

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, 2008

(20080930)

(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 (301) 495-7864, or by e-mail at CDR.Help@ffiec.gov.

Fifth Third Bank a Michigan banking corporation

Legal Title of Bank (RSSD 9017)

Grand Rapids

City (RSSD 9130)

MI

State Abbrev. (RSSD 9200)

49503

Zip Code (RSSD 9220)

FDIC Certificate Number

00993
(RSSD 9050)

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

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The estimated average burden associated with this information collection is 40.0 hours per respondent and is estimated to vary from 16 to 635 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503, and to one of the following:		Schedule RC-N - Past Due and Nonaccrual Loans, Leases, and Other Assets _____	RC-22, 23, 24, 25
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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

Janet Nisbett

 Name (TEXT C490)
 VP & Treasurer

 Title (TEXT C491)
 Janet.Nisbett@53.com

 E-mail Address (TEXT C492)
 (616) 653-5571

 Telephone: Area code/phone number/extension (TEXT C493)
 (616) 653-5816

 FAX: Area code/phone number (TEXT C494)

Other Person to Whom Questions about the Reports Should be Directed

Blane Scarberry

 Name (TEXT C495)
 Vice President

 Title (TEXT C496)
 Blane.Scarberry@53.com

 E-mail Address (TEXT 4086)
 (513) 534-7174

 Telephone: Area code/phone number/extension (TEXT 8902)
 (513) 534-3614

 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

Mark Hazel

 Name (TEXT C366)
 Controller / VP

 Title (TEXT C367)
 Mark.Hazel@53.com

 E-mail Address (TEXT C368)
 (513) 534-6702

 Telephone: Area code/phone number/extension (TEXT C369)
 (513) 534-6246

 FAX: Area code/phone number (TEXT C370)

Secondary Contact

Jeffrey Lopper

 Name (TEXT C371)
 Director of Acctg Policy and Reporting

 Title (TEXT C372)
 Jeff.Lopper@53.com

 E-mail Address (TEXT C373)
 (513) 534-5188

 Telephone: Area code/phone number/extension (TEXT C374)
 (513) 534-3614

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

Primary Contact

Robert Curry
Name (TEXT C437)
VP/Chief Compliance Officer
Title (TEXT C438)
robert.curry@53.com
E-mail Address (TEXT C439)
(513) 358-8054
Telephone: Area code/phone number/extension (TEXT C440)
(513) 358-3245
FAX: Area code/phone number (TEXT C441)

Secondary Contact

Susan Cruse
Name (TEXT C442)
VP/AML Investigative Services Manager
Title (TEXT C443)
susan.cruse@53.com
E-mail Address (TEXT C444)
(513) 358-0805
Telephone: Area code/phone number/extension (TEXT C445)
(513) 358-3245
FAX: Area code/phone number (TEXT C446)

Third Contact

Denise Thompson
Name (TEXT C870)
VP/Bank Secrecy Act Manager
Title (TEXT C871)
denise.thompson@53.com
E-mail Address (TEXT C872)
(513) 358-6984
Telephone: Area code/phone number/extension (TEXT C873)
(513) 358-3246
FAX: Area code/phone number (TEXT C874)

Fourth Contact

Name (TEXT C875)

Title (TEXT C876)

E-mail Address (TEXT C877)

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

FAX: Area code/phone number (TEXT C879)

Grand Rapids

City

MI 49503

State Zip Code

FDIC Certificate Number: 00993

Submitted to CDR on 10/28/2008 at 5:29 PM

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

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

Schedule RI—Income Statement

Dollar Amounts in Thousands	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	404,935	1.a.1.a
(b) All other loans secured by real estate	4436	576,884	1.a.1.b
(2) Commercial and industrial loans	4012	497,422	1.a.2
(3) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B485	74,027	1.a.3.a
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B486	225,354	1.a.3.b
(4) Loans to foreign governments and official institutions	4056	0	1.a.4
(5) All other loans (1)	4058	37,032	1.a.5
(6) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5))	4010	1,815,654	1.a.6
b. Income from lease financing receivables	4065	18,631	1.b
c. Interest income on balances due from depository institutions (2)	4115	40,135	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	4,403	1.d.1
(2) Mortgage-backed securities	B489	156,803	1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	21,934	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	2,245	1.f
g. Other interest income	4518	9,925	1.g
h. Total interest income (sum of items 1.a.(6) through 1.g)	4107	2,069,730	1.h
2. Interest expense:			
a. Interest on deposits:			
(1) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	8,960	2.a.1
(2) Nontransaction accounts:			
(a) Savings deposits (includes MMDAs)	0093	219,312	2.a.2.a
(b) Time deposits of \$100,000 or more	A517	77,377	2.a.2.b
(c) Time deposits of less than \$100,000	A518	182,852	2.a.2.c
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	135,437	2.b
c. Interest on trading liabilities and other borrowed money	4185	7,009	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	9,981	2.d	
e. Total interest expense (sum of items 2.a through 2.d)	4073	640,928	2.e	
3. Net interest income (item 1.h minus 2.e)			4074	1,428,802 3
4. Provision for loan and lease losses			4230	1,275,601 4
5. Noninterest income:				
a. Income from fiduciary activities (1)	4070	61,096	5.a	
b. Service charges on deposit accounts	4080	250,412	5.b	
c. Trading revenue (2)	A220	17,556	5.c	
d. (1) Fees and commissions from securities brokerage	C886	3,403	5.d.1	
(2) Investment banking, advisory, and underwriting fees and commissions	C888	1,666	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	452	5.d.5	
e. Venture capital revenue	B491	0	5.e	
f. Net servicing fees	B492	4,391	5.f	
g. Net securitization income	B493	1,038	5.g	
h. Not applicable				
i. Net gains (losses) on sales of loans and leases	5416	6,200	5.i	
j. Net gains (losses) on sales of other real estate owned	5415	(10,755)	5.j	
k. Net gains (losses) on sales of other assets (excluding securities)	B496	(1,171)	5.k	
l. Other noninterest income*	B497	146,894	5.l	
m. Total noninterest income (sum of items 5.a through 5.l)			4079	481,182 5.m
6. a. Realized gains (losses) on held-to-maturity securities			3521	0 6.a
b. Realized gains (losses) on available-for-sale securities			3196	(7,808) 6.b
7. Noninterest expense:				
a. Salaries and employee benefits	4135	369,943	7.a	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	161,258	7.b	
c. (1) Goodwill impairment losses	C216	0	7.c.1	
(2) Amortization expense and impairment losses for other intangible assets	C232	12,247	7.c.2	
d. Other noninterest expense*	4092	551,253	7.d	
e. Total noninterest expense (sum of items 7.a through 7.d)			4093	1,094,701 7.e
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)			4301	(468,126) 8
9. Applicable income taxes (on item 8)			4302	(152,274) 9
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)			4300	(315,852) 10
11. Extraordinary items and other adjustments, net of income taxes*			4320	0 11
12. Net income (loss) (sum of items 10 and 11)			4340	(315,852) 12

* Describe on Schedule RI-E—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.

Legal Title of Bank

FDIC Certificate Number: 00993

Submitted to CDR on 10/28/2008 at 5:29 PM

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	0	M.1
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)		8431	1,011	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	10,824	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	12,827	M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)			Number	
		4150	7,369	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	13,710	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)			CCYY/MM/DD	
		9106	0	M.7
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c)				
(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.):				
		RIAD	Bil Mil Thou	
a. Interest rate exposures		8757	17,358	M.8.a
b. Foreign exchange exposures		8758	0	M.8.b
c. Equity security and index exposures		8759	0	M.8.c
d. Commodity and other exposures		8760	0	M.8.d
e. Credit exposures		F186	198	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	1,222	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	
		A530	NO	M.11
<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
Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.				
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:				
a. Net gains (losses) on assets				
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk				
		F551	0	M.13.a
		F552	0	M.13.a.1
b. Net gains (losses) on liabilities				
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk				
		F553	0	M.13.b
		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, 2007, Report of Condition.

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

Legal Title of Bank

FDIC Certificate Number: 00993

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Schedule RI-A—Changes in Equity Capital

Indicate decreases and losses in parentheses.

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
1. Total equity capital most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217	6,287,941	1
2. Restatements due to corrections of material accounting errors and changes in accounting principles*	B507	0	2
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	6,287,941	3
4. Net income (loss) (must equal Schedule RI, item 12)	4340	(315,852)	4
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	B509	10,942	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	18,371	10
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above)	4415	300,000	11
12. Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28)	3210	6,301,402	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.

	(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 secured by real estate:					
a. Construction, land development, and other land loans:					
(1) 1-4 family residential construction loans	C891	26,073	C892	209	1.a.1
(2) Other construction loans and all land development and other land loans	C893	249,890	C894	340	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	97,306	5412	2,398	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens	C234	31,452	C217	105	1.c.2.a
(b) Secured by junior liens	C235	20,272	C218	1,254	1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3588	16,709	3589	59	1.d
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	20,539	C896	751	1.e.1
(2) Loans secured by other nonfarm nonresidential properties	C897	17,595	C898	417	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	128,105	4608	5,920	4
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	35,431	B515	2,179	5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516	62,164	B517	17,316	5.b
6. Loans to foreign governments and official institutions	4643	0	4627	0	6
7. All other loans (2)	4644	682	4628	19	7
8. Lease financing receivables	4266	949	4267	19	8
9. Total (sum of items 1 through 8)	4635	707,167	4605	30,986	9

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

(2) Includes charge-offs and recoveries on all loans to finance agricultural production and other loans to farmers. Obligations

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	2	4665	4	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>250</td> </tr> </tbody> </table>		Calendar year-to-date		RIAD	Bil Mil Thou	C388	250	M.4
Calendar year-to-date											
RIAD	Bil Mil Thou										
C388	250										

(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, 2007, 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, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	B522	522,511	1
2. Recoveries (must equal part I, item 9, column B, above)	4605	30,986	2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)	C079	707,167	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	1,275,601	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	1,121,931	7

Memoranda

Dollar Amounts in Thousands	RIAD	Bil Mil Thou	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above <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>	C435	0	M.1
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	0	M.2
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges	C390	839	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	5,988	M.4

* Describe on Schedule RI-E—Explanations.

Legal Title of Bank

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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:						
TEXT						
a.	Income and fees from the printing and sale of checks	C013		8,946		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		14,974		1.c
d.	Rent and other income from other real estate owned	4042		0		1.d
e.	Safe deposit box rent	C015		0		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		102,694		1.g
h.	4461 Banking Center Fees		4461	8,486		1.h
i.	4462 Loan Fees		4462	57,844		1.i
j.	4463		4463	0		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:						
TEXT						
a.	Data processing expenses	C017		87,543		2.a
b.	Advertising and marketing expenses	0497		27,008		2.b
c.	Directors' fees	4136		0		2.c
d.	Printing, stationery, and supplies	C018		0		2.d
e.	Postage	8403		0		2.e
f.	Legal fees and expenses	4141		0		2.f
g.	FDIC deposit insurance assessments	4146		0		2.g
h.	Accounting and auditing expenses	F556		0		2.h
i.	Consulting and advisory expenses	F557		0		2.i
j.	Automated teller machine (ATM) and interchange expenses	F558		0		2.j
k.	Telecommunications expenses	F559		0		2.k
l.	4464 Professional Services		4464	218,464		2.l
m.	4467 Bankcard Expense		4467	28,398		2.m
n.	4468 Loan & Lease Expense		4468	47,090		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

Grand Rapids

City

MI **49503**

State Zip Code

FDIC Certificate Number: 00993

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

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

Schedule RC—Balance Sheet

		Dollar Amounts in Thousands		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	283,862	1.a
b. Interest-bearing balances (2)				0071	2,759,155	1.b
2. Securities:						
a. Held-to-maturity securities (from Schedule RC-B, column A)				1754	38,484	2.a
b. Available-for-sale securities (from Schedule RC-B, column D)				1773	5,131,437	2.b
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold				B987	0	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	85,274	4.a
b. Loans and leases, net of unearned income		B528	41,281,618			4.b
c. LESS: Allowance for loan and lease losses		3123	1,121,931			4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)		B529	40,159,687			4.d
5. Trading assets (from Schedule RC-D)				3545	290,942	5
6. Premises and fixed assets (including capitalized leases)				2145	1,380,332	6
7. Other real estate owned (from Schedule RC-M)				2150	69,168	7
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)				2130	0	8
9. Not Applicable						
10. Intangible assets:						
a. Goodwill				3163	1,570,359	10.a
b. Other intangible assets (from Schedule RC-M)				0426	54,762	10.b
11. Other assets (from Schedule RC-F)				2160	2,041,398	11
12. Total assets (sum of items 1 through 11)				2170	53,864,860	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.

Legal Title of Bank

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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	36,732,400	13.a
(1) Noninterest-bearing (1)		6631	6,928,486			13.a.1
(2) Interest-bearing		6636	29,803,915			13.a.2
b. Not applicable						
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased (2)				B993	7,780,386	14.a
b. Securities sold under agreements to repurchase (3)				B995	1,055,442	14.b
15. Trading liabilities (from Schedule RC-D)						
				3548	291,344	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)						
				3190	498,000	16
17. and 18. Not applicable						
19. Subordinated notes and debentures (4)						
				3200	320,000	19
20. Other liabilities (from Schedule RC-G)						
				2930	385,782	20
21. Total liabilities (sum of items 13 through 20)						
				2948	47,063,354	21
22. Minority interest in consolidated subsidiaries						
				3000	500,104	22
EQUITY CAPITAL						
23. Perpetual preferred stock and related surplus						
				3838	0	23
24. Common stock						
				3230	16,379	24
25. Surplus (exclude all surplus related to preferred stock)						
				3839	4,048,383	25
26. a. Retained earnings						
				3632	2,261,050	26.a
b. Accumulated other comprehensive income (5)						
				B530	(24,302)	26.b
27. Other equity capital components (6)						
				A130	(108)	27
28. Total equity capital (sum of items 23 through 27)						
				3210	6,301,402	28
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)						
				3300	53,864,860	29

Memorandum

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 2007

RCON	Number
6724	N/A

M.1

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 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)
- 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

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

(1) Includes total demand deposits and noninterest-bearing time and savings deposits.
 (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
 (3) Includes all securities repurchase agreements, 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	11,625	1.a
b. Currency and coin			0080	267,759	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	17,369	2.b
3. Balances due from banks in foreign countries and foreign central banks:					
a. Foreign branches of other U.S. banks			0073	2,741,917	3.a
b. Other banks in foreign countries and foreign central banks			0074	18	3.b
4. Balances due from Federal Reserve Banks			0090	4,329	4
5. Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)			0010	3,043,017	5

Schedule RC-B—Securities

Exclude assets held for trading.

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost		Fair Value		Amortized Cost		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	132,399	1287	133,379	1
2. U.S. Government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. Government-agencies (1)	1289	0	1290	0	1291	387	1293	381	2.a
b. Issued by U.S. Government-sponsored agencies (2)	1294	0	1295	0	1297	198,657	1298	199,713	2.b
3. Securities issued by states and political subdivisions in the U.S.	8496	38,484	8497	38,484	8498	299,806	8499	302,886	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.

Legal Title of Bank

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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. Pass-through securities:									
(1) Guaranteed by GNMA	1698	0	1699	0	1701	2,678	1702	2,815	4.a.1
(2) Issued by FNMA and FHLMC	1703	0	1705	0	1706	2,181,837	1707	2,194,161	4.a.2
(3) Other pass-through securities	1709	0	1710	0	1711	85	1713	85	4.a.3
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714	0	1715	0	1716	1,793,193	1717	1,789,092	4.b.1
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718	0	1719	0	1731	0	1732	0	4.b.2
(3) All other mortgage-backed securities	1733	0	1734	0	1735	0	1736	0	4.b.3
5. Asset-backed securities (ABS)	C026	0	C988	0	C989	408,582	C027	409,347	5
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	64,815	1741	44,877	6.a
b. Foreign debt securities	1742	0	1743	0	1744	100	1746	100	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values (1)					A510	54,852	A511	54,601	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	38,484	1771	38,484	1772	5,137,391	1773	5,131,437	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	4,055,065	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	427,459	M.2.a.1
(2) Over three months through 12 months		A550	83,426	M.2.a.2
(3) Over one year through three years		A551	315,675	M.2.a.3
(4) Over three years through five years		A552	92,669	M.2.a.4
(5) Over five years through 15 years		A553	164,639	M.2.a.5
(6) Over 15 years		A554	45,298	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	510	M.2.b.1
(2) Over three months through 12 months		A556	513	M.2.b.2
(3) Over one year through three years		A557	700	M.2.b.3
(4) Over three years through five years		A558	244,635	M.2.b.4
(5) Over five years through 15 years		A559	246,815	M.2.b.5
(6) Over 15 years		A560	1,703,888	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	0	M.2.c.1
(2) Over three years		A562	1,789,092	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	511,321	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, 5, and 6, columns A and D, plus mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.

(5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.

(6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.b, sum of columns A and D.

Schedule RC-B—Continued

Memoranda (continued)

Dollar Amounts in Thousands	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):</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	0	B839	0	B840	0	B841	0		M.5.a
	B842	0	B843	0	B844	7,132	B845	7,890		M.5.b
	B846	0	B847	0	B848	0	B849	0		M.5.c
	B850	0	B851	0	B852	0	B853	0		M.5.d
	B854	0	B855	0	B856	401,450	B857	401,457		M.5.e
	B858	0	B859	0	B860	0	B861	0		M.5.f

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

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 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	632,465	1.a.1
(2) Other construction loans and all land development and other land loans			F159	5,319,056	1.a.2
b. Secured by farmland (including farm residential and other improvements)			1420	143,012	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	5,735,285	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens			5367	1,972,336	1.c.2.a
(b) Secured by junior liens			5368	983,507	1.c.2.b
d. Secured by multifamily (5 or more) residential properties			1460	573,502	1.d
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			F160	4,514,392	1.e.1
(2) Loans secured by other nonfarm nonresidential properties			F161	2,596,088	1.e.2
2. Loans to depository institutions and acceptances of other banks			1288	106,351	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	105,700			2.a.2
b. To other depository institutions in the U.S.	B534	651			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	348,212	3
4. Commercial and industrial loans			1766	12,553,099	4
a. To U.S. addressees (domicile)	1763	12,469,360			4.a
b. To non-U.S. addressees (domicile)	1764	83,739			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	856,319	6.a
b. Other revolving credit plans			B539	150,236	6.b
c. Other consumer loans (includes single payment, installment, and all student loans)			2011	3,814,660	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	162,306	8
9. Other Loans			1563	490,935	9
a. Loans for purchasing or carrying securities (secured and unsecured)	1545	45,077			9.a
b. All other loans (exclude consumer loans)	1564	445,858			9.b

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

Legal Title of Bank

FDIC Certificate Number: 00993

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Schedule RC-C—Continued

Part I. Continued

	(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	415,138	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	415,138			10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above			2123	7	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	41,366,892	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	16,609	M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	1616	1,374	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	180,531	M.2.a.1
(2) Over three months through 12 months	A565	233,789	M.2.a.2
(3) Over one year through three years	A566	411,770	M.2.a.3
(4) Over three years through five years	A567	199,803	M.2.a.4
(5) Over five years through 15 years	A568	318,129	M.2.a.5
(6) Over 15 years	A569	532,388	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	19,802,405	M.2.b.1
(2) Over three months through 12 months	A571	1,737,291	M.2.b.2
(3) Over one year through three years	A572	4,939,942	M.2.b.3
(4) Over three years through five years	A573	6,682,922	M.2.b.4
(5) Over five years through 15 years	A574	3,941,213	M.2.b.5
(6) Over 15 years	A575	734,889	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	11,680,133	M.2.c

- (1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2007, 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 (4)	2746	568,301			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	958,636			M.4
5. <i>To be completed by banks with \$300 million or more in total assets: (5)</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	77,020			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	17,767			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	101,754			M.7.a
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9	C780	72,835			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, 2007, 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	126,566			M.9
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	23,739			M.10.a.3.b.1
(2) Secured by junior liens	F582	0			M.10.a.3.b.2
(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

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

(5) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued

Dollar Amounts in Thousands

	RCON	Bil Mil Thou	
10. 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	23,739	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

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	0	1
2. U.S. Government agency obligations (exclude mortgage-backed securities)		3532	0	2
3. Securities issued by states and political subdivisions in the U.S.		3533	0	3
4. Mortgage-backed securities (MBS):				
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA		3534	0	4.a
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)		3535	0	4.b
c. All other mortgage-backed securities		3536	0	4.c
5. Other debt securities		3537	0	5
6. Loans:				
a. Loans secured by real estate:				
(1) Construction, land development, and other land loans		F604	0	6.a.1
(2) Secured by farmland (including farm residential and other improvements)		F605	0	6.a.2
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		F606	0	6.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:				
(1) Secured by first liens		F607	0	6.a.3.b.1
(2) Secured by junior liens		F611	0	6.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties		F612	0	6.a.4
(5) Secured by nonfarm nonresidential properties		F613	0	6.a.5
b. Commercial and industrial loans				
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards		F615	0	6.c.1
(2) Other revolving credit plans		F616	0	6.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)		F617	0	6.c.3
d. Other loans				
		F618	0	6.d
7. and 8. Not applicable				
9. Other trading assets		3541	0	9
10. Not applicable				
11. Derivatives with a positive fair value		3543	290,942	11
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)		3545	290,942	12
LIABILITIES				
13. a. Liability for short positions		3546	0	13.a
b. Other trading liabilities				
		F624	0	13.b
14. Derivatives with a negative fair value		3547	291,344	14
15. Total trading liabilities (sum of items 13.a through 14) (must equal Schedule RC, item 15)		3548	291,344	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	0	M.1.a.1
(2) Secured by farmland (including farm residential and other improvements)	F626	0	M.1.a.2
(3) Secured by 1-4 family residential properties:			
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F627	0	M.1.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:			
(1) Secured by first liens	F628	0	M.1.a.3.b.1
(2) Secured by junior liens	F629	0	M.1.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F630	0	M.1.a.4
(5) Secured by nonfarm nonresidential properties	F631	0	M.1.a.5
b. Commercial and industrial loans	F632	0	M.1.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards	F633	0	M.1.c.1
(2) Other revolving credit plans	F634	0	M.1.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F635	0	M.1.c.3
d. Other loans	F636	0	M.1.d
2. Not applicable			
3. Loans measured at fair value that are past due 90 days or more:(1)			
(a) Fair value	F639	0	M.3.a
(b) Unpaid principal balance	F640	0	M.3.b
<i>Memorandum items 4 through 10 are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$1 billion or more in any of the four preceding calendar quarters.</i>			
4. Asset-backed securities:			
a. Residential mortgage-backed securities	F641	N/A	M.4.a
b. Commercial mortgage-backed securities	F642	N/A	M.4.b
c. Credit card receivables	F643	N/A	M.4.c
d. Home equity lines	F644	N/A	M.4.d
e. Automobile loans	F645	N/A	M.4.e
f. Other consumer loans	F646	N/A	M.4.f
g. Commercial and industrial loans	F647	N/A	M.4.g
h. Other	F648	N/A	M.4.h
5. Collateralized debt obligations:			
a. Synthetic	F649	N/A	M.5.a
b. Other	F650	N/A	M.5.b
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	1,931,216			B550	30,655,711			1
2. U.S. Government	2202	175			2520	0			2
3. States and political subdivisions in the U.S.	2203	567,222			2530	3,459,144			3
4. Commercial banks and other depository institutions in the U.S.	B551	63,486			B552	55,446			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	2,562,099	2210	1,468,298	2385	34,170,301			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	1,113,703	M.1.a
b. Total brokered deposits	2365	0	M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above): (1)			
(1) Brokered deposits issued in denominations of less than \$100,000	2343	0	M.1.c.1
(2) Brokered deposits issued in denominations of \$100,000 and certain brokered retirement deposit accounts	2344	0	M.1.c.2
d. Maturity data for brokered deposits:			
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)	A243	0	M.1.d.1
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	A244	0	M.1.d.2
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only)	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	15,083,934	M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352	9,003,874	M.2.a.2
b. Total time deposits of less than \$100,000	6648	7,115,002	M.2.b
c. Total time deposits of \$100,000 or more	2604	2,967,492	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	221,771	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	902,098	M.3.a.1
(2) Over three months through 12 months	A580	3,476,251	M.3.a.2
(3) Over one year through three years	A581	2,145,729	M.3.a.3
(4) Over three years	A582	590,924	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	4,376,485	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	1,388,242	M.4.a.1
(2) Over three months through 12 months	A585	1,122,930	M.4.a.2
(3) Over one year through three years	A586	342,245	M.4.a.3
(4) Over three years	A587	114,075	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	2,511,172	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	190,932	1
2.	Net deferred tax assets (2)			2148	164,282	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	272,275	4
5.	Life insurance assets			C009	934,727	5
6.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2168	479,182	6
	TEXT					
	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 securitized credit cards	C436	0			6.d
e.	3549 Accounts Receivable	3549	94,628			6.e
f.	3550 FIT Receivable	3550	295,873			6.f
g.	3551	3551	0			6.g
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11)			2160	2,041,398	7

Schedule RC-G—Other Liabilities

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1.	a. Interest accrued and unpaid on deposits (5)			3645	29,956	1.a
	b. Other expenses accrued and unpaid (includes accrued income taxes payable)			3646	166,700	1.b
2.	Net deferred tax liabilities (2)			3049	0	2
3.	Allowance for credit losses on off-balance sheet credit exposures			B557	66,586	3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2938	122,540	4
	TEXT					
	a. Accounts Payable	3066	107,140			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
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	385,782	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.

Legal Title of Bank

FDIC Certificate Number: 00993

Submitted to CDR on 10/28/2008 at 5:29 PM

Schedule RC-K—Quarterly Averages (1)

		Dollar Amounts in Thousands		
		RCON	Bil Mil Thou	
ASSETS				
1.	Interest-bearing balances due from depository institutions	3381	2,697,429	1
2.	U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities)	B558	299,427	2
3.	Mortgage-backed securities (2)	B559	3,937,120	3
4.	All other securities (2, 3) (includes securities issued by states and political subdivisions in the U.S.)	B560	642,575	4
5.	Federal funds sold and securities purchased under agreements to resell	3365	28,699	5
6.	Loans:			
a.	Total loans	3360	40,921,020	6.a
b.	Loans secured by real estate:			
	(1) Loans secured by 1-4 family residential properties	3465	8,630,784	6.b.1
	(2) All other loans secured by real estate	3466	14,036,363	6.b.2
c.	Commercial and industrial loans	3387	12,404,574	6.c
d.	Loans to individuals for household, family, and other personal expenditures:			
	(1) Credit cards	B561	863,039	6.d.1
	(2) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B562	3,986,947	6.d.2
7.	To be completed by banks with \$100 million or more in total assets: (4) Trading assets	3401	294,556	7
8.	Lease financing receivables (net of unearned income)	3484	421,726	8
9.	Total assets (5)	3368	53,594,565	9
LIABILITIES				
10.	Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)	3485	871,719	10
11.	Nontransaction accounts:			
	a. Savings deposits (includes MMDAs)	B563	25,374,372	11.a
	b. Time deposits of \$100,000 or more	A514	2,497,778	11.b
	c. Time deposits of less than \$100,000	A529	6,447,212	11.c
12.	Federal funds purchased and securities sold under agreements to repurchase	3353	8,606,898	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	497,571	13

Memorandum

		Dollar Amounts in Thousands		
		RCON	Bil Mil Thou	
1.	Memorandum item 1 is to be completed by: (4) • 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	3386	344,788	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, 2007, 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.

Legal Title of Bank

FDIC Certificate Number: 00993

Submitted to CDR on 10/28/2008 at 5:29 PM

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	4,886,496	1.a
b.	Credit card lines _____			3815	6,263,316	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	286,432	1.c.1.a
	(b) Commercial real estate, other construction loan, and land development loan commitments _____			F165	1,674,714	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	12,046,537	1.e
2. Financial standby letters of credit						
a.	Amount of financial standby letters of credit conveyed to others _____	3820	177,624			2.a
3. Performance standby letters of credit						
a.	Amount of performance standby letters of credit conveyed to others _____	3822	69			3.a
4. Commercial and similar letters of credit _____						
				3411	23,484	4
5. Not applicable						
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank) _____						
				3433	396,004	6
7. Credit derivatives:						
		(Column A) Guarantor		(Column B) Beneficiary		
		RCON	Bil Mil Thou	RCON	Bil Mil Thou	
a.	Notional amounts:					
(1)	Credit default swaps _____	C968	0	C969	0	7.a.(1)
(2)	Total return swaps _____	C970	0	C971	0	7.a.(2)
(3)	Credit options _____	C972	0	C973	0	7.a.(3)
(4)	Other credit derivatives _____	C974	786,137	C975	56,168	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	1,708	C222	0	7.b.(2)
8. Spot foreign exchange contracts						
				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 28, "Total equity capital") _____						
				3430	240,081	9
TEXT						
a.	Securities borrowed _____	3432	240,081			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 28, "Total equity capital") _____						
				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

Schedule RC-L—Continued

Dollar Amounts in Thousands		RCON	Tril Bil Mil Thou			
11. Year-to-date merchant credit card sales volume:						
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	12,931,607			11.b
Dollar Amounts in Thousands	(Column A) Interest Rate Contracts		(Column B) Foreign Exchange Contracts		(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):						
	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
	RCON 8697		RCON 8698		RCON 8699	RCON 8700
b. Forward contracts	0		0		0	0
c. Exchange-traded option contracts:	RCON 8701		RCON 8702		RCON 8703	RCON 8704
(1) Written options	0		0		0	0
	RCON 8705		RCON 8706		RCON 8707	RCON 8708
(2) Purchased options	0		0		0	0
d. Over-the-counter option contracts:	RCON 8709		RCON 8710		RCON 8711	RCON 8712
(1) Written options	940,574		0		0	0
	RCON 8713		RCON 8714		RCON 8715	RCON 8716
(2) Purchased options	1,046,256		0		0	0
	RCON 3450		RCON 3826		RCON 8719	RCON 8720
e. Swaps	16,533,130		0		0	0
13. Total gross notional amount of derivative contracts held for trading	RCON A126		RCON A127		RCON 8723	RCON 8724
	18,269,961		0		0	0
14. Total gross notional amount of derivative contracts held for purposes other than trading	RCON 8725		RCON 8726		RCON 8727	RCON 8728
	250,000		0		0	0
a. Interest rate swaps where the bank has agreed to pay a fixed rate	RCON A589					
	0					
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	290,942		0		0	0
	RCON 8737		RCON 8738		RCON 8739	RCON 8740
(2) Gross negative fair value	291,344		0		0	0
b. Contracts held for purposes other than trading:	RCON 8741		RCON 8742		RCON 8743	RCON 8744
(1) Gross positive fair value	19,386		0		0	0
	RCON 8745		RCON 8746		RCON 8747	RCON 8748
(2) Gross negative fair value	0		0		0	0

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	264,879	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		6165	8	1.b
2. Intangible assets other than goodwill:				
a. Mortgage servicing assets		3164	1,211	2.a
(1) Estimated fair value of mortgage servicing assets		A590	1,211	2.a.1
b. Purchased credit card relationships and nonmortgage servicing assets		B026	0	2.b
c. All other identifiable intangible assets		5507	53,551	2.c
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)		0426	54,762	2.d
3. Other real estate owned:				
a. Direct and indirect investments in real estate ventures		5372	0	3.a
b. All other real estate owned:				
(1) Construction, land development, and other land		5508	26,838	3.b.1
(2) Farmland		5509	50	3.b.2
(3) 1-4 family residential properties		5510	28,982	3.b.3
(4) Multifamily (5 or more) residential properties		5511	3,724	3.b.4
(5) Nonfarm nonresidential properties		5512	9,169	3.b.5
(6) Foreclosed properties from "GNMA loans"		C979	405	3.b.6
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7)		2150	69,168	3.c
4. Investments in unconsolidated subsidiaries and associated companies:				
a. Direct and indirect investments in real estate ventures		5374	0	4.a
b. All other investments in unconsolidated subsidiaries and associated companies		5375	0	4.b
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8)		2130	0	4.c
5. Other borrowed money:				
a. Federal Home Loan Bank advances:				
(1) Advances with a remaining maturity or next repricing date of: (1)				
(a) One year or less		F055	450,000	5.a.1.a
(b) Over one year through three years		F056	88	5.a.1.b
(c) Over three years through five years		F057	0	5.a.1.c
(d) Over five years		F058	23,588	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	450,000	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	20,729	5.b.1.a
(b) Over one year through three years		F061	1,499	5.b.1.b
(c) Over three years through five years		F062	0	5.b.1.c
(d) Over five years		F063	2,096	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	20,729	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	498,000	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	YES	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://www.53.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	368	10.b

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	35,753	F174	14,540	F176	93,201	1.a.1
(2) Other construction loans and all land development and other land loans	F173	228,714	F175	132,010	F177	731,744	1.a.2
b. Secured by farmland	3493	740	3494	678	3495	2,575	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	78,744	5399	40,381	5400	96,249	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C236	54,440	C237	66,076	C229	95,926	1.c.2.a
(b) Secured by junior liens	C238	17,504	C239	11,251	C230	31,139	1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3499	13,104	3500	4,052	3501	97,287	1.d
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F178	61,486	F180	33,922	F182	133,249	1.e.1
(2) Loans secured by other nonfarm nonresidential properties	F179	79,714	F181	24,074	F183	102,085	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	102,316	1607	45,127	1608	238,603	4
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	20,021	B576	17,979	B577	9,230	5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578	53,358	B579	9,816	B580	10,344	5.b
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6
7. All other loans (1)	5459	5,557	5460	7,724	5461	2,316	7
8. Lease financing receivables	1226	2,127	1227	3,076	1228	7,879	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	1,734	5613	2,242	5614	19,261	10
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans")							
	5615	1,631	5616	1,828	5617	17,381	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	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	
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			2,000	F662			1,045	F663			151,798	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			5,000	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			11,195	6559			15,505	6560			28,794	M.2
3. Memorandum items 3.a through 3.d are to be completed by banks with \$300 million or more 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			2,397	1249			1,913	1250			7,100	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 or more 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			1,094	1597			5,780	1583			260	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, 2007, 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. Interest rate, foreign exchange rate, and other commodity and equity contracts:						
Fair value of amounts carried as assets _____	3529		0	3530		0

M.6

	RCON	Bil Mil Thou	
7. Additions to nonaccrual assets during the quarter _____	C410	633,780	M.7
8. Nonaccrual assets sold during the quarter _____	C411	0	M.8

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

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

All banks must complete items 1 and 2, Memorandum item 1, and, if applicable, Memorandum items 2 and 3 each quarter. Each bank that reported \$1 billion or more in total assets in its March 31, 2007, Report of Condition must complete items 4 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	36,759,370			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	36,542,864			4
5.	Total daily average of allowable exclusions, including interest accrued and unpaid on allowable exclusions _____	F239	1			5

Memoranda

		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, and item 1 less item 2):					
a.	Deposit accounts (excluding retirement accounts) of \$100,000 or less: (1)					
	(1) Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less _____	F049	17,939,268			M.1.a.1
	(2) Number of deposit accounts (excluding retirement accounts) of \$100,000 or less (to be completed for the June report only) _____	RCON	Number			
		F050	N/A			M.1.a.2
b.	Deposit accounts (excluding retirement accounts) of more than \$100,000: (1)					
	(1) Amount of deposit accounts (excluding retirement accounts) of more than \$100,000 _____	F051	17,706,399			M.1.b.1
	(2) Number of deposit accounts (excluding retirement accounts) of more than \$100,000 _____	RCON	Number			
		F052	47,048			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	1,072,594			M.1.c.1
	(2) Number of retirement deposit accounts of \$250,000 or less (to be completed for the June report only) _____	RCON	Number			
		F046	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	41,109			M.1.d.1
	(2) Number of retirement deposit accounts of more than \$250,000 _____	RCON	Number			
		F048	114			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) _____	5597	13,436,099			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

- (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, 2007, Report of Condition.

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 closed-end 1-4 family residential mortgage loans for sale:(2)			
a. Closed-end first liens	F066	262,859	1.a
b. Closed-end junior liens	F067	1,185	1.b
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F670	0	1.c.1
(2) Principal amount funded under the lines of credit	F671	0	1.c.2
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:(2)			
a. Closed-end first liens	F068	63,464	2.a
b. Closed-end junior liens	F069	0	2.b
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F672	0	2.c.1
(2) Principal amount funded under the lines of credit	F673	0	2.c.2
3. 1-4 family residential mortgage loans sold during the quarter:			
a. Closed-end first liens	F070	310,899	3.a
b. Closed-end junior liens	F071	1,185	3.b
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F674	0	3.c.1
(2) Principal amount funded under the lines of credit	F675	0	3.c.2
4. 1-4 family residential mortgage loans held for sale at quarter-end (included in Schedule RC, item 4.a):			
a. Closed-end first liens	F072	85,166	4.a
b. Closed-end junior liens	F073	0	4.b
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F676	0	4.c.1
(2) Principal amount funded under the lines of credit	F677	0	4.c.2
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.f, 5.g, and 5.i):	RIAD		
a. Closed-end 1-4 family residential mortgage loans	F184	1,466	5.a
b. Open-end 1-4 family residential mortgage loans extended under lines of credit	F560	0	5.b
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:	RCON		
a. Closed-end first liens	F678	0	6.a
b. Closed-end junior liens	F679	0	6.b
c. Open-end loans extended under line of credit:			
(1) Total commitment under the lines of credit	F680	0	6.c.1
(2) Principal amount funded under the lines of credit	F681	0	6.c.2

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

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

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

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

Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule RC)											
(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	
ASSETS											
1. Loans and leases _____	F243	23,739	F682	0	F690	0	F244	23,739	F245	0	1
2. Trading assets _____	F246	290,942	F683	0	F691	0	F247	290,689	F248	253	2
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 2, above) _____											
	F240	0	F684	0	F692	0	F241	0	F242	0	2.a
3. All other financial assets and servicing assets _____	F249	0	F685	0	F693	0	F250	0	F251	0	3
LIABILITIES											
4. Deposits _____	F252	0	F686	0	F694	0	F253	0	F254	0	4
5. Trading liabilities _____	F255	291,344	F687	0	F695	0	F256	288,981	F257	2,363	5
6. All other financial liabilities and and servicing liabilities _____											
	F258	0	F688	0	F696	0	F259	0	F260	0	6
7. Loan commitments (not accounted for as derivatives) _____											
	F261	0	F689	0	F697	0	F262	0	F263	0	7

Schedule RC-R—Regulatory Capital

		Dollar Amounts in Thousands			
		RCON	Bil Mil Thou		
Tier 1 capital					
1.	Total equity capital (from Schedule RC, item 28)	3210	6,301,402	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	(3,871)	2	
3.	LESS: Net unrealized loss on available-for-sale EQUITY securities (1) (report loss as a positive value)	A221	163	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	(20,431)	4	
5.	LESS: Nonqualifying perpetual preferred stock	B588	0	5	
6.	Qualifying minority interests in consolidated subsidiaries	B589	500,104	6	
7.a	LESS: Disallowed goodwill and other disallowed intangible assets	B590	1,607,688	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	5,217,957	8	
9.a	LESS: Disallowed servicing assets and purchased credit card relationships	B591	121	9.a	
	b. LESS: Disallowed deferred tax assets	5610	0	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	5,217,836	11	
Tier 2 capital					
12.	Qualifying subordinated debt and redeemable preferred stock	5306	320,000	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	681,261	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	1,001,261	17	
18.	Allowable Tier 2 capital (lesser of item 11 or 17)	8275	1,001,261	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	6,219,097	21	
Total assets for leverage ratio					
22.	Average total assets (from Schedule RC-K, item 9)	3368	53,594,565	22	
23.	LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	1,607,688	23	
24.	LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	121	24	
25.	LESS: Disallowed deferred tax assets (from item 9.b above)	5610	0	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	51,986,756	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	10.04%
32.	Tier 1 risk-based capital ratio (3)	7274	0.00%	7206	9.65%
33.	Total risk-based capital ratio (4)	7275	0.00%	7205	11.50%

(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) Totals (from Schedule RC)	(Column B) Items Not Subject to Risk-Weighting	(Column C)	(Column D)	(Column E)	(Column F)	
			Allocation by Risk Weight Category				
			0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
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 3,043,017	RCON C869 0	RCON B600 272,088	RCON B601 2,770,929		RCON B602 0	34
35. Held-to-maturity securities	RCON 1754 38,484	RCON B603 0	RCON B604 0	RCON B605 38,484	RCON B606 0	RCON B607 0	35
36. Available-for-sale securities	RCON 1773 5,131,437	RCON B608 1,512	RCON B609 135,463	RCON B610 4,783,134	RCON B611 91,809	RCON B612 119,516	36
37. Federal funds sold and securities purchased under agreements to resell	RCON C225 0		RCON C063 0	RCON C064 0		RCON B520 0	37
38. Loans and leases held for sale	RCON 5369 85,274	RCON B617 0	RCON B618 0	RCON B619 0	RCON B620 85,274	RCON B621 0	38
39. Loans and leases, net of unearned income	RCON B528 41,281,618	RCON B622 0	RCON B623 491	RCON B624 175,437	RCON B625 3,816,232	RCON B626 37,289,458	39
40. LESS: Allowance for loan and lease losses	RCON 3123 1,121,931	RCON 3123 1,121,931					40
41. Trading assets	RCON 3545 290,942	RCON B627 19,386	RCON B628 0	RCON B629 0	RCON B630 0	RCON B631 271,557	41
42. All other assets (1)	RCON B639 5,116,019	RCON B640 1,914,721	RCON B641 121,776	RCON B642 150,499	RCON B643 0	RCON 5339 2,929,025	42
43. Total assets (sum of items 34 through 42)	RCON 2170 53,864,860	RCON B644 813,688	529,818	7,918,483	3,993,315	40,609,556	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) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)	(Column C)	(Column D)	(Column E)	(Column F)	
				Allocation by Risk Weight Category				
				0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil Mil Thou		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou		
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	5,317,323	1.000	5,317,323	240,757	647,795	0	4,428,771	44
45. Performance standby letters of credit	RCON 3821		RCON B650	RCON B651	RCON B652	RCON B653	RCON B654	
	86,298	.50	43,149	5,329	1,214	0	36,606	45
46. Commercial and similar letters of credit	RCON 3411		RCON B655	RCON B656	RCON B657	RCON B658	RCON B659	
	23,484	.20	4,697	0	1,097	0	3,600	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	396,004	1.00	396,004	0	396,004	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	
	7,217	M	62,730				62,730	50
51. All other financial assets sold with recourse	RCON B675		RCON B676	RCON B677	RCON B678	RCON B679	RCON B680	
	890,244	1.00	890,244	0	0	0	890,244	51
52. All other off-balance sheet liabilities	RCON B681		RCON B682	RCON B683	RCON B684	RCON B685	RCON B686	
	240,081	1.00	240,081	0	240,081	0	0	52
53. Unused commitments with an original maturity exceeding one year	RCON 3833		RCON B687	RCON B688	RCON B689	RCON B690	RCON B691	
	8,943,954	.50	4,471,977	0	0	0	4,471,977	53
			RCON A167	RCON B693	RCON B694	RCON B695		
54. Derivative contracts			445,132	0	0	445,132		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)	RCON B696	RCON B697	RCON B698	RCON B699	55
	775,904	9,204,674	4,438,447	50,503,484	
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)	RCON B700	RCON B701	RCON B702	RCON B703	57
	0	1,840,935	2,219,224	50,503,484	
58. Market risk equivalent assets				RCON 1651	58
				0	
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)				RCON B704	59
				54,563,643	
60. LESS: Excess allowance for loan and lease losses				RCON A222	60
				507,256	
61. LESS: Allocated transfer risk reserve				RCON 3128	61
				0	
62. Total risk-weighted assets (item 59 minus items 60 and 61)				RCON A223	62
				54,056,387	

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	310,328	M.1

	With a remaining maturity of						
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years		
	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	2,029,852	8766	9,843,873	8767	5,705,661	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:							
(1) Investment grade	C980	0	C981	526,379	C982	142,518	M.2.g.1
(2) Subinvestment grade	C983	102,771	C984	70,104	C985	533	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 275,335	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 7,890	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	2,319	0	0	0	0	0	4.a
b. 90 days or more past due	0	1,475	0	0	0	0	0	4.b
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):								
a. Charge-offs	RIAD B747 0	RIAD B748 1,649	RIAD B749 0	RIAD B750 0	RIAD B751 0	RIAD B752 0	RIAD B753 0	5.a
b. Recoveries	RIAD B754 0	RIAD B755 172	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 0	RCON B762 0			RCON B763 0	6.a		
b. Loans (included in Schedule RC-C)		RCON B500 0	RCON B501 0			RCON B502 0	6.b		
7. Past due loan amounts included in interests reported in item 6.a:									
a. 30-89 days past due		RCON B764 0	RCON B765 0			RCON B766 0	7.a		
b. 90 days or more past due		RCON B767 0	RCON B768 0			RCON B769 0	7.b		
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 0	RIAD B771 0			RIAD B772 0	8.a		
b. Recoveries		RIAD B773 0	RIAD B774 0			RIAD B775 0	8.b		
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 0	RCON B777 0	RCON B778 0	RCON B779 0	RCON B780 0	RCON B781 0	RCON B782 0	9
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures		RCON B783 0	RCON B784 0	RCON B785 0	RCON B786 0	RCON B787 0	RCON B788 0	RCON B789 0	10

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 0	RCON B791 0	RCON B792 0	RCON B793 0	RCON B794 0	RCON B795 890,244	RCON B796 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 0	RCON B798 0	RCON B799 0	RCON B800 0	RCON B801 0	RCON B802 890,244	RCON B803 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	0
c. Other financial assets (includes home equity lines) (1)	A591	1,371,924
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	890,244
(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	51,725
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C (2)	C407	0

(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.

Legal Title of Bank

FDIC Certificate Number: 00993

Submitted to CDR on 10/28/2008 at 5:29 PM

Schedule RC-T—Fiduciary and Related Services

Items 12 through 18, items 20 through 23, and Memorandum item 4 will not be made available to the public on an individual institution basis.

1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T)	RCON A345	YES / NO YES	1
2. Does the institution exercise the fiduciary powers it has been granted?	RCON A346	YES / NO YES	2
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.)	RCON B867	YES / NO 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	3,583,650	814,013	5,120	686	4
5. Retirement related trust & agency accounts:	RCON B872	RCON B873	RCON B874	RCON B875	
a. Employee benefit-defined contribution	293,429	1,603,357	99	380	5.a
b. Employee benefit-defined benefit	RCON B876 571,667	RCON B877 498,806	RCON B878 187	RCON B879 84	5.b
c. Other retirement accounts	RCON B880 1,210,071	RCON B881 1,126,431	RCON B882 2,423	RCON B883 382	5.c
6. Corporate trust and agency accounts	RCON B884 0	RCON B885 164	RCON C001 0	RCON C002 2	6
7. Investment management agency accounts	RCON B886 4,825,370		RCON B888 4,185		7
8. Other fiduciary accounts	RCON B890 143,688	RCON B891 0	RCON B892 18	RCON B893 0	8
9. Total fiduciary accounts (sum of items 4 through 8)	RCON B894 10,627,875	RCON B895 4,042,771	RCON B896 12,032	RCON B897 1,534	9
10. Custody and safekeeping accounts		RCON B898 10,775,734		RCON B899 2,327	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	21,196	12
13. Retirement related trust and agency accounts:			
a. Employee benefit—defined contribution	B905	5,629	13.a
b. Employee benefit—defined benefit	B906	1,944	13.b
c. Other retirement accounts	B907	6,883	13.c
14. Corporate trust and agency accounts	A479	0	14
15. Investment management agency accounts	B908	19,849	15
16. Other fiduciary accounts	A480	247	16
17. Custody and safekeeping accounts	B909	2,613	17
18. Other fiduciary and related services income	B910	2,735	18
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)	4070	61,096	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		
	RCON	Managed Assets 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		
	RCON	(Column A) Number of Issues	
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		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:

Blane Scarberry, VP / Reg Rpt Manager
Name and Title (TEXT B962)

Blane.Scarberry@53.com
E-mail Address (TEXT B926)

(513) 534-7174
Telephone: Area code/phone number/extension (TEXT B963)

(513) 534-3614
FAX: Area code/phone number (TEXT B964)

REPORT OF CONDITION

Consolidating domestic subsidiaries of
Fifth Third Bank a Michigan banking corporation
in the state of MI at close of business on September 30, 2008
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	283,862
Interest-bearing balances	2,759,155
Securities:	
Held-to-maturity securities	38,484
Available-for-sale securities	5,131,437
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	0
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	85,274
Loans and leases, net of unearned income	41,281,618
LESS: Allowance for loan and lease losses	1,121,931
Loans and leases, net of unearned income and allowance	40,159,687
Trading Assets	290,942
Premises and fixed assets (including capitalized leases)	1,380,332
Other real estate owned	69,168
Investments in unconsolidated subsidiaries and associated companies	0
Intangible assets:	
Goodwill	1,570,359
Other intangible assets	54,762
Other assets	2,041,398
Total assets	53,864,860

REPORT OF CONDITION (Continued)

LIABILITIES

Dollar Amounts in Thousands

Deposits:

In domestic offices		36,732,400
Noninterest-bearing	6,928,486	
Interest-bearing	29,803,915	
Federal funds purchased and securities sold under agreements to repurchase:		
Federal funds purchased		7,780,386
Securities sold under agreements to repurchase		1,055,442
Trading liabilities		291,344
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		498,000
Subordinated notes and debentures		320,000
Other liabilities		385,782
Total liabilities		47,063,354
Minority interest in consolidated subsidiaries		500,104

EQUITY CAPITAL

Perpetual preferred stock and related surplus		0
Common stock		16,379
Surplus (exclude all surplus related to preferred stock)		4,048,383
Retained earnings		2,261,050
Accumulated other comprehensive income		(24,302)
Other equity capital components		(108)
Total equity capital		6,301,402
Total liabilities, minority interest, and equity capital		53,864,860

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, Janet Nisbett, VP & Treasurer

(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.
