

Federal Financial Institutions Examination Council



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

Report at the close of business September 30, 2008

This report is required by law: 12 U.S.C. Section 324 (State member banks); 12 U.S.C. Section 1817 (State nonmember banks); and 12 U.S.C. Section 161 (National banks).

This report form is to be filed by banks with branches and consolidated subsidiaries in U.S. territories and possessions, Edge or Agreement subsidiaries, foreign branches, consolidated foreign subsidiaries, or International Banking Facilities.

NOTE: Each bank's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with Federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for State nonmember banks and three directors for State member and National banks.

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Director (Trustee)

Director (Trustee)

Director (Trustee)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

Submission of Reports

Each bank must prepare its Reports of Condition and Income (Call Report) data by either:

- (a) Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for data collection (<https://cdr.ffiec.gov/cdr/>), or
- (b) Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data into the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (301) 495-7864, or by e-mail at CDR.Help@ffiec.gov.

THE NORTHERN TRUST COMPANY
Legal Title of Bank (RSSD 9017)

CHICAGO
City (RSSD 9130)

IL
State Abbrev. (RSSD 9200)

60603-
Zip Code (RSSD 9220)

FDIC Certificate Number 00913
(RSSD 9050)

Contact Information for the Reports of Condition and Income

To facilitate communication between the Agencies and the bank concerning the Reports of Condition and Income, please provide contact information for (1) the Chief Financial Officer (or equivalent) of the bank signing the reports for this quarter and (2) the person at the bank--other than the Chief Financial Officer (or equivalent)--to whom questions about the reports should be directed. If the Chief Financial Officer (or equivalent) is the primary contact for questions about the reports, please provide contact information for another person at the bank who will serve as a secondary contact for communications between the Agencies and the bank concerning the Reports of Condition and Income. Enter 'none' for the contact's e-mail address or fax number if not available. Contact information for the Reports of Condition and Income is for the confidential use of the Agencies and will not be released to the public.

Chief Financial Officer (or Equivalent) Signing the ReportsSteven L. Fradkin

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Executive Vice President/CFO

Title (TEXT C491)

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Other Person to Whom Questions about the Reports Should be DirectedPeter M Croner

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Senior Vice President

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Emergency Contact Information

This information is being requested so the Agencies can distribute critical, time sensitive information to emergency contacts at banks. Please provide primary contact information for a senior official of the bank who has decision-making authority. Also provide information for a secondary contact if available. Enter 'none' for the contact's e-mail address or fax number if not available. Emergency contact information is for the confidential use of the Agencies and will not be released to the public.

Primary ContactMarcy Balle

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USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information

This information is being requested to identify points-of-contact who are in charge of your depository institution's Section 314(a) searches and who could be contacted by federal law enforcement officers for additional information related to anti-terrorist financing and anti-money laundering. Please provide information for a secondary contact if available. Information for a third and fourth contact may be provided at the bank's option. Enter 'none' for the contact's e-mail address or fax number if not available. USA PATRIOT Act contact information is for the confidential use of the Agencies and the Financial Crimes Enforcement Network (FinCEN) and will not be released to the public.

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Senior Attorney

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Consolidated Report of Income for the period January 1, 2008 - September 30, 2008

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI - Income Statement

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Interest income:					
a. Interest and fee income on loans:					
(1) In domestic offices:					
(a) Loans secured by real estate:					
(1) Loans secured by 1-4 family residential properties	RIAD4435		149,058		1.a.(1)(a)(1)
(2) All other loans secured by real estate	RIAD4436		21,757		1.a.(1)(a)(2)
(b) Loans to finance agricultural production and other loans to farmers	RIAD4024		7		1.a.(1)(b)
(c) Commercial and industrial loans	RIAD4012		177,944		1.a.(1)(c)
(d) Loans to individuals for household, family, and other personal expenditures:					
(1) Credit cards	RIADB485		0		1.a.(1)(d)(1)
(2) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	RIADB486		41,138		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		39,134		1.a.(1)(f)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	RIAD4059		45,560		1.a.(2)
(3) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(2))	RIAD4010		474,598		1.a.(3)
b. Income from lease financing receivables	RIAD4065		(20,185)		1.b.
c. Interest income on balances due from depository institutions (1)	RIAD4115		720,261		1.c.
d. Interest and dividend income on securities:					
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	RIADB488		159,090		1.d.(1)
(2) Mortgage-backed securities	RIADB489		26,198		1.d.(2)
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	RIAD4060		79,270		1.d.(3)
e. Interest income from trading assets	RIAD4069		0		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	RIAD4020		67,854		1.f.
g. Other interest income	RIAD4518		1,501		1.g.
h. Total interest income (sum of items 1.a.(3) through 1.g.)	RIAD4107		1,508,587		1.h.
2. Interest expense:					
a. Interest on deposits:					
(1) Interest on deposits in domestic offices:					
(a) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	RIAD4508		2,031		2.a.(1)(a)
(b) Nontransaction accounts:					
(1) Savings deposits (includes MMDAs)	RIAD0093		48,789		2.a.(1)(b)(1)
(2) Time deposits of \$100,000 or more	RIADA517		25,739		2.a.(1)(b)(2)
(3) Time deposits of less than \$100,000	RIADA518		7,243		2.a.(1)(b)(3)
(2) Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	RIAD4172		761,672		2.a.(2)
b. Expense of federal funds purchased and securities sold under agreements to repurchase	RIAD4180		51,801		2.b.
c. Interest on trading liabilities and other borrowed money	RIAD4185		54,068		2.c.

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

Schedule RI - Continued

Dollar Amounts in Thousands

	Bil	Mil	Thou	
d. Interest on subordinated notes and debentures	RIAD4200		53,412	2.d.
e. Total interest expense (sum of items 2.a through 2.d)	RIAD4073		1,004,755	2.e.
3. Net interest income (item 1.h minus 2.e)	RIAD4074		503,832	3.
4. Provision for loan and lease losses	RIAD4230		32,869	4.
5. Noninterest income:				
a. Income from fiduciary activities (1)	RIAD4070		1,288,167	5.a.
b. Service charges on deposit accounts in domestic offices	RIAD4080		54,225	5.b.
c. Trading revenue (2)	RIADA220		390,699	5.c.
d.				
(1) Fees and commissions from securities brokerage	RIADC886		104	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		282	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		17	5.f.
g. Net securitization income	RIADB493		0	5.a.
h. Not applicable				
i. Net gains (losses) on sales of loans and leases	RIAD5416		19	5.i.
j. Net gains (losses) on sales of other real estate owned	RIAD5415		33	5.i.
k. Net gains (losses) on sales of other assets (excluding securities)	RIADB496		205	5.k.
l. Other noninterest income (*)	RIADB497		246,588	5.l.
m. Total noninterest income (sum of items 5.a. through 5.l)	RIAD4079		1,980,339	5.m.
6.				
a. Realized gains (losses) on held-to-maturity securities	RIAD3521		84	6.a.
b. Realized gains (losses) on available-for-sale securities	RIAD3196		(11,950)	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits	RIAD4135		786,281	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	RIAD4217		143,430	7.b.
c.				
(1) Goodwill impairment losses	RIADC216		0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	RIADC232		13,059	7.c.(2)
d. Other noninterest expense (*)	RIAD4092		597,267	7.d.
e. Total noninterest expense (sum of items 7.a. through 7.d)	RIAD4093		1,540,037	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		899,399	8.
9. Applicable income taxes (on item 8)	RIAD4302		369,067	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	RIAD4300		530,332	10.
11. Extraordinary items and other adjustments, net of income taxes (*)	RIAD4320		0	11.
12. Net income (loss) (sum of items 10 and 11)	RIAD4340		530,332	12.

(1) For banks required to complete Schedule RC-T, items 12 through 19, income from fiduciary activities reported in Schedule RI, item 5.a. must equal the amount reported in Schedule RC-T, item 19.

(2) For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c. must equal the sum of Memorandum items 8.a through 8.e.

(*) Describe on Schedule RI-E - Explanations

Schedule RI - Continued

Memoranda

Dollar Amounts in Thousands		Bil	Mil	Thou	
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		22,619		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		1,498		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		25,812		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	RIAD4150		10043		M.5.
6. Not applicable					
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 (1)	RIAD9106				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) (To be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.):					
a. Interest rate exposures	RIAD8757		9,141		M.8.a.
b. Foreign exchange exposures	RIAD8758		381,558		M.8.b.
c. Equity security and index exposures	RIAD8759		0		M.8.c.
d. Commodity and other exposures	RIAD8760		0		M.8.d.
e. Credit exposures	RIADF186		0		M.8.e.
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading	RIADC889		0		M.9.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	RIADC890		14,894		M.9.b.
10. Credit losses on derivatives (see instructions)	RIADA251		0		M.10.

		Yes/No	
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.

Dollar Amounts in Thousands		Bil	Mil	Thou	
<i>Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, part I, Memorandum items 8.b and 8.c.</i>					
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			N/A	M.12.
Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.					
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets	RIADF551			0	M.13.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	RIADF552			0	M.13.a.(1)
b. Net gains (losses) on liabilities	RIADF553			0	M.13.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	RIADF554			0	M.13.b.(1)

(1) For example, a bank acquired on March 1, 2008, would report 20080301.

Schedule RI-A - Changes in Equity Capital

Indicate decreases and losses in parentheses.

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Total equity capital most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	RIAD3217		3,377,322		1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles (*)	RIADB507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	RIADB508		3,377,322		3.
4. Net income (loss) (must equal Schedule RI, item 12)	RIAD4340		530,332		4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	RIADB509		(1,631)		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 (1)	RIADB511		(100,868)		10.
11. Other transactions with parent holding company (*) (not included in items 5, 6, 8, or 9 above)	RIAD4415		0		11.
12. Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28)	RIAD3210		3,805,155		12.

(*) Describe on Schedule RI-E - Explanations

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

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

Part I. Charge-offs (1) and Recoveries on Loans and Leases

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

Dollar Amounts in Thousands	(Column A) Charge-offs: Calendar YTD	(Column B) Recoveries: Calendar YTD	
1. Loans secured by real estate:			
a. Construction, land development, and other land loans in domestic offices:			
(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) 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:			
(a) Secured by first liens	RIADC234 838	RIADC217 11	1.c.(2)(a)
(b) Secured by junior liens	RIADC235 0	RIADC218 0	1.c.(2)(b)
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) 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:			
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:			
a. To U.S. addressees (domicile)	RIAD4645 1,763	RIAD4617 1,096	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:			
a. Credit cards	RIADB514 0	RIADB515 0	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	RIADB516 237	RIADB517 259	5.b.
6. Loans to foreign governments and official institutions	RIAD4643 0	RIAD4627 0	6.
7. All other loans	RIAD4644 0	RIAD4628 0	7.
8. Lease financing receivables:			
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 2,838	RIAD4605 1,366	9.

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

Schedule RI-B - Continued

Part I. Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Charge-offs: Calendar YTD	(Column B) Recoveries: Calendar YTD	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule 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.

Dollar Amounts in Thousands				
	Bil	Mil	Thou	
3. Not applicable <i>Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>				
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		N/A	M.4.

Schedule RI-B - Continued

Part II. Changes in Allowance for Loan and Lease Losses

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Balance most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	RIADB522			100,276		1.
2. Recoveries (must equal part I, item 9, column B, above)	RIAD4605			1,366		2.
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)	RIADC079			2,838		3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	RIAD5523			0		4.
5. Provision for loan and lease losses (must equal Schedule RI, item 4)	RIAD4230			32,869		5.
6. Adjustments (see instructions for this schedule) (*)	RIADC233			(309)		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			131,364		7.

Memoranda

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above	RIADC435			0		M.1.
<i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>						
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	RIADC389			N/A		M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges	RIADC390			N/A		M.3.
Memorandum item 4 is to be completed by all banks.						
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above) .	RIADC781			0		M.4.

(*) Describe on Schedule RI-E - Explanations.

Schedule RID

11

Schedule RI-D - Income from Foreign Offices

For all banks with foreign offices (including Edge or Agreement subsidiaries and IBFs) where foreign office revenues, assets, or net income exceed 10 percent of consolidated total revenues, total assets, or net income.

Dollar Amounts in Thousands					
		Bil	Mil	Thou	
1. Total interest income in foreign offices	RIADC899	1,084,336			1.
2. Total interest expense in foreign offices	RIADC900	790,825			2.
3. Provision for loan and lease losses in foreign offices	RIADC901	(2,782)			3.
4. Noninterest income in foreign offices:					
a. Trading revenue	RIADC902	264,298			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	435,936			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	527,535			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	(23,180)			7.
8. Applicable income taxes (on items 1 through 7)	RIADC909	156,034			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	289,778			10.
11. Internal allocations of income and expense applicable to foreign offices	RIADC912	5,126			11.
12. Eliminations arising from the consolidation of foreign offices with domestic offices	RIADC913	(158)			12.
13. Consolidated net income attributable to foreign offices (sum of items 10 through 12)	RIADC914	294,746			13.

Schedule RI-E - Explanations

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details.)

Dollar Amounts in Thousands		Bil	Mil	Thou	
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:					
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.	TEXT4461 Visa gain from partial redemption of Visa shares in conjunction with Visa IPO	RIAD4461	167,925		1.h.
i.	TEXT4462 Loan Service related fees	RIAD4462	19,603		1.i.
j.	TEXT4463 Custody Related deposit revenues	RIAD4463	19,226		1.j.
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:					
a.	Data processing expenses	RIADC017	0		2.a.
b.	Advertising and marketing expenses	RIAD0497	60,489		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	0		2.g.
h.	Accounting and auditing expenses	RIADF556	0		2.h.
i.	Consulting and advisory expenses	RIADF557	32,114		2.i.
j.	Automated teller machine (ATM) and interchange expenses	RIADF558	0		2.j.
k.	Telecommunications expenses	RIADF559	0		2.k.
l.	TEXT4464 Client Support-Related Charges	RIAD4464	167,600		2.l.
m.	TEXT4467 Computer Software-Related Expense	RIAD4467	108,308		2.m.
n.	TEXT4468 Subcustodial & Depository Fee Expense	RIAD4468	75,704		2.n.
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and other adjustments):					
a.	(1) TEXT4469	RIAD4469	0		3.a.(1)
	(2) Applicable income tax effect	RIAD4486	0		3.a.(2)
b.	(1) TEXT4487	RIAD4487	0		3.b.(1)
	(2) Applicable income tax effect	RIAD4488	0		3.b.(2)
c.	(1) TEXT4489	RIAD4489	0		3.c.(1)
	(2) Applicable income tax effect	RIAD4491	0		3.c.(2)

Schedule RI-E - Continued

		Dollar Amounts in Thousands			
		Bil	Mil	Thou	
4. Restatements due to corrections of material accounting errors and changes in accounting principles (from Schedule RI-A, item 2) (itemize and describe all restatements):					
a.	Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option	RIADF465		0	4.a.
b.	TEXTB527	RIADB527		0	4.b.
5. Other transactions with parent holding company (from Schedule RI-A, item 11) (itemize and describe all such transactions):					
a.	TEXT4498	RIAD4498		0	5.a.
b.	TEXT4499	RIAD4499		0	5.b.
6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6) (itemize and describe all adjustments):					
a.	TEXT4521 Translation of Foreign Subsidiary Loan Loss Provision	RIAD4521		(309)	6.a.
b.	TEXT4522	RIAD4522		0	6.b.

		Yes/No		
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):				
a.	Comments?	RIAD4769	YES	7.a.
b. Other explanations:				

(TEXT 4769)

Northern Trust's third quarter 2008 results were negatively impacted by the following charges, some of which were previously provided as estimates. In connection with Visa, Inc.'s (Visa) March 2008 initial public offering, a portion of the shares of Visa common stock held by Northern Trust as a member bank of Visa U.S.A. Inc. (Visa U.S.A.) was redeemed pursuant to a mandatory redemption. The proceeds of the redemption totaled \$167.9 million and were recorded as a gain in the first quarter of 2008. Northern Trust and other Visa U.S.A. member banks are obligated to share in losses resulting from certain indemnified litigation involving Visa. As anticipated, Visa placed a portion of the proceeds from its initial public offering into an escrow account to fund the settlements of, or judgments in, the indemnified litigation. Northern Trust recorded \$76.1 million, its proportionate share of the escrow account balance, in the first quarter of 2008 as an offset to the indemnification liabilities and related charges recorded in the fourth quarter of 2007. On October 28, 2008, Visa announced the settlement of the litigation that involved Discover Financial Services. In consideration of the announced settlement, Northern Trust recorded a \$30 million increase in the indemnification liabilities in the third quarter of 2008 resulting in a year-to-date negative other operating expense associated with these actions totaling \$46.1 million. Pre-tax charges totaling \$167.6 million in connection with actions taken to provide support for Northern Trust's securities lending clients. A \$9.5 million pre-tax charge reducing net interest income and increasing income taxes related to revised estimates regarding the outcome of the Corporation's tax position with respect to certain structured leasing transactions. A \$16.9 million pre-tax charge to reflect the other-than-temporary impairment of two asset-backed securities held within Northern Trust's balance sheet investment portfolio.

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for September 30, 2008

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC - Balance Sheet

Dollar Amounts in Thousands		Bil	Mil	Thou	
ASSETS					
1. Cash and balances due from depository institutions (from Schedule RC-A):					
a. Noninterest-bearing balances and currency and coin ⁽¹⁾	RCFD0081		3,687,024		1.a.
b. Interest-bearing balances ⁽²⁾	RCFD0071		25,170,762		1.b.
2. Securities:					
a. Held-to-maturity securities (from Schedule RC-B, column A)	RCFD1754		891,655		2.a.
b. Available-for-sale securities (from Schedule RC-B, column D)	RCFD1773		11,912,380		2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices	RCONB987		2,654,555		3.a.
b. Securities purchased under agreements to resell ⁽³⁾	RCFDB989		129,277		3.b.
4. Loans and lease financing receivables (from Schedule RC-C):					
a. Loans and leases held for sale	RCFD5369		0		4.a.
b. Loans and leases, net of unearned income	RCFDB528		18,412,126		4.b.
c. LESS: Allowance for loan and lease losses	RCFD3123		131,364		4.c.
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)	RCFDB529		18,280,762		4.d.
5. Trading assets (from Schedule RC-D)					
6. Premises and fixed assets (including capitalized leases)					
7. Other real estate owned (from Schedule RC-M)					
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)					
9. Not applicable					
10. Intangible assets:					
a. Goodwill	RCFD3163		333,294		10.a.
b. Other intangible assets (from Schedule RC-M)	RCFD0426		81,227		10.b.
11. Other assets (from Schedule RC-F)					
12. Total assets (sum of items 1 through 11)					
	RCFD2170		68,930,403		12.

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

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

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

Schedule RC - Continued

Dollar Amounts in Thousands		Bil	Mil	Thou	
LIABILITIES					
13. Deposits:					
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)					
	RCQN2200	10,856,886			13.a.
(1) Noninterest-bearing ⁽¹⁾	RCQN6631	5,730,511			13.a.(1)
(2) Interest-bearing	RCQN6636	5,126,375			13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)					
	RCFN2200	44,800,304			13.b.
(1) Noninterest-bearing	RCFN6631	3,453,196			13.b.(1)
(2) Interest-bearing	RCFN6636	41,347,108			13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices ⁽²⁾					
	RCQNB993	415,640			14.a.
b. Securities sold under agreements to repurchase ⁽³⁾					
	RCFDB995	1,062,442			14.b.
15. Trading liabilities (from Schedule RC-D)					
	RCFD3548	2,079,238			15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases (from Schedule RC-M)					
	RCFD3190	2,200,906			16.
17. Not applicable					
18. Not applicable					
19. Subordinated notes and debentures ⁽⁴⁾					
	RCFD3200	1,537,155			19.
20. Other liabilities (from Schedule RC-G)					
	RCFD2930	2,172,562			20.
21. Total liabilities (sum of items 13 through 20)					
	RCFD2948	65,125,133			21.
22. Minority interest in consolidated subsidiaries					
	RCFD3000	115			22.
EQUITY CAPITAL					
23. Perpetual preferred stock and related surplus					
	RCFD3838	0			23.
24. Common stock					
	RCFD3230	3,563			24.
25. Surplus (exclude all surplus related to preferred stock)					
	RCFD3839	655,560			25.
26.					
a. Retained earnings					
	RCFD3632	3,319,895			26.a.
b. Accumulated other comprehensive income ⁽⁵⁾					
	RCFDB530	(173,863)			26.b.
27. Other equity capital components ⁽⁶⁾					
	RCFDA130	0			27.
28. Total equity capital (sum of items 23 through 27)					
	RCFD3210	3,805,155			28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)					
	RCFD3300	68,930,403			29.

Memorandum

To be reported with the March Report of Condition.

		Number
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 2007	RCFD6724	N/A
		M.1.
1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank	4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)	
2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)	5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)	
3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm	6 = Review of the bank's financial statements by external auditors	
	7 = Compilation of the bank's financial statements by external auditors	
	8 = Other audit procedures (excluding tax preparation work)	
	9 = No external audit work	

(1) Includes total demand deposits and noninterest-bearing time and savings deposits.

(2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16. "Other borrowed money."

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

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

(5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

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

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

Exclude assets held for trading.

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 | 708,718		1.
a. Cash items in process of collection and unposted debits		RCON0020 | 676,667	1.a.
b. Currency and coin		RCON0080 | 31,536	1.b.
2. Balances due from depository institutions in the U.S.		RCON0082 | 105,022	2.
a. U.S. branches and agencies of foreign banks (including their IBFs) ..	RCFD0083 | 255,827		2.a.
b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs)	RCFD0085 | 157,876		2.b.
3. Balances due from banks in foreign countries and foreign central banks		RCON0070 | 34,220	3.
a. Foreign branches of other U.S. banks	RCFD0073 | 761,859		3.a.
b. Other banks in foreign countries and foreign central banks	RCFD0074 | 26,593,425		3.b.
4. Balances due from Federal Reserve Banks	RCFD0090 | 380,081	RCON0090 | 379,286	4.
5. Total (sum of items 1 through 4) (total of column A must equal Schedule RC, sum of items 1.a and 1.b)	RCFD0010 | 28,857,786	RCON0010 | 1,226,731	5.

Schedule RC-B - Securities

Exclude assets held for trading.

	(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	
	0	0	0	0	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities):					
a. Issued by U.S. Government agencies ⁽¹⁾	RCFD1289	RCFD1290	RCFD1291	RCFD1293	
	0	0	0	0	2.a.
b. Issued by U.S. Government-sponsored agencies ⁽²⁾	RCFD1294	RCFD1295	RCFD1297	RCFD1298	
	0	0	9,042,006	9,033,866	2.b.
3. Securities issued by states and political subdivisions in the U.S.	RCFD8496	RCFD8497	RCFD8498	RCFD8499	
	761,713	769,062	30,534	31,694	3.
4. Mortgage-backed securities (MBS):					
a. Pass-through securities:					
(1) Guaranteed by GNMA	RCFD1698	RCFD1699	RCFD1701	RCFD1702	
	0	0	0	0	4.a.(1)
(2) Issued by FNMA and FHLMC	RCFD1703	RCFD1705	RCFD1706	RCFD1707	
	31,823	31,941	234,847	233,883	4.a.(2)
(3) Other pass-through securities	RCFD1709	RCFD1710	RCFD1711	RCFD1713	
	0	0	0	0	4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	RCFD1714	RCFD1715	RCFD1716	RCFD1717	
	0	0	508,307	510,507	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	RCFD1718	RCFD1719	RCFD1731	RCFD1732	
	0	0	160,448	125,127	4.b.(2)
(3) All other mortgage-backed securities	RCFD1733	RCFD1734	RCFD1735	RCFD1736	
	0	0	0	0	4.b.(3)
5. Asset-backed securities (ABS)	RCFDC026	RCFDC988	RCFDC989	RCFDC027	
	0	0	1,819,218	1,674,785	5.
6. Other debt securities:					
a. Other domestic debt securities	RCFD1737	RCFD1738	RCFD1739	RCFD1741	
	62,705	42,497	99,653	93,254	6.a.
b. Foreign debt securities	RCFD1742	RCFD1743	RCFD1744	RCFD1746	
	35,414	35,457	209,432	209,264	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values ⁽³⁾			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	
	891,655	878,957	12,104,445	11,912,380	8.

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

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

(3) Report Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock in Schedule RC-F, item 4.

Schedule RC-B - Continued

Memoranda

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Pledged securities (1)	RCFD0416	10,039,625			M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status): (1) (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 data of: (3) (4)					
(1) Three months or less	RCFDA549	8,241,441			M.2.a.(1)
(2) Over three months through 12 months	RCFDA550	2,140,374			M.2.a.(2)
(3) Over one year through three years	RCFDA551	687,350			M.2.a.(3)
(4) Over three years through five years	RCFDA552	200,803			M.2.a.(4)
(5) Over five years through 15 years	RCFDA553	527,183			M.2.a.(5)
(6) Over 15 years	RCFDA554	105,544			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: (3) (5)					
(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	10,388			M.2.b.(5)
(6) Over 15 years	RCFDA560	255,318			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: (6)					
(1) Three years or less	RCFDA561	0			M.2.c.(1)
(2) Over three years	RCFDA562	635,634			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	5,313,800			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):					
a. Amortized cost	RCFD8782	0			M.4.a.
b. Fair value	RCFD8783	0			M.4.b.

(1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
 (2) Exclude investments in mutual funds and other equity securities with readily determinable fair values.
 (3) Report fixed rate debt securities by remaining maturity and floating rate debt securities by next repricing date.
 (4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 5, and 6, columns A and D, plus mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
 (5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
 (6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.b, sum of columns A and D.

Schedule RC-B - Continued

Memoranda (continued)

Dollar Amounts in Thousands	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for- sale Amortized Cost	(Column D) Available-for- sale Fair Value	
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. Credit card receivables	RCFDB838 0	RCFDB839 0	RCFDB840 771,487	RCFDB841 743,069	M.5.a.
b. Home equity lines	RCFDB842 0	RCFDB843 0	RCFDB844 555,541	RCFDB845 447,418	M.5.b.
c. Automobile loans	RCFDB846 0	RCFDB847 0	RCFDB848 127,000	RCFDB849 122,536	M.5.c.
d. Other consumer loans	RCFDB850 0	RCFDB851 0	RCFDB852 365,190	RCFDB853 361,762	M.5.d.
e. Commercial and industrial loans	RCFDB854 0	RCFDB855 0	RCFDB856 0	RCFDB857 0	M.5.e.
f. Other	RCFDB858 0	RCFDB859 0	RCFDB860 0	RCFDB861 0	M.5.f.

Schedule RC-C -- Loans and Lease Financing Receivables

Part I. Loans and Leases

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

Dollar Amounts in Thousands	(Column A) Consolidated Bank	(Column B) Domestic Offices	
1. Loans secured by real estate	RCFD1410	4,866,900	1.
a. Construction, land development, and other land loans:			
(1) 1-4 family residential construction loans		RCONF158 28,633	1.a.(1)
(2) Other construction loans and all land development and other land loans		RCONF159 177,119	1.a.(2)
b. Secured by farmland (including farm residential and other improvements)		RCON1420 2,475	1.b.
c. Secured by 1-4 family residential properties:			
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		RCON1797 817,460	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:			
(a) Secured by first liens		RCON5367 3,085,744	1.c.(2)(a)
(b) Secured by junior liens		RCON5368 9,080	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties		RCON1460 230,529	1.d.
e. Secured by nonfarm nonresidential properties:			
(1) Loans secured by owner-occupied nonfarm nonresidential properties		RCONF160 91,539	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties		RCONF161 424,321	1.e.(2)
2. Loans to depository institutions and acceptances of other banks:			
a. To commercial banks in the U.S.		RCONB531 145,010	2.a.
(1) To U.S. branches and agencies of foreign banks	RCFDB532	0	2.a.(1)
(2) To other commercial banks in the U.S.	RCFDB533	145,010	2.a.(2)
b. To other depository institutions in the U.S.	RCFDB534	0	2.b.
c. To banks in foreign countries		RCONB535 0	2.c.
(1) To foreign branches of other U.S. banks	RCFDB536	0	2.c.(1)
(2) To other banks in foreign countries	RCFDB537	2,627	2.c.(2)
3. Loans to finance agricultural production and other loans to farmers	RCFD1590	105	3.
4. Commercial and industrial loans:			
a. To U.S. addressees (domicile)	RCFD1763	6,597,179	4.a.
b. To non-U.S. addressees (domicile)	RCFD1764	252,514	4.b.
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	6.a.
b. Other revolving credit plans	RCFDB539	29,847	6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	RCFD2011	1,127,758	6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	RCFD2081	73,900	7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.	RCFD2107	159,949	8.
9. Other loans	RCFD1563	4,033,748	9.
a. Loans for purchasing or carrying securities (secured and unsecured)		RCON1545 27,934	9.a.
b. All other loans (exclude consumer loans)		RCON1564 2,724,767	9.b.

Schedule RC-C - Continued

Part I. Continued

Dollar Amounts in Thousands	(Column A) Consolidated Bank		(Column B) Domestic Offices		
10. Lease financing receivables (net of unearned income)			RCON2165	1,122,589	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	RCFDF162	0			10.a.
b. All other leases	RCFDF163	1,122,589			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 (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule RC, sum of items 4.a and 4.b)	RCFD2122	18,412,126	RCON2122	16,885,671	12.

Memoranda

Dollar Amounts in Thousands				
	Bil	Mil	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I. and not reported as past due or nonaccrual in Schedule RC-N. Memorandum item 1):				
a. Loans secured by 1-4 family residential properties in domestic offices	RCONF576		0	M.1.a.
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	RCFD1616		0	M.1.b.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):				
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), col. B) with a remaining maturity or next repricing date of: (1) (2)				
(1) Three months or less	RCONA564		191,871	M.2.a.(1)
(2) Over three months through 12 months	RCONA565		460,474	M.2.a.(2)
(3) Over one year through three years	RCONA566		919,576	M.2.a.(3)
(4) Over three years through five years	RCONA567		333,852	M.2.a.(4)
(5) Over five years through 15 years	RCONA568		365,855	M.2.a.(5)
(6) Over 15 years	RCONA569		810,169	M.2.a.(6)
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, col. 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), col. B) with a remaining maturity or next repricing date of: (1) (3)				
(1) Three months or less	RCFDA570		11,840,265	M.2.b.(1)
(2) Over three months through 12 months	RCFDA571		1,118,566	M.2.b.(2)
(3) Over one year through three years	RCFDA572		592,730	M.2.b.(3)
(4) Over three years through five years	RCFDA573		366,265	M.2.b.(4)
(5) Over five years through 15 years	RCFDA574		864,595	M.2.b.(5)
(6) Over 15 years	RCFDA575		510,017	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		11,083,290	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 (4)	RCFD2746		320,347	M.3.

(1) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.
 (2) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties in domestic offices included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.
 (3) Sum of Memorandum items 2.b.(1) through 2.b.(6), plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties in domestic offices included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, part I, sum of items 1 through 10, column A, minus total closed-end loans secured by first liens on 1-4 family residential properties in domestic offices from Schedule RC-C, part I, item 1.c.(2)(a), column B.
 (4) Exclude loans secured by real estate that are included in Schedule RC-C, part I, item 1, column A.

Schedule RC-C - Continued

Part I. Continued

Memoranda

Dollar Amounts in Thousands		Bil	Mil	Thou	
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		1,868,348		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)	RCFDB837		0		M.5.
<i>Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>					
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a, col A ...	RCFDC391		N/A		M.6.
<i>Memorandum item 7 is to be completed by all banks.</i>					
7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance	RCFDC779		0		M.7.a.
b. Carrying 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:					
a. Total carrying 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 (b))	RCONF230		0		M.8.a.
<i>Memorandum items 8.b and 8.c are to be completed by banks that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule RC-C, part I, Memorandum item 8.a) as of December 31, 2007, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule RC-C, part I, item 12, column B).</i>					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	RCONF231		N/A		M.8.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 8.a above	RCONF232		N/A		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.

Memorandum items 10 and 11 are to be completed by banks that have elected to measure loans included in Schedule RC-C, part I, items 1 through 9, at fair value under a fair value option.

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):			
a. Loans secured by real estate	RCFDF608	0	M.10.a.
(1) Construction, land development, and other land loans		RCONF578	0
(2) Secured by farmland (including farm residential and other improvements)		RCONF579	0
(3) Secured by 1-4 family residential properties:			
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		RCONF580	0
(b) Closed-end loans secured by 1-4 family residential properties:			
(1) Secured by first liens		RCONF581	0
(2) Secured by junior liens		RCONF582	0
(4) Secured by multifamily (5+) residential properties		RCONF583	0
(5) Secured by nonfarm nonresidential properties		RCONF584	0

Schedule RC-C - Continued

Part I. Continued

Memoranda (continued)

Dollar Amounts in Thousands	(Column A) Consolidated Bank		(Column B) Domestic Offices		
b. Commercial and industrial loans	RCFDF585	0	RCONF585	0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	RCFDF586	0	RCONF586	0	M.10.c.(1)
(2) Other revolving credit plans	RCFDF587	0	RCONF587	0	M.10.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	RCFDF588	0	RCONF588	0	M.10.c.(3)
d. Other loans	RCFDF589	0	RCONF589	0	M.10.d.
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	RCFDF609	0			M.11.a.
(1) Construction, land development, and other land loans			RCONF590	0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			RCONF591	0	M.11.a.(2)
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			RCONF592	0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(1) Secured by first liens			RCONF593	0	M.11.a.(3)(b)(1)
(2) Secured by junior liens			RCONF594	0	M.11.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties			RCONF595	0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties			RCONF596	0	M.11.a.(5)
b. Commercial and industrial loans	RCFDF597	0	RCONF597	0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	RCFDF598	0	RCONF598	0	M.11.c.(1)
(2) Other revolving credit plans	RCFDF599	0	RCONF599	0	M.11.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	RCFDF600	0	RCONF600	0	M.11.c.(3)
d. Other loans	RCFDF601	0	RCONF601	0	M.11.d.

Schedule RC-C - Continued

Part II. Loans to Small Businesses and Small Farms

Schedule RC-C, Part II is to be reported only with the June Report of Condition.

Report the number and amount currently outstanding as of June 30 of business loans with "original amounts" of \$1,000,000 or less and farm loans with "original amounts" of \$500,000 or less. The following guidelines should be used to determine the "original amount" of a loan: (1) For loans drawn down under lines of credit or loan commitments, the "original amount" of the loan is the size of the line of credit or loan commitment when the line of credit or loan commitment was **most recently** approved, extended, or renewed prior to the report date. However, if the amount currently outstanding as of the report date exceeds this size, the "original amount" is the amount currently outstanding on the report date. (2) For loan participations and syndications, the "original amount" of the loan participation or syndication is the entire amount of the credit originated by the lead lender. (3) For all other loans, the "original amount" is the total amount of the loan at origination or the amount currently outstanding as of the report date, whichever is larger.

Loans to Small Businesses

	Yes/No	
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 (If your bank has no loans outstanding in both of these two loan categories, answer this question "NO.")		1.
	RCON6999 N/A	

If YES, complete items 2.a and 2.b below, skip items 3 and 4, and go to item 5.
 If NO and your bank has loans outstanding in either loan category, skip items 2.a and 2.b, complete items 3 and 4 below, and go to item 5.
 If NO and your bank has no loans outstanding in both loan categories, skip items 2 through 4, and go to item 5.

	Number	
2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:		
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 (Note: Sum of items 1.e.(1) and 1.e.(2), column B, divided by the number of loans should NOT exceed \$100,000.)		2.a.
	RCON5562 N/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 (Note: Item 4.a, column B, divided by the number of loans should NOT exceed \$100,000.)		2.b.
	RCON5563 N/A	

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 (sum of items 3.a through 3.c must be less than or equal to Schedule RC-C, part I, sum of items 1.e.(1) and 1.e.(2), column B):			
a. With original amounts of \$100,000 or less	RCON5564 N/A	RCON5565 N/A	3.a.
b. With original amounts of more than \$100,000 through \$250,000	RCON5566 N/A	RCON5567 N/A	3.b.
c. With original amounts of more than \$250,000 through \$1,000,000	RCON5568 N/A	RCON5569 N/A	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 (sum of items 4.a through 4.c must be less than or equal to Schedule RC-C, part I, item 4.a, column B):			
a. With original amounts of \$100,000 or less	RCON5570 N/A	RCON5571 N/A	4.a.
b. With original amounts of more than \$100,000 through \$250,000	RCON5572 N/A	RCON5573 N/A	4.b.
c. With original amounts of more than \$250,000 through \$1,000,000	RCON5574 N/A	RCON5575 N/A	4.c.

Schedule RC-C - Continued

Part II. Continued

Agricultural Loans to Small Farms

	Yes/No				
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 (If your bank has no loans outstanding in both of these two loan categories, answer this question "NO.")	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; height: 80px;"></td> <td style="width: 20%;"></td> </tr> <tr> <td style="text-align: left;">RCON6860</td> <td style="text-align: center;">N/A</td> </tr> </table>			RCON6860	N/A
RCON6860	N/A				

5.

If YES, complete items 6.a and 6.b below, and do not complete items 7 and 8.

If NO and your bank has loans outstanding in either loan category, skip items 6.a and 6.b and complete items 7 and 8 below.

If NO and your bank has no loans outstanding in both loan categories, do not complete items 6 through 8.

	Number				
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 (Note: Item 1.b, column B, divided by the number of loans should NOT exceed \$100,000.)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; height: 40px;"></td> <td style="width: 20%;"></td> </tr> <tr> <td style="text-align: left;">RCON5576</td> <td style="text-align: center;">N/A</td> </tr> </table>			RCON5576	N/A
RCON5576	N/A				
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 (Note: Item 3, column B, divided by the number of loans should NOT exceed \$100,000.)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; height: 40px;"></td> <td style="width: 20%;"></td> </tr> <tr> <td style="text-align: left;">RCON5577</td> <td style="text-align: center;">N/A</td> </tr> </table>			RCON5577	N/A
RCON5577	N/A				

6.a.

6.b.

		(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 (sum of items 7.a through 7.c must be less than or equal to Schedule RC-C, part I, item 1.b, column B):	Dollar Amounts in Thousands				
a. With original amounts of \$100,000 or less		RCON5578	N/A	RCON5579	N/A
b. With original amounts of more than \$100,000 through \$250,000		RCON5580	N/A	RCON5581	N/A
c. With original amounts of more than \$250,000 through \$500,000		RCON5582	N/A	RCON5583	N/A
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 (sum of items 8.a through 8.c must be less than or equal to Schedule RC-C, part I, item 3, column B):					
a. With original amounts of \$100,000 or less		RCON5584	N/A	RCON5585	N/A
b. With original amounts of more than \$100,000 through \$250,000		RCON5586	N/A	RCON5587	N/A
c. With original amounts of more than \$250,000 through \$500,000		RCON5588	N/A	RCON5589	N/A

7.a.

7.b.

7.c.

8.a.

8.b.

8.c.

Schedule RC-D - Trading Assets and Liabilities

Schedule RC-D is to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more in any of the four preceding calendar quarters.

Dollar Amounts in Thousands	(Column A) Consolidated Bank		(Column B) Domestic Offices		
ASSETS					
1. U.S. Treasury securities	RCFD3531	0	RCON3531	0	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities)	RCFD3532	0	RCON3532	0	2.
3. Securities issued by states and political subdivisions in the U.S.	RCFD3533	0	RCON3533	0	3.
4. Mortgage-backed securities (MBS):					
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	RCFD3534	0	RCON3534	0	4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	RCFD3535	0	RCON3535	0	4.b.
c. All other mortgage-backed securities	RCFD3536	0	RCON3536	0	4.c.
5. Other debt securities	RCFD3537	0	RCON3537	0	5.
6. Loans:					
a. Loans secured by real estate	RCFDF610	0			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:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			RCONF606	0	6.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(1) Secured by first liens			RCONF607	0	6.a.(3)(b)(1)
(2) Secured by junior liens			RCONF611	0	6.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties			RCONF612	0	6.a.(4)
(5) Secured by nonfarm nonresidential properties			RCONF613	0	6.a.(5)
b. Commercial and industrial loans	RCFDF614	0	RCONF614	0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	RCFDF615	0	RCONF615	0	6.c.(1)
(2) Other revolving credit plans	RCFDF616	0	RCONF616	0	6.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	RCFDF617	0	RCONF617	0	6.c.(3)
d. Other loans	RCFDF618	0	RCONF618	0	6.d.
7. Not applicable					
8. Not applicable					
9. Other trading assets	RCFD3541	0	RCON3541	0	9.
10. Not applicable					
11. Derivatives with a positive fair value	RCFD3543	2,193,172	RCON3543	164,360	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule RC, item 5)	RCFD3545	2,193,172	RCON3545	164,360	12.
LIABILITIES					
13.					
a. Liability for short positions	RCFD3546	0	RCON3546	0	13.a.
b. Other trading liabilities	RCFDF624	0	RCONF624	0	13.b.
14. Derivatives with a negative fair value	RCFD3547	2,079,238	RCON3547	175,275	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule RC, item 15)	RCFD3548	2,079,238	RCON3548	175,275	15.

Schedule RC-D - Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Consolidated Bank	(Column B) Domestic Offices		
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a through 6.d):				
a. Loans secured by real estate	RCFDF790	0	M.1.a.	
(1) Construction, land development, and other land loans		RCONF625	0	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)		RCONF626	0	M.1.a.(2)
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		RCONF627	0	M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:				
(1) Secured by first liens		RCONF628	0	M.1.a.(3)(b)(1)
(2) Secured by junior liens		RCONF629	0	M.1.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties		RCONF630	0	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties		RCONF631	0	M.1.a.(5)
b. Commercial and industrial loans	RCFDF632	0	M.1.b.	
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards	RCFDF633	0	M.1.c.(1)	
(2) Other revolving credit plans	RCFDF634	0	M.1.c.(2)	
(3) Other consumer loans (includes single payment, installment, and all student loans)	RCFDF635	0	M.1.c.(3)	
d. Other loans	RCFDF636	0	M.1.d.	
2. Not applicable				
3. Loans measured at fair value that are past due 90 days or more:				
a. Fair value	RCFDF639	0	M.3.a.	
b. Unpaid principal balance	RCFDF640	0	M.3.b.	

Memorandum items 4 through 10 are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$1 billion or more in any of the four preceding calendar quarters.

Dollar Amounts in Thousands		Bil	Mil	Thou	
4. Asset-backed securities:					
a. Residential mortgage-backed securities	RCFDF641			0	M.4.a.
b. Commercial mortgage-backed securities	RCFDF642			0	M.4.b.
c. Credit card receivables	RCFDF643			0	M.4.c.
d. Home equity lines	RCFDF644			0	M.4.d.
e. Automobile loans	RCFDF645			0	M.4.e.
f. Other consumer loans	RCFDF646			0	M.4.f.
g. Commercial and industrial loans	RCFDF647			0	M.4.g.
h. Other	RCFDF648			0	M.4.h.
5. Collateralized debt obligations:					
a. Synthetic	RCFDF649			0	M.5.a.
b. Other	RCFDF650			0	M.5.b.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	RCFDF651			0	M.6.

Schedule RC-D - Continued

Memoranda (continued)

Dollar Amounts in Thousands

		Bil	Mil	Thou	
7. Equity securities:					
a.	Readily determinable fair values	RCFDF652	0		M.7.a.
b.	Other	RCFDF653	0		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.	TEXTF654	RCFDF655	0		M.9.a.
b.	TEXTF656	RCFDF656	0		M.9.b.
c.	TEXTF657	RCFDF657	0		M.9.c.
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):					
a.	TEXTF658	RCFDF658	0		M.10.a.
b.	TEXTF659	RCFDF659	0		M.10.b.
c.	TEXTF660	RCFDF660	0		M.10.c.

Schedule RC-E -- Deposit Liabilities

Part I. Deposits in Domestic Offices

Dollar Amounts in Thousands	(Column A) Total Transaction accounts (including total demand deposits)	(Column B) Memo: Total demand deposits (included in col A)	(Column C) Total nontransaction accounts (including MMDAs)	
Deposits of:				
1. Individuals, partnerships, and corporations (include all certified and official checks)	RCONB549 3,144,644		RCONB550 7,334,026	1.
2. U.S. Government	RCON2202 110		RCON2520 0	2.
3. States and political subdivisions in the U.S.	RCON2203 10,346		RCON2530 40,459	3.
4. Commercial banks and other depository institutions in the U.S.	RCONB551 325,283		RCONB552 0	4.
5. Banks in foreign countries	RCON2213 2,018		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 3,482,401	RCON2210 3,274,487	RCON2385 7,374,485	7.

Schedule RC-E - Continued

Part I. Continued

Memoranda

Dollar Amounts in Thousands		Bil	Mil	Thou	
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		163,077		M.1.a.
b. Total brokered deposits	RCON2365		0		M.1.b.
c. Fully insured brokered deposits (included in Memorandum item 1.b above): (1)					
(1) Brokered deposits issued in denominations of less than \$100,000	RCON2343		0		M.1.c.(1)
(2) Brokered deposits issued in denominations of \$100,000 and certain brokered retirement deposit accounts	RCON2344		0		M.1.c.(2)
d. Maturity data for brokered deposits:					
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)	RCONA243		0		M.1.d.(1)
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	RCONA244		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		N/A		M.1.e.
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 7, column C above):					
a. Savings deposits:					
(1) Money market deposit accounts (MMDAs)	RCON6810		5,160,026		M.2.a.(1)
(2) Other savings deposits (excludes MMDAs)	RCON0352		110,517		M.2.a.(2)
b. Total time deposits of less than \$100,000	RCON6648		311,888		M.2.b.
c. Total time deposits of \$100,000 or more	RCON2604		1,792,054		M.2.c.
(1) Individual Retirement Accounts (IRAs) and Keogh Plan accounts included in Memorandum item 2.c. "Total time deposits of \$100,000 or more." above	RCONF233		74,509		M.2.c.(1)
3. Maturity and repricing data for time deposits of less than \$100,000:					
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of: (2) (3)					
(1) Three months or less	RCONA579		125,195		M.3.a.(1)
(2) Over three months through 12 months	RCONA580		137,684		M.3.a.(2)
(3) Over one year through three years	RCONA581		38,590		M.3.a.(3)
(4) Over three years	RCONA582		10,419		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) (4)	RCONA241		262,879		M.3.b.
4. Maturity and repricing data for time deposits of \$100,000 or more:					
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of: (2) (5)					
(1) Three months or less	RCONA584		1,333,583		M.4.a.(1)
(2) Over three months through 12 months	RCONA585		378,364		M.4.a.(2)
(3) Over one year through three years	RCONA586		60,312		M.4.a.(3)
(4) Over three years	RCONA587		19,795		M.4.a.(4)
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above) (4)	RCONA242		1,708,226		M.4.b.

(1) Report brokered retirement deposit accounts eligible for \$250,000 in deposit insurance coverage in Memorandum item 1.c.(1) only if they have been issued in denominations of less than \$100,000 (see instructions). Report brokered retirement deposit accounts in Memorandum item 1.c.(2) if they have been issued either in denominations of exactly \$100,000 through exactly \$250,000 or in denominations greater than \$250,000 and participated out by the broker in shares of exactly \$100,000 through exactly \$250,000.

(2) Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.

(3) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, Memorandum item 2.b.

(4) Report both fixed and floating rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.

(5) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.c.

Schedule RC-E - Continued

Part II. Deposits in Foreign Offices (including Edge and Agreement subsidiaries and IBFs)

Dollar Amounts in Thousands			Bil	Mil	Thou	
Deposits of:						
1. Individuals, partnerships, and corporations (include all certified and official checks)	RCFNB553	38,643,721				1.
2. U.S. banks (including IBFs and foreign branches of U.S. banks) and other U.S. depository institutions	RCFNB554	1,058				2.
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs)	RCFN2625	1,152,057				3.
4. Foreign governments and official institutions (including foreign central banks)	RCFN2650	5,003,468				4.
5. U.S. Government and states and political subdivisions in the U.S.	RCFNB555	0				5.
6. Total (sum of items 1 through 5) (must equal Schedule RC, item 13.b)	RCFN2200	44,800,304				6.

Memorandum

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Time deposits with a remaining maturity of one year or less (included in Part II, item 6 above)	RCFNA245	39,413,858				M.1.

Schedule RC-F - Other Assets

Dollar Amounts in Thousands					
		Bil	Mil	Thou	
1. Accrued interest receivable ⁽¹⁾	RCFDB556		179,326		1.
2. Net deferred tax assets ⁽²⁾	RCFD2148		0		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 ⁽⁴⁾	RCFD1752		306,877		4.
5. Life insurance assets	RCFDC009		0		5.
6. All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item) ...	RCFD2168		2,715,110		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. TEXT3549 Client Security Settlement Receivable	RCFD3549		856,975		6.e.
f. TEXT3550	RCFD3550		0		6.f.
g. TEXT3551	RCFD3551		0		6.g.
7. Total (sum of items 1 through 6) (must equal Schedule RC, item 11)	RCFD2160		3,201,313		7.

(1) Includes accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets.

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

(3) Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

(4) Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule RC-G - Other Liabilities

Dollar Amounts in Thousands				
		Bil	Mil	Thou
1.				
a.	Interest accrued and unpaid on deposits in domestic offices ⁽¹⁾	RCON3645	4,147	1.a.
b.	Other expenses accrued and unpaid (includes accrued income taxes payable)	RCFD3646	1,284,424	1.b.
2.	Net deferred tax liabilities ⁽²⁾	RCFD3049	631,151	2.
3.	Allowance for credit losses on off-balance sheet credit exposures	RCFDB557	11,078	3.
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item) .	RCFD2938	241,762	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.	TEXT3552 Trust Department Incoming Wires	RCFD3552	190,363	4.e.
f.	TEXT3553	RCFD3553	0	4.f.
g.	TEXT3554	RCFD3554	0	4.g.
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)	RCFD2930	2,172,562	5.

(1) For savings banks, include "dividends" accrued and unpaid on deposits.
 (2) See discussion of deferred income taxes in Glossary entry on "income taxes."

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

Dollar Amounts in Thousands					
		Bil	Mil	Thou	
1. Not applicable					
2. Not applicable					
3. Securities purchased under agreements to resell	.....	RCONB989	128,529		3.
4. Securities sold under agreements to repurchase	.....	RCONB995	1,062,442		4.
5. Other borrowed money	.....	RCON3190	856,556		5.
<i>EITHER</i>					
6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs	.....	RCON2163	0		6.
<i>OR</i>					
7. Net due to own foreign offices, Edge and Agreement subsidiaries, and IBFs	.....	RCON2941	20,896,719		7.
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs)	....	RCON2192	41,094,943		8.
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs)	.....	RCON3129	16,392,964		9.
In items 10-17, report the amortized (historical) cost of both held-to-maturity and available-for-sale securities in domestic offices.					
10. U.S. Treasury securities	.....	RCON1039	0		10.
11. U.S. Government agency obligations (exclude mortgage-backed securities)	.....	RCON1041	9,042,006		11.
12. Securities issued by states and political subdivisions in the U.S.	.....	RCON1042	792,247		12.
13. Mortgage-backed securities (MBS):					
a. Pass-through securities:					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	.....	RCON1043	266,670		13.a.(1)
(2) Other pass-through securities	.....	RCON1044	0		13.a.(2)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	.....	RCON1209	508,307		13.b.(1)
(2) All other mortgage-backed securities	.....	RCON1280	160,448		13.b.(2)
14. Other domestic debt securities (include domestic asset-backed securities)	.....	RCON1281	1,981,576		14.
15. Foreign debt securities (include foreign asset-backed securities)	.....	RCON1282	65,849		15.
16. Investments in mutual funds and other equity securities with readily determinable fair values	.....	RCONA510	0		16.
17. Total amortized (historical) cost of both held-to-maturity and available-for-sale securities (sum of items 10 through 16)	.....	RCON1374	12,817,103		17.
18. Equity securities that do not have readily determinable fair values	.....	RCON1752	306,692		18.

Schedule RC-I - Assets and Liabilities of IBFs

To be completed only by banks with IBFs and other "foreign" offices.

Dollar Amounts in Thousands

		Bil	Mil	Thou	
1. Total IBF assets of the consolidated bank (component of Schedule RC, item 12)	RCFN2133		11,783		1.
2. Total IBF liabilities (component of Schedule RC, item 21)	RCFN2898		0		2.

Schedule RC-K - Quarterly Averages⁽¹⁾

Dollar Amounts in Thousands		Bil	Mil	Thou	
ASSETS					
1. Interest-bearing balances due from depository institutions	RCFD3381	23,195,594			1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities) ⁽²⁾	RCFDB558	8,414,268			2.
3. Mortgage-backed securities ⁽²⁾	RCFDB559	837,524			3.
4. All other securities (includes securities issued by states and political subdivisions in the U.S.) ⁽²⁾ ⁽³⁾	RCFDB560	3,024,822			4.
5. Federal funds sold and securities purchased under agreements to resell	RCFD3365	3,320,664			5.
6. Loans:					
a. Loans in domestic offices:					
(1) Total loans	RCON3360	14,330,439			6.a.(1)
(2) Loans secured by real estate:					
(a) Loans secured by 1-4 family residential properties	RCON3465	3,870,779			6.a.(2)(a)
(b) All other loans secured by real estate	RCON3466	911,649			6.a.(2)(b)
(3) Loans to finance agricultural production and other loans to farmers	RCON3386	105			6.a.(3)
(4) Commercial and industrial loans	RCON3387	6,161,200			6.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	RCONB561	0			6.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	RCONB562	1,129,586			6.a.(5)(b)
b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs	RCFN3360	1,216,374			6.b.
7. Trading assets	RCFD3401	1,759,613			7.
8. Lease financing receivables (net of unearned income)	RCFD3484	1,124,832			8.
9. Total assets ⁽⁴⁾	RCFD3368	63,270,837			9.
LIABILITIES					
10. Interest-bearing transaction accounts in domestic offices (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)	RCON3485	164,677			10.
11. Nontransaction accounts in domestic offices:					
a. Savings deposits (includes MMDAs)	RCONB563	4,669,081			11.a.
b. Time deposits of \$100,000 or more	RCONA514	1,863,034			11.b.
c. Time deposits of less than \$100,000	RCONA529	293,267			11.c.
12. Interest-bearing deposits in foreign offices, EDGE and Agreement subsidiaries, and IBFs	RCFN3404	38,851,854			12.
13. Federal funds purchased and securities sold under agreements to repurchase	RCFD3353	2,798,313			13.
14. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) ..	RCFD3355	1,651,458			14.

(1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).

(2) Quarterly averages for all debt securities should be based on amortized cost.

(3) Quarterly averages for all equity securities should be based on historical cost.

(4) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Unused commitments:					
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines	RCFD3814		1,205,183		1.a.
b. Credit card lines	RCFD3815		0		1.b.
c.					
(1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate:					
(a) 1-4 family residential construction loan commitments	RCFDF164		15,204		1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	RCFDF165		168,606		1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate					
	RCFDF6550		189,631		1.c.(2)
d. Securities underwriting	RCFD3817		0		1.d.
e. Other unused commitments	RCFD3818		21,482,012		1.e.
2. Financial standby letters of credit and foreign office guarantees	RCFD3819		3,303,017		2.
a. Amount of financial standby letters of credit conveyed to others	RCFD3820		421,181		2.a.
3. Performance standby letters of credit and foreign office guarantees	RCFD3821		316,611		3.
a. Amount of performance standby letters of credit conveyed to others	RCFD3822		5,012		3.a.
4. Commercial and similar letters of credit	RCFD3411		15,598		4.
5. Not applicable					
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)	RCFD3433		113,837,827		6.

Dollar Amounts in Thousands		(Column A) Guarantor		(Column B) Beneficiary		
7. Credit derivatives:						
a. Notional amounts:						
(1) Credit default swaps	RCFDC968	0	RCFDC969	269,250		7.a.(1)
(2) Total return swaps	RCFDC970	0	RCFDC971	0		7.a.(2)
(3) Credit options	RCFDC972	0	RCFDC973	0		7.a.(3)
(4) Other credit derivatives	RCFDC974	0	RCFDC975	0		7.a.(4)
b. Gross fair values:						
(1) Gross positive fair value	RCFDC219	0	RCFDC221	17,634		7.b.(1)
(2) Gross negative fair value	RCFDC220	0	RCFDC222	119		7.b.(2)

Dollar Amounts in Thousands		Bil	Mil	Thou	
8. Spot foreign exchange contracts					
	RCFD8765		22,761,278		8.
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")					
	RCFD3430		5,740		9.
a. Securities borrowed	RCFD3432		0		9.a.
b. Commitments to purchase when-issued securities	RCFD3434		0		9.b.
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf	RCFDC978		0		9.c.
d. TEXT3555	RCFD3555		0		9.d.
e. TEXT3556	RCFD3556		0		9.e.
f. TEXT3557	RCFD3557		0		9.f.

Schedule RC-L - Continued

Dollar Amounts in Thousands		Bil	Mil	Thou
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")	RCFD5591		629,573	10.
a. Commitments to sell when-issued securities	RCFD3435		0	10.a.
b. TEXT5592 Unsettled Bank Time Deposits	RCFD5592		629,573	10.b.
c. TEXT5593	RCFD5593		0	10.c.
d. TEXT5594	RCFD5594		0	10.d.
e. TEXT5595	RCFD5595		0	10.e.
11. Year-to-date merchant credit card sales volume:				
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.

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) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):					
a. Futures contracts	RCFD8693 0	RCFD8694 0	RCFD8695 0	RCFD8696 0	12.a.
b. Forward contracts	RCFD8697 0	RCFD8698 165,238,136	RCFD8699 0	RCFD8700 0	12.b.
c. Exchange-traded option contracts:					
(1) Written options	RCFD8701 0	RCFD8702 0	RCFD8703 0	RCFD8704 0	12.c.(1)
(2) Purchased options	RCFD8705 0	RCFD8706 0	RCFD8707 0	RCFD8708 0	12.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	RCFD8709 194,592	RCFD8710 0	RCFD8711 0	RCFD8712 0	12.d.(1)
(2) Purchased options	RCFD8713 194,592	RCFD8714 0	RCFD8715 0	RCFD8716 0	12.d.(2)
e. Swaps	RCFD3450 7,467,756	RCFD3826 1,723,120	RCFD8719 40,956	RCFD8720 0	12.e.
13. Total gross notional amount of derivative contracts held for trading	RCFDA126 3,522,874	RCFDA127 165,475,647	RCFD8723 40,956	RCFD8724 0	13.
14. Total gross notional amount of derivative contracts held for purposes other than trading	RCFD8725 4,334,066	RCFD8726 1,485,609	RCFD8727 0	RCFD8728 0	14.
a. Interest rate swaps where the bank has agreed to pay a fixed rate	RCFDA589 4,234,066				14.a.
15. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	RCFD8733 55,536	RCFD8734 3,343,667	RCFD8735 2,199	RCFD8736 0	15.a.(1)
(2) Gross negative fair value	RCFD8737 52,243	RCFD8738 3,233,026	RCFD8739 2,199	RCFD8740 0	15.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	RCFD8741 45,877	RCFD8742 76,898	RCFD8743 0	RCFD8744 0	15.b.(1)
(2) Gross negative fair value	RCFD8745 17,164	RCFD8746 51,032	RCFD8747 0	RCFD8748 0	15.b.(2)

Schedule RC-M - Memoranda

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:					
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests	RCFD6164		348,387		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) = or is > the lesser of \$500K or 5% of total capital as defined for this purpose in agency regulations	RCFD6165		8		1.b.
2. Intangible assets other than goodwill:					
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		81,227		2.c.
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)	RCFD0426		81,227		2.d.
3. Other real estate owned:					
a. Direct and indirect investments in real estate ventures	RCFD5372		0		3.a.
b. All other real estate owned:					
(1) Construction, land development, and other land in domestic offices	RCON5508		0		3.b.(1)
(2) Farmland in domestic offices	RCON5509		0		3.b.(2)
(3) 1-4 family residential properties in domestic offices	RCON5510		893		3.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices	RCON5511		0		3.b.(4)
(5) Nonfarm nonresidential properties in domestic offices	RCON5512		0		3.b.(5)
(6) Foreclosed properties from "GNMA loans"	RCOnc979		0		3.b.(6)
(7) In foreign offices	RCFN5513		0		3.b.(7)
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7)	RCFD2150		893		3.c.
4. Investments in unconsolidated subsidiaries and associated companies:					
a. Direct and indirect investments in real estate ventures	RCFD5374		0		4.a.
b. All other investments in unconsolidated subsidiaries and associated companies	RCFD5375		0		4.b.
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8)	RCFD2130		0		4.c.
5. Other borrowed money:					
a. Federal Home Loan Bank advances:					
(1) Advances with a remaining maturity or next repricing date of: (1)					
(a) One year or less	RCFDF055		100,000		5.a.(1)(a)
(b) Over one year through three years	RCFDF056		187,337		5.a.(1)(b)
(c) Over three years through five years	RCFDF057		100,000		5.a.(1)(c)
(d) Over five years	RCFDF058		235,100		5.a.(1)(d)
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above) (2)	RCFD2651		100,000		5.a.(2)
(3) Structured advances (included in items 5.a.(1)(a)-(d) above)	RCFDF059		0		5.a.(3)
b. Other borrowings:					
(1) Other borrowings with a remaining maturity or next repricing date of: (3)					
(a) One year or less	RCFDF060		1,554,556		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		23,913		5.b.(1)(d)
(2) Other borrowings with a REMAINING MATURITY of one year or less (included in item 5.b.(1)(a) above) (4)	RCFDB571		1,374,396		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		2,200,906		5.c.

(1) Report fixed rate advances by remaining maturity and floating rate advances by next repricing date.
 (2) Report both fixed and floating rate advances by remaining maturity. Exclude floating rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.
 (3) Report fixed rate other borrowings by remaining maturity and floating rate other borrowings by next repricing date.
 (4) Report both fixed and floating rate other borrowings by remaining maturity. Exclude floating rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

Schedule RC-M - Continued

		Yes/No
6. Does the reporting bank sell private label or third party mutual funds and annuities?	RCFDB569	YES

6.

	Dollar Amounts in Thousands			
		Bil	Mil	Thou
7. Assets under the reporting bank's management in proprietary mutual funds and annuities	RCFDB570		84,813,418	

7.

8. Primary Internet Web site address of the bank (home page), if any (Example: www.examplebank.com)	TEXT4087 www.northerntrust.com
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8.

		Yes/No
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	YES

9.

	Dollar Amounts in Thousands			
		Bil	Mil	Thou
10. Secured liabilities:				
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule RC, item 14.a)	RCONF064		0	
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d))	RCFDF065		25,045	

10.a.

10.b.

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:				
a. Construction, land development, and other land loans in domestic offices:				
(1) 1-4 family residential construction loans	RCONE172 | 0	RCONE174 | 0	RCONE176 | 0	1.a.(1)
(2) Other construction loans and all land development and other land loans	RCONE173 | 7,818	RCONE175 | 0	RCONE177 | 0	1.a.(2)
b. Secured by farmland in domestic offices	RCON3493 | 2,475	RCON3494 | 0	RCON3495 | 0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:				
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCON5398 | 23,036	RCON5399 | 610	RCON5400 | 552	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:				
(a) Secured by first liens	RCONC236 | 10,693	RCONC237 | 5,017	RCONC229 | 3,947	1.c.(2)(a)
(b) Secured by junior liens	RCONC238 | 8	RCONC239 | 53	RCONC230 | 19	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	RCON3499 | 3,734	RCON3500 | 0	RCON3501 | 2,033	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties	RCONE178 | 6,205	RCONE180 | 0	RCONE182 | 0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	RCONE179 | 18,229	RCONE181 | 0	RCONE183 | 2,450	1.e.(2)
f. In foreign offices	RCFNB572 | 0	RCFNB573 | 0	RCFNB574 | 0	1.f.
2. Loans to depository institutions and acceptances of other banks:				
a. To U.S. banks and other U.S. depository institutions	RCFD5377 | 0	RCFD5378 | 0	RCFD5379 | 0	2.a.
b. To foreign banks	RCFD5380 | 0	RCFD5381 | 0	RCFD5382 | 0	2.b.
3. Loans to finance agricultural production and other loans to farmers	RCFD1594 | 0	RCFD1597 | 0	RCFD1583 | 0	3.
4. Commercial and industrial loans:				
a. To U.S. addressees (domicile)	RCFD1251 | 179,726	RCFD1252 | 806	RCFD1253 | 12,425	4.a.
b. To non-U.S. addressees (domicile)	RCFD1254 | 800	RCFD1255 | 0	RCFD1256 | 11,589	4.b.
5. Loans to individuals for household, family, and other personal expenditures:				
a. Credit cards	RCFDB575 | 0	RCFDB576 | 0	RCFDB577 | 0	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	RCFDB578 | 84,002	RCFDB579 | 211	RCFDB580 | 4,876	5.b.
6. Loans to foreign governments and official institutions	RCFD5389 | 0	RCFD5390 | 0	RCFD5391 | 0	6.
7. All other loans	RCFD5459 | 62,506	RCFD5460 | 0	RCFD5461 | 0	7.

Schedule RC-N - Continued

Amounts reported in Schedule RC-N, items 1 through 8, include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
8. Lease financing receivables:				
a. Leases to individuals for household, family, and other personal expenditures	RCFDF166 | 0	RCFDF167 | 0	RCFDF168 | 0	8.a.
b. All other leases	RCFDF169 | 0	RCFDF170 | 0	RCFDF171 | 0	8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	RCFD3505 | 0	RCFD3506 | 0	RCFD3507 | 0	9.
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	RCFD5612 | 7,177	RCFD5613 | 0	RCFD5614 | 0	10.
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans") ..	RCFD5615 | 7,177	RCFD5616 | 0	RCFD5617 | 0	10.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above	RCFDC866 | 0	RCFDC867 | 0	RCFDC868 | 0	10.b.

Memoranda

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum, item 1):				
a. Loans secured by 1-4 family residential properties in domestic offices	RCONF661 | 0	RCONF662 | 0	RCONF663 | 0	M.1.a.
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	RCFD1658 | 0	RCFD1659 | 0	RCFD1661 | 0	M.1.b.
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 | 4,878	RCFD6559 | 0	RCFD6560 | 0	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	RCFD1248 | 0	RCFD1249 | 0	RCFD1250 | 0	M.3.
4. Not applicable				

Schedule RC-N - Continued

Memoranda (continued)

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
5. Loans and leases held for sale and loans measured at fair value (included in Schedule RC-N, items 1 through 8, above):				
a. Loans and leases held for sale	RCFDC240 | 0	RCFDC241 | 0	RCFDC226 | 0	M.5.a.
b. Loans measured at fair value:				
(1) Fair value	RCFDF664 | 0	RCFDF665 | 0	RCFDF666 | 0	M.5.b.(1)
(2) Unpaid principal balance	RCFDF667 | 0	RCFDF668 | 0	RCFDF669 | 0	M.5.b.(2)

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days	(Column B) Past due 90 days or more	
6. Interest rate, foreign exchange rate, and other commodity and equity contracts: Fair value of amounts carried as assets	RCFD3529 | 0	RCFD3530 | 0	M.6.

Dollar Amounts in Thousands	Bil	Mil	Thou	
7. Additions to nonaccrual assets during the quarter	RCFDC410	23,095		M.7.
8. Nonaccrual assets sold during the quarter	RCFDC411	0		M.8.

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

All banks must complete items 1 through 3, Memorandum item 1, and, if applicable, Memorandum items 2 and 3 each quarter. Each bank that reported \$1 billion or more in total assets in its March 31, 2007 Report of Condition must complete items 4 through 6 each quarter. In addition, each bank that reported \$1 billion or more in total assets in two consecutive Reports of Condition beginning with its June 30, 2007 report must begin to complete items 4 through 6 each quarter starting six months after the second consecutive quarter in which it reports total assets of \$1 billion or more. Each bank that becomes insured by the FDIC on or after April 1, 2007 must complete items 4 through 6 each quarter. Any other bank may choose to complete items 4 through 6, but the bank must then continue to complete items 4 through 6 each quarter thereafter.

Dollar Amounts in Thousands				
		Bil	Mil	Thou
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	RCFDF236	64,687,534		1.
2. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions (including foreign deposits)	RCFDF237	53,555,151		2.
3. Total foreign deposits, including interest accrued and unpaid thereon (included in item 2 above)	RCFNF234	53,555,123		3.
4. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	RCFDF238	60,984,573		4.
5. Total daily average of allowable exclusions, including interest accrued and unpaid on allowable exclusions (including foreign deposits)	RCFDF239	52,149,441		5.
6. Total daily average of foreign deposits, including interest accrued and unpaid thereon (included in item 5 above)	RCFNF235	52,148,448		6.

Memorandum

Dollar Amounts in Thousands				
		Bil	Mil	Thou
1. Total assessable 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 (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):				
a. Deposit accounts (excluding retirement accounts) of \$100,000 or less: (1)				
(1) Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less	RCONF049	2,087,611		M.1.a.(1)
(2) Number of deposit accounts (excluding retirement accounts) of \$100,000 or less (to be completed for the June report only)	RCONF050	N/A		M.1.a.(2)
b. Deposit accounts (excluding retirement accounts) of more than \$100,000: (1)				
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$100,000	RCONF051	8,852,455		M.1.b.(1)
(2) Number of deposit accounts (excluding retirement accounts) of more than \$100,000	RCONF052	10347		M.1.b.(2)
c. Retirement deposit accounts of \$250,000 or less: (1)				
(1) Amount of retirement deposit accounts of \$250,000 or less	RCONF045	161,804		M.1.c.(1)
(2) Number of retirement deposit accounts of \$250,000 or less (to be completed for the June report only)	RCONF046	N/A		M.1.c.(2)
d. Retirement deposit accounts of more than \$250,000: (1)				
(1) Amount of retirement deposit accounts of more than \$250,000	RCONF047	30,513		M.1.d.(1)
(2) Number of retirement deposit accounts of more than \$250,000	RCONF048	60		M.1.d.(2)
Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (2)				
2. Estimated amount of uninsured assessable 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	RCONF597	5,952,011		M.2.

(1) The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date.
 (2) The \$1 billion asset size test is generally based on the total assets reported in the June 30, 2007, Report of Condition.

Schedule RC-O - Continued

Memorandum (continued)

	Dollar Amounts in Thousands		
	Bil	Mil	Thou
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent saving association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			
a. Legal Title	TEXTA545		
b. FDIC Certificate Number	RCONA545		00000

M.3.a.
M.3.b.

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

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

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: ⁽²⁾					
a. Closed-end first liens	RCONF066		7,399		1.a.
b. Closed-end junior liens	RCONF067		0		1.b.
c. Open-end loans extended under lines of credit:					
(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:					
(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 mortgage loans sold during the quarter:					
a. Closed-end first liens	RCONF070		1,110		3.a.
b. Closed-end junior liens	RCONF071		0		3.b.
c. Open-end loans extended under lines of credit:					
(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 mortgage loans held for sale at quarter-end (included in Schedule RC, item 4.a):					
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:					
(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.f, 5.g, and 5.i):					
a. Closed-end 1-4 family residential mortgage loans	RIADF184		8		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 :					
a. Closed-end first liens	RCONF678		0		6.a.
b. Closed-end junior liens	RCONF679		0		6.b.
c. Open-end loans extended under lines of credit:					
(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)

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

(2) Exclude originations and purchases of closed-end 1-4 family residential mortgage loans that are held for investment.

Schedule RC-Q - Financial Assets and Liabilities Measured at Fair Value

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

Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (included in Schedule RC)

Dollar Amounts in Thousands	(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	
ASSETS						
1. Loans and leases	RCFDF243	RCFDF682	RCFDF690	RCFDF244	RCFDF245	
	0	0	0	0	0	1.
2. Trading assets	RCFDF246	RCFDF683	RCFDF691	RCFDF247	RCFDF248	
	2,193,172	0	0	2,193,172	0	2.
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 2, above)	RCFDF240	RCFDF684	RCFDF692	RCFDF241	RCFDF242	
	0	0	0	0	0	2.a.
3. All other financial assets and servicing assets	RCFDF249	RCFDF685	RCFDF693	RCFDF250	RCFDF251	
	0	0	0	0	0	3.
LIABILITIES						
4. Deposits	RCFDF252	RCFDF686	RCFDF694	RCFDF253	RCFDF254	
	0	0	0	0	0	4.
5. Trading liabilities	RCFDF255	RCFDF687	RCFDF695	RCFDF256	RCFDF257	
	2,079,238	0	0	2,079,238	0	5.
6. All other financial liabilities and servicing liabilities	RCFDF258	RCFDF688	RCFDF696	RCFDF259	RCFDF260	
	0	0	0	0	0	6.
7. Loan commitments (not accounted for as derivatives)	RCFDF261	RCFDF689	RCFDF697	RCFDF262	RCFDF263	
	0	0	0	0	0	7.

Schedule RC-R - Regulatory Capital

Dollar Amounts in Thousands

	Bil	Mil	Thou	
Tier 1 capital				
1. Total equity capital (from Schedule RC, item 28)	RCFD3210	3,805,155		1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities (if gain, report as positive value; if loss, report as negative value) ⁽¹⁾	RCFD8434	(130,468)		2.
3. LESS: Net unrealized loss on available-for-sale EQUITY securities ⁽¹⁾ (report loss as a positive value)	RCFDA221	0		3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ⁽¹⁾ (if a gain, report as a positive value; if a loss, report as a negative value)	RCFD4336	(62,162)		4.
5. LESS: Nonqualifying perpetual preferred stock	RCFDB588	0		5.
6. Qualifying minority interests in consolidated subsidiaries	RCFDB589	0		6.
7.				
a. LESS: Disallowed goodwill and other disallowed intangible assets	RCFDB590	414,521		7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank's own creditworthiness (if a net gain, report as positive value; if a net loss, report as negative value)	RCFDE264	0		7.b.
8. Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, 7.a, and 7.b)	RCFDC227	3,583,264		8.
9.				
a. LESS: Disallowed servicing assets and purchased credit card relationships	RCFDB591	0		9.a.
b. LESS: Disallowed deferred tax assets	RCFD5610	0		9.b.
10. Other additions to (deductions from) Tier 1 capital	RCFDB592	0		10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	RCFD8274	3,583,264		11.
Tier 2 capital				
12. Qualifying subordinated debt and redeemable preferred stock	RCFD5306	1,190,240		12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital	RCFDB593	0		13.
14. Allowance for loan and lease losses includible in Tier 2 capital	RCFD5310	142,442		14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	RCFD2221	0		15.
16. Other Tier 2 capital components	RCFDB594	0		16.
17. Tier 2 capital (sum of items 12 through 16)	RCFD5311	1,332,682		17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	RCFD8275	1,332,682		18.
19. Tier 3 capital allocated for market risk	RCFD1395	0		19.
20. LESS: Deductions for total risk-based capital	RCFDB595	7,900		20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	RCFD3792	4,908,046		21.
Total assets for leverage ratio				
22. Average total assets (from Schedule RC-K, item 9)	RCFD3368	63,270,837		22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	RCFDB590	414,521		23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	RCFDB591	0		24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	RCFD5610	0		25.
26. LESS: Other deductions from assets for leverage capital purposes	RCFDB596	0		26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	RCFDA224	62,856,316		27.
Adjustments for financial subsidiaries				
28.				
a. Adjustment to Tier 1 capital reported in item 11	RCFDC228	0		28.a.
b. Adjustment to total risk-based capital reported in item 21	RCFDB503	0		28.b.
29. Adjustment to risk-weighted assets in item 62	RCFDB504	0		29.
30. Adjustment to average total assets in item 27	RCFDB505	0		30.

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

Schedule RC-R - Continued

Capital ratios

(Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries.)

	(Column A) Percentage (Banks with Financial Subsidiaries)		(Column B) Percentage (All Banks)		
31. Tier 1 leverage ratio ⁽²⁾	RCFD7273	0	RCFD7204	5.70	31.
32. Tier 1 risk-based capital ratio ⁽³⁾	RCFD7274	0	RCFD7206	8.51	32.
33. Total risk-based capital ratio ⁽⁴⁾	RCFD7275	0	RCFD7205	11.65	33.

(2) The ratio for column B is item 11 divided by item 27. The ratio for column A is item 11 minus item 28.a divided by (item 27 minus item 30).

(3) The ratio for column B is item 11 divided by item 62. The ratio for column A is item 11 minus item 28.a divided by (item 62 minus item 29).

(4) The ratio for column B is item 21 divided by item 62. The ratio for column A is item 21 minus item 28.b divided by (item 62 minus item 29).

Schedule RC-R - Continued

Banks are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule RC-R, each bank should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

Balance Sheet Asset Categories

	(Column A) Totals (from Schedule RC)	(Column B) Items Not Subject to Risk- Weighting	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
Dollar Amounts in Thousands							
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC items 1.a and 1.b)	RCFD0010 28,857,786	RCFDC869 0	RCFDB600 394,998	RCFDB601 28,462,788		RCFDB602 0	34.
35. Held-to-maturity securities	RCFD1754 891,655	RCFDB603 0	RCFDB604 1,936	RCFDB605 790,984	RCFDB606 615	RCFDB607 98,120	35.
36. Available-for-sale securities	RCFD1773 11,912,380	RCFDB608 (192,065)	RCFDB609 680,545	RCFDB610 11,399,317	RCFDB611 0	RCFDB612 24,583	36.
37. Federal funds sold and securities purchased under agreements to resell	RCFDC225 2,783,832		RCFDC063 129,277	RCFDC064 2,654,555		RCFDB520 0	37.
38. Loans and leases held for sale	RCFD5369 0	RCFDB617 0	RCFDB618 0	RCFDB619 0	RCFDB620 0	RCFDB621 0	38.
39. Loans and leases, net of unearned income	RCFDB528 18,412,126	RCFDB622 0	RCFDB623 463,401	RCFDB624 537,861	RCFDB625 3,087,013	RCFDB626 14,323,851	39.
40. LESS: Allowance for loan and lease losses	RCFD3123 131,364	RCFD3123 131,364					40.
41. Trading assets	RCFD3545 2,193,172	RCFDB627 2,193,172	RCFDB628 0	RCFDB629 0	RCFDB630 0	RCFDB631 0	41.
42. All other assets ⁽¹⁾	RCFDB639 4,010,816	RCFDB640 414,521	RCFDB641 90,011	RCFDB642 136,199	RCFDB643 12,660	RCFD5339 3,357,425	42.
43. Total assets (sum of items 34 through 42)	RCFD2170 68,930,403	RCFDB644 2,284,264	RCFD5320 1,760,168	RCFD5327 43,981,704	RCFD5334 3,100,288	RCFD5340 17,803,979	43.

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

Schedule RC-R - Continued

Derivatives and Off-Balance Sheet Items

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
44. Financial standby letters of credit	RCFDB546	1.00 or 12.5 (2)	RCFDB547	RCFDB548	RCFDB581	RCFDB582	RCFDB583	
	3,303,017	1.00	3,303,017	0	517,626	17,716	2,767,675	44.
45. Performance standby letters of credit	RCFD3821		RCFDB650	RCFDB651	RCFDB652	RCFDB653	RCFDB654	
	316,611	.50	158,306	0	5,204	0	153,102	45.
46. Commercial and similar letters of credit	RCFD3411		RCFDB655	RCFDB656	RCFDB657	RCFDB658	RCFDB659	
	15,598	.20	3,120	0	788	0	2,332	46.
47. Risk participations in bankers acceptances acquired by the reporting institution	RCFD3429		RCFDB660	RCFDB661	RCFDB662		RCFDB663	
	0	1.00	0	0	0		0	47.
48. Securities lent	RCFD3433		RCFDB664	RCFDB665	RCFDB666	RCFDB667	RCFDB668	
	113,837,827	1.00	113,837,827	108,910,116	4,927,711	0	0	48.
49. Retained recourse on small business obligations sold with recourse	RCFDA250		RCFDB669	RCFDB670	RCFDB671	RCFDB672	RCFDB673	
	0	1.00	0	0	0	0	0	49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar- for-dollar capital requirement	RCFDB541	12.5 (3)	RCFDB542				RCFDB543	
	0	12.50	0				0	50.
51. All other financial assets sold with recourse	RCFDB675		RCFDB676	RCFDB677	RCFDB678	RCFDB679	RCFDB680	
	0	1.00	0	0	0	0	0	51.
52. All other off-balance sheet liabilities	RCFDB681		RCFDB682	RCFDB683	RCFDB684	RCFDB685	RCFDB686	
	5,740	1.00	5,740	4,000	1,740	0	0	52.
53. Unused commitments with an original maturity exceeding one year	RCFD3833		RCFDB687	RCFDB688	RCFDB689	RCFDB690	RCFDB691	
	16,981,021	.50	8,490,511	0	1,031,547	0	7,458,964	53.
54. Derivative contracts			RCFDA167	RCFDB693	RCFDB694	RCFDB695		
			6,204,999	0	2,892,843	3,312,156		54.

(1) Column A multiplied by credit conversion factor.

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

(3) Or institution-specific factor.

Schedule RC-R - Continued

Dollar Amounts in Thousands	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	RCFDB696 110,674,284	RCFDB697 53,359,163	RCFDB698 6,430,160	RCFDB699 28,186,052	55.
56. Risk weight factor	x 0%	x 20%	x 50%	x 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCFDB700 0	RCFDB701 10,671,833	RCFDB702 3,215,080	RCFDB703 28,186,052	57.
58. Market risk equivalent assets				RCFDB1651 55,664	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				RCFDB704 42,128,629	59.
60. LESS: Excess allowance for loan and lease losses				RCFDA222 0	60.
61. LESS: Allocated transfer risk reserve				RCFD3128 0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61) ...				RCFDA223 42,128,629	62.

Memoranda

Dollar Amounts in Thousands	Bil	Mil	Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards	RCFDB8764	4,126,683		M.1.

Dollar Amounts in Thousands	(Column A) With a remaining maturity of one year of less		(Column B) With a remaining maturity of over one year through five years		(Column C) With a remaining maturity of over five years		
2. Notional principal amounts of derivative contracts: (1)							
a. Interest rate contracts	RCFDB3809	2,919,156	RCFDB8766	2,493,592	RCFDB8767	2,249,600	M.2.a.
b. Foreign exchange contracts	RCFDB3812	151,669,740	RCFDB8769	10,242,612	RCFDB8770	0	M.2.b.
c. Gold contracts	RCFDB8771	0	RCFDB8772	0	RCFDB8773	0	M.2.c.
d. Other precious metals contracts	RCFDB8774	0	RCFDB8775	0	RCFDB8776	0	M.2.d.
e. Other commodity contracts	RCFDB8777	0	RCFDB8778	0	RCFDB8779	0	M.2.e.
f. Equity derivative contracts	RCFDA000	0	RCFDA001	40,956	RCFDA002	0	M.2.f.
a. Credit derivative contracts:							
(1) Investment grade	RCFDC980	111,750	RCFDC981	157,500	RCFDC982	0	M.2.a.(1)
(2) Subinvestment grade	RCFDC983	0	RCFDC984	0	RCFDC985	0	M.2.a.(2)

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

Schedule RC-S - Continued

Memoranda

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:					
a. Outstanding principal balance	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:					
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		7,771		M.2.b.
c. Other financial assets (includes home equity lines) ⁽¹⁾	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:					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank'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:					
(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, col C ⁽²⁾	RCFDC407			N/A	M.4.

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

(2) Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

Schedule RC-T - Fiduciary and Related Services

Items 12 through 18, items 19.a through 23, and Memorandum item 4 will not be made available to the public on an individual institution basis.

		Yes/No	
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	YES	3.

If the answer to item 3 is "YES," complete the applicable items of Schedule RC-T, as follows:

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$250 million (as of the preceding December 31) or with gross fiduciary and related services income greater than 10% of revenue (net interest income plus noninterest income) for the preceding calendar year must complete:

- Items 4 through 19.a quarterly,
- Items 20 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$100 million but less than or equal to \$250 million (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) of \$100 million or less (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 10 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.

FIDUCIARY AND RELATED ASSETS

	(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	RCFDB868 39,015,993	RCFDB869 142,814,880	RCFDB870 8937	RCFDB871 10269	4.
5. Retirement related trust and agency accounts:					
a. Employee benefit - defined contribution	RCFDB872 35,863,473	RCFDB873 140,115,028	RCFDB874 184	RCFDB875 2065	5.a.
b. Employee benefit - defined benefit	RCFDB876 83,811,081	RCFDB877 1,072,329,029	RCFDB878 482	RCFDB879 15949	5.b.
c. Other retirement accounts	RCFDB880 8,508,260	RCFDB881 41,216,857	RCFDB882 2725	RCFDB883 1955	5.c.
6. Corporate trust and agency accounts	RCFDB884 0	RCFDB885 0	RCFDC001 0	RCFDC002 0	6.
7. Investment management agency accounts	RCFDB886 188,799,173		RCFDB888 6313		7.
8. Other fiduciary accounts	RCFDB890 51,565,031	RCFDB891 1,422,663,501	RCFDB892 1938	RCFDB893 17259	8.
9. Total fiduciary accounts (sum of items 4 through 8)	RCFDB894 407,563,011	RCFDB895 2,819,139,295	RCFDB896 20579	RCFDB897 47497	9.
10. Custody and safekeeping accounts		RCFDB898 74,526,364		RCFDB899 2122	10.

Schedule RC-T - Continued

Dollar Amounts in Thousands	(Column A) Managed Assets	(Column B) Non- Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
11. Fiduciary accounts held in foreign offices (included in items 9 and 10)	RCFNB900 32,085,641	RCFNB901 1,160,006,210	RCFNB902 43	RCFNB903 8887	11.

FIDUCIARY AND RELATED SERVICES INCOME

Dollar Amounts in Thousands				
	Bil	Mil	Thou	
12. Personal trust and agency accounts	RIADB904		189,704	12.
13. Retirement related trust and agency accounts:				
a. Employee benefit - defined contribution	RIADB905		37,913	13.a.
b. Employee benefit - defined benefit	RIADB906		136,677	13.b.
c. Other retirement accounts	RIADB907		207,959	13.c.
14. Corporate trust and agency accounts	RIADA479		0	14.
15. Investment management agency accounts	RIADB908		196,504	15.
16. Other fiduciary accounts	RIADA480		301,814	16.
17. Custody and safekeeping accounts	RIADB909		38,718	17.
18. Other fiduciary and related services income	RIADB910		178,878	18.
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)	RIAD4070		1,288,167	19.
a. Fiduciary and related services income - foreign offices (included in item 19)	RIADB912		405,263	19.a.
20. Less: Expenses	RIADC058		N/A	20.
21. Less: Net losses from fiduciary and related services	RIADA488		N/A	21.
22. Plus: Intracompany income credits for fiduciary and related services	RIADB911		N/A	22.
23. Net fiduciary and related services income	RIADA491		N/A	23.

Schedule RC-T - Continued

Memoranda

Dollar Amounts in Thousands				
	Bil	Mil	Thou	
1. Managed assets held in personal trust and agency accounts:				
a. Noninterest-bearing deposits	RCFDB913		N/A	M.1.a.
b. Interest-bearing deposits	RCFDB914		N/A	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations	RCFDB915		N/A	M.1.c.
d. State, county and municipal obligations	RCFDB916		N/A	M.1.d.
e. Money market mutual funds	RCFDB917		N/A	M.1.e.
f. Other short-term obligations	RCFDB918		N/A	M.1.f.
g. Other notes and bonds	RCFDB919		N/A	M.1.g.
h. Common and preferred stocks	RCFDB920		N/A	M.1.h.
i. Real estate mortgages	RCFDB921		N/A	M.1.i.
j. Real estate	RCFDB922		N/A	M.1.j.
k. Miscellaneous assets	RCFDB923		N/A	M.1.k.
l. Total managed assets held in personal trust and agency accounts (sum of Memorandum items 1.a through 1.k) (must equal Schedule RC-T, item 4, column A)	RCFDB868		N/A	M.1.l.

Dollar Amounts in Thousands	(Column A) Number of Issues		(Column B) Principal Amount Outstanding		
	2. Corporate trust and agency accounts:				
a. Corporate and municipal trusteeships	RCFDB927	N/A	RCFDB928	N/A	M.2.a.
b. Transfer agent, registrar, paying agent, and other corporate agency	RCFDB929	N/A			M.2.b.

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

Schedule RC-T - Continued

Memoranda (continued)

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:							
a. Personal trust and agency accounts	RIADB947	N/A	RIADB948	N/A	RIADB949	N/A	M.4.a.
b. Retirement related trusts and agency accounts	RIADB950	N/A	RIADB951	N/A	RIADB952	N/A	M.4.b.
c. Investment management agency accounts	RIADB953	N/A	RIADB954	N/A	RIADB955	N/A	M.4.c.
d. Other fiduciary accounts and related services	RIADB956	N/A	RIADB957	N/A	RIADB958	N/A	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 21)	RIADB959	N/A	RIADB960	N/A	RIADB961	N/A	M.4.e.

Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed:

Peter M. Croner, Senior Vice President

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(312)444-3548

FAX: Area code/phone number (TEXT B964)

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

The management of the reporting bank may, if it wishes, submit a brief narrative statement on the amounts reported in the Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Report of Condition and Income, in response to any request for individual bank report data. However, the information reported in Schedule RC-T, items 12 through 18, items 19.a through 23, and Memorandum item 4, is regarded as confidential and will not be released to the public. **BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IN SCHEDULE RC-T, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS.** Banks choosing not to make a statement may check the "No comment" box below and should make no entries of any kind in the space provided for the narrative statement; i.e., **DO NOT** enter in this space such phrases as "No statement," "Not applicable," "N/A," "No comment," and "None."

The optional statement must be entered on this sheet. The statement should not exceed 100 words. Further, regardless of the number of words, the statement must not exceed 750 characters, including punctuation, indentation, and standard spacing between words and sentences. If any submission should exceed 750 characters, as defined, it will be truncated at 750 characters with no notice to the submitting bank and the truncated statement will appear as the bank's statement both on agency computerized records and in computer-file releases to the public.

All information furnished by the bank in the narrative statement must be accurate and not misleading. Appropriate efforts shall be taken by the submitting bank to ensure the statement's accuracy. The statement must be signed, in the space provided below, by a senior officer of the bank who thereby attests to its accuracy.

If, subsequent to the original submission, material changes are submitted for the data reported in the Reports of Condition and Income, the existing narrative statement will be deleted from the files, and from disclosure; the bank, at its option, may replace it with a statement, under signature, appropriate to the amended data.

The optional narrative statement will appear in agency records and in release to the public exactly as submitted (or amended as described in the preceding paragraph) by the management of the bank (except for the truncation of statements exceeding the 750-character limit described above). **THE STATEMENT WILL NOT BE EDITED OR SCREENED IN ANY WAY BY THE SUPERVISORY AGENCIES FOR ACCURACY OR RELEVANCE. DISCLOSURE OF THE STATEMENT SHALL NOT SIGNIFY THAT ANY FEDERAL SUPERVISORY AGENCY HAS VERIFIED OR CONFIRMED THE ACCURACY OF THE INFORMATION CONTAIN THEREIN. A STATEMENT TO THIS EFFECT WILL APPEAR ON ANY PUBLIC RELEASE OF THE OPTIONAL STATEMENT SUBMITTED BY THE MANAGEMENT OF THE REPORTING BANK.**

Comments? NO
(RCON 6979)

BANK MANAGEMENT STATEMENT (Please type or print clearly):
(TEXT 6980)