

Federal Financial Institutions Examination Council

Please refer to page i,

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Table of Contents, for
the required disclosure
of estimated burden.

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

Report at the close of Business September 30, 2009

(20090930)

(RCON 9999)

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

This report form is to be filed by banks with domestic offices only. Banks with foreign offices (as defined in the instructions) must file FFIEC 031.

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 and correct 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 file its Reports of Condition and Income (Call Report) data by either:

- 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
- 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 (703) 774-3946, or by e-mail at CDR.Help@ffiec.gov.

NORSTATES BANK

Legal Title of Bank (RSSD 9017)

WAUKEGAN

City (RSSD 9130)

IL

State Abbrev. (RSSD 9200)

60085

Zip Code (RSSD 9220)

FDIC Certificate Number

18626
(RSSD 9050)

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

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Budget, Washington, D.C. 20503, and to one of the following:		the Amounts Reported in the Reports	
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Secretary			
Board of Governors of the Federal Reserve System			
Washington, D.C. 20551			
Legislative and Regulatory Analysis Division			
Office of the Comptroller of the Currency			
Washington, D.C. 20219			
Assistant Executive Secretary			
Federal Deposit Insurance Corporation			
Washington, D.C. 20429			

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 Reports

Thomas Nemeth

 Name (TEXT C490)
 Sr. Vice President & Controller

 Title (TEXT C491)
 tom.nemeth@norstates.com

 E-mail Address (TEXT C492)
 (847) 244-6000 Ext. 269

 Telephone: Area code/phone number/extension (TEXT C493)
 (847) 623-3293

 FAX: Area code/phone number (TEXT C494)

Other Person to Whom Questions about the Reports Should be Directed

Kathleen Ciecko

 Name (TEXT C495)
 Assistant Controller

 Title (TEXT C496)
 kathleen.ciecko@norstates.com

 E-mail Address (TEXT 4086)
 (847) 244-6000 Ext. 281

 Telephone: Area code/phone number/extension (TEXT 8902)
 (847) 623-3293

 FAX: Area code/phone number (TEXT 9116)

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 Contact

Kerry Biegay

 Name (TEXT C366)
 Executive Vice President

 Title (TEXT C367)
 kerry.biegay@norstates.com

 E-mail Address (TEXT C368)
 (847) 244-6000 Ext. 241

 Telephone: Area code/phone number/extension (TEXT C369)
 (847) 244-7485

 FAX: Area code/phone number (TEXT C370)

Secondary Contact

Tammy Wesenberg

 Name (TEXT C371)
 Sr. Vice President & Cashier

 Title (TEXT C372)
 tammy.wesenberg@norstates.com

 E-mail Address (TEXT C373)
 (847) 244-6000 Ext. 233

 Telephone: Area code/phone number/extension (TEXT C374)
 (847) 244-7853

 FAX: Area code/phone number (TEXT C375)

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 bank's USA PATRIOT Act Section 314(a) information requests. Bank personnel listed could be contacted by law enforcement officers or the Financial Crimes Enforcement Network (FinCEN) for additional information related to specific Section 314(a) search requests or other anti-terrorist financing and anti-money laundering matters. Communications sent by FinCEN to the bank for purposes other than Section 314(a) notifications will state the intended purpose and should be directed to the appropriate bank personnel for review. Any disclosure of customer records to law enforcement officers or FinCEN must be done in compliance with applicable law, including the Right to Financial Privacy Act (12 U.S.C. 3401 et seq.).

Please provide information for a primary and secondary contact. Information for a third and fourth contact may be provided at the bank's option. Enter "none" for the contact's e-mail address if not available. This contact information is for the confidential use of the Agencies, FinCEN, and law enforcement officers and will not be released to the public.

Primary Contact

Brett Houston
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SVP & Sr. Risk Officer
Title (TEXT C438)
brett.houston@norstates.com
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E-mail Address (TEXT C444)
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Third Contact

Tammy Wesenberg
Name (TEXT C870)
Sr. Vice President & Cashier
Title (TEXT C871)
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E-mail Address (TEXT C872)
(847) 244-6000 Ext. 233
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Fourth Contact

Name (TEXT C875)

Title (TEXT C876)

E-mail Address (TEXT C877)

Telephone: Area code/phone number/extension (TEXT C878)

Consolidated Report of Income for the period January 1, 2009 – September 30, 2009

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		
	RIAD	Bil Mil Thou	
1. Interest Income:			
a. Interest and fee income on loans:			
(1) Loans secured by real estate:			
(a) Loans secured by 1-4 family residential properties	4435	4,978	1.a.1.a
(b) All other loans secured by real estate	4436	11,403	1.a.1.b
(2) Commercial and industrial loans	4012	1,866	1.a.2
(3) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B485	0	1.a.3.a
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B486	144	1.a.3.b
(4) Loans to foreign governments and official institutions	4056	0	1.a.4
(5) All other loans (1)	4058	142	1.a.5
(6) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5))	4010	18,533	1.a.6
b. Income from lease financing receivables	4065	87	1.b
c. Interest income on balances due from depository institutions (2)	4115	1	1.c
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	B488	56	1.d.1
(2) Mortgage-backed securities	B489	1,985	1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	1,696	1.d.3
e. Interest income from trading assets	4069	0	1.e
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	19	1.f
g. Other interest income	4518	0	1.g
h. Total interest income (sum of items 1.a.(6) through 1.g)	4107	22,377	1.h
2. Interest expense:			
a. Interest on deposits:			
(1) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	163	2.a.1
(2) Nontransaction accounts:			
(a) Savings deposits (includes MMDAs)	0093	887	2.a.2.a
(b) Time deposits of \$100,000 or more	A517	1,696	2.a.2.b
(c) Time deposits of less than \$100,000	A518	4,419	2.a.2.c
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	489	2.b
c. Interest on trading liabilities and other borrowed money	4185	52	2.c

(1) Includes interest and fee income on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

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

Schedule RI—Continued

	Year-to-date			
	RIAD	Bil Mil Thou		
Dollar Amounts in Thousands				
2. Interest expense (continued):				
d. Interest on subordinated notes and debentures	4200	0	2.d	
e. Total interest expense (sum of items 2.a through 2.d)	4073	7,706	2.e	
3. Net interest income (item 1.h minus 2.e)			4074	14,671
4. Provision for loan and lease losses			4230	18,635
5. Noninterest income:				
a. Income from fiduciary activities (1)	4070	590	5.a	
b. Service charges on deposit accounts	4080	1,753	5.b	
c. Trading revenue (2)	A220	0	5.c	
d. (1) Fees and commissions from securities brokerage	C886	0	5.d.1	
(2) Investment banking, advisory, and underwriting fees and commissions	C888	0	5.d.2	
(3) Fees and commissions from annuity sales	C887	0	5.d.3	
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.4	
(5) Income from other insurance activities	C387	0	5.d.5	
e. Venture capital revenue	B491	0	5.e	
f. Net servicing fees	B492	3	5.f	
g. Net securitization income	B493	0	5.g	
h. Not applicable				
i. Net gains (losses) on sales of loans and leases	5416	0	5.i	
j. Net gains (losses) on sales of other real estate owned	5415	78	5.j	
k. Net gains (losses) on sales of other assets (excluding securities)	B496	0	5.k	
l. Other noninterest income*	B497	878	5.l	
m. Total noninterest income (sum of items 5.a through 5.l)			4079	3,302
6. a. Realized gains (losses) on held-to-maturity securities			3521	0
b. Realized gains (losses) on available-for-sale securities			3196	(3,052)
7. Noninterest expense:				
a. Salaries and employee benefits	4135	6,334	7.a	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	1,721	7.b	
c. (1) Goodwill impairment losses	C216	9,437	7.c.1	
(2) Amortization expense and impairment losses for other intangible assets	C232	348	7.c.2	
d. Other noninterest expense*	4092	6,153	7.d	
e. Total noninterest expense (sum of items 7.a through 7.d)			4093	23,993
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)			4301	(27,707)
9. Applicable income taxes (on item 8)			4302	1,404
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)			4300	(29,111)
11. Extraordinary items and other adjustments, net of income taxes*			4320	0
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11)			G104	(29,111)
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)			G103	0
14. Net income (loss) attributable to bank (item 12 minus item 13)			4340	(29,111)

* Describe on Schedule RI—Explanations

(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.

Schedule RI—Continued

Memoranda

Dollar Amounts in Thousands

	Year-to-date		
	RIAD	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	4513	29	M.1
Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (1)			
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)	8431	N/A	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)	4313	126	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))	4507	273	M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	141	M.5
<i>Memorandum item 6 is to be completed by: (1)</i>			
<ul style="list-style-type: none"> • banks with \$300 million or more in total assets, and • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans. 			
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5))	4024	0	M.6
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition (2)	RIAD	CCYY/MM/DD	M.7
	9106	0	

	Year-to-date		
	RIAD	Bil Mil Thou	
(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	8757	N/A	M.8.a
b. Foreign exchange exposures	8758	N/A	M.8.b
c. Equity security and index exposures	8759	N/A	M.8.c
d. Commodity and other exposures	8760	N/A	M.8.d
e. Credit exposures	F186	N/A	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	C889	0	M.9.a
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890	0	M.9.b
10. To be completed by banks with \$300 million or more in total assets: (1) Credit losses on derivatives (see instructions)	A251	0	M.10
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?	RIAD	YES / NO	M.11
	A530	NO	
<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))	F228	N/A	M.12
<i>Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.</i>			
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	F551	0	M.13.a
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	0	M.13.a.1
b. Net gains (losses) on liabilities	F553	0	M.13.b
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554	0	M.13.b.1

(1) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.

(2) For example, a bank acquired on March 1, 2008, would report 2008/03/01

Schedule RI-A—Changes in Bank Equity Capital

Indicate decreases and losses in parentheses. Dollar Amounts in Thousands

	RIAD	Bil Mil Thou	
1. Total bank equity capital most recently reported for the December 31, 2008, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217	62,436	1
2. Restatements due to corrections of material accounting errors and changes in accounting principles*	B507	962	2
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	63,398	3
4. Net income (loss) attributable to bank (must equal Schedule RI, item 14)	4340	(29,111)	4
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	B509	0	5
6. Treasury stock transactions, net	B510	0	6
7. Changes incident to business combinations, net	4356	0	7
8. LESS: Cash dividends declared on preferred stock	4470	0	8
9. LESS: Cash dividends declared on common stock	4460	0	9
10. Other comprehensive income (1)	B511	538	10
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above)	4415	20,000	11
12. Total bank equity capital end of current period (sum of items 3 through 11)(must equal Schedule RC, item 27.a)	3210	54,825	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, 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 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 (1)		(Column B) Recoveries		
	Calendar year-to-date				
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	
1. Loans secured by real estate:					
a. Construction, land development, and other land loans:					
(1) 1-4 family residential construction loans	C891	25	C892	4	1.a.1
(2) Other construction loans and all land development and other land loans	C893	0	C894	0	1.a.2
b. Secured by farmland	3584	0	3585	0	1.b
c. Secured by 1-4 family residential properties:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411	0	5412	0	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens	C234	478	C217	0	1.c.2.a
(b) Secured by junior liens	C235	4	C218	1	1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3588	0	3589	0	1.d
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	493	C896	0	1.e.1
(2) Loans secured by other nonfarm nonresidential properties	C897	4,284	C898	0	1.e.2
2. Loans to depository institutions and acceptances of other banks	4481	0	4482	0	2
3. Not applicable					
4. Commercial and industrial loans	4638	434	4608	27	4
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	0	B515	0	5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516	13	B517	7	5.b
6. Loans to foreign governments and official institutions	4643	0	4627	0	6
7. All other loans (2)	4644	0	4628	0	7
8. Lease financing receivables	4266	0	4267	0	8
9. Total (sum of items 1 through 8)	4635	5,731	4605	39	9

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

(2) Includes charge-offs and recoveries on "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

Schedule RI-B Continued

Part I. Continued

Memoranda

	(Column A) Charge-offs (1)		(Column B) Recoveries								
	Calendar year-to-date										
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou							
Dollar Amounts in Thousands											
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	5409	0	5410	0	M.1						
2. Memorandum items 2.a through 2.d are to be completed by banks with \$300 million or more in total assets: (2)											
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)	4652	0	4662	0	M.2.a						
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above)	4654	0	4664	0	M.2.b						
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above)	4646	0	4618	0	M.2.c						
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, part I, item 8, above)	F185	0	F187	0	M.2.d						
3. Memorandum item 3 is to be completed by: (2)											
<ul style="list-style-type: none"> • banks with \$300 million or more in total assets, and • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans: 											
Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above)	4655	0	4665	0	M.3						
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.											
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)			<table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="2">Calendar year-to-date</th> </tr> <tr> <th>RIAD</th> <th>Bil Mil Thou</th> </tr> </thead> <tbody> <tr> <td>C388</td> <td>N/A</td> </tr> </tbody> </table>		Calendar year-to-date		RIAD	Bil Mil Thou	C388	N/A	M.4
Calendar year-to-date											
RIAD	Bil Mil Thou										
C388	N/A										

(1) Include write-downs arising from transfers of loans to a held-for-sale account.
 (2) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.

Schedule RI-B Continued

Part II. Changes in Allowance for Loan and Lease Losses

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
1. Balance most recently reported for the December 31, 2008, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	B522	10,402	1
2. Recoveries (must equal part I, item 9, column B, above)	4605	39	2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)	C079	5,731	3
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523	0	4
5. Provision for loan and lease losses (must equal Schedule RI, item 4)	4230	18,635	5
6. Adjustments* (see instructions for this schedule)	C233	0	6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)	3123	23,345	7

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above	C435	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	C389	N/A	M.2
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges	C390	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)	C781	0	M.4

* Describe on Schedule RI-E—Explanations.

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		Year-to-date		
				RIAD	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			C013	58			1.a
b.	Earnings on/increase in value of cash surrender value of life insurance			C014	0			1.b
c.	Income and fees from automated teller machines (ATMs)			C016	533			1.c
d.	Rent and other income from other real estate owned			4042	0			1.d
e.	Safe deposit box rent			C015	73			1.e
f.	Net change in the fair values of financial instruments accounted for under a fair value option			F229	0			1.f
g.	Bank card and credit card interchange fees			F555	0			1.g
TEXT								
h.	4461	Exchange		4461	40			1.h
i.	4462	Loan Fees		4462	93			1.i
j.	4463	Misc Income		4463	60			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			C017	973			2.a
b.	Advertising and marketing expenses			0497	498			2.b
c.	Directors' fees			4136	0			2.c
d.	Printing, stationery, and supplies			C018	270			2.d
e.	Postage			8403	0			2.e
f.	Legal fees and expenses			4141	764			2.f
g.	FDIC deposit insurance assessments			4146	1,080			2.g
h.	Accounting and auditing expenses			F556	472			2.h
i.	Consulting and advisory expenses			F557	0			2.i
j.	Automated teller machine (ATM) and interchange expenses			F558	319			2.j
k.	Telecommunications expenses			F559	0			2.k
TEXT								
l.	4464			4464	0			2.l
m.	4467			4467	0			2.m
n.	4468			4468	0			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):								
TEXT								
a.(1)	4469			4469	0			3.a.1
(2)	Applicable income tax effect			4486	0			3.a.2
b.(1)	4487			4487	0			3.b.1
(2)	Applicable income tax effect			4488	0			3.b.2
c.(1)	4489			4489	0			3.c.1
(2)	Applicable income tax effect			4491	0			3.c.2

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for September 30, 2009

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		RCON	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)				0081	13,487	1.a
b. Interest-bearing balances (2)				0071	1,000	1.b
2. Securities:						
a. Held-to-maturity securities (from Schedule RC-B, column A)				1754	0	2.a
b. Available-for-sale securities (from Schedule RC-B, column D)				1773	123,962	2.b
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold				B987	21,302	3.a
b. Securities purchased under agreements to resell (3)				B989	0	3.b
4. Loans and lease financing receivables (from Schedule RC-C):						
a. Loans and leases held for sale				5369	0	4.a
b. Loans and leases, net of unearned income		B528	449,669			4.b
c. LESS: Allowance for loan and lease losses		3123	23,345			4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)		B529	426,324			4.d
5. Trading assets (from Schedule RC-D)				3545	0	5
6. Premises and fixed assets (including capitalized leases)				2145	9,824	6
7. Other real estate owned (from Schedule RC-M)				2150	19,400	7
8. Investments in unconsolidated subsidiaries and associated companies				2130	0	8
9. Direct and indirect investments in real estate ventures				3656	0	9
10. Intangible assets:						
a. Goodwill				3163	0	10.a
b. Other intangible assets (from Schedule RC-M)				0426	578	10.b
11. Other assets (from Schedule RC-F)				2160	11,423	11
12. Total assets (sum of items 1 through 11)				2170	627,300	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, regardless of maturity.

Schedule RC - Continued

Dollar Amounts in Thousands			RCON	Bil Mil Thou	
LIABILITIES					
13. Deposits:					
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)			2200	523,930	13.a
(1) Noninterest-bearing (1)	6631	62,824			13.a.1
(2) Interest-bearing	6636	461,106			13.a.2
b. Not applicable					
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased (2)			B993	0	14.a
b. Securities sold under agreements to repurchase (3)			B995	42,416	14.b
15. Trading liabilities (from Schedule RC-D)					
			3548	0	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)					
			3190	0	16
17. and 18. Not applicable					
19. Subordinated notes and debentures (4)					
			3200	0	19
20. Other liabilities (from Schedule RC-G)					
			2930	6,129	20
21. Total liabilities (sum of items 13 through 20)					
			2948	572,475	21
22. Not applicable					
EQUITY CAPITAL					
Bank Equity Capital					
23. Perpetual preferred stock and related surplus					
			3838	0	23
24. Common stock					
			3230	2,575	24
25. Surplus (excludes all surplus related to preferred stock)					
			3839	63,780	25
26. a. Retained earnings					
			3632	(13,506)	26.a
b. Accumulated other comprehensive income (5)			B530	1,976	26.b
c. Other equity capital components (6)			A130	0	26.c
27. a. Total bank equity capital (sum of items 23 through 26.c)					
			3210	54,825	27.a
b. Noncontrolling (minority) interests in consolidated subsidiaries					
			3000	0	27.b
28. Total equity capital (sum of items 27.a and 27.b)					
			G105	54,825	28
29. Total liabilities and equity capital (sum of items 21 and 28)					
			3300	627,300	29

Memoranda

To be reported with the March Report of Condition.

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 2008

RCON	Number
6724	N/A

M.1

- | | |
|--|---|
| <p>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</p> <p>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)</p> <p>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</p> | <p>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)</p> <p>5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)</p> <p>6 = Review of the bank's financial statements by external auditors</p> <p>7 = Compilation of the bank's financial statements by external auditors</p> <p>8 = Other audit procedures (excluding tax preparation work)</p> <p>9 = No external audit work</p> |
|--|---|

To be reported with the March Report of Condition.

2. Bank's fiscal year-end date

RCON	MM / DD
8678	N/A

M.2

- (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, 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, 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

Schedule RC-A is to be completed only by banks with \$300 million or more in total assets.

Exclude assets held for trading.

	Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Cash items in process of collection, unposted debits, and currency and coin:					
a. Cash items in process of collection and unposted debits			0020	138	1.a
b. Currency and coin			0080	7,031	1.b
2. Balances due from depository institutions in the U.S.:					
a. U.S. branches and agencies of foreign banks			0083	0	2.a
b. Other commercial banks in the U.S. and other depository institutions in the U.S.			0085	6,568	2.b
3. Balances due from banks in foreign countries and foreign central banks:					
a. Foreign branches of other U.S. banks			0073	0	3.a
b. Other banks in foreign countries and foreign central banks			0074	0	3.b
4. Balances due from Federal Reserve Banks			0090	750	4
5. Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)			0010	14,487	5

Schedule RC-B—Securities

Exclude assets held for trading.

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
1. U.S. Treasury securities	0211	0	0213	0	1286	999	1287	1,011	1
2. U.S. Government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. Government-agencies (1)	1289	0	1290	0	1291	0	1293	0	2.a
b. Issued by U.S. Government-sponsored agencies (2)	1294	0	1295	0	1297	1,000	1298	1,011	2.b
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	10,829	8499	11,085	3

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

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

Schedule RC-B—Continued

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
4. Mortgage-backed securities (MBS):									
a. Residential mortgage pass-through securities:									
(1) Guaranteed by GNMA	G300	0	G301	0	G302	0	G303	0	4.a.1
(2) Issued by FNMA and FHLMC	G304	0	G305	0	G306	53,814	G307	56,462	4.a.2
(3) Other pass-through securities	G308	0	G309	0	G310	0	G311	0	4.a.3
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	G312	0	G313	0	G314	49,361	G315	50,345	4.b.1
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	G316	0	G317	0	G318	0	G319	0	4.b.2
(3) All other residential MBS	G320	0	G321	0	G322	0	G323	0	4.b.3
c. Commercial MBS:									
(1) Commercial mortgage pass-through securities									
(2) Other commercial MBS	G324	0	G325	0	G326	0	G327	0	4.c.1
	G328	0	G329	0	G330	0	G331	0	4.c.2
5. Asset-backed securities and structured financial products:									
a. Asset-backed securities (ABS)									
	C026	0	C988	0	C989	0	C027	0	5.a
b. Structured financial products:									
(1) Cash	G336	0	G337	0	G338	0	G339	0	5.b.1
(2) Synthetic	G340	0	G341	0	G342	0	G343	0	5.b.2
(3) Hybrid	G344	0	G345	0	G346	0	G347	0	5.b.3
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	779	1741	22	6.a
b. Foreign debt securities	1742	0	1743	0	1744	0	1746	0	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values (1)					A510	3,979	A511	4,026	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)	1754	0	1771	0	1772	120,761	1773	123,962	8

(1) 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		
	RCON	Bil Mil Thou	
1. Pledged securities (1)	0416	86,795	M.1
2. Maturity and repricing data for debt securities (1, 2) (excluding those in nonaccrual status):			
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3, 4)			
(1) Three months or less	A549	1,675	M.2.a.1
(2) Over three months through 12 months	A550	3,080	M.2.a.2
(3) Over one year through three years	A551	2,351	M.2.a.3
(4) Over three years through five years	A552	271	M.2.a.4
(5) Over five years through 15 years	A553	5,258	M.2.a.5
(6) Over 15 years	A554	494	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	A555	136	M.2.b.1
(2) Over three months through 12 months	A556	0	M.2.b.2
(3) Over one year through three years	A557	0	M.2.b.3
(4) Over three years through five years	A558	0	M.2.b.4
(5) Over five years through 15 years	A559	50,526	M.2.b.5
(6) Over 15 years	A560	5,800	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	A561	22,605	M.2.c.1
(2) Over three years	A562	27,740	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)	A248	4,746	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)	1778	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	8782	0	M.4.a
b. Fair value	8783	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, 4.c.(1), 5, and 6, columns A and D, plus residential 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 residential 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, sum of items 4.b and 4.c.(2), columns A and D.

Schedule RC-B—Continued

Memoranda — Continued

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
<p><i>Memorandum items 5.a through 5.f are to be completed by banks with \$1 billion or more in total assets. (1)</i></p> <p>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):</p> <p>a. Credit card receivables</p> <p>b. Home equity lines</p> <p>c. Automobile loans</p> <p>d. Other consumer loans</p> <p>e. Commercial and industrial loans</p> <p>f. Other</p>									
	B838	N/A	B839	N/A	B840	N/A	B841	N/A	M.5.a
	B842	N/A	B843	N/A	B844	N/A	B845	N/A	M.5.b
	B846	N/A	B847	N/A	B848	N/A	B849	N/A	M.5.c
	B850	N/A	B851	N/A	B852	N/A	B853	N/A	M.5.d
	B854	N/A	B855	N/A	B856	N/A	B857	N/A	M.5.e
	B858	N/A	B859	N/A	B860	N/A	B861	N/A	M.5.f

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-B—Continued

Memoranda — Continued

Dollar Amounts in Thousands

	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule RC-B sum of items 5.b(1) through (3)):									
a. Trust preferred securities issued by financial institutions	G348	0	G349	0	G350	0	G351	0	M.6.a
b. Trust preferred securities issued by real estate investment trusts	G352	0	G353	0	G354	0	G355	0	M.6.b
c. Corporate and similar loans	G356	0	G357	0	G358	0	G359	0	M.6.c
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360	0	G361	0	G362	0	G363	0	M.6.d
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G364	0	G365	0	G366	0	G367	0	M.6.e
f. Diversified (mixed) pools of structured financial products	G368	0	G369	0	G370	0	G371	0	M.6.f
g. Other collateral or reference assets	G372	0	G373	0	G374	0	G375	0	M.6.g

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 fair value,
 - (2) loans and leases held for investment, net of unearned income, and
 - (3) loans and leases accounted for at fair value under a fair value option.
- Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets (1)		(Column B) To Be Completed by All Banks		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
1. Loans secured by real estate:					
a. Construction, land development, and other land loans:					
(1) 1-4 family residential construction loans			F158	19,153	1.a.1
(2) Other construction loans and all land development and other land loans			F159	42,956	1.a.2
b. Secured by farmland (including farm residential and other improvements)			1420	0	1.b
c. Secured by 1-4 family residential properties:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			1797	27,335	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens			5367	40,263	1.c.2.a
(b) Secured by junior liens			5368	5,211	1.c.2.b
d. Secured by multifamily (5 or more) residential properties			1460	56,370	1.d
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			F160	61,837	1.e.1
(2) Loans secured by other nonfarm nonresidential properties			F161	152,687	1.e.2
2. Loans to depository institutions and acceptances of other banks			1288	0	2
a. To commercial banks in the U.S.:					
(1) To U.S. branches and agencies of foreign banks	B532	0			2.a.1
(2) To other commercial banks in the U.S.	B533	0			2.a.2
b. To other depository institutions in the U.S.	B534	0			2.b
c. To banks in foreign countries:					
(1) To foreign branches of other U.S. banks	B536	0			2.c.1
(2) To other banks in foreign countries	B537	0			2.c.2
3. Loans to finance agricultural production and other loans to farmers			1590	0	3
4. Commercial and industrial loans			1766	36,085	4
a. To U.S. addressees (domicile)	1763	36,085			4.a
b. To non-U.S. addressees (domicile)	1764	0			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			B538	0	6.a
b. Other revolving credit plans			B539	174	6.b
c. Other consumer loans (includes single payment, installment, and all student loans)			2011	2,274	6.c
7. Loans to foreign governments and official institutions (including foreign central banks)			2081	0	7
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.			2107	3,419	8
9. Other Loans			1563	617	9
a. Loans for purchasing or carrying securities (secured and unsecured)	1545	206			9.a
b. All other loans (exclude consumer loans)	1564	411			9.b

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-C—Continued

Part I. Continued

Dollar Amounts in Thousands	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets (1)		(Column B) To Be Completed by All Banks		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
10. Lease financing receivables (net of unearned income)			2165	1,879	10
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	0			10.a
b. All other leases	F163	1,879			10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above			2123	591	11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b)			2122	449,669	12

Memoranda

Dollar Amounts in Thousands	RCON	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	F576	0	M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	1616	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 (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: (2, 3)			
(1) Three months or less	A564	11,876	M.2.a.1
(2) Over three months through 12 months	A565	3,568	M.2.a.2
(3) Over one year through three years	A566	7,561	M.2.a.3
(4) Over three years through five years	A567	13,402	M.2.a.4
(5) Over five years through 15 years	A568	1,640	M.2.a.5
(6) Over 15 years	A569	871	M.2.a.6
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: (2, 4)			
(1) Three months or less	A570	101,655	M.2.b.1
(2) Over three months through 12 months	A571	23,695	M.2.b.2
(3) Over one year through three years	A572	70,665	M.2.b.3
(4) Over three years through five years	A573	135,627	M.2.b.4
(5) Over five years through 15 years	A574	16,678	M.2.b.5
(6) Over 15 years	A575	17,453	M.2.b.6
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)	A247	100,557	M.2.c

- (1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.
- (2) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.
- (3) 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 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.
- (4) 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 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 B, minus 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.

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued	Dollar Amounts in Thousands		RCON	Bil Mil Thou	
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column B (5)					
	2746	0			M.3
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)					
	5370	1,367			M.4
5. <i>To be completed by banks with \$300 million or more in total assets: (6)</i> Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, items 1.a through 1.e, column B)					
	8837	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.	C391	N/A			M.6
Memorandum item 7 is to be completed by all banks.					
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	C779	0			M.7.a
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9	C780	0			M.7.b
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:					
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))	F230	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, 2008, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income (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	F231	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	F232	N/A			M.8.c
9. Loans secured by 1-4 family residential properties in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))					
	F577	0			M.9
<i>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.</i>					
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):					
a. Loans secured by real estate:					
(1) Construction, land development, and other land loans	F578	0			M.10.a.1
(2) Secured by farmland (including farm residential and other improvements)	F579	0			M.10.a.2
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F580	0			M.10.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(1) Secured by first liens	F581	0			M.10.a.3.b.1
(2) Secured by junior liens	F582	0			M.10.a.3.b.2

(5) Exclude loans secured by real estate that are included in Schedule RC-C, part I, items 1.a through 1.e, column B.

(6) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued	Dollar Amounts in Thousands		RCON	Bil Mil Thou	
10. a. (4) Secured by multifamily (5 or more) residential properties	F583	0			M.10.a.4
(5) Secured by nonfarm nonresidential properties	F584	0			M.10.a.5
b. Commercial and industrial loans	F585	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	F586	0			M.10.c.1
(2) Other revolving credit plans	F587	0			M.10.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F588	0			M.10.c.3
d. Other loans	F589	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:					
(1) Construction, land development, and other land loans	F590	0			M.11.a.1
(2) Secured by farmland (including farm residential and other improvements)	F591	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	F592	0			M.11.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(1) Secured by first liens	F593	0			M.11.a.3.b.1
(2) Secured by junior liens	F594	0			M.11.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F595	0			M.11.a.4
(5) Secured by nonfarm nonresidential properties	F596	0			M.11.a.5
b. Commercial and industrial loans	F597	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	F598	0			M.11.c.1
(2) Other revolving credit plans	F599	0			M.11.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F600	0			M.11.c.3
d. Other loans	F601	0			M.11.d

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

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued

Dollar Amounts in Thousands

	RCON	Bil Mil Thou	
Memorandum item 13 is to be completed by banks that had construction, land development, and other land loans (as reported in Schedule RC-C, part I, item 1.a, column B) that exceeded 100 percent of total risk-based capital (as reported in Schedule RC-R, item 21) as of December 31, 2008.			
13. Construction, land development, and other land loans with interest reserves:			
a. Amount of loans that provide for the use of interest reserves (included in Schedule RC-C, part I, item 1.a, column B)			
	G376	29,093	M.13.a
b. Amount of interest capitalized from interest reserves on construction, land development, and other land loans that is included in interest and fee income on loans during the quarter (included in Schedule RI, item 1a.(1)(b))			
	RIAD		
	G377	503	M.13.b
Memorandum item 14 is to be completed by all banks.			
14. Pledged loans and leases			
	RCON		
	G378	110,097	M.14

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		RCON	Bil Mil Thou	
ASSETS				
1. U.S. Treasury securities		3531	N/A	1
2. U.S. Government agency obligations (exclude mortgage-backed securities)		3532	N/A	2
3. Securities issued by states and political subdivisions in the U.S.		3533	N/A	3
4. Mortgage-backed securities (MBS):				
a. Residential mortgage pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA		G379	N/A	4.a
b. Other residential MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)		G380	N/A	4.b
c. All other residential MBS		G381	N/A	4.c
d. Commercial MBS		G382	N/A	4.d
5. Other debt securities				
a. Structured financial products:				
(1) Cash		G383	N/A	5.a.1
(2) Synthetic		G384	N/A	5.a.2
(3) Hybrid		G385	N/A	5.a.3
b. All other debt securities		G386	N/A	5.b
6. Loans:				
a. Loans secured by real estate:				
(1) Construction, land development, and other land loans		F604	N/A	6.a.1
(2) Secured by farmland (including farm residential and other improvements)		F605	N/A	6.a.2
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		F606	N/A	6.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:				
(1) Secured by first liens		F607	N/A	6.a.3.b.1
(2) Secured by junior liens		F611	N/A	6.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties		F612	N/A	6.a.4
(5) Secured by nonfarm nonresidential properties		F613	N/A	6.a.5
b. Commercial and industrial loans		F614	N/A	6.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards		F615	N/A	6.c.1
(2) Other revolving credit plans		F616	N/A	6.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)		F617	N/A	6.c.3
d. Other loans		F618	N/A	6.d
7. and 8. Not applicable				
9. Other trading assets		3541	N/A	9
10. Not applicable				
11. Derivatives with a positive fair value		3543	N/A	11
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)		3545	N/A	12
LIABILITIES				
13. a. Liability for short positions		3546	N/A	13.a
b. Other trading liabilities		F624	N/A	13.b
14. Derivatives with a negative fair value		3547	N/A	14
15. Total trading liabilities (sum of items 13.a through 14) (must equal Schedule RC, item 15)		3548	N/A	15

Schedule RC-D - Continued

Memoranda

Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a.(1) through 6.d):			
a. Loans secured by real estate:			
(1) Construction, land development, and other land loans	F625	N/A	M.1.a.1
(2) Secured by farmland (including farm residential and other improvements)	F626	N/A	M.1.a.2
(3) Secured by 1-4 family residential properties:			
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F627	N/A	M.1.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:			
(1) Secured by first liens	F628	N/A	M.1.a.3.b.1
(2) Secured by junior liens	F629	N/A	M.1.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F630	N/A	M.1.a.4
(5) Secured by nonfarm nonresidential properties	F631	N/A	M.1.a.5
b. Commercial and industrial loans	F632	N/A	M.1.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards	F633	N/A	M.1.c.1
(2) Other revolving credit plans	F634	N/A	M.1.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F635	N/A	M.1.c.3
d. Other loans	F636	N/A	M.1.d
2. Loans measured at fair value that are past due 90 days or more:			
a. Fair value	F639	N/A	M.2.a
b. Unpaid principal balance	F640	N/A	M.2.b
3. Structured financial products by underlying collateral or reference assets (sum of Memorandum items 3.a through 3.g must equal Schedule RC-D, sum of items 5.a.(1) through (3)):			
a. Trust preferred securities issued by financial institutions	G299	N/A	M.3.a
b. Trust preferred securities issued by real estate investment trusts	G332	N/A	M.3.b
c. Corporate and similar loans	G333	N/A	M.3.c
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334	N/A	M.3.d
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G335	N/A	M.3.e
f. Diversified (mixed) pools of structured financial products	G651	N/A	M.3.f
g. Other collateral or reference assets	G652	N/A	M.3.g
4. Pledged trading assets:			
a. Pledged securities	G387	N/A	M.4.a
b. Pledged Loans	G388	N/A	M.4.b
<i>Memorandum items 5 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.</i>			
5. Asset-backed securities:			
a. Credit card receivables	F643	N/A	M.5.a
b. Home equity lines	F644	N/A	M.5.b
c. Automobile loans	F645	N/A	M.5.c
d. Other consumer loans	F646	N/A	M.5.d
e. Commercial and industrial loans	F647	N/A	M.5.e
f. Other	F648	N/A	M.5.f
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651	N/A	M.6
7. Equity securities:			
a. Readily determinable fair values	F652	N/A	M.7.a
b. Other	F653	N/A	M.7.b
8. Loans pending securitization	F654	N/A	M.8

Schedule RC-D - Continued

Memoranda - Continued

Dollar Amounts in Thousands

		RCON	Bil Mil Thou	
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):				
TEXT				
a.	F655 N/A	F655	N/A	M.9.a
b.	F656 N/A	F656	N/A	M.9.b
c.	F657 N/A	F657	N/A	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):				
TEXT				
a.	F658 N/A	F658	N/A	M.10.a
b.	F659 N/A	F659	N/A	M.10.b
c.	F660 N/A	F660	N/A	M.10.c

Schedule RC-E—Deposit Liabilities

Dollar Amounts in Thousands	Transaction Accounts				Nontransaction Accounts				
	(Column A) Total transaction accounts (including total demand deposits)		(Column B) Memo: Total demand deposits (included in column A)		(Column C) Total nontransaction accounts (including MMDAs)				
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
Deposits of:									
1. Individuals, partnerships, and corporations (include all certified and official checks)	B549	96,874			B550	305,223			1
2. U.S. Government	2202	37			2520	0			2
3. States and political subdivisions in the U.S.	2203	17,405			2530	50,425			3
4. Commercial banks and other depository institutions in the U.S.	B551	0			B552	53,966			4
5. Banks in foreign countries	2213	0			2236	0			5
6. Foreign governments and official institutions (including foreign central banks)	2216	0			2377	0			6
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	114,316	2210	62,824	2385	409,614			7

Memoranda

	Dollar Amounts in Thousands		
	RCON	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	6835	35,815	M.1.a
b. Total brokered deposits	2365	102,202	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	2343	57,066	M.1.c.1
(2) Brokered deposits issued in denominations of \$100,000 and certain brokered retirement deposit accounts	2344	200	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)	A243	36,178	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)	A244	45,136	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)	5590	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)	6810	61,723	M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352	60,946	M.2.a.2
b. Total time deposits of less than \$100,000	6648	151,982	M.2.b
c. Total time deposits of \$100,000 or more	2604	134,963	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	F233	10,092	M.2.c.1

(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 or less.

Schedule RC-E—Continued

Memoranda — Continued

Dollar Amounts in Thousands	RCON	Bil Mil Thou	
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: (1, 2)			
(1) Three months or less	A579	38,943	M.3.a.1
(2) Over three months through 12 months	A580	79,011	M.3.a.2
(3) Over one year through three years	A581	34,028	M.3.a.3
(4) Over three years	A582	0	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) (3)			
	A241	117,954	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: (1, 4)			
(1) Three months or less	A584	55,353	M.4.a.1
(2) Over three months through 12 months	A585	70,096	M.4.a.2
(3) Over one year through three years	A586	9,514	M.4.a.3
(4) Over three years	A587	0	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) (3)			
	A242	125,449	M.4.b

- (1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.
- (2) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, Memorandum item 2.b.
- (3) 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.
- (4) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.c.

Schedule RC-F—Other Assets

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1.	Accrued interest receivable (1)			B556	2,258	1
2.	Net deferred tax assets (2)			2148	5,199	2
3.	Interest-only strips receivable (not in the form of a security) (3) on:					
a.	Mortgage loans			A519	0	3.a
b.	Other financial assets			A520	0	3.b
4.	Equity securities that DO NOT have readily determinable fair values (4)			1752	3,940	4
5.	Life insurance assets			C009	0	5
6.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2168	26	6
a.	Prepaid Expenses	2166	0			6.a
b.	Repossessed personal property (including vehicles)	1578	0			6.b
c.	Derivatives with a positive fair value held for purposes other than trading	C010	0			6.c
d.	Retained interests in accrued interest receivable related to					
	TEXT securitized credit cards	C436	0			6.d
e.	3549	3549	0			6.e
f.	3550	3550	0			6.f
g.	3551	3551	0			6.g
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11)			2160	11,423	7

Schedule RC-G—Other Liabilities

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1.a.	Interest accrued and unpaid on deposits (5)			3645	1,844	1.a
b.	Other expenses accrued and unpaid (includes accrued income taxes payable)			3646	4,285	1.b
2.	Net deferred tax liabilities (2)			3049	0	2
3.	Allowance for credit losses on off-balance sheet credit exposures			B557	0	3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2938	0	4
a.	Accounts Payable	3066	0			4.a
b.	Deferred compensation liabilities	C011	0			4.b
c.	Dividends declared but not yet payable	2932	0			4.c
d.	Derivatives with a negative fair value held for purposes other than trading	C012	0			4.d
	TEXT					
e.	3552	3552	0			4.e
f.	3553	3553	0			4.f
g.	3554	3554	0			4.g
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)			2930	6,129	5

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

(5) For savings banks, include "dividends" accrued and unpaid on deposits.

Schedule RC-K—Quarterly Averages (1)

		Dollar Amounts in Thousands		
		RCON	Bil Mil Thou	
ASSETS				
1.	Interest-bearing balances due from depository institutions	3381	714	1
2.	U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities)	B558	4,151	2
3.	Mortgage-backed securities (2)	B559	46,624	3
4.	All other securities (2, 3) (includes securities issued by states and political subdivisions in the U.S.)	B560	49,244	4
5.	Federal funds sold and securities purchased under agreements to resell	3365	33,041	5
6.	Loans:			
a.	Total loans	3360	468,677	6.a
b.	Loans secured by real estate:			
(1)	Loans secured by 1-4 family residential properties	3465	73,932	6.b.1
(2)	All other loans secured by real estate	3466	348,387	6.b.2
c.	Commercial and industrial loans	3387	38,225	6.c
d.	Loans to individuals for household, family, and other personal expenditures:			
(1)	Credit cards	B561	0	6.d.1
(2)	Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B562	2,581	6.d.2
7.	To be completed by banks with \$100 million or more in total assets: (4) Trading assets	3401	0	7
8.	Lease financing receivables (net of unearned income)	3484	1,867	8
9.	Total assets (5)	3368	638,205	9
LIABILITIES				
10.	Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)	3485	50,000	10
11.	Nontransaction accounts:			
a.	Savings deposits (includes MMDAs)	B563	122,557	11.a
b.	Time deposits of \$100,000 or more	A514	82,745	11.b
c.	Time deposits of less than \$100,000	A529	193,111	11.c
12.	Federal funds purchased and securities sold under agreements to repurchase	3353	46,849	12
13.	To be completed by banks with \$100 million or more in total assets: (4) Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	3355	3,405	13

Memorandum

		Dollar Amounts in Thousands		
		RCON	Bil Mil Thou	
Memorandum item 1 is to be completed by: (4) <ul style="list-style-type: none"> • banks with \$300 million or more in total assets, and • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans. 				
1.	Loans to finance agricultural production and other loans to farmers	3386	0	M.1

- (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 asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.
- (5) 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		RCON	Bil Mil Thou			
1. Unused commitments:						
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines _____		3814	16,039	1.a		
b. Credit card lines _____		3815	0	1.b		
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate:						
(a) 1-4 family residential construction loan commitments _____		F164	5,931	1.c.1.a		
(b) Commercial real estate, other construction loan, and land development loan commitments _____		F165	5,001	1.c.1.b		
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate _____						
		6550	0	1.c.2		
d. Securities underwriting _____		3817	0	1.d		
e. Other unused commitments _____		3818	39,021	1.e		
2. Financial standby letters of credit _____		3819	0	2		
Item 2.a is to be completed by banks with \$1 billion or more in total assets. ¹						
a. Amount of financial standby letters of credit conveyed to others _____		3820	N/A	2.a		
3. Performance standby letters of credit _____		3821	6,827	3		
Item 3.a is to be completed by banks with \$1 billion or more in total assets. ¹						
a. Amount of performance standby letters of credit conveyed to others _____		3822	N/A	3.a		
4. Commercial and similar letters of credit _____		3411	0	4		
5. Not applicable _____						
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank) _____		3433	0	6		
7. Credit derivatives:						
a. Notional amounts:		(Column A) Sold Protection (Column B) Purchased Protection				
		RCON	Bil Mil Thou			
(1) Credit default swaps _____		C968	0	C969	0	7.a.(1)
(2) Total return swaps _____		C970	0	C971	0	7.a.(2)
(3) Credit options _____		C972	0	C973	0	7.a.(3)
(4) Other credit derivatives _____		C974	0	C975	0	7.a.(4)
b. Gross fair values:						
(1) Gross positive fair value _____		C219	0	C221	0	7.b.(1)
(2) Gross negative fair value _____		C220	0	C222	0	7.b.(2)
c. Notional amounts by regulatory capital treatment:(2)						
(1) Positions covered under the Market Risk Rule:						
(a) Sold protection _____		G401	0		7.c.(1)(a)	
(b) Purchased protection _____		G402	0		7.c.(1)(b)	
(2) All other positions:						
(a) Sold protection _____		G403	0		7.c.(2)(a)	
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes _____		G404	0		7.c.(2)(b)	
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes _____		G405	0		7.c.(2)(c)	

(1) The \$1 billion asset size test is generally based on the total assets reported in the June 30, 2008, Report of Condition.

(2) Sum of items 7.c.(1)(a) and 7.c.(2)(a) must equal sum of items 7.a.(1) through (4), column A. Sum of items 7.c.(1)(b), 7.c.(2)(b) and 7.c.(2)(c) must equal sum of items 7.a.(1) through (4), column B.

Schedule RC-L—Continued

Dollar Amounts in Thousands		Remaining Maturity of:						
		(Column A) One Year or Less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years		
		RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
7.d. Notional amounts by remaining maturity:								
(1) Sold credit protection:(1)								
(a) Investment grade		G406	0	G407	0	G408	0	7.d.(1)(a)
(b) Subinvestment grade		G409	0	G410	0	G411	0	7.d.(1)(b)
(2) Purchased credit protection:(2)								
(a) Investment grade		G412	0	G413	0	G414	0	7.d.(2)(a)
(b) Subinvestment grade		G415	0	G416	0	G417	0	7.d.(2)(b)
8. Spot foreign exchange contracts		RCON	Tril Bil Mil Thou					
		8765	0					8
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")		RCON	Tril Bil Mil Thou					
		3430	0					9
TEXT								
a. Securities borrowed		3432	0					9.a
b. Commitments to purchase when-issued securities		3434	0					9.b
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf		C978	0					9.c
d.	3555	3555	0					9.d
e.	3556	3556	0					9.e
f.	3557	3557	0					9.f
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")		RCON	Tril Bil Mil Thou					
		5591	0					10
TEXT								
a. Commitments to sell when-issued securities		3435	0					10.a
b.	5592	5592	0					10.b
c.	5593	5593	0					10.c
d.	5594	5594	0					10.d
e.	5595	5595	0					10.e
11. Year-to-date merchant credit card sales volume:		RCON	Tril Bil Mil Thou					
a. Sales for which the reporting bank is the acquiring bank		C223	0					11.a
b. Sales for which the reporting bank is the agent bank with risk		C224	0					11.b

(1) Sum of items 7.d.(1)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column A.
 (2) Sum of items 7.d.(2)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column B.

Schedule RC-L—Continued

Dollar Amounts in Thousands		(Column A)	(Column B)	(Column C)	(Column D)
Derivatives Position Indicators		Interest Rate Contracts	Foreign Exchange Contracts	Equity Derivative Contracts	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):	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou
	RCON 8693	RCON 8694	RCON 8695	RCON 8696	
a. Futures contracts	0	0	0	0	12.a
	RCON 8697	RCON 8698	RCON 8699	RCON 8700	
b. Forward contracts	0	0	0	0	12.b
c. Exchange-traded option contracts:	RCON 8701	RCON 8702	RCON 8703	RCON 8704	
(1) Written options	0	0	0	0	12.c.1
	RCON 8705	RCON 8706	RCON 8707	RCON 8708	
(2) Purchased options	0	0	0	0	12.c.2
d. Over-the-counter option contracts:	RCON 8709	RCON 8710	RCON 8711	RCON 8712	
(1) Written options	0	0	0	0	12.d.1
	RCON 8713	RCON 8714	RCON 8715	RCON 8716	
(2) Purchased options	0	0	0	0	12.d.2
	RCON 3450	RCON 3826	RCON 8719	RCON 8720	
e. Swaps	0	0	0	0	12.e
13. Total gross notional amount of derivative contracts held for trading	RCON A126	RCON A127	RCON 8723	RCON 8724	
	0	0	0	0	13
14. Total gross notional amount of derivative contracts held for purposes other than trading	RCON 8725	RCON 8726	RCON 8727	RCON 8728	
	0	0	0	0	14
a. Interest rate swaps where the bank has agreed to pay a fixed rate	RCON A589				
	0				14.a
15. Gross fair values of derivative contracts:					
a. Contracts held for trading:	RCON 8733	RCON 8734	RCON 8735	RCON 8736	
(1) Gross positive fair value	0	0	0	0	15.a.1
	RCON 8737	RCON 8738	RCON 8739	RCON 8740	
(2) Gross negative fair value	0	0	0	0	15.a.2
b. Contracts held for purposes other than trading:	RCON 8741	RCON 8742	RCON 8743	RCON 8744	
(1) Gross positive fair value	0	0	0	0	15.b.1
	RCON 8745	RCON 8746	RCON 8747	RCON 8748	
(2) Gross negative fair value	0	0	0	0	15.b.2

Schedule RC-L—Continued

Item 16 is to be completed only by banks with total assets of \$10 billion or more.(1)

	(Column A) Banks and Securities Firms			(Column B) Monoline Financial Guarantors			(Column C) Hedge Funds			(Column D) Sovereign Governments			(Column E) Corporations and All Other Counterparties			
	RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou		
Dollar Amounts in Thousands																
16. Over-the-counter derivatives:																
a. Net current credit exposure	G418	N/A		G419	N/A		G420	N/A		G421	N/A		G422	N/A		16.a
b. Fair value of collateral:																
(1) Cash - U.S. dollar	G423	N/A		G424	N/A		G425	N/A		G426	N/A		G427	N/A		16.b(1)
(2) Cash - Other currencies	G428	N/A		G429	N/A		G430	N/A		G431	N/A		G432	N/A		16.b(2)
(3) U.S. Treasury securities	G433	N/A		G434	N/A		G435	N/A		G436	N/A		G437	N/A		16.b(3)
(4) U.S. Government agency and U.S. Government- sponsored agency debt securities																
	G438	N/A		G439	N/A		G440	N/A		G441	N/A		G442	N/A		16.b(4)
(5) Corporate bonds	G443	N/A		G444	N/A		G445	N/A		G446	N/A		G447	N/A		16.b(5)
(6) Equity securities	G448	N/A		G449	N/A		G450	N/A		G451	N/A		G452	N/A		16.b(6)
(7) All other collateral	G453	N/A		G454	N/A		G455	N/A		G456	N/A		G457	N/A		16.b(7)
(8) Total fair value of collateral (sum of items 16.b.(1) through (7))																
	G458	N/A		G459	N/A		G460	N/A		G461	N/A		G462	N/A		16.b(8)

(1) The \$10 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-M—Memoranda

Dollar Amounts in Thousands		RCON	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		6164	557	1.a
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations		RCON 6165	Number 0	1.b
2. Intangible assets other than goodwill:				
a. Mortgage servicing assets		3164	0	2.a
(1) Estimated fair value of mortgage servicing assets		A590	0	2.a.1
b. Purchased credit card relationships and nonmortgage servicing assets		B026	0	2.b
c. All other identifiable intangible assets		5507	578	2.c
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)		0426	578	2.d
3. Other real estate owned:				
a. Construction, land development, and other land		5508	1,858	3.a
b. Farmland		5509	0	3.b
c. 1-4 family residential properties		5510	1,850	3.c
d. Multifamily (5 or more) residential properties		5511	0	3.d
e. Nonfarm nonresidential properties		5512	15,692	3.e
f. Foreclosed properties from "GNMA loans"		C979	0	3.f
g. Total (sum of items 3.a through 3.f) (must equal Schedule RC, item 7)		2150	19,400	3.g
4. Not applicable				
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		F055	0	5.a.1.a
(b) Over one year through three years		F056	0	5.a.1.b
(c) Over three years through five years		F057	0	5.a.1.c
(d) Over five years		F058	0	5.a.1.d
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above) (2)		2651	0	5.a.2
(3) Structured advances (included in items 5.a.(1)(a) - (d) above)		F059	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		F060	0	5.b.1.a
(b) Over one year through three years		F061	0	5.b.1.b
(c) Over three years through five years		F062	0	5.b.1.c
(d) Over five years		F063	0	5.b.1.d
(2) Other borrowings with a REMAINING MATURITY of one year or less (included in item 5.b.(1)(a) above) (4)		B571	0	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)		3190	0	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

		Dollar Amounts in Thousands		
		RCON	YES / NO	
6.	Does the reporting bank sell private label or third party mutual funds and annuities? _____	B569	NO	6
7.	Assets under the reporting bank's management in proprietary mutual funds and annuities _____	RCON B570	Bil Mil Thou 0	7
8.	Primary Internet Web site address of the bank (home page), if any (Example: www.examplebank.com) (TEXT 4087) http://norstatesbank.com _____			8
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? _____	RCON 4088	YES / NO YES	9
10.	Secured liabilities:	RCON	Bil Mil Thou	
a.	Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a) _____	F064	0	10.a
b.	Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d)) _____	F065	0	10.b
11.	Does the bank act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts? _____	RCON G463	YES / NO NO	11
12.	Does the bank provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities? _____	RCON G464	YES / NO NO	12

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

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	Dollar Amounts in Thousands		Dollar Amounts in Thousands		Dollar Amounts in Thousands		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
1. Loans secured by real estate:							
a. Construction, land development, and other land loans:							
(1) 1-4 family residential construction loans	F172	4,389	F174	0	F176	2,840	1.a.1
(2) Other construction loans and all land development and other land loans	F173	498	F175	0	F177	2,519	1.a.2
b. Secured by farmland	3493	0	3494	0	3495	0	1.b
c. Secured by 1-4 family residential properties:							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398	339	5399	0	5400	2,344	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C236	120	C237	599	C229	1,345	1.c.2.a
(b) Secured by junior liens	C238	230	C239	35	C230	38	1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3499	0	3500	0	3501	11,948	1.d
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F178	6	F180	378	F182	0	1.e.1
(2) Loans secured by other nonfarm nonresidential properties	F179	651	F181	0	F183	15,347	1.e.2
2. Loans to depository institutions and acceptances of other banks	B834	0	B835	0	B836	0	2
3. Not applicable							
4. Commercial and industrial loans	1606	142	1607	0	1608	8,038	4
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	0	B576	0	B577	0	5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578	48	B579	9	B580	12	5.b
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6
7. All other loans (1)	5459	18	5460	0	5461	0	7
8. Lease financing receivables	1226	0	1227	0	1228	1,138	8
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	0	9

(1) Includes past due and nonaccrual "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

Schedule RC-N—Continued

Amounts reported in Schedule RC-N, items 1 through 8, above 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		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612	0	5613	0	5614	0	10
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans")	5615	0	5616	0	5617	0	10.a
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above	C866	0	C867	0	C868	0	10.b

Schedule RC-N—Continued

Memoranda	(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			
	RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou		
Dollar Amounts in Thousands										
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	F661		0	F662		0	F663		0	M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	1658		0	1659		0	1661		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	6558		0	6559		0	6560		0	M.2
3. Memorandum items 3.a through 3.d are to be completed by banks with \$300 million in total assets: (1)										
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	1248		0	1249		0	1250		0	M.3.a
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)	5380		0	5381		0	5382		0	M.3.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above)	1254		0	1255		0	1256		0	M.3.c
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above)	F166		0	F167		0	F168		0	M.3.d
Memorandum item 4 is to be completed by: (1)										
• banks with \$300 million or more in total assets										
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:										
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above)	1594		0	1597		0	1583		0	M.4
5. Loans and leases held for sale and loans measured at fair value (included Schedule RC-N, items 1 through 8, above):										
a. Loans and leases held for sale	C240		0	C241		0	C226		0	M.5.a
b. Loans measured at fair value:										
(1) Fair value	F664		0	F665		0	F666		0	M.5.b.1
(2) Unpaid principal balance	F667		0	F668		0	F669		0	M.5.b.2

(1) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.

Schedule RC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days			(Column B) Past due 90 days or more		
	RCON	Bil Mil Thou	Thou	RCON	Bil Mil Thou	Thou
<i>Memorandum item 6 is to be completed by banks with \$300 million or more in total assets: (1)</i>						
6. Derivative contracts:						
Fair value of amounts carried as assets	3529		0	3530		0

M.6

7. Additions to nonaccrual assets during the quarter

RCON	Bil Mil Thou
C410	20,068
C411	0

M.7

8. Nonaccrual assets sold during the quarter

M.8

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

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

All banks must complete items 1 and 2, items 7 through 9, Memorandum item 1, and, if applicable, Memorandum items 2, 3 and 4 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 and 5 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 and 5 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 and 5 each quarter. Any other bank may choose to complete items 4 and 5, but the bank must then continue to complete items 4 and 5 each quarter thereafter.

	Dollar Amounts in Thousands		
	RCON	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	F236	525,774	1
2. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions	F237	0	2
3. Not applicable			
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	F238	N/A	4
5. Total daily average of allowable exclusions, including interest accrued and unpaid on allowable exclusions	F239	N/A	5
6. Not applicable			
7. Unsecured "Other borrowings" with a remaining maturity of (sum of items 7.a through 7.d must be less than or equal to Schedule RC-M, items 5.b.(1)(a)-(d) minus item 10.b):			
a. One year or less	G465	0	7.a
b. Over one year through three years	G466	0	7.b
c. Over three years through five years	G467	0	7.c
d. Over five years	G468	0	7.d
8. Subordinated notes and debentures with a remaining maturity of (sum of items 8.a through 8.d must equal Schedule RC, item 19):			
a. One year or less	G469	0	8.a
b. Over one year through three years	G470	0	8.b
c. Over three years through five years	G471	0	8.c
d. Over five years	G472	0	8.d
9. Reciprocal brokered deposits (included in Schedule RC-E, Memorandum item 1.b)	G803	49,198	9

Schedule RC-O—Continued

Memorandum

Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Total assessable deposits of the bank, 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 \$250,000 or less: (1)			
(1) Amount of deposit accounts (excluding retirement accounts) of \$250,000 or less	F049	402,613	M.1.a.1
(2) Number of deposit accounts (excluding retirement accounts) of \$250,000 or less (to be completed for the June report only)	RCON F050	Number N/A	M.1.a.2
b. Deposit accounts (excluding retirement accounts) of more than \$250,000: (1)			
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$250,000	F051	87,220	M.1.b.1
(2) Number of deposit accounts (excluding retirement accounts) of more than \$250,000	RCON F052	Number 105	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	F045	34,032	M.1.c.1
(2) Number of retirement deposit accounts of \$250,000 or less (to be completed for the June report only)	RCON F046	Number 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	F047	1,909	M.1.d.1
(2) Number of retirement deposit accounts of more than \$250,000	RCON F048	Number 6	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, including related interest accrued and unpaid (see instructions) (3)	5597	N/A	M.2
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:			
TEXT	RCON	FDIC Cert No.	
A545	A545	0	M.3
Memorandum items 4.a and 4.b are to be completed by all banks participating in the FDIC Transaction Account Guarantee Program.			
4. Noninterest-bearing transaction accounts (as defined in Part 370 of the FDIC's regulations) of more than \$250,000 (see instructions):			
a. Amount of noninterest-bearing transaction accounts of more than \$250,000 (including balances swept from noninterest-bearing transaction accounts to noninterest-bearing savings accounts).	G167	0	M.4.a
b. Number of noninterest-bearing transaction accounts of more than \$250,000	RCON G168	Number 0	M.4.b

(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 on the June 30, 2008, Report of Condition.

(3) Uninsured assessable deposits should be estimated based on the deposit insurance limits set forth in Memorandum items 1.a through 1.d without taking into account a bank's participation in the FDIC's Debt Guarantee Program or Transaction Account Guarantee Program.

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

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

		Dollar Amounts in Thousands		
		RCON	Bil Mil Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:(2)				
a.	Closed-end first liens	F066	N/A	1.a
b.	Closed-end junior liens	F067	N/A	1.b
c. Open-end loans extended under lines of credit:				
(1)	Total commitment under the lines of credit	F670	N/A	1.c.1
(2)	Principal amount funded under the lines of credit	F671	N/A	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	F068	N/A	2.a
b.	Closed-end junior liens	F069	N/A	2.b
c. Open-end loans extended under lines of credit:				
(1)	Total commitment under the lines of credit	F672	N/A	2.c.1
(2)	Principal amount funded under the lines of credit	F673	N/A	2.c.2
3. 1-4 family residential mortgage loans sold during the quarter:				
a.	Closed-end first liens	F070	N/A	3.a
b.	Closed-end junior liens	F071	N/A	3.b
c. Open-end loans extended under lines of credit:				
(1)	Total commitment under the lines of credit	F674	N/A	3.c.1
(2)	Principal amount funded under the lines of credit	F675	N/A	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	F072	N/A	4.a
b.	Closed-end junior liens	F073	N/A	4.b
c. Open-end loans extended under lines of credit:				
(1)	Total commitment under the lines of credit	F676	N/A	4.c.1
(2)	Principal amount funded under the lines of credit	F677	N/A	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):		RIAD		
a.	Closed-end 1-4 family residential mortgage loans	F184	N/A	5.a
b.	Open-end 1-4 family residential mortgage loans extended under lines of credit	F560	N/A	5.b
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:		RCON		
a.	Closed-end first liens	F678	N/A	6.a
b.	Closed-end junior liens	F679	N/A	6.b
c. Open-end loans extended under line of credit:				
(1)	Total commitment under the lines of credit	F680	N/A	6.c.1
(2)	Principal amount funded under the lines of credit	F681	N/A	6.c.2

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

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

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

Schedule RC-Q is to be completed by banks that:

- (1) Had total assets of \$500 million or more as of the beginning of their fiscal year; or
- (2) Had total assets of less than \$500 million as of the beginning of their fiscal year and either:
 - (a) Have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or
 - (b) Are required to complete Schedule RC-D, Trading Assets and Liabilities.

	(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		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
Dollar Amounts in Thousands											
ASSETS											
1. Available-for-sale securities	1773	123,962	G474	0	G475	1,011	G476	122,929	G477	22	1
2. Federal funds sold and securities purchased under agreements to resell	G478	0	G479	0	G480	0	G481	0	G482	0	2
3. Loans and leases held for sale	G483	0	G484	0	G485	0	G486	0	G487	0	3
4. Loans and leases held for investment	G488	0	G489	0	G490	0	G491	0	G492	0	4
5. Trading assets:											
a. Derivative assets	3543	0	G493	0	G494	0	G495	0	G496	0	5.a
b. Other trading assets	G497	0	G498	0	G499	0	G500	0	G501	0	5.b
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 5.b, above)											
	F240	0	F684	0	F692	0	F241	0	F242	0	5.b.1
6. All other assets	G391	0	G392	0	G395	0	G396	0	G804	0	6
7. Total assets measured at fair value on a recurring basis(sum of items 1 through 5b plus item 6.)	G502	123,962	G503	0	G504	1,011	G505	122,929	G506	22	7

Schedule RC-Q—Continued

	(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		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
Dollar Amounts in Thousands											
LIABILITIES											
8. Deposits	F252	0	F686	0	F694	0	F253	0	F254	0	8
9. Federal funds purchased and securities sold under agreements to repurchase											
	G507	0	G508	0	G509	0	G510	0	G511	0	9
10. Trading liabilities:											
a. Derivative liabilities	3547	0	G512	0	G513	0	G514	0	G515	0	10.a
b. Other trading liabilities	G516	0	G517	0	G518	0	G519	0	G520	0	10.b
11. Other borrowed money	G521	0	G522	0	G523	0	G524	0	G525	0	11
12. Subordinated notes and debentures											
	G526	0	G527	0	G528	0	G529	0	G530	0	12
13. All other liabilities	G805	0	G806	0	G807	0	G808	0	G809	0	13
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13)											
	G531	0	G532	0	G533	0	G534	0	G535	0	14

Schedule RC-Q—Continued

		(Column A) Total Fair Value Reported on Schedule RC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements		
Dollar Amounts in Thousands		RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
Memoranda												
1. All other assets (itemize and describe amounts included in Schedule RC-Q, item 6, that are greater than \$25,000 and exceed 25% of item 6):												
a. Mortgage servicing assets		G536	0	G537	0	G538	0	G539	0	G540	0	M.1.a
b. Nontrading derivative assets		G541	0	G542	0	G543	0	G544	0	G545	0	M.1.b
TEXT												
c.	G546	G546	0	G547	0	G548	0	G549	0	G550	0	M.1.c
d.	G551	G551	0	G552	0	G553	0	G554	0	G555	0	M.1.d
e.	G556	G556	0	G557	0	G558	0	G559	0	G560	0	M.1.e
f.	G561	G561	0	G562	0	G563	0	G564	0	G565	0	M.1.f
2. All other liabilities (itemize and describe amounts included in Schedule RC-Q, item 13, that are greater than \$25,000 and exceed 25% of item 13.)												
a. Loan commitments (not accounted for as derivatives)		F261	0	F689	0	F697	0	F262	0	F263	0	M.2.a
b. Nontrading derivative liabilities		G566	0	G567	0	G568	0	G569	0	G570	0	M.2.b
TEXT												
c.	G571	G571	0	G572	0	G573	0	G574	0	G575	0	M.2.c
d.	G576	G576	0	G577	0	G578	0	G579	0	G580	0	M.2.d
e.	G581	G581	0	G582	0	G583	0	G584	0	G585	0	M.2.e
f.	G586	G586	0	G587	0	G588	0	G589	0	G590	0	M.2.f

Schedule RC-R—Regulatory Capital

Dollar Amounts in Thousands

	RCON	Bil Mil Thou			
Tier 1 capital					
1. Total bank equity capital (from Schedule RC, item 27.a)	3210	54,825	1		
2. LESS: Net unrealized gains (losses) on available-for-sale securities (1) (if a gain, report as a positive value; if a loss, report as a negative value)	8434	1,976	2		
3. LESS: Net unrealized loss on available-for-sale EQUITY securities (1) (report loss as a positive value)	A221	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)	4336	0	4		
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5		
6. Qualifying noncontrolling (minority) interests in consolidated subsidiaries	B589	0	6		
7.a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	579	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 a positive value; if a net loss, report as a negative value)	F264	0	7.b		
8. Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, 7.a, and 7.b)	C227	52,270	8		
9.a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	0	9.a		
b. LESS: Disallowed deferred tax assets	5610	4,064	9.b		
10. Other additions to (deductions from) Tier 1 capital	B592	0	10		
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	48,206	11		
Tier 2 capital					
12. Qualifying subordinated debt and redeemable preferred stock	5306	0	12		
13. Cumulative perpetual preferred stock includible in Tier 2 capital	B593	0	13		
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	6,461	14		
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	0	15		
16. Other Tier 2 capital components	B594	0	16		
17. Tier 2 capital (sum of items 12 through 16)	5311	6,461	17		
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	6,461	18		
19. Tier 3 capital allocated for market risk	1395	0	19		
20. LESS: Deductions for total risk-based capital	B595	0	20		
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792	54,667	21		
Total assets for leverage ratio					
22. Average total assets (from Schedule RC-K, item 9)	3368	638,205	22		
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	579	23		
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	0	24		
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	4,064	25		
26. LESS: Other deductions from assets for leverage capital purposes	B596	0	26		
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	633,562	27		
Adjustments for financial subsidiaries					
28. a. Adjustment to Tier 1 capital reported in item 11	C228	0	28.a		
b. Adjustment to total risk-based capital reported in item 21	B503	0	28.b		
29. Adjustment to risk-weighted assets reported in item 62	B504	0	29		
30. Adjustment to average total assets reported in item 27	B505	0	30		
Capital ratios					
(Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries.)					
	(Column A)		(Column B)		
	RCON	Percentage	RCON	Percentage	
31. Tier 1 leverage ratio (2)	7273	0.00%	7204	7.61%	31
32. Tier 1 risk-based capital ratio (3)	7274	0.00%	7206	9.64%	32
33. Total risk-based capital ratio (4)	7275	0.00%	7205	10.93%	33

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

(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).

	(Column A)		(Column B)	Allocation by Risk Weight Category				
	Totals (from Schedule RC)		Items Not Subject to Risk-Weighting	(Column C)	(Column D)	(Column E)	(Column F)	
				0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil Mil Thou		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Balance Sheet Asset Categories								
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC items 1.a and 1.b)	RCON 0010 14,487		RCON C869 0	RCON B600 7,781	RCON B601 6,568		RCON B602 138	34
35. Held-to-maturity securities	RCON 1754 0		RCON B603 0	RCON B604 0	RCON B605 0	RCON B606 0	RCON B607 0	35
36. Available-for-sale securities	RCON 1773 123,962		RCON B608 3,153	RCON B609 999	RCON B610 110,638	RCON B611 821	RCON B612 8,351	36
37. Federal funds sold and securities purchased under agreements to resell	RCON C225 21,302			RCON C063 0	RCON C064 21,302		RCON B520 0	37
38. Loans and leases held for sale	RCON 5369 0		RCON B617 0	RCON B618 0	RCON B619 0	RCON B620 0	RCON B621 0	38
39. Loans and leases, net of unearned income	RCON B528 449,669		RCON B622 0	RCON B623 0	RCON B624 0	RCON B625 39,156	RCON B626 410,513	39
40. LESS: Allowance for loan and lease losses	RCON 3123 23,345		RCON 3123 23,345					40
41. Trading assets	RCON 3545 0		RCON B627 0	RCON B628 0	RCON B629 0	RCON B630 0	RCON B631 0	41
42. All other assets (1)	RCON B639 41,225		RCON B640 (579)	RCON B641 9	RCON B642 2,404	RCON B643 202	RCON 5339 39,189	42
43. Total assets (sum of items 34 through 42)	RCON 2170 627,300		RCON B644 (20,771)	RCON 5320 8,789	RCON 5327 140,912	RCON 5334 40,179	RCON 5340 458,191	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

	(Column A)	Credit Conversion Factor	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)		
	Face Value or Notional Amount			Credit Equivalent Amount (1)	Allocation by Risk Weight Category				
	Bil Mil Thou			Bil Mil Thou	0%	20%	50%		100%
Dollar Amounts in Thousands									
Derivatives and Off-Balance Sheet Items	RCON B546	See footnote 2	RCON B547	RCON B548	RCON B581	RCON B582	RCON B583		
44. Financial standby letters of credit	0	1.000	0	0	0	0	0	44	
45. Performance standby letters of credit	RCON 3821		RCON B650	RCON B651	RCON B652	RCON B653	RCON B654		
	6,827	.50	3,414	0	0	0	3,414	45	
46. Commercial and similar letters of credit	RCON 3411		RCON B655	RCON B656	RCON B657	RCON B658	RCON B659		
	0	.20	0	0	0	0	0	46	
47. Risk participations in bankers acceptances acquired by the reporting institution	RCON 3429		RCON B660	RCON B661	RCON B662		RCON B663		
	0	1.00	0	0	0		0	47	
	RCON 3433		RCON B664	RCON B665	RCON B666	RCON B667	RCON B668		
48. Securities lent	0	1.00	0	0	0	0	0	48	
49. Retained recourse on small business obligations sold with recourse	RCON A250		RCON B669	RCON B670	RCON B671	RCON B672	RCON B673		
	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	RCON B541	See footnote 3	RCON B542				RCON B543		
	0	12.500	0				0	50	
51. All other financial assets sold with recourse	RCON B675		RCON B676	RCON B677	RCON B678	RCON B679	RCON B680		
	0	1.00	0	0	0	0	0	51	
52. All other off-balance sheet liabilities	RCON B681		RCON B682	RCON B683	RCON B684	RCON B685	RCON B686		
	0	1.00	0	0	0	0	0	52	
53. Unused commitments:									
a. With an original maturity exceeding one year	RCON 3833		RCON B687	RCON B688	RCON B689	RCON B690	RCON B691		
	14,040	.50	7,020	0	0	0	7,020	53.a	
b. With an original maturity of one year or less to asset-backed commercial paper conduits	RCON G591		RCON G592	RCON G593	RCON G594	RCON G595	RCON G596		
	0	.10	0	0	0	0	0	53.b	
54. Derivative contracts			RCON A167	RCON B693	RCON B694	RCON B695			
			0	0	0	0		54	

(1) Column A multiplied by credit conversion factor.

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

For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information. (Entering an 'M' allows for data entry in Column B.)

(3) Or institution specific factor.

Schedule RC-R—Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
Allocation by Risk Weight Category					
	0%	20%	50%	100%	
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Dollar Amounts in Thousands					
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	8,789	140,912	40,179	468,625	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)	0	28,182	20,090	468,625	57
58. Market risk equivalent assets				0	58
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				516,897	59
60. LESS: Excess allowance for loan and lease losses				16,884	60
61. LESS: Allocated transfer risk reserve				0	61
62. Total risk-weighted assets (item 59 minus items 60 and 61)				500,013	62
Memoranda					
	Dollar Amounts in Thousands			RCON	Bil Mil Thou
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards				8764	0 M.1

Schedule RC-R—Continued

Memoranda—Continued

Dollar Amounts in Thousands

	With a remaining maturity of															
	(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years							
	RCON	Tril	Bil	Mil	Thou	RCON	Tril	Bil	Mil	Thou	RCON	Tril	Bil	Mil	Thou	
2. Notional principal amounts of derivative contracts: (1)																
a. Interest rate contracts	3809				0	8766				0	8767				0	M.2.a
b. Foreign exchange contracts	3812				0	8769				0	8770				0	M.2.b
c. Gold contracts	8771				0	8772				0	8773				0	M.2.c
d. Other precious metals contracts	8774				0	8775				0	8776				0	M.2.d
e. Other commodity contracts	8777				0	8778				0	8779				0	M.2.e
f. Equity derivative contracts	A000				0	A001				0	A002				0	M.2.f
g. Credit derivative contracts:																
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:																
(1) Investment grade	G597				0	G598				0	G599				0	M.2.g.1
(2) Subinvestment grade	G600				0	G601				0	G602				0	M.2.g.2

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

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

Dollar Amounts in Thousands

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

Schedule RC-S—Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Dollar Amounts in Thousands							
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in Schedule RC-B or in Schedule RC, item 5)		RCON B761	RCON B762			RCON B763	6.a
		0	0			0	
b. Loans (included in Schedule RC-C)		RCON B500	RCON B501			RCON B502	6.b
		0	0			0	
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due		RCON B764	RCON B765			RCON B766	7.a
		0	0			0	
b. 90 days or more past due		RCON B767	RCON B768			RCON B769	7.b
		0	0			0	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							
a. Charge-offs		RIAD B770	RIAD B771			RIAD B772	8.a
		0	0			0	
b. Recoveries		RIAD B773	RIAD B774			RIAD B775	8.b
		0	0			0	
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements							
	RCON B776	RCON B777	RCON B778	RCON B779	RCON B780	RCON B781	RCON B782
	0	0	0	0	0	0	0
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures							
	RCON B783	RCON B784	RCON B785	RCON B786	RCON B787	RCON B788	RCON B789
	0	0	0	0	0	0	0

Schedule RC-S—Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Dollar Amounts in Thousands							
Bank Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCON B790	RCON B791	RCON B792	RCON B793	RCON B794	RCON B795	RCON B796
	0	0	0	0	0	0	0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	RCON B797	RCON B798	RCON B799	RCON B800	RCON B801	RCON B802	RCON B803
	0	0	0	0	0	0	0

Memoranda

	Dollar Amounts in Thousands	
	RCON	Bil Mil Thou
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:		
a. Outstanding principal balance	A249	0
b. Amount of retained recourse on these obligations as of the report date	A250	0
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):		
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804	0
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	1,502
c. Other financial assets (includes home equity lines) (1)	A591	0
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)	F699	0
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	B806	0
(2) Conduits sponsored by other unrelated institutions	B807	0
b. Unused commitments to provide liquidity to conduit structures:		
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	B808	0
(2) Conduits sponsored by other unrelated institutions	B809	0
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C (2)	C407	N/A

(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

	RCON	YES / NO	
1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T.)	A345	YES	1
	RCON	YES / NO	
2. Does the institution exercise the fiduciary powers it has been granted?	A346	YES	2
	RCON	YES / NO	
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.)	B867	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 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.

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
	Tril Bil Mil Thou	Tril Bil Mil Thou			
Dollar Amounts in Thousands					
FIDUCIARY AND RELATED ASSETS	RCON B868	RCON B869	RCON B870	RCON B871	
4. Personal trust and agency accounts	N/A	N/A	N/A	N/A	4
5. Retirement related trust & agency accounts:	RCON B872	RCON B873	RCON B874	RCON B875	
a. Employee benefit-defined contribution	N/A	N/A	N/A	N/A	5.a
b. Employee benefit-defined benefit	RCON B876	RCON B877	RCON B878	RCON B879	
b. Employee benefit-defined benefit	N/A	N/A	N/A	N/A	5.b
c. Other retirement accounts	RCON B880	RCON B881	RCON B882	RCON B883	
c. Other retirement accounts	N/A	N/A	N/A	N/A	5.c
6. Corporate trust and agency accounts	RCON B884	RCON B885	RCON C001	RCON C002	
6. Corporate trust and agency accounts	N/A	N/A	N/A	N/A	6
7. Investment management agency accounts	RCON B886		RCON B888		
7. Investment management agency accounts	N/A		N/A		7
8. Other fiduciary accounts	RCON B890	RCON B891	RCON B892	RCON B893	
8. Other fiduciary accounts	N/A	N/A	N/A	N/A	8
9. Total fiduciary accounts	RCON B894	RCON B895	RCON B896	RCON B897	
(sum of items 4 through 8)	N/A	N/A	N/A	N/A	9
10. Custody and safekeeping accounts		RCON B898		RCON B899	
10. Custody and safekeeping accounts		N/A		N/A	10
11. Not applicable					

Schedule RC-T—Continued

	Dollar Amounts in Thousands		RIAD	Bil Mil Thou	
FIDUCIARY AND RELATED SERVICES INCOME					
12. Personal trust and agency accounts			B904	N/A	12
13. Retirement related trust and agency accounts:					
a. Employee benefit—defined contribution			B905	N/A	13.a
b. Employee benefit—defined benefit			B906	N/A	13.b
c. Other retirement accounts			B907	N/A	13.c
14. Corporate trust and agency accounts			A479	N/A	14
15. Investment management agency accounts			B908	N/A	15
16. Other fiduciary accounts			A480	N/A	16
17. Custody and safekeeping accounts			B909	N/A	17
18. Other fiduciary and related services income			B910	N/A	18
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)			4070	N/A	19
20. LESS: Expenses			C058	N/A	20
21. LESS: Net losses from fiduciary and related services			A488	N/A	21
22. PLUS: Intracompany income credits for fiduciary and related services			B911	N/A	22
23. Net fiduciary and related services income			A491	N/A	23

Memoranda

	Dollar Amounts in Thousands		Managed Assets		
			RCON	Bil Mil Thou	
1. Managed assets held in personal trust and agency accounts:					
a. Noninterest-bearing deposits			B913	N/A	M.1.a
b. Interest-bearing deposits			B914	N/A	M.1.b
c. U.S. Treasury and U.S. Government agency obligations			B915	N/A	M.1.c
d. State, county and municipal obligations			B916	N/A	M.1.d
e. Money market mutual funds			B917	N/A	M.1.e
f. Other short-term obligations			B918	N/A	M.1.f
g. Other notes and bonds			B919	N/A	M.1.g
h. Common and preferred stocks			B920	N/A	M.1.h
i. Real estate mortgages			B921	N/A	M.1.i
j. Real estate			B922	N/A	M.1.j
k. Miscellaneous assets			B923	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)			B868	N/A	M.1.l

	Dollar Amounts in Thousands		(Column A) Number of Issues	(Column B) Principal Amount Outstanding	
			RCON	Tril Bil Mil Thou RCON B928	
2. Corporate trust and agency accounts:					
a. Corporate and municipal trusteeships			B927	N/A	M.2.a
b. Transfer agent, registrar, paying agent, and other corporate agency			B929	N/A	M.2.b

Schedule RC-T—Continued

Memoranda—Continued

	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
	RCON	Mil Thou	RCON	Bil Mil Thou	
Dollar Amounts in Thousands					
3. Collective investment funds and common trust funds:					
a. Domestic equity	B931	N/A	B932	N/A	M.3.a
b. International/Global equity	B933	N/A	B934	N/A	M.3.b
c. Stock/Bond blend	B935	N/A	B936	N/A	M.3.c
d. Taxable bond	B937	N/A	B938	N/A	M.3.d
e. Municipal bond	B939	N/A	B940	N/A	M.3.e
f. Short term investments/Money market	B941	N/A	B942	N/A	M.3.f
g. Specialty/Other	B943	N/A	B944	N/A	M.3.g
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	B945	N/A	B946	N/A	M.3.h

	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries		
	RIAD	Mil Thou	RIAD	Mil Thou	RIAD	Mil Thou	
Dollar Amounts in Thousands							
4. Fiduciary settlements, surcharges and other losses:							
a. Personal trust and agency accounts	B947	N/A	B948	N/A	B949	N/A	M.4.a
b. Retirement related trust and agency accounts	B950	N/A	B951	N/A	B952	N/A	M.4.b
c. Investment management agency accounts	B953	N/A	B954	N/A	B955	N/A	M.4.c
d. Other fiduciary accounts and related services	B956	N/A	B957	N/A	B958	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)	B959	N/A	B960	N/A	B961	N/A	M.4.e

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

N/A
Name and Title (TEXT B962)

N/A
E-mail Address (TEXT B926)

N/A
Telephone: Area code/phone number/extension (TEXT B963)

N/A
FAX: Area code/phone number (TEXT B964)

REPORT OF CONDITION

Consolidating domestic subsidiaries of

NORSTATES BANK

in the state of IL at close of business on September 30, 2009

published in response to call made by (Enter additional information below)

Statement of Resources and Liabilities

Dollar Amounts in Thousands

ASSETS

Cash and balances due from depository institutions:		
Noninterest-bearing balances and currency and coin		13,487
Interest-bearing balances		1,000
Securities:		
Held-to-maturity securities		0
Available-for-sale securities		123,962
Federal funds sold and securities purchased under agreements to resell:		
Federal funds sold		21,302
Securities purchased under agreements to resell		0
Loans and lease financing receivables:		
Loans and leases held for sale		0
Loans and leases, net of unearned income	449,669	
LESS: Allowance for loan and lease losses	23,345	
Loans and leases, net of unearned income and allowance		426,324
Trading Assets		
Premises and fixed assets (including capitalized leases)		9,824
Other real estate owned		19,400
Investments in unconsolidated subsidiaries and associated companies		
Direct and indirect investments in real estate ventures		0
Intangible assets:		
Goodwill		0
Other intangible assets		578
Other assets		
Total assets		627,300

REPORT OF CONDITION (Continued)

LIABILITIES

Dollar Amounts in Thousands

Deposits:

In domestic offices		523,930
Noninterest-bearing	62,824	
Interest-bearing	461,106	
Federal funds purchased and securities sold under agreements to repurchase:		
Federal funds purchased		0
Securities sold under agreements to repurchase		42,416
Trading liabilities		0
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		0
Subordinated notes and debentures		0
Other liabilities		6,129
Total liabilities		572,475

EQUITY CAPITAL

Bank Equity Capital		
Perpetual preferred stock and related surplus		0
Common stock		2,575
Surplus (exclude all surplus related to preferred stock)		63,780
Retained earnings		(13,506)
Accumulated other comprehensive income		1,976
Other equity capital components		0
Total bank equity capital		54,825
Noncontrolling (minority) interest in consolidated subsidiaries		0
Total equity capital		54,825
Total liabilities, minority interest, and equity capital		627,300

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Director #1

Director #2

Director #3

I, Thomas Nemeth, Sr. Vice President & Controller
(Name, Title)

of the above named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.
