largest state, yet it ranks seventh in banking assets and second in banking assets per capita. All of the 48 financial institutions compete for a limited supply of qualified community development opportunities in the MSA and in Utah as a whole to satisfy their CRA obligations. Accordingly, the opportunity for any one of these institutions to get any sizeable portion of qualified loans or investments benefiting the assessment area is limited.

Income Characteristics

The median household income for the State of Utah was \$56,701 in 2010, and dropped to \$55,493 in 2011. The poverty rate in MSA 41620 was 7.3%. Utah's average annual pay grew 2.5% in 2011 and is forecast to increase 3.2% in 2012, higher than the forecasted national increase of 2% for 2012.

Housing Characteristics

The majority of the housing in the Salt Lake City MSA consists of single family homes. Multi-family housing makes up only 27% of housing in the Salt Lake City MSA. The homeownership rate is substantially higher than that of New York City, at 70% in the Salt Lake MSA compared to 20% in New York City.

Utah ranks high on the Housing Affordability Index, with 81% of all homes affordable to the median income family. According to the Federal Housing Finance Agency, Utah's housing prices overall were up 3% in the second quarter of 2012 from the second quarter of 2011. This ranks Utah 8th in the nation for house price appreciation. The median price of a single family home in the Salt Lake City MSA was \$195,000 in 2012 compared to \$185,000 in 2011 according to the Utah Association of Realtors.

Community contacts indicated that although the economic conditions in the area are slowly improving both for housing and small business, there is still a need for additional credit for local affordable housing for low income families and small businesses.

Assessment Area Demographics

Assessment Area : MSA 41620

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	12	5.1	9,919	3.8	2,424	24.4	47,938	18.4
Moderate-income	43	18.2	41,718	16.0	5,871	14.1	49,070	18.8
Middle-income	111	47.0	132,306	50.8	8,459	6.4	59,609	22.9
Upper-income	67	28.4	76,647	29.4	2,173	2.8	103,973	39.9
Unknown-income	3	1.3	0	0.0	0	0.0	0	0.0
Total Assessment Area	236	100.0	260,590	100.0	18,927	7.3	260,590	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied		Rental		Vacant		
		#	%	%	#	%	#	%
Low-income	21,121	5,780	2.3	27.4	13,372	63.3	1,969	9.3
Moderate-income	76,579	32,883	13.0	42.9	35,298	46.1	8,398	11.0
Middle-income	198,960	132,925	52.5	66.8	50,820	25.5	15,215	7.6
Upper-income	104,196	81,559	32.2	78.3	13,756	13.2	8,881	8.5
Unknown-income	0	0	0.0	0.0	0	0.0	0	0.0
Total Assessment Area	400,856	253,147	100.0	63.2	113,246	28.3	34,463	8.6
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	#
Low-income	3,780	5.5	2,817	4.6	786	17.2	177	8.6
Moderate-income	12,902	18.9	10,928	17.7	1,468	32.1	506	24.7
Middle-income	28,554	41.9	26,396	42.9	1,384	30.3	774	37.7
Upper-income	22,972	33.7	21,445	34.8	932	20.4	595	29.0
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0
Total Assessment Area	68,208	100.0	61,586	100.0	4,570	100.0	2,052	100.0
	Percentage of Total Businesses:			90.3		6.7		3.0

Based on 2010 ACS Information
2010 Dun and Bradstreet.

Labor, Employment and Economic Characteristics

The State of Utah's labor market has rebounded relatively well following the 2008 recession. Nonagricultural employment increased an estimated 2% between September 2011 and September 2012. The unemployment rate in Utah was 5.4% during September 2012, which is lower than the September 2011 unemployment rate of 6.5%. Overall Utah's unemployment rate is ranked 6th in the nation and is considerably lower than the national published unemployment rate of 7.8% for September 2012 and lower than the September 2011 rate of 9%.

Salt Lake County is the business and financial center for most of the major businesses and industries in the state. In 2011, the County had a concentration of approximately 37% of the state's population and 45% of the state's businesses and taxable sales, and is the economic hub of the state economy. Most employment in Salt Lake County is in mining, manufacturing, transportation, medical services, technology, communications, financial services, government and non-profit economic sectors.

The chart on the prior page provides additional assessment area demographics.

CONCLUSIONS WITH RESPECT TO COMMUNITY DEVELOPMENT TEST IN MSA 41620 (Salt Lake City, UT)

Community Development Activities

Overall, GS Bank provided a high level of community development loans, qualified investments, and services in its MSA 41620 assessment area. The level of GS Bank's community development activity within MSA 41620, totaled \$308 million. Eighty-nine percent of the community development loans and investments were new community development loans and qualified investments since the last CRA examination.

Exhibit 5		
Summary of Community Development Loans and Qualified Investments		
MSA 41620		
<i>October 1, 2010 – December 31, 2012</i>		
Geography	(\$ thousands)	%
Inside Assessment Area	\$215	70%
Broader Statewide and Regional Area	\$93	30%
Total Community Development Loans and Qualified Investments	\$308	100%

Of this total, \$93 million or 30% of the bank's activity was within the broader statewide or regional area that includes GS Bank's assessment area or within the State of Utah. Under the Interagency Wholesale CRA Procedures, GS Bank can receive credit for community development activity outside its assessment areas and in the broader statewide or regional area because it has adequately addressed community development needs within its assessment areas.

GS Bank significantly increased its community development activity volume in this assessment area since the prior CRA examination. The overall dollar volume of GS Bank's community development lending and qualified investments increased a total of 44% on an annualized basis in the State of Utah, and a total of 60% directly in MSA 41620 (Salt Lake City, UT) compared to the volume at the previous CRA examination. When compared to 8 similarly situated banks, GS Bank ranks 2nd in the State of Utah and 2nd directly within MSA 41620 in total dollar volume of community development activity. GS Bank's total asset size makes it a much larger bank than other similarly situated banks in Utah, with 2.7 times the average assets of the closest similarly situated bank. GS Bank's large size and unique structure as a wholesale bank with two assessment areas, combined with the highly competitive nature of the Salt Lake City MSA due to its small size and large number of financial institutions, limits the opportunities for community development loans and investments in this assessment area.

To better assess how GS Bank's performance can be measured against banks that operate only in the Salt Lake City MSA and State of Utah assessment area, GS Bank's assets were allocated between their two assessment areas based on a combination of factors as a proxy such as total population, LMI families, number of families below the poverty level, number of census tracts and availability of LIHTC's and NMTC's. Using this asset allocation method, GS Bank ranked 1st out of 8 similarly situated banks in annualized community development loans and investments within the State of Utah, including MSA 41620 as a percentage of average assets.

GS Bank exhibited excellent responsiveness to community credit needs, addressing affordable housing and revitalization and stabilization, which were identified by community contacts as essential needs within this assessment area. GS Bank also demonstrated less reliance on the use of mortgage backed securities to meet community development credit needs in comparison to other similarly situated banks. Within the State of Utah and including MSA 41620, GS Bank ranked 3rd of 8 similarly situated banks in annualized community development loans and investments net of mortgage backed securities as a percentage of its total average assets.

Exhibit 6 on the following page provides a summary of the types of community development activity in MSA 41620 during the evaluation period. The bank's activity reflected occasional use of innovativeness and complexity in which GS Bank used advanced financing techniques in multiple community development projects. Forty-one percent of all community development loans and qualified investments in MSA 41620 are considered innovative and/or complex.

Exhibit 6		
MSA 41620		
Summary of Community Development Loans and Qualified Investments		
October 1, 2010 – December 31, 2012		
Designation	\$ (million)	%
Affordable Housing	\$218	71%
Community Services	\$23	7%
Economic Development	\$38	12%
Revitalize and Stabilize	\$29	10%
Total Activity	\$308	100.0%

**Lending activity includes new loans and investments made during the examination period as well as loans and investments with existing balances from the prior examination period that were outstanding as of 12/31/2012.*

Community Development Lending

GS Bank’s community development lending totaled \$76 million, an increase of 47% on an annualized basis or \$24 million in a market for community development activity that is highly competitive with many institutions competing for a limited number of community development opportunities. Eighty-one percent of this activity was originated since the prior CRA examination. Of the \$76 million, \$27 million in community development loans was made to organizations in the broader statewide or regional area including the State of Utah. Under the Interagency Wholesale Bank CRA Procedures, GS Bank received credit for community development activity outside of its assessment area, since it has adequately addressed community development needs within its assessment area. The following are some examples of GS Bank’s community development loans:

- A \$5 million line of credit to a CDFI in conjunction with GS Bank’s “10,000 Small Businesses” initiative. The CDFI will lend to small businesses in Salt Lake City and surrounding counties via the SBA’s 7A Community Advantage program, a pilot program designed by the SBA to bring capital to underserved communities and businesses with capital needs of \$250,000 or less. The majority of small businesses served will be located in LMI neighborhoods or employ LMI people.
- A total of \$21 million in financing for the construction of a charter school that primarily serves a low-income community. This structured transaction was complex, and involved the provision of both debt and equity financing using New Market Tax Credits (“NMTCs) and Qualified School Construction Bonds (“QSCB”). GS Bank provided qualified investments totaling \$11.2 million consisting of \$3.2 million in NMTCs and

\$8 million in QSCBs. Additionally, GS Bank provided a \$9 million construction loan, and a \$535,000 bridge loan as part of the total financing arrangements for construction of the charter school.

- A \$14 million letter of credit to provide credit support for a project to construct 150 units of affordable housing.

Qualified Investments

GS Bank made \$232 million in qualified investments. \$211 million (91%) in qualified investments were new investments made since the prior CRA evaluation. Qualified investments increased 163% on an annualized basis since the prior evaluation when qualified investments totaled \$88 million. Qualified investments included \$38 million of mortgage-backed securities that provided some benefit to LMI borrowers in the Salt Lake City assessment area, but qualitatively are not considered as responsive as other types of investments. Of the \$232 million in qualified investments, \$66 million in qualified investments were made to organizations located in a broader statewide or regional area that includes the State of Utah. Under the Interagency Wholesale Bank CRA Procedures, GS Bank received credit for community development activity outside of its assessment area, since it has adequately addressed community development needs within its assessment area.

Qualified investments included \$76 million in investments that were considered innovative and/or complex and demonstrated a leadership role requiring significant senior and executive level management attention and expertise. The following are some examples of GS Bank's qualified investments:

- A total of \$34 million in equity investments to a joint venture that acquires and rehabilitates single family homes that have been in foreclosure in Salt Lake City. The primary objective of the project is to make vacant homes available for the benefit of LMI neighborhoods and/ or LMI individuals.
- A \$20 million equity investment in a fund that invests in securities that support LMI homebuyers, affordable housing, education, health care and job creation in underserved communities.
- A \$7 million investment in LIHTCs to support the development of 70 units of affordable housing for LMI seniors.
- A \$13 million investment in bonds issued by the Housing Authority of Salt Lake City for the acquisition and rehabilitation of multi-family properties that serve an LMI population.

- A \$23 million equity investment in a fund that supports the preservation of affordable housing units through the acquisition of multifamily properties.

Community Development Services

During the examination period, GS Bank provided a high level of community development services within its Salt Lake City assessment area through on-going board and committee memberships, providing technical assistance and developing new programs that respond to identified needs within distressed communities. Community development services have more than doubled since the prior evaluation. Exhibit 7 summarizes the types of services GS Bank provided over the course of the examination period.

Exhibit 7 Summary of Community Development Services October 1, 2010– December 31, 2012	
Activity Type	Number of Activities
On-Going Board & Committee Memberships	6
Technical Assistance	6
Seminars and Other Services	23
TOTAL Community Development Services	35

Community development services provided by GS Bank were responsive to community development needs in its assessment areas and sometimes were considered innovative and/or complex.

Examples of community development services include:

- A GS Bank Vice President is a member of the board of trustees of an organization that promotes safety, stability, and self-sufficiency for low-income families and individuals, as well as victims of domestic violence, through effective legal advocacy and assistance.
- GS Bank employees provided technical assistance on assessing database tools to help the United Way enhance its efficiency and effectiveness in providing financial resources to community organizations serving LMI individuals and families.
- A GS Bank Vice President is a member of the board of directors of an organization that provides economic and business education to Hispanic entrepreneurs in LMI areas. The Vice President assists in fundraising and in the provision of training programs in financial management.

Innovativeness and Complexity

GS Bank made occasional use of innovative and/or complex community development loans, qualified investments, and community development services within MSA 41620. Of GS Bank's \$308 million of qualified community development loans and qualified investments in the MSA, \$125 million, or 41%, are considered innovative and/or complex and not the types of transactions typically provided by private lenders or investors. These innovative and/or complex transactions included LIHTCs, NMTCs, and equity investments in two corporations that specialized in acquiring and refurbishing foreclosed properties, and a community service program that targeted small business development.

APPENDIX A

GLOSSARY

Census tract: A small subdivision of metropolitan and other densely populated counties. Census tract boundaries do not cross county lines; however, they may cross the boundaries of metropolitan statistical areas. Census tracts usually have between 2,500 and 8,000 persons, and their physical size varies widely depending upon population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

Community development: All agencies have adopted the following language. Affordable housing (including multifamily rental housing) for low- or moderate-income individuals; community services targeted to low- or moderate-income individuals; activities that promote economic development by financing businesses or farms that meet the size eligibility standards of the Small Business Administration's Development Company or Small Business Investment Company programs (13 CFR 121.301) or have gross annual revenues of \$1 million or less; activities that revitalize or stabilize low- or moderate-income geographies; or loans, investments or services that (i) Support, enable or facilitate projects or activities that meet the "eligible uses" criteria described in Section 2301c of the Housing and Economic Recovery Act of 2008 ("HERA"), Public Law 110-289, 122 Stat. 2654, as amended, and are conducted in designated target areas identified in plans approved by the United States Department of Housing and Urban Development in accordance with the Neighborhood Stabilization Program ("NSP"); (ii) Are provided no later than two years after the last date funds appropriated for the NSP are required to be spent by grantees; (iii) Benefit low-, moderate- and middle-income individuals and geographies in the bank's assessment area(s) or geographies outside the bank's assessment area(s) provided the bank has adequately addressed the community development needs of its assessment area(s).

Effective September 1, 2005, the Board of Governors of the Federal Reserve System, Office of the Comptroller of the Currency, and the Federal Deposit Insurance Corporation have adopted the following additional language as part of the revitalize or stabilize definition of community development. Activities that revitalize or stabilize-

- (i) Low-or moderate-income geographies;
- (ii) Designated disaster areas; or
- (iii) Distressed or underserved nonmetropolitan middle-income geographies designated by the Board, Federal Deposit Insurance Corporation, and Office of the Comptroller of the Currency, based on-

- a. Rates of poverty, unemployment, and population loss; or
- b. Population size, density, and dispersion. Activities that revitalize and stabilize geographies designated based on population size, density, and dispersion if they help to meet essential community needs, including needs of low- and moderate-income individuals.

Community Development Financial Institution (“CDFI”): A CDFI is an organization that has been certified by the U.S. Treasury as a provider of loans and services that assist specially funded institutions that revitalize LMI areas and assist LMI persons.

Family: A family is a group of two people or more related by birth, marriage, or adoption and residing together; all such people (including related subfamily members) are considered as members of one family.

Full Scope: Performance is analyzed considering performance context, quantitative factors and qualitative factors.

Geography: A census tract delineated by the United States Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act (“HMDA”): The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and income of applicants, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn).

- **Home mortgage loans:** Includes home purchase and home improvement loans as defined in the HMDA regulation. This definition also includes multifamily (five or more families) dwelling loans, loans for the purchase of manufactured homes, and refinancing of home improvement and home purchase loans.

Household: A household consists of all persons who occupy a housing unit. Persons not living in households are classified as living in group quarters.

Low-income: Individual income that is less than 50% of the area median income, or a median family income that is less than 50%, in the case of a geography.

Metropolitan Area (“MA”): A metropolitan statistical area (MSA) or a metropolitan division (MD) as defined by the Office of Management and Budget. A MSA is a core area containing at

least one urbanized area of 50,000 or more inhabitants, together with adjacent communities having a high degree of economic and social integration with that core. A MD is a division of a MSA based on specific criteria including commuting patterns. Only a MSA that has a population of at least 2.5 million may be divided into MDs.

Middle-income: Individual income that is at least 80% and less than 120% of the area median income, or a median family income that is at least 80% and less than 120%, in the case of a geography.

Moderate-income: Individual income that is at least 50% and less than 80% of the area median income, or a median family income that is at least 50% and less than 80%, in the case of a geography.

Owner-occupied units: Includes units occupied by the owner or co-owner, even if the unit has not been fully paid for or is mortgaged.

Qualified investment: A qualified investment is defined as any lawful investment, deposit, membership share, or grant that has as its primary purpose community development.

Small loan(s) to business (es): A loan included in "loans to small businesses" as defined in the Consolidated Report of Condition and Income ("Call Report") and the Thrift Financial Reporting ("TFR") instructions. These loans have original amounts of \$1 million or less and typically are either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans. However, thrift institutions may also exercise the option to report loans secured by nonfarm residential real estate as "small business loans" if the loans are reported on the TFR as nonmortgage, commercial loans.

Upper-income: Individual income that is more than 120% of the area median income, or a median family income that is more than 120%, in the case of a geography.

Wholesale bank: A bank that is not in the business of extending home mortgage, small business, small farm or consumer loans to retail customers, and for which a designation as a wholesale bank is in effect, in accordance with the CRA regulation.

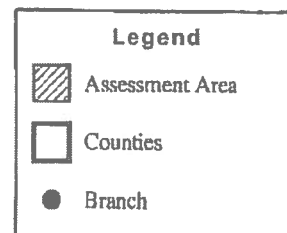
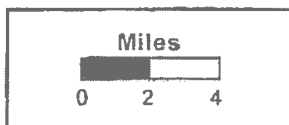
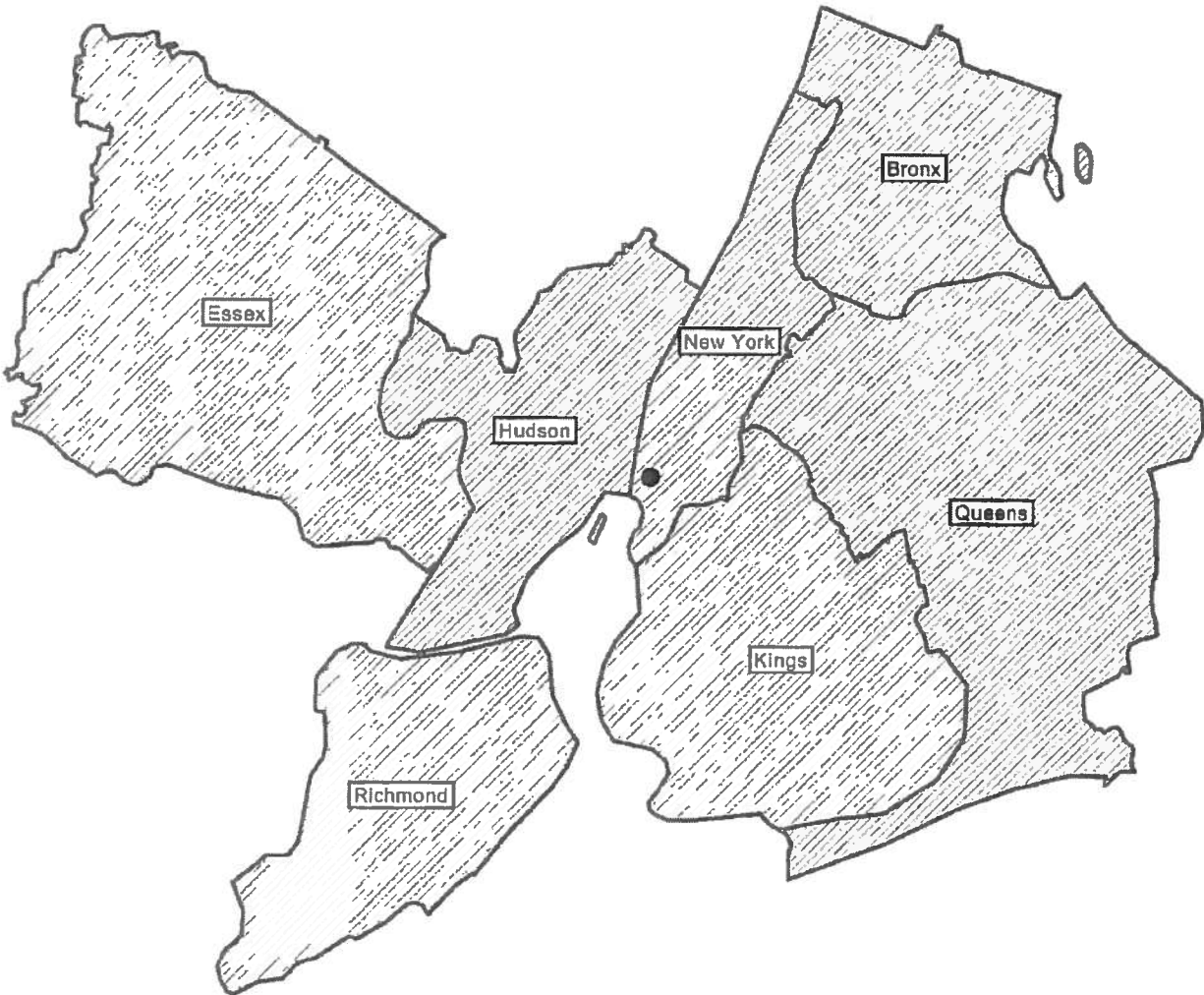
APPENDIX B

**SUMMARY OF STATE AND MULTISTATE METROPOLITAN AREA
RATINGS**

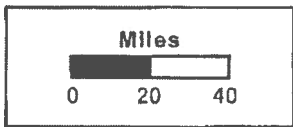
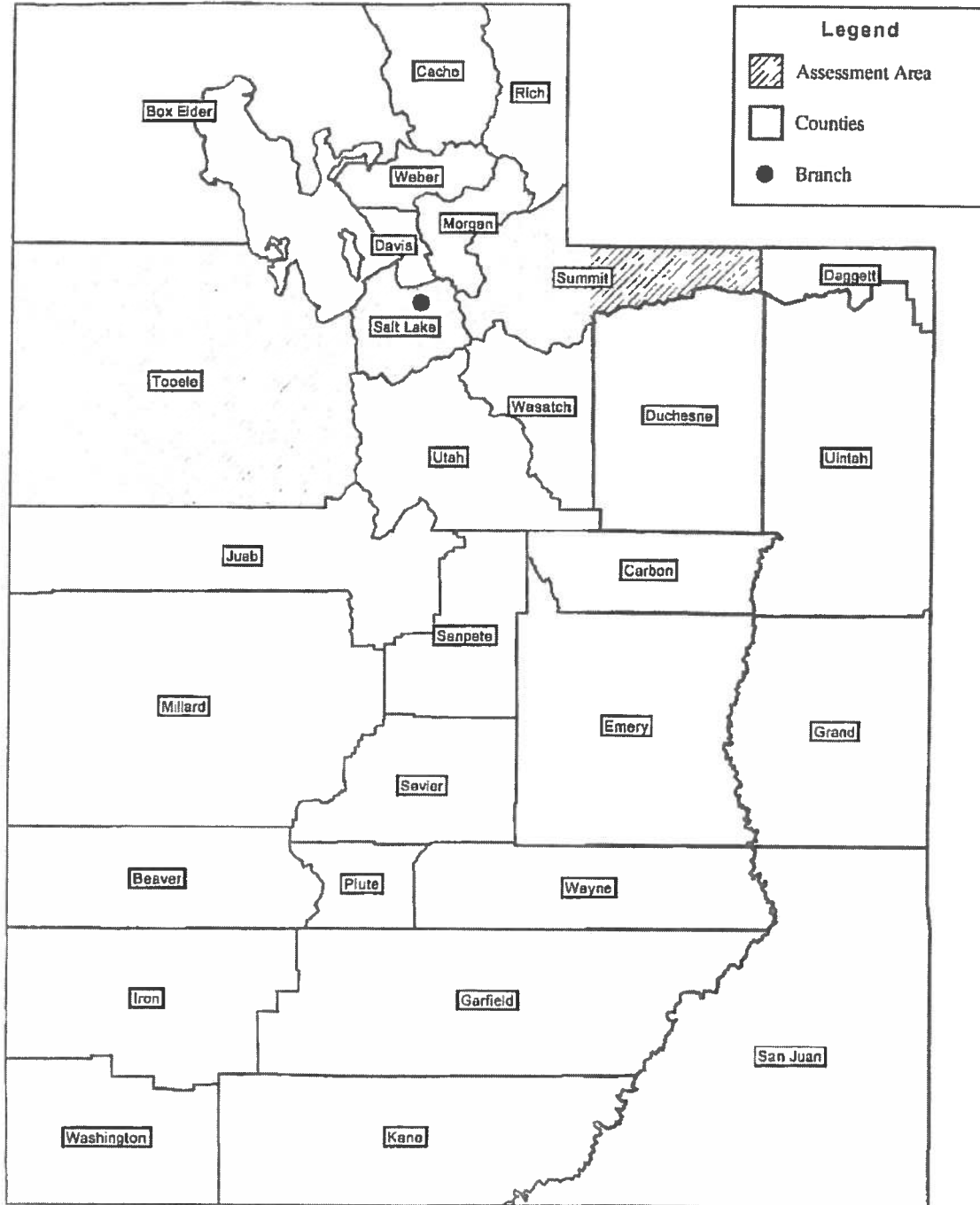
State or Multistate Metropolitan Area Name	Rating
Multi-State MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA)	Outstanding
State of Utah	Outstanding

APPENDIX C

Goldman Sachs Bank
New York/New Jersey Assessment Area
October 1, 2010 - December 31, 2012



Goldman Sachs Bank
Utah Assessment Area
October 1, 2010 - December 31, 2012



PUBLIC EXHIBIT 6

Form of Newspaper Notice

Notice of Application by Goldman Sachs Bank USA for the Acquisition by Purchase and Assumption of Certain Deposit Liabilities and Certain Very Limited Non-Financial Assets of GE Capital Bank

Goldman Sachs Bank USA, a New York state-chartered member bank headquartered at 200 West Street, New York, New York 10282 (“GS Bank”), has applied to the Federal Reserve Board (“Board”) pursuant to the Bank Merger Act, 12 U.S.C. § 1828(c), for permission to acquire by purchase and assumption certain deposit liabilities and certain very limited non-financial assets of GE Capital Bank, a Utah state-chartered non-member industrial bank headquartered at 6510 Millrock Drive, Suite #200, Holladay, Utah 84121. The Board will consider a number of factors in deciding whether to approve the application, including the record of performance of applicant banks in helping to meet local credit needs.

You are invited to submit comments in writing to this application to the Federal Reserve Bank of New York (the “Reserve Bank”), Attention: Bank Applications Officer, 33 Liberty Street, New York, NY 10045, or via email: comments.applications@ny.frb.org. The comment period will not end before September 19, 2015, and may be somewhat longer. The Board’s procedures for processing applications may be found at 12 C.F.R. Part 262. Procedures for processing protested applications may be found at 12 C.F.R. 262.25. If you need more information about how to submit your comments on community affairs aspects of the application or to obtain copies of relevant procedures contact Ms. Claire Kramer, Community Affairs, (212) 720-5371; other questions, including those relating to general procedures, should be directed to Mr. Ivan J. Hurwitz, Vice President, Bank Applications Function, (212) 720-5885. The Board will consider your comments and any request for a public meeting or formal hearing on the application if they are received in writing by the Reserve Bank on or before the last day of the comment period.

PUBLIC EXHIBIT 7

List of Directors and Senior Executive Officers of Goldman Sachs Bank USA

Board of Directors

E. Gerald Corrigan	Chairman of the Board
Esta E. Stecher	
Matthew W. Barrett	
Elizabeth E. Robinson	
Stephen Davies	
Ann F. Kaplan	
Thomas C. Melzer	
Simon P. Morris	
Jeffrey W. Schroeder	

Officers

Esta E. Stecher	Chief Executive Officer
Matthew T. Fremont-Smith	Chief Operating Officer
Thomas S. Riggs	General Counsel
Carey Halio	Chief Financial Officer
Connie J. Shoemaker	Chief Administrative Officer and Assistant Secretary
Stephen Davies	London Branch Manager
Thomas G. Young	Chief Risk Officer and Chief Credit Officer
Steven T. Elia	Chief Compliance Officer
Felicia J. Rector	Chief Compliance Officer - Swap Dealer
Stephanie P. Smith	Head of Bank Operations
Abraham Shua	Chief Information Officer
Manas K. Phadnis	Chief Market Risk Officer
Thomas T. Morina	Chief Privacy Officer
Ian Rathie	Chief Information Security Officer