

Federal Financial Institutions Examination Council

Please refer to page i,

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

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

Report at the close of Business September 30, 2009

(20090930)
(RCON 9999)

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

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

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

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:

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

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (774) 3946, or by e-mail at CDR.Help@ffiec.gov.

If you fill 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.

FIRST BANK OF HIGHLAND PARK

Legal Title of Bank (RSSD 9017)

HIGHLAND PARK

City (RSSD 9130)

IL

State Abbrev. (RSSD 9200)

60035

Zip Code (RSSD 9220)

FDIC Certificate Number

17470

(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 41.3 hours per respondent and is estimated to vary from 16 to 650 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-26, 27, 28, 29
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Legislative and Regulatory Analysis Division Office of the Comptroller of the Currency Washington, D.C. 20219		Schedule RC-P— 1-4 Family Residential Mortgage Banking Activities (to be completed only by selected banks)	RC-31
Assistant Executive Secretary Federal Deposit Insurance Corporation Washington, D.C. 20429		Schedule RC-Q— Assets and Liabilities Measured at Fair Value on a Recurring Basis (to be completed only by selected banks)	RC-32, 33
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For information or assistance, National and State nonmember banks should contact the FDIC's Data Collection and Analysis Section, 550 17th Street, NW, Washington, D.C. 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern time. State member banks should contact their Federal Reserve District Bank.

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 Other Person to Whom Questions about the Reports Should be Directed

Jeffrey Donenberg
Name (TEXT C490)
Executive Vice President
Title (TEXT C491)
jdonenberg@firstbankhp.com
E-mail Address (TEXT C492)
(847) 849-8970
Telephone: Area code/phone number/extension (TEXT C493)
(847) 498-3190
FAX: Area code/phone number (TEXT C494)

Randy Green
Name (TEXT C495)
President
Title (TEXT C496)
rgreen@firstbankhp.com
E-mail Address (TEXT 4086)
(847) 849-8950
Telephone: Area code/phone number/extension (TEXT 8902)
(847) 272-7800
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

Jeffrey Donenberg
Name (TEXT C366)
EVP
Title (TEXT C367)
jdonenberg@firstbankhp.com
E-mail Address (TEXT C368)
(847) 849-8970
Telephone: Area code/phone number/extension (TEXT C369)
(847) 498-3190
FAX: Area code/phone number (TEXT C370)

Secondary Contact

Randy Green
Name (TEXT C371)
President
Title (TEXT C372)
rgreen@firstbankhp.com
E-mail Address (TEXT C373)
(847) 849-8950
Telephone: Area code/phone number/extension (TEXT C374)
(847) 272-7800
FAX: Area code/phone number (TEXT C375)

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

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

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

Primary Contact

Vicki Peloquin
Name (TEXT C437)
VP
Title (TEXT C438)
vpeloquin@firstbankhp.com
E-mail Address (TEXT C439)
(847) 272-1300 Ext. 8953
Telephone: Area code/phone number/extension (TEXT C440)

Secondary Contact

Kris Slattery
Name (TEXT C442)
VP
Title (TEXT C443)
kslattery@firstbankhp.com
E-mail Address (TEXT C444)
(847) 432-7800 Ext. 492
Telephone: Area code/phone number/extension (TEXT C445)

Third Contact

Sherry Peterson
Name (TEXT C870)
VP
Title (TEXT C871)
speterson@firstbankhp.com
E-mail Address (TEXT C872)
(847) 432-7800 Ext. 471
Telephone: Area code/phone number/extension (TEXT C873)

Fourth Contact

Name (TEXT C875)

Title (TEXT C876)

E-mail Address (TEXT C877)

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

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

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

Schedule RI—Income Statement

	Dollar Amounts in Thousands		
	60035	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	7,522	1.a.1.a
(b) All other loans secured by real estate	4436	15,770	1.a.1.b
(2) Commercial and industrial loans	4012	2,418	1.a.2
(3) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	8485	0	1.a.3.a
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	8486	45	1.a.3.b
(4) Loans to foreign governments and official institutions	4056	0	1.a.4
(5) All other loans (1)	4058	305	1.a.5
(6) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5))	4010	26,060	1.a.6
b. Income from lease financing receivables	4065	18,633	1.b
c. Interest income on balances due from depository institutions (2)	4115	1	1.c
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	8488	1,813	1.d.1
(2) Mortgage-backed securities	8489	0	1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	5,010	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	5	1.f
g. Other interest income	4518	0	1.g
h. Total interest income (sum of items 1.a.(6) through 1.g)	4107	51,522	1.h
2. Interest expense:			
a. Interest on deposits:			
(1) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	198	2.a.1
(2) Nontransaction accounts:			
(a) Savings deposits (includes MMDAs)	0093	1,708	2.a.2.a
(b) Time deposits of \$100,000 or more	A517	9,068	2.a.2.b
(c) Time deposits of less than \$100,000	A518	16,667	2.a.2.c
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	295	2.b
c. Interest on trading liabilities and other borrowed money	4185	0	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				
	Thousands	Bil	Mil		Thou
Dollar Amounts in Thousands					
2. Interest expense (continued):					
d. Interest on subordinated notes and debentures	4200		0	2.d	
e. Total interest expense (sum of items 2.a through 2.d)	4073		27,936	2.e	
3. Net interest income (item 1.h minus 2.e)			4074	23,586	3
4. Provision for loan and lease losses			4230	4,875	4
5. Noninterest income:					
a. Income from fiduciary activities (1)	4070		0	5.a	
b. Service charges on deposit accounts	4080		318	5.b	
c. Trading revenue (2)	A220		0	5.c	
d. (1) Fees and commissions from securities brokerage	C886		2	5.d.1	
(2) Investment banking, advisory, and underwriting fees and commissions	C888		0	5.d.2	
(3) Fees and commissions from annuity sales	C887		0	5.d.3	
(4) Underwriting income from insurance and reinsurance activities	C386		0	5.d.4	
(5) Income from other insurance activities	C387		0	5.d.5	
e. Venture capital revenue	B491		0	5.e	
f. Net servicing fees	B492		16	5.f	
g. Net securitization income	B493		0	5.g	
h. Not applicable					
i. Net gains (losses) on sales of loans and leases	5416		0	5.i	
j. Net gains (losses) on sales of other real estate owned	5415		(961)	5.j	
k. Net gains (losses) on sales of other assets (excluding securities)	B496		0	5.k	
l. Other noninterest income*	B497		130	5.l	
m. Total noninterest income (sum of items 5.a through 5.l)			4079	(495)	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	1,006	6.b
7. Noninterest expense:					
a. Salaries and employee benefits	4135		5,965	7.a	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		832	7.b	
c. (1) Goodwill impairment losses	C216		0	7.c.1	
(2) Amortization expense and impairment losses for other intangible assets	C232		0	7.c.2	
d. Other noninterest expense*	4092		3,159	7.d	
e. Total noninterest expense (sum of items 7.a through 7.d)			4093	9,956	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	9,266	8
9. Applicable income taxes (on item 8)			4302	3,594	9
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)			4300	5,672	10
11. Extraordinary items and other adjustments, net of income taxes*			4320	0	11
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11)			G104	5,672	12
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)			G103	0	13
14. Net income (loss) attributable to bank (item 12 minus item 13)			4340	5,672	14

* 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.

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
Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets				
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8.a.)	8431		0	M.2
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b)	4313		0	M.3
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3))	4507		4,246	M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150		73	M.5
<i>Memorandum item 6 is to be completed by: (1)</i>				
<ul style="list-style-type: none"> • banks with \$300 million or more in total assets, and • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans 				
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5))	4024		0	M.6
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition (2)	RIAD	CCYY/MM/DD		M.7
	9106		0	

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.):

Year-to-date			
RIAD	Bil	Mil	Thou

a. Interest rate exposures	8757		N/A	M.8.a
b. Foreign exchange exposures	8758		N/A	M.8.b
c. Equity security and index exposures	8759		N/A	M.8.c
d. Commodity and other exposures	8760		N/A	M.8.d
e. Credit exposures	F186		N/A	M.8.e
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:				
a. Net gains (losses) on credit derivatives held for trading	C889		0	M.9.a
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890		0	M.9.b
10. To be completed by banks with \$300 million or more in total assets: (1) Credit losses on derivatives (see instructions)	A251		0	M.10
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?	RIAD	YES / NO		M.11
	A530	YES		

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.

Year-to-date			
RIAD	Bil	Mil	Thou

12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a))	F228		N/A	M.12
<i>Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.</i>				
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:				
a. Net gains (losses) on assets	F551		N/A	M.13.a
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552		N/A	M.13.a.1
b. Net gains (losses) on liabilities	F553		N/A	M.13.b
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554		N/A	M.13.b.1

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

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

Schedule RI-A—Changes in Bank Equity Capital

Indicate decreases and losses in parentheses. Dollar Amounts in Thousands

	RIAD	Bil Mil Thou	
1. Total bank equity capital most recently reported for the December 31, 2008, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217	123,811	1
2. Restatements due to corrections of material accounting errors and changes in accounting principles	8507	0	2
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	8508	123,811	3
4. Net income (loss) attributable to bank (must equal Schedule RI, item 14)	4340	5,672	4
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	8509	0	5
6. Treasury stock transactions, net	8510	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	6,680	9
10. Other comprehensive income (1)	8511	7,751	10
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above)	4415	0	11
12. Total bank equity capital end of current period (sum of items 3 through 11)(must equal Schedule RC, item 27.a)	3210	130,554	12

* Describe on Schedule RI-E - Explanations.

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

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

Part I. Charge-offs and Recoveries on Loans and Leases

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

Dollar Amounts in Thousands

	(Column A) Charge-offs (1)			(Column B) Recoveries			
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	
1. Loans secured by real estate:							
a. Construction, land development, and other land loans:							
(1) 1-4 family residential construction loans	C891	883	C892	27			1.a.1
(2) Other construction loans and all land development and other land loans	C893	0	C894	0			1.a.2
b. Secured by farmland	3584	0	3585	0			1.b
c. Secured by 1-4 family residential properties:							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411	0	5412	0			1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C234	206	C217	7			1.c.2.a
(b) Secured by junior liens	C235	0	C218	0			1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3588	0	3589	0			1.d
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	0	C896	0			1.e.1
(2) Loans secured by other nonfarm nonresidential properties	C897	0	C898	0			1.e.2
2. Loans to depository institutions and acceptances of other banks	4481	0	4482	0			2
3. Not applicable							
4. Commercial and industrial loans	4638	126	4608	0			4
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B514	0	B515	0			5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516	0	B517	0			5.b
6. Loans to foreign governments and official institutions	4643	0	4627	0			6
7. All other loans (2)	4644	0	4628	0			7
8. Lease financing receivables	4266	166	4267	0			8
9. Total (sum of items 1 through 8)	4635	1,381	4605	34			9

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

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

Schedule RI-B Continued

Part I. Continued

Memoranda

Memoranda	(Column A) Charge-offs (1)				(Column B) Recoveries				
	Calendar year-to-date								
	Thousands	Bil	Mil	Thou	RIAD	Bil	Mil	Thou	
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)									
• banks with \$300 million or more in total assets, and									
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans: Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above)	4655		0		4665		0		M.3
Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.									
4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)					C388		N/A		M.4

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

Schedule RI-B Continued

Part II. Changes in Allowance for Loan and Lease Losses

	Dollar Amounts in Thousands			
	RI-B	Bil	Mil	
1. Balance most recently reported for the December 31, 2008, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	B522	7,686		1
2. Recoveries (must equal part I, item 9, column B, above)	4605	34		2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)	C079	1,381		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	4,875		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	11,214		7

Memoranda

	Dollar Amounts in Thousands			
	RI-B	Bil	Mil	
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	N/A		M.2
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges	C390	N/A		M.3
Memorandum item 4 is to be completed by all banks.				
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above)	C781	0		M.4

* Describe on Schedule RI-E—Explanations.

Schedule RI-E—Explanations

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

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

		Dollar Amounts in Thousands			Year-to-date		
		Total	Bil	Mil	Thou		
1. Other noninterest income (from Schedule RI, item 5.l)							
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 5.l:							
a.	Income and fees from the printing and sale of checks	C013		0			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		0			1.c
d.	Rent and other income from other real estate owned	4042		0			1.d
e.	Safe deposit box rent	C015		67			1.e
f.	Net change in the fair values of financial instruments accounted for under a fair value option	0720		0			1.f
g.	Bank card and credit card interchange fees	F555		0			1.g
TEXT							
h.	4461			4461		0	1.h
i.	4462			4462		0	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:							
a.	Data processing expenses	C017		440			2.a
b.	Advertising and marketing expenses	0497		205			2.b
c.	Directors' fees	4136		0			2.c
d.	Printing, stationery, and supplies	C018		151			2.d
e.	Postage	8403		0			2.e
f.	Legal fees and expenses	4141		0			2.f
g.	FDIC deposit insurance assessments	4146		1,350			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
TEXT							
l.	4464			4464		0	2.l
m.	4467			4467		0	2.m
n.	4468			4468		0	2.n
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and other adjustments):							
TEXT							
a.(1)	4469			4469		0	3.a.1
(2)	Applicable income tax effect	4486		0			3.a.2
b.(1)	4487			4487		0	3.b.1
(2)	Applicable income tax effect	4488		0			3.b.2
c.(1)	4489			4489		0	3.c.1
(2)	Applicable income tax effect	4491		0			3.c.2

FIRST BANK OF HIGHLAND PARK

Legal Title of Bank

HIGHLAND PARK

City

IL **60035**

State Zip Code

FDIC Certificate Number: 17470

FFIEC 041

Page RC-1

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

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

Schedule RC—Balance Sheet

		Dollar Amounts in Thousands		RC	CON	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				52,273			1.a
b.	Interest-bearing balances (2)	0071				200			1.b
2.	Securities:								
a.	Held-to-maturity securities (from Schedule RC-B, column A)	1754				0			2.a
b.	Available-for-sale securities (from Schedule RC-B, column D)	1773				136,754			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		0	4.a
b.	Loans and leases, net of unearned income	B528	1,186,866						4.b
c.	LESS: Allowance for loan and lease losses	3123	11,214						4.c
d.	Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)	B529				1,175,652			4.d
5.	Trading assets (from Schedule RC-D)	3545				0			5
6.	Premises and fixed assets (including capitalized leases)	2145				2,107			6
7.	Other real estate owned (from Schedule RC-M)	2150				5,383			7
8.	Investments in unconsolidated subsidiaries and associated companies	2130				0			8
	9. Direct and indirect investments in real estate ventures	3656				0			9
10.	Intangible assets:								
a.	Goodwill	3163				0			10.a
b.	Other intangible assets (from Schedule RC-M)	0426				0			10.b
11.	Other assets (from Schedule RC-F)	2160				8,937			11
12.	Total assets (sum of items 1 through 11)	2170				1,381,306			12

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

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

(3) Includes all securities resale agreements, regardless of maturity.

Schedule RC - Continued

Dollar Amounts in Thousands

	RCON	Bil	Mil	Thou	
LIABILITIES					
13. Deposits:					
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)	2200		1,228,782		13.a
(1) Noninterest-bearing (1)	6631	57,300			13.a.1
(2) Interest-bearing	6636	1,171,482			13.a.2
b. Not applicable					
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased (2)	B993		0		14.a
b. Securities sold under agreements to repurchase (3)	B995		7,977		14.b
15. Trading liabilities (from Schedule RC-D)	3548		0		15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)	3190		0		16
17. and 18. Not applicable					
19. Subordinated notes and debentures (4)	3200		0		19
20. Other liabilities (from Schedule RC-G)	2930		13,993		20
21. Total liabilities (sum of items 13 through 20)	2948		1,250,752		21
22. Not applicable					
EQUITY CAPITAL					
Bank Equity Capital					
23. Perpetual preferred stock and related surplus	3838		0		23
24. Common stock	3230		1,750		24
25. Surplus (excludes all surplus related to preferred stock)	3839		46,905		25
26. a. Retained earnings	3632		77,769		26.a
b. Accumulated other comprehensive income (5)	B530		4,130		26.b
c. Other equity capital components (6)	A130		0		26.c
27. a. Total bank equity capital (sum of items 23 through 26.c)	3210		130,554		27.a
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000		0		27.b
28. Total equity capital (sum of items 27.a and 27.b)	G105		130,554		28
29. Total liabilities and equity capital (sum of items 21 and 28)	3300		1,381,306		29

Memoranda

To be reported with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2008

RCON	Number	
6724	N/A	M.1

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

To be reported with the March Report of Condition.

2. Bank's fiscal year-end date

RCON	MM / DD	
8678	N/A	M.2

- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
- (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
- (3) Includes all securities repurchase agreements, regardless of maturity.
- (4) Includes limited-life preferred stock and related surplus.
- (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and minimum pension liability adjustments.
- (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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

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

Exclude assets held for trading.

	Dollar Amounts in Thousands			Bil	Mil	Thou	
	Sec	000	000				
1. Cash items in process of collection, unposted debits, and currency and coin:							
a. Cash items in process of collection and unposted debits	0020		0				1.a
b. Currency and coin	0080		716				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		20,223				2.b
3. Balances due from banks in foreign countries and foreign central banks:							
a. Foreign branches of other U.S. banks	0073		0				3.a
b. Other banks in foreign countries and foreign central banks	0074		0				3.b
4. Balances due from Federal Reserve Banks	0090		31,534				4
5. Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)	0010		52,473				5

Schedule RC-B—Securities

Exclude assets held for trading.

	Held-to-maturity								Available-for-sale								
	(Column A)				(Column B)				(Column C)				(Column D)				
	Amortized Cost				Fair Value				Amortized Cost				Fair Value				
Dollar Amounts in Thousands	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		0		1287		0		1
2. U.S. Government agency obligations (exclude mortgage-backed securities)																	
a. Issued by U.S. Government-agencies (1)	1289		0		1290		0		1291		43		1293		44		2.a
b. Issued by U.S. Government-sponsored agencies (2)	1294		0		1295		0		1297		28,488		1298		29,200		2.b
3. Securities issued by states and political subdivisions in the U.S.	8496		0		8497		0		8498		93,873		8499		97,815		3

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

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

Schedule RC-B—Continued

	Held-to-maturity								Available-for-sale													
	(Column A)				(Column B)				(Column C)				(Column D)									
	Amortized Cost				Fair Value				Amortized Cost				Fair Value									
Dollar Amounts in Thousands	RC0N	Bil	Mil	Thou	RC0N	Bil	Mil	Thou	RC0N	Bil	Mil	Thou	RC0N	Bil	Mil	Thou						
4. Mortgage-backed securities (MBS)																						
a. Residential mortgage pass-through securities:																						
(1) Guaranteed by GNMA	G300		0		G301		0		G302		0		G303		0		4.a.1					
(2) Issued by FNMA and FHLMC	G304		0		G305		0		G306		0		G307		0		4.a.2					
(3) Other pass-through securities	G308		0		G309		0		G310		0		G311		0		4.a.3					
b. Other residential mortgage backed securities (include REMICs, and stripped MBS)																						
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	G312		0		G313		0		G314		0		G315		0		4.b.1					
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	G316		0		G317		0		G318		0		G319		0		4.b.2					
(3) All other residential MBS	G320		0		G321		0		G322		0		G323		0		4.b.3					
c. Commercial MBS:																						
(1) Commercial mortgage pass-through securities	G324		0		G325		0		G326		0		G327		0		4.c.1					
(2) Other commercial MBS	G328		0		G329		0		G330		0		G331		0		4.c.2					
5. Asset-backed securities and structured financial products:																						
a. Asset-backed securities (ABS)	C026		0		C988		0		C989		0		C027		0		5.a					
b. Structured financial products:																						
(1) Cash	G336		0		G337		0		G338		0		G339		0		5.b.1					
(2) Synthetic	G340		0		G341		0		G342		0		G343		0		5.b.2					
(3) Hybrid	G344		0		G345		0		G346		0		G347		0		5.b.3					
6. Other debt securities:																						
a. Other domestic debt securities	1737		0		1738		0		1739		10,194		1741		9,670		6.a					
b. Foreign debt securities	1742		0		1743		0		1744		25		1746		25		6.b					
7. Investments in mutual funds and other equity securities with readily determinable fair values (1)															A510		0		A511		0	7
8. Total (sum of items 1 through 7) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754		0		1771		0		1772		132,623		1773		136,754		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			
	RC-N	Bil	Mil	Thou
1. Pledged securities (1)	0416		57,861	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		205	M.2.a.1
(2) Over three months through 12 months	A550		0	M.2.a.2
(3) Over one year through three years	A551		759	M.2.a.3
(4) Over three years through five years	A552		3,312	M.2.a.4
(5) Over five years through 15 years	A553		47,918	M.2.a.5
(6) Over 15 years	A554		84,560	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		0	M.2.b.1
(2) Over three months through 12 months	A556		0	M.2.b.2
(3) Over one year through three years	A557		0	M.2.b.3
(4) Over three years through five years	A558		0	M.2.b.4
(5) Over five years through 15 years	A559		0	M.2.b.5
(6) Over 15 years	A560		0	M.2.b.6
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of: (6)				
(1) Three years or less	A561		0	M.2.c.1
(2) Over three years	A562		0	M.2.c.2
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)	A248		205	M.2.d
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778		0	M.3
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):				
a. Amortized cost	8782		0	M.4.a
b. Fair value	8783		0	M.4.b

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

Schedule RC-B—Continued

Memoranda — Continued

	Held-to-maturity								Available-for-sale								
	(Column A)				(Column B)				(Column C)				(Column D)				
	Amortized Cost				Fair Value				Amortized Cost				Fair Value				
Dollar Amounts in Thousands	CON	Bil	Mil	Thou	CON	Bil	Mil	Thou	CON	Bil	Mil	Thou	CON	Bil	Mil	Thou	
<i>Memorandum items 5.a through 5.f are to be completed by banks with \$1 billion or more in total assets. (1)</i>																	
5. Asset-backed securities (ABS)(for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5.a):																	
a. Credit card receivables	B838		0		B839		0		B840		0		B841		0		M.5.a
b. Home equity lines	B842		0		B843		0		B844		0		B845		0		M.5.b
c. Automobile loans	B846		0		B847		0		B848		0		B849		0		M.5.c
d. Other consumer loans	B850		0		B851		0		B852		0		B853		0		M.5.d
e. Commercial and industrial loans	B854		0		B855		0		B856		0		B857		0		M.5.e
f. Other	B858		0		B859		0		B860		0		B861		0		M.5.f

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

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets (1)				(Column B) To Be Completed by All Banks			
	RC	CON	Bil	Thou	RC	CON	Bil	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					F158		4,960	1.a.1
(2) Other construction loans and all land development and other land loans					F159		63,257	1.a.2
b. Secured by farmland (including farm residential and other improvement)					1420		0	1.b
c. Secured by 1-4 family residential properties:								
(1) Revolving, open-end loans secured by 1-4 family residential properties extended under lines of credit					1797		70,627	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:								
(a) Secured by first liens					5367		60,740	1.c.2.a
(b) Secured by junior liens					5368		1,807	1.c.2.b
d. Secured by multifamily (5 or more) residential properties					1460		232,303	1.d
e. Secured by nonfarm nonresidential properties:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties					F160		32,397	1.e.1
(2) Loans secured by other nonfarm nonresidential properties					F161		209,832	1.e.2
2. Loans to depository institutions and acceptances of other banks					1288		7,905	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			7,905				2.a.2
b. To other depository institutions in the U.S.	B534			0				2.b
c. To banks in foreign countries:								
(1) To foreign branches of other U.S. banks	B536			0				2.c.1
(2) To other banks in foreign countries	B537			0				2.c.2
3. Loans to finance agricultural production and other loans to farmers					1590		0	3
4. Commercial and industrial loans					1766		86,732	4
a. To U.S. addressees (domicile)	1763			86,732				4.a
b. To non-U.S. addressees (domicile)	1764			0				4.b
5. Not applicable								
6. Loans to individuals for household, family, and other personal expenditure (i.e., consumer loans) (includes purchased paper):								
a. Credit cards					B538		0	6.a
b. Other revolving credit plans					B539		132	6.b
c. Other consumer loans (includes single payment, installment, and all student loans)					2011		1,359	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		0	8
9. Other Loans					1563		70	9
a. Loans for purchasing or carrying securities (secured and unsecured)	1545			0				9.a
b. All other loans (exclude consumer loans)	1564			70				9.b

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

Schedule RC-C—Continued

Part I. Continued

	(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	
Dollar Amounts in Thousands					
10. Lease financing receivables (net of unearned income)			2165	414,746	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	414,746			10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above			2123	0	11.
12. Total loans and leases, net of unearned income (sum of items 1 through 11) (must equal Schedule RC, sum of items 4.a and 4.b)			2122	1,186,867	12

Memoranda

	Dollar Amounts in Thousands		
	RCON	Bil Mil Thou	
Dollar Amounts in Thousands			
1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-N 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	2,647	M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	1616	25,576	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	6,749	M.2.a.1
(2) Over three months through 12 months	A565	16,295	M.2.a.2
(3) Over one year through three years	A566	16,040	M.2.a.3
(4) Over three years through five years	A567	13,633	M.2.a.4
(5) Over five years through 15 years	A568	318	M.2.a.5
(6) Over 15 years	A569	704	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	203,982	M.2.b.1
(2) Over three months through 12 months	A571	139,758	M.2.b.2
(3) Over one year through three years	A572	440,439	M.2.b.3
(4) Over three years through five years	A573	213,691	M.2.b.4
(5) Over five years through 15 years	A574	113,763	M.2.b.5
(6) Over 15 years	A575	0	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	366,784	M.2.c

- (1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.
- (2) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.
- (3) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.
- (4) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, part I, sum of items 1 through 10, column B, minus total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued	Dollar Amounts in Thousands		RCN	Bil	Mil	Thou
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column B (5)	2746	0				M.3
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)	5370	6,297				M.4
5. <i>To be completed by banks with \$300 million or more in total assets: (6)</i> Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, items 1.a through 1.e, column B)	8837	0				M.5
<i>Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date and (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>						
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.	C391	N/A				M.6
Memorandum item 7 is to be completed by all banks.						
7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):						
a. Outstanding balance	C779	0				M.7.a
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9	C780	0				M.7.b
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:						
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and <i>Memorandum items 8.b and 8.c are to be completed by banks that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule RC-C, part I, Memorandum item 8.a.) as of December 31, 2008, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income (as reported in Schedule RC-C, part I, item 12, column B).</i>	F230	0				M.8.a
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	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	7,645				M.9
<i>Memorandum items 10 and 11 are to be completed by banks that have elected to measure loans included in Schedule RC-C, part I, items 1 through 9, at fair value under a fair value option.</i>						
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):						
a. Loans secured by real estate:						
(1) Construction, land development, and other land loans	F578	N/A				M.10.a.1
(2) Secured by farmland (including farm residential and other improvements)	F579	N/A				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	N/A				M.10.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:						
(1) Secured by first liens	F581	N/A				M.10.a.3.b.1
(2) Secured by junior liens	F582	N/A				M.10.a.3.b.2

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

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

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued

		Dollar Amounts in Thousands			RCON			Bil Mil Thou		
10.	a. (4) Secured by multifamily (5 or more) residential properties	F583						N/A		M.10.a.4
	(5) Secured by nonfarm nonresidential properties	F584						N/A		M.10.a.5
	b. Commercial and industrial loans	F585						N/A		M.10.b
	c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
	(1) Credit cards	F586						N/A		M.10.c.1
	(2) Other revolving credit plans	F587						N/A		M.10.c.2
	(3) Other consumer loans (includes single payment, installment, and all student loans)	F588						N/A		M.10.c.3
	d. Other loans	F589						N/A		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						N/A		M.11.a.1
	(2) Secured by farmland (including farm residential and other improvements)	F591						N/A		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						N/A		M.11.a.3.a
	(b) Closed-end loans secured by 1-4 family residential properties:									
	(1) Secured by first liens	F593						N/A		M.11.a.3.b.1
	(2) Secured by junior liens	F594						N/A		M.11.a.3.b.2
	(4) Secured by multifamily (5 or more) residential properties	F595						N/A		M.11.a.4
	(5) Secured by nonfarm nonresidential properties	F596						N/A		M.11.a.5
	b. Commercial and industrial loans	F597						N/A		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						N/A		M.11.c.1
	(2) Other revolving credit plans	F599						N/A		M.11.c.2
	(3) Other consumer loans (includes single payment, installment, and all student loans)	F600						N/A		M.11.c.3
	d. Other loans	F601						N/A		M.11.d

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

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued

Dollar Amounts in Thousands

RC	CON	Bil	Mill	Thou
G376				N/A
G377				N/A
RCON				
G378				0

Memorandum item 13 is to be completed by banks that had construction, land development and other land loans (as reported in Schedule RC-C, part I, item 1.a, column B) that are 100 percent of total risk-based capital (as reported in Schedule RC-R, item 21) as of December 31, 2008.

13. Construction, land development, and other land loans with interest reserves:

a. Amount of loans that provide for the use of interest reserves (included in Schedule RC-C, part I, item 1.a, column B)

M.13.a

b. Amount of interest capitalized from interest reserves on construction, land development, and other land loans that is included in interest and fee income on loans during the quarter (included in Schedule RI, item 1a.(1)(b))

M.13.b

Memorandum item 14 is to be completed by all banks.

14. Pledged loans and leases

M.14

Schedule RC-D - Trading Assets and Liabilities

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

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

Schedule RC-D - Continued

Memoranda

	Dollar Amounts in Thousands			
	\$000	Bil	Mil	Thou
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a.(1) through 6.d):				
a. Loans secured by real estate:				
(1) Construction, land development, and other land loans	F625		N/A	M.1.a.1
(2) Secured by farmland (including farm residential and other improvements)	F626		N/A	M.1.a.2
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F627		N/A	M.1.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:				
(1) Secured by first liens	F628		N/A	M.1.a.3.b.1
(2) Secured by junior liens	F629		N/A	M.1.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F630		N/A	M.1.a.4
(5) Secured by nonfarm nonresidential properties	F631		N/A	M.1.a.5
b. Commercial and industrial loans	F632		N/A	M.1.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards	F633		N/A	M.1.c.1
(2) Other revolving credit plans	F634		N/A	M.1.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F635		N/A	M.1.c.3
d. Other loans	F636		N/A	M.1.d
2. Loans measured at fair value that are past due 90 days or more:				
a. Fair value	F639		N/A	M.2.a
b. Unpaid principal balance	F640		N/A	M.2.b
3. Structured financial products by underlying collateral or reference assets (sum of Memorandum items 3.a through 3.g must equal Schedule RC-D, sum of items 5.a.(1) through (3)):				
a. Trust preferred securities issued by financial institutions	G299		N/A	M.3.a
b. Trust preferred securities issued by real estate investment trusts	G332		N/A	M.3.b
c. Corporate and similar loans	G333		N/A	M.3.c
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334		N/A	M.3.d
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G335		N/A	M.3.e
f. Diversified (mixed) pools of structured financial products	G651		N/A	M.3.f
g. Other collateral or reference assets	G652		N/A	M.3.g
4. Pledged trading assets:				
a. Pledged securities	G387		N/A	M.4.a
b. Pledged Loans	G388		N/A	M.4.b
<i>Memorandum items 5 through 10 are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$1 billion or more in any of the four preceding calendar quarters.</i>				
5. Asset-backed securities:				
a. Credit card receivables	F643		N/A	M.5.a
b. Home equity lines	F644		N/A	M.5.b
c. Automobile loans	F645		N/A	M.5.c
d. Other consumer loans	F646		N/A	M.5.d
e. Commercial and industrial loans	F647		N/A	M.5.e
f. Other	F648		N/A	M.5.f
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651		N/A	M.6
7. Equity securities:				
a. Readily determinable fair values	F652		N/A	M.7.a
b. Other	F653		N/A	M.7.b
8. Loans pending securitization	F654		N/A	M.8

Schedule RC-D - Continued

Memoranda - Continued

		Dollar Amounts in Thousands		\$ in Billions		
		\$ in Thousands	\$ in Millions	\$ in Billions	\$ in Trillions	
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

	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)					
	Dollar Amounts in Thousands													
Deposits of:	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou		
1. Individuals, partnerships, and corporations (include all certified and official checks)	B549		89,806						B550		1,111,001			1
2. U.S. Government	2202		2						2520		0			2
3. States and political subdivisions in the U.S.	2203		57						2530		27,916			3
4. Commercial banks and other depository institutions in the U.S.	B551		0						B552		0			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		89,865		2210		57,300		2385		1,138,917			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		66,945		M.1.a
b. Total brokered deposits	2365		316,900		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		316,900		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		81,793		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		48,653		M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352		160,723		M.2.a.2
b. Total time deposits of less than \$100,000	6648		587,019		M.2.b
c. Total time deposits of \$100,000 or more	2604		342,522		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		28,752		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		
		\$000	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	90,982		M.3.a.1
(2) Over three months through 12 months	A580	182,260		M.3.a.2
(3) Over one year through three years	A581	186,103		M.3.a.3
(4) Over three years	A582	127,674		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	273,242		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	71,458		M.4.a.1
(2) Over three months through 12 months	A585	152,798		M.4.a.2
(3) Over one year through three years	A586	109,032		M.4.a.3
(4) Over three years	A587	9,234		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	224,256		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		Account	Bil	Mil	Thou	
1.	Accrued interest receivable (1)			B556		6,218		1
2.	Net deferred tax assets (2)			2148		0		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		0		4
5.	Life insurance assets			C009		0		5
6.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2168		2,719		6
a.	Prepaid Expenses	2166	0					6.a
b.	Repossessed personal property (including vehicles)	1578	0					6.b
c.	Derivatives with a positive fair value held for purposes other than trading	5919	0					6.c
d.	Retained interests in accrued interest receivable related to							
	TEXT securitized credit cards	C436	0					6.d
e.	3549	3549	0					6.e
f.	3550	3550	0					6.f
g.	3551	3551	0					6.g
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11)			2160		8,937		7

Schedule RC-G—Other Liabilities

		Dollar Amounts in Thousands		Account	Bil	Mil	Thou	
1. a.	Interest accrued and unpaid on deposits (5)			3645		8,439		1.a
b.	Other expenses accrued and unpaid (includes accrued income taxes payable)			3646		1,572		1.b
2.	Net deferred tax liabilities (2)			3049		0		2
3.	Allowance for credit losses on off-balance sheet credit exposures			B557		0		3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2938		3,982		4
a.	Accounts Payable	3066	0					4.a
b.	Deferred compensation liabilities	C011	0					4.b
c.	Dividends declared but not yet payable	2932	0					4.c
d.	Derivatives with a negative fair value held for purposes other than trading	C012	0					4.d
e.	TEXT 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		13,993		5

- (1) Includes accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets.
- (2) See discussion of deferred income taxes in Glossary entry on "income taxes."
- (3) Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.
- (4) Includes Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.
- (5) For savings banks, include "dividends" accrued and unpaid on deposits.

Schedule RC-K—Quarterly Averages (1)

		Dollar Amounts in Thousands		
		ACB	Bil Mil Thou	
ASSETS				
1.	Interest-bearing balances due from depository institutions	3381	200	1
2.	U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities)	B558	33,368	2
3.	Mortgage-backed securities (2)	B559	0	3
4.	All other securities (2, 3) (includes securities issued by states and political subdivisions in the U.S.)	B560	118,235	4
5.	Federal funds sold and securities purchased under agreements to resell	3365	21,097	5
6.	Loans:			
a.	Total loans	3360	732,556	6.a
b.	Loans secured by real estate:			
(1)	Loans secured by 1-4 family residential properties	3465	122,829	6.b.1
(2)	All other loans secured by real estate	3466	535,239	6.b.2
c.	Commercial and industrial loans	3387	73,122	6.c
d.	Loans to individuals for household, family, and other personal expenditures:			
(1)	Credit cards	B561	0	6.d.1
(2)	Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B562	1,525	6.d.2
7.	To be completed by banks with \$100 million or more in total assets: (4) Trading assets	3401	0	7
8.	Lease financing receivables (net of unearned income)	3484	433,889	8
9.	Total assets (5)	3368	1,404,723	9
LIABILITIES				
10.	Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)	3485	32,525	10
11.	Nontransaction accounts:			
a.	Savings deposits (includes MMDAs)	B563	197,690	11.a
b.	Time deposits of \$100,000 or more	A514	380,015	11.b
c.	Time deposits of less than \$100,000	A529	576,481	11.c
12.	Federal funds purchased and securities sold under agreements to repurchase	3353	10,941	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	0	13

Memorandum

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

- 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).
- Quarterly averages for all debt securities should be based on amortized cost.
- Quarterly averages for all equity securities should be based on historical cost.
- The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.
- The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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

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

		Dollar Amounts in Thousands				
		RCON	Bil	Mil	Thou	
1. Unused commitments:						
a.	Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines of credit	3814		54,706		1.a
b.	Credit card lines	3815		0		1.b
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate:						
(a)	1-4 family residential construction loan commitments	F164		0		1.c.1.a
(b)	Commercial real estate, other construction loan, and land development loan commitments	F165		31,898		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		84,059		1.e
2. Financial standby letters of credit		3819		12,613		2
Item 2.a is to be completed by banks with \$1 billion or more in total assets ¹						
a.	Amount of financial standby letters of credit conveyed to others	3820		12,613		2.a
3. Performance standby letters of credit		3821		0		3
Item 3.a is to be completed by banks with \$1 billion or more in total assets ¹						
a.	Amount of performance standby letters of credit conveyed to others	3822		0		3.a
4. Commercial and similar letters of credit		3411		0		4
5. Not applicable						
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)		3433		0		6
7. Credit derivatives:						
a. Notional amounts:		(Column A) Sold Protection		(Column B) Purchased Protection		
		RCON	Bil Mil Thou	RCON	Bil Mil Thou	
(1)	Credit default swaps	C968	0	C969	0	7.a.(1)
(2)	Total return swaps	C970	0	C971	0	7.a.(2)
(3)	Credit options	C972	0	C973	0	7.a.(3)
(4)	Other credit derivatives	C974	0	C975	0	7.a.(4)
b. Gross fair values:						
(1)	Gross positive fair value	C219	0	C221	0	7.b.(1)
(2)	Gross negative fair value	C220	0	C222	0	7.b.(2)
c. Notional amounts by regulatory capital treatment:(2)						
(1) Positions covered under the Market Risk Rule:						
(a) Sold protection		G401		0		7.c.(1)(a)
(b) Purchased protection		G402		0		7.c.(1)(b)
(2) All other positions:						
(a) Sold protection		G403		0		7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes		G404		0		7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes		G405		0		7.c.(2)(c)

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

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

Schedule RC-L—Continued

Dollar Amounts in Thousands

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

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

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

Schedule RC-L—Continued

Dollar Amounts in Thousands

Derivatives Position Indicators	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14)																	
a. Futures contracts	RCON 8693				RCON 8694				RCON 8695				RCON 8696				12.a
	0				0				0				0				
b. Forward contracts	RCON 8697				RCON 8698				RCON 8699				RCON 8700				12.b
	0				0				0				0				
c. Exchange-traded option contracts:	RCON 8701				RCON 8702				RCON 8703				RCON 8704				
(1) Written options	RCON 8705				RCON 8706				RCON 8707				RCON 8708				12.c.1
	0				0				0				0				
(2) Purchased options	RCON 8709				RCON 8710				RCON 8711				RCON 8712				12.c.2
	0				0				0				0				
d. Over-the-counter option contracts:	RCON 8713				RCON 8714				RCON 8715				RCON 8716				
(1) Written options	RCON 8717				RCON 8718				RCON 8719				RCON 8720				12.d.1
	0				0				0				0				
(2) Purchased options	RCON 8721				RCON 8722				RCON 8723				RCON 8724				12.d.2
	0				0				0				0				
e. Swaps	RCON 3450				RCON 3826				RCON 8719				RCON 8720				12.e
	0				0				0				0				
13. Total gross notional amount of derivative contracts held for trading	RCON A126				RCON A127				RCON 8723				RCON 8724				13
	0				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				14
	0				0				0				0				
a. Interest rate swaps where the bank has agreed to pay a fixed rate	RCON A589																14.a
	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	RCON 8737				RCON 8738				RCON 8739				RCON 8740				15.a.1
	0				0				0				0				
(2) Gross negative fair value	RCON 8741				RCON 8742				RCON 8743				RCON 8744				15.a.2
	0				0				0				0				
b. Contracts held for purposes other than trading:	RCON 8741				RCON 8742				RCON 8743				RCON 8744				
(1) Gross positive fair value	RCON 8745				RCON 8746				RCON 8747				RCON 8748				15.b.1
	0				0				0				0				
(2) Gross negative fair value	RCON 8745				RCON 8746				RCON 8747				RCON 8748				15.b.2
	0				0				0				0				

Schedule RC-L—Continued

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

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

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

Schedule RC-M—Memoranda

		Dollar Amounts in Thousands			
		Amount	Bil	Mill	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		17,912	1.a
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations					
	RCON Number	6165		3	1.b
2. Intangible assets other than goodwill:					
a. Mortgage servicing assets					
		3164		0	2.a
(1) Estimated fair value of mortgage servicing assets					
	A590			0	2.a.1
b. Purchased credit card relationships and nonmortgage servicing assets					
		8026		0	2.b
c. All other identifiable intangible assets					
		5507		0	2.c
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)					
		0426		0	2.d
3. Other real estate owned:					
a. Construction, land development, and other land					
		5508		0	3.a
b. Farmland					
		5509		0	3.b
c. 1-4 family residential properties					
		5510		1,814	3.c
d. Multifamily (5 or more) residential properties					
		5511		3,569	3.d
e. Nonfarm nonresidential properties					
		5512		0	3.e
f. Foreclosed properties from "GNMA loans"					
		C979		0	3.f
g. Total (sum of items 3.a through 3.f) (must equal Schedule RC, item 7)					
		2150		5,383	3.g
4. Not applicable					
5. Other borrowed money:					
a. Federal Home Loan Bank advances:					
(1) Advances with a remaining maturity or next repricing date of: (1)					
(a) One year or less					
		F055		0	5.a.1.a
(b) Over one year through three years					
		F056		0	5.a.1.b
(c) Over three years through five years					
		F057		0	5.a.1.c
(d) Over five years					
		F058		0	5.a.1.d
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above) (2)					
		2651		0	5.a.2
(3) Structured advances (included in items 5.a.(1)(a) - (d) above)					
		F059		0	5.a.3
b. Other borrowings:					
(1) Other borrowings with a remaining maturity or next repricing date of: (3)					
(a) One year or less					
		F060		0	5.b.1.a
(b) Over one year through three years					
		F061		0	5.b.1.b
(c) Over three years through five years					
		F062		0	5.b.1.c
(d) Over five years					
		F063		0	5.b.1.d
(2) Other borrowings with a REMAINING MATURITY of one year or less (included in item 5.b.(1)(a) above) (4)					
		B571		0	5.b.2
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 10.c)					
		1,190		0	5.c

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

Schedule RC-M—Continued

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

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

	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual		
	R	Bil	Thou	R	Bil	Thou	R	Bil	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	F172	2,368		F174	0		F176	2,579	1.a.1
(2) Other construction loans and all land development and other land loans	F173	0		F175	0		F177	8,479	1.a.2
b. Secured by farmland	3493	0		3494	0		3495	0	1.b
c. Secured by 1-4 family residential properties:									
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398	0		5399	0		5400	830	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens	C236	2,186		C237	0		C229	7,002	1.c.2.a
(b) Secured by junior liens	C238	0		C239	0		C230	0	1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3499	613		3500	0		3501	0	1.d
e. Secured by nonfarm nonresidential properties:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F178	0		F180	0		F182	2,606	1.e.1
(2) Loans secured by other nonfarm nonresidential properties	F179	0		F181	0		F183	0	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	50		1607	0		1608	0	4
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards	B575	0		B576	0		B577	0	5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578	12		B579	0		B580	0	5.b
6. Loans to foreign governments and official institutions	5389	0		5390	0		5391	0	6
7. All other loans (1)	5459	0		5460	0		5461	0	7
8. Lease financing receivables	1226	2,491		1227	0		1228	0	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.

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

Schedule RC-N—Continued

Memoranda	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						
	RCAN	Bil	Mil	Thou	RCAN	Bil	Mil	Thou	RCAN	Bil	Mil	Thou	
1. Restructured loans and leases included in Schedule RC items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1):													
a. Loans secured by 1-4 family residential properties	F661			0	F662			0	F663			0	M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	1658			0	1659			0	1661			0	M.1.b
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above	6558			0	6559			0	6560			0	M.2
3. Memorandum items 3.a through 3.d are to be completed by banks with \$300 million in total assets: (1)													
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	1248			0	1249			0	1250			0	M.3.a
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)	5380			0	5381			0	5382			0	M.3.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above)	1254			0	1255			0	1256			0	M.3.c
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above)	F166			0	F167			0	F168			0	M.3.d
<i>Memorandum item 4 is to be completed by: (1)</i>													
• banks with \$300 million or more in total assets													
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:													
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above)	1594			0	1597			0	1583			0	M.4
5. Loans and leases held for sale and loans measured at fair value (included Schedule RC-N, items 1 through 8, above):													
a. Loans and leases held for sale	C240			0	C241			0	C226			0	M.5.a
b. Loans measured at fair value:													
(1) Fair value	F664			0	F665			0	F666			0	M.5.b.1
(2) Unpaid principal balance	F667			0	F668			0	F669			0	M.5.b.2

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

Schedule RC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 days through 89 days				(Column B) Past due 90 days or more				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
<i>Memorandum item 6 is to be completed by banks with \$300 million or more in total assets: (1)</i>									
6. Derivative contracts:									
Fair value of amounts carried as assets	3529			0	3530			0	M.6
7. Additions to nonaccrual assets during the quarter	RCON				Bil				M.7
8. Nonaccrual assets sold during the quarter	C410				0				
	C411				0				M.8

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

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

All banks must complete items 1 and 2, items 7 through 9, Memorandum item 1, and, if applicable, Memorandum items 2, 3 and 4 each quarter. Each bank that reported \$1 billion or more in total assets in its March 31, 2007, Report of Condition must complete items 4 and 5 each quarter. In addition, each bank that reported \$1 billion or more in total assets in two consecutive Reports of Condition beginning with its June 30, 2007, report must begin to complete items 4 and 5 each quarter starting six months after the second consecutive quarter in which it reports total assets of \$1 billion or more. Each bank that becomes insured by the FDIC on or after April 1, 2007, must complete items 4 and 5 each quarter. Any other bank may choose to complete items 4 and 5, but the bank must then continue to complete items 4 and 5 each quarter thereafter.

Dollar Amounts in Thousands	RCON			
	Bil	Mil	Thou	
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	F236	1,237,221		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	1,250,586		4
5. Total daily average of allowable exclusions, including interest accrued and unpaid on allowable exclusions	F239	0		5
6. Not applicable				
7. Unsecured "Other borrowings" with a remaining maturity of (sum of items 7.a through 7.d must be less than or equal to Schedule RC-M, items 5.b.(1)(a)-(d) minus item 10.b)				
a. One year or less	G465	0		7.a
b. Over one year through three years	G466	0		7.b
c. Over three years through five years	G467	0		7.c
d. Over five years	G468	0		7.d
8. Subordinated notes and debentures with a remaining maturity of (sum of items 8.a through 8.d must equal Schedule RC, item 19):				
a. One year or less	G469	0		8.a
b. Over one year through three years	G470	0		8.b
c. Over three years through five years	G471	0		8.c
d. Over five years	G472	0		8.d
9. Reciprocal brokered deposits (included in Schedule RC-E, Memorandum item 1.b)	G803	0		9

Schedule RC-O—Continued

Memorandum

		Dollar Amounts in Thousands			
		RCON	Bil	Mil	Thou
1. Total assessable deposits of the bank, including related interest accrued and unpaid (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):					
a. Deposit accounts (excluding retirement accounts) of \$250,000 or less: (1)					
(1) Amount of deposit accounts (excluding retirement accounts) of \$250,000 or less		F049	902,341		M.1.a.1
(2) Number of deposit accounts (excluding retirement accounts) of \$250,000 or less (to be completed for the June report only)					
		F050	N/A		M.1.a.2
b. Deposit accounts (excluding retirement accounts) of more than \$250,000: (1)					
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$250,000		F051	267,935		M.1.b.1
(2) Number of deposit accounts (excluding retirement accounts) of more than \$250,000					
		F052	342		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	62,279		M.1.c.1
(2) Number of retirement deposit accounts of \$250,000 or less (to be completed for the June report only)					
		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	4,666		M.1.d.1
(2) Number of retirement deposit accounts of more than \$250,000					
		F048	16		M.1.d.2

Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets

2. Estimated amount of uninsured assessable deposits, including related interest accrued and unpaid (see instructions) (3)		F5597	368,421		M.2
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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

Memorandum items 4.a and 4.b are to be completed by all banks participating in the FDIC Transaction Account Guarantee Program.

		RCON	Bil	Mil	Thou
4. Noninterest-bearing transaction accounts (as defined in Part 370 of the FDIC's regulations) of more than \$250,000 (see instructions):					
a. Amount of noninterest-bearing transaction accounts of more than \$250,000 (including balances swept from noninterest-bearing transaction accounts to noninterest-bearing savings accounts).					
		G167	12,655		M.4.a
b. Number of noninterest-bearing transaction accounts of more than \$250,000					
		G168	22		M.4.b

- (1) The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date.
- (2) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.
- (3) Uninsured assessable deposits should be estimated based on the deposit insurance limits set forth in Memorandum items 1.a through 1.d without taking into account a bank's participation in the FDIC's Debt Guarantee Program or Transaction Account Guarantee Program.

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

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

		Dollar Amounts in Thousands		
		RC08	Bil Mil Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:(2)				
a.	Closed-end first liens	F066	0	1.a
b.	Closed-end junior liens	F067	0	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	0	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	0	3.a
b.	Closed-end junior liens	F071	0	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	0	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):				
a.	Closed-end 1-4 family residential mortgage loans	RIAD		
b.	Open-end 1-4 family residential mortgage loans extended under lines of credit	F184	0	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:				
a.	Closed-end first liens	RC08		
b.	Closed-end junior 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, 2008, Report of Condition.

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

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

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

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

	(Column A) Total Fair Value Reported on Schedule RC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
Dollar Amounts in Thousands											
ASSETS											
1. Available-for-sale securities	1773	136,754	G474	0	G475	0	G476	136,754	G477	0	1
2. Federal funds sold and securities purchased under agreements to resell	G478	0	G479	0	G480	0	G481	0	G482	0	2
3. Loans and leases held for sale	G483	0	G484	0	G485	0	G486	0	G487	0	3
4. Loans and leases held for investment	G488	0	G489	0	G490	0	G491	0	G492	0	4
5. Trading assets:											
a. Derivative assets	3543	0	G493	0	G494	0	G495	0	G496	0	5.a
b. Other trading assets	G497	0	G498	0	G499	0	G500	0	G501	0	5.b
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 5.b, above)	F240	0	F684	0	F692	0	F241	0	F242	0	5.b.1
6. All other assets	G391	0	G392	0	G395	0	G396	0	G804	0	6
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5b plus item 6)	G502	136,754	G503	0	G504	0	G505	136,754	G506	0	7

Schedule RC-Q—Continued

	(Column A) Total Fair Value Reported on Schedule RC			(Column B) LESS: Amounts Netted in the Determination of Total Fair Value			(Column C) Level 1 Fair Value Measurements			(Column D) Level 2 Fair Value Measurements			(Column E) Level 3 Fair Value Measurements			
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	
Dollar Amounts in Thousands																
LIABILITIES																
8. Deposits	F252		0	F686		0	F694		0	F253		0	F254		0	8
9. Federal funds purchased and securities sold under agreements to repurchase	G507		0	G508		0	G509		0	G510		0	G511		0	9
10. Trading liabilities:																
a. Derivative liabilities	3547		0	G512		0	G513		0	G514		0	G515		0	10.a
b. Other trading liabilities	G516		0	G517		0	G518		0	G519		0	G520		0	10.b
11. Other borrowed money	G521		0	G522		0	G523		0	G524		0	G525		0	11
12. Subordinated notes and debentures	G526		0	G527		0	G528		0	G529		0	G530		0	12
13. All other liabilities	G805		0	G806		0	G807		0	G808		0	G809		0	13
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13)	G531		0	G532		0	G533		0	G534		0	G535		0	14

Schedule RC-Q—Continued

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

Schedule RC-R—Regulatory Capital

	Dollar Amounts in Thousands				
	RCON	Bil Mil Thou			
Tier 1 capital					
1. Total bank equity capital (from Schedule RC, item 27.a)	3210	130,554	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	4,130	2		
3. LESS: Net unrealized loss on available-for-sale EQUITY securities (1) (report loss as a positive value)	A224	0	3		
4. LESS: Accumulated net gains (losses) on cash flow hedges (1) (if a gain, report as a positive value; if a loss, report as a negative value)	4336	0	4		
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5		
6. Qualifying noncontrolling (minority) interests in consolidated subsidiaries	B589	0	6		
7.a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	0	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	126,424	8		
9.a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	0	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	126,424	11		
Tier 2 capital					
12. Qualifying subordinated debt and redeemable preferred stock	5306	0	12		
13. Cumulative perpetual preferred stock includible in Tier 2 capital	B593	0	13		
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	11,214	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	11,214	17		
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	11,214	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	137,638	21		
Total assets for leverage ratio					
22. Average total assets (from Schedule RC-K, item 9)	3368	1,404,723	22		
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	0	23		
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	0	24		
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	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	1,404,723	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	9.00%	31
32. Tier 1 risk-based capital ratio (3)	7274	0.00%	7206	9.66%	32
33. Total risk-based capital ratio (4)	7275	0.00%	7205	10.52%	33

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

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

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

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

Schedule RC-R—Continued

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

	(Column A) 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 52,473	RCON C869 0	RCON B600 32,250	RCON B601 20,223		RCON B602 0	34
35. Held-to-maturity securities	RCON 1754 0	RCON B603 0	RCON B604 0	RCON B605 0	RCON B606 0	RCON B607 0	35
36. Available-for-sale securities	RCON 1773 136,754	RCON B608 4,131	RCON B609 43	RCON B610 28,488	RCON B611 93,873	RCON B612 10,219	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 0	RCON B617 0	RCON B618 0	RCON B619 0	RCON B620 0	RCON B621 0	38
39. Loans and leases, net of unearned income	RCON B528 1,186,866	RCON B622 0	RCON B623 0	RCON B624 7,905	RCON B625 53,738	RCON B626 1,125,224	39
40. LESS: Allowance for loan and lease losses	RCON 3123 11,214	RCON 3123 11,214					40
41. Trading assets	RCON 3545 0	RCON B627 0	RCON B628 0	RCON B629 0	RCON B630 0	RCON B631 0	41
42. All other assets (1)	RCON B639 16,427	RCON B640 0	RCON B641 0	RCON B642 0	RCON B643 0	RCON 5339 16,427	42
43. Total assets (sum of items 34 through 42)	RCON 2170 1,381,306	RCON B644 (7,083)	RCON 5320 32,293	RCON 5327 56,616	RCON 5334 147,611	RCON 5340 1,151,870	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%	
	Bil	Mil	Thou		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil
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	12,613			1.000	12,613			0	0	0	12,613	44
45. Performance standby letters of credit	RCON 3821				RCON B650			RCON B651	RCON B652	RCON B653	RCON B654	
of credit	0			.50	0			0	0	0	0	45
46. Commercial and similar letters of credit	RCON 3411				RCON B655			RCON B656	RCON B657	RCON B658	RCON B659	
of credit	0			.20	0			0	0	0	0	46
47. Risk participations in bankers acceptances acquired by the reporting institution	RCON 3429				RCON B660			RCON B661	RCON B662		RCON B663	
	0			1.00	0			0	0		0	47
	RCON 3433				RCON B664			RCON B665	RCON B666	RCON B667	RCON B668	
48. Securities lent	0			1.00	0			0	0	0	0	48
49. Retained recourse on small business obligations sold with recourse	RCON A250				RCON B669			RCON B670	RCON B671	RCON B672	RCON B673	
	0			1.00	0			0	0	0	0	49
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	RCON B541			See footnote 3	RCON B542						RCON B543	
	0			12.500	0						0	50
51. All other financial assets sold with recourse	RCON B675				RCON B676			RCON B677	RCON B678	RCON B679	RCON B680	
	0			1.00	0			0	0	0	0	51
52. All other off-balance sheet liabilities	RCON B681				RCON B682			RCON B683	RCON B684	RCON B685	RCON B686	
	0			1.00	0			0	0	0	0	52
53. Unused commitments:												
a. With an original maturity exceeding one year	RCON 3833				RCON B687			RCON B688	RCON B689	RCON B690	RCON B691	
	117,725			.50	58,863			0	0	0	58,863	53.a
b. With an original maturity of one year or less to asset-backed commercial paper conduits	RCON G591				RCON G592			RCON G593	RCON G594	RCON G595	RCON G596	
	0			.10	0			0	0	0	0	53.b
54. Derivative contracts					RCON A167			RCON B693	RCON B694	RCON B695		54
					0			0	0	0		

(1) Column A multiplied by credit conversion factor.

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

For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information. (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	
Totals	Dollar Amounts in Thousands												
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			
	32,293			56,616			147,611			1,223,346			55
56. Risk weight factor	x 0%			x 20%			x 50%			x 100%			56
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCON B700			RCON B701			RCON B702			RCON B703			
	0			11,323			73,806			1,223,346			57
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
										1,308,475			
60. LESS: Excess allowance for loan and lease losses										RCON A222			60
										0			
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
										1,308,475			

	Dollar Amounts in Thousands			RCON	Bil Mil Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards				8764	0	M.1

Schedule RC-R—Continued

Memoranda—Continued

Dollar Amounts in Thousands

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

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

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

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
	Dollar Amounts in Thousands	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 and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements	RCON B705 0	RCON B706 0	RCON B707 0	RCON B708 0	RCON B709 0	RCON B710 0	RCON B711 0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5)	RCON B712 0	RCON B713 0	RCON B714 0	RCON B715 0	RCON B716 0	RCON B717 0	RCON B718 0
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
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
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
4. Past due loan amounts included in item 1:	RCON B733 0	RCON B734 0	RCON B735 0	RCON B736 0	RCON B737 0	RCON B738 0	RCON B739 0
a. 30-89 days past due	RCON B740 0	RCON B741 0	RCON B742 0	RCON B743 0	RCON B744 0	RCON B745 0	RCON B746 0
b. 90 days or more past due	0	0	0	0	0	0	0
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs	RIAD B747 0	RIAD B748 0	RIAD B749 0	RIAD B750 0	RIAD B751 0	RIAD B752 0	RIAD B753 0
b. Recoveries	RIAD B754 0	RIAD B755 0	RIAD B756 0	RIAD B757 0	RIAD B758 0	RIAD B759 0	RIAD B760 0

1
2.a
2.b
2.c
3
4.a
4.b
5.a
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		
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou		
6. Amount of ownership (or seller's) interests carried as:									
a. Securities (included in Schedule RC-E 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)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)
	1-4 Family Residential Loans	Home Equity Lines	Credit Card Receivables	Auto Loans	Other Consumer Loans	Commercial and Industrial Loans	All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
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 0	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 0	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	M.1.a
b. Amount of retained recourse on these obligations as of the report date		A250	0	M.1.b
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):				
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements		B804	0	M.2.a
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements		B805	0	M.2.b
c. Other financial assets (includes home equity lines) (1)		A591	0	M.2.c
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)		F699	0	M.2.d
3. Asset-backed commercial paper conduits:				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letter credit, subordinated securities, and other enhancements:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company		B806	0	M.3.a.1
(2) Conduits sponsored by other unrelated institutions		B807	0	M.3.a.2
b. Unused commitments to provide liquidity to conduit structures:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company		B808	0	M.3.b.1
(2) Conduits sponsored by other unrelated institutions		B809	0	M.3.b.2
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C (2)		C407	N/A	M.4

(1) Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.
 (2) Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

Schedule RC-T—Fiduciary and Related Services

- | | | | |
|--|--------------|-----------------------|---|
| 1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T) | RCON
A345 | YES / NO
NO | 1 |
| 2. Does the institution exercise the fiduciary powers it has been granted? | RCON
A346 | YES / NO
NO | 2 |
| 3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.) | RCON
B867 | YES / NO
NO | 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	
	Dollars	Bil	Mill	Thou	Tril	Bil	Mill	Thou			
FIDUCIARY AND RELATED ASSETS											
4. Personal trust and agency accounts	RCON B868				RCON B869				RCON B870	RCON B871	4
	N/A				N/A				N/A	N/A	
5. Retirement related trust & agency accounts	RCON B872				RCON B873				RCON B874	RCON B875	
a. Employee benefit-defined contributions	N/A				N/A				N/A	N/A	5.a
	RCON B876				RCON B877				RCON B878	RCON B879	
b. Employee benefit-defined benefit	N/A				N/A				N/A	N/A	5.b
	RCON B880				RCON B881				RCON B882	RCON B883	
c. Other retirement accounts	N/A				N/A				N/A	N/A	5.c
	RCON B884				RCON B885				RCON C001	RCON C002	
6. Corporate trust and agency accounts	N/A				N/A				N/A	N/A	6
	RCON B886				RCON B887				RCON B888	RCON B889	
7. Investment management agency accounts	N/A				N/A				N/A	N/A	7
	RCON B890				RCON B891				RCON B892	RCON B893	
8. Other fiduciary accounts	N/A				N/A				N/A	N/A	8
9. Total fiduciary accounts (sum of items 4 through 8)	RCON B894				RCON B895				RCON B896	RCON B897	
	N/A				N/A				N/A	N/A	9
	RCON B898				RCON B899				RCON B898	RCON B899	
10. Custody and safekeeping accounts	N/A				N/A				N/A	N/A	10
11. Not applicable											

Schedule RC-T—Continued

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

Memoranda

	Dollar Amounts in Thousands			
	Managed Assets \$CON	Bil Mil Thou		
1. Managed assets held in personal trust and agency accounts:				
a. Noninterest-bearing deposits	B913	N/A		M.1.a
b. Interest-bearing deposits	B914	N/A		M.1.b
c. U.S. Treasury and U.S. Government agency obligations	B915	N/A		M.1.c
d. State, county and municipal obligations	B916	N/A		M.1.d
e. Money market mutual funds	B917	N/A		M.1.e
f. Other short-term obligations	B918	N/A		M.1.f
g. Other notes and bonds	B919	N/A		M.1.g
h. Common and preferred stocks	B920	N/A		M.1.h
i. Real estate mortgages	B921	N/A		M.1.i
j. Real estate	B922	N/A		M.1.j
k. Miscellaneous assets	B923	N/A		M.1.k
l. Total managed assets held in personal trust and agency accounts (sum of Memorandum items 1.a through 1.k) (must equal Schedule RC-T, item 4, column A)	B868	N/A		M.1.l

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

Schedule RC-T—Continued

Memoranda—Continued

	Dollar Amounts in Thousands		(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
	RCON	RIAD	RCON	RIAD	Bil	Thou	
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

	Dollar Amounts in Thousands		(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries		
	RCON	RIAD	RIAD	RIAD	RIAD	Mil	Thou		
4. Fiduciary settlements, surcharges and other losses:									
a. Personal trust and agency accounts	B947	N/A	B948	N/A	B949	N/A			M.4.a
b. Retirement related trust and agency accounts	B950	N/A	B951	N/A	B952	N/A			M.4.b
c. Investment management agency accounts	B953	N/A	B954	N/A	B955	N/A			M.4.c
d. Other fiduciary accounts and related services	B956	N/A	B957	N/A	B958	N/A			M.4.d
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 21)	B959	N/A	B960	N/A	B961	N/A			M.4.e

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

N/A
Name and Title (TEXT B962)

N/A
E-mail Address (TEXT B926)

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

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

REPORT OF CONDITION

Consolidating domestic subsidiaries of
FIRST BANK OF HIGHLAND PARK
in the state of IL at close of business on September 30, 2009
published in response to call made by (Enter additional information below)

Statement of Resources and Liabilities

Dollar Amounts in Thousands

ASSETS

Cash and balances due from depository institutions:		
Noninterest-bearing balances and currency and coin		52,273
Interest-bearing balances		200
Securities:		
Held-to-maturity securities		0
Available-for-sale securities		136,754
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		0
Loans and leases, net of unearned income	1,186,866	
LESS: Allowance for loan and lease losses	11,214	
Loans and leases, net of unearned income and allowance		1,175,652
Trading Assets		0
Premises and fixed assets (including capitalized leases)		2,107
Other real estate owned		5,383
Investments in unconsolidated subsidiaries and associated companies		0
Direct and indirect investments in real estate ventures		0
Intangible assets:		
Goodwill		0
Other intangible assets		0
Other assets		8,937
Total assets		1,381,306

REPORT OF CONDITION (Continued)

LIABILITIES

Dollar Amounts in Thousands

Deposits:

In domestic offices		1,228,782
Noninterest-bearing	57,300	
Interest-bearing	1,171,482	
Federal funds purchased and securities sold under agreements to repurchase:		
Federal funds purchased		0
Securities sold under agreements to repurchase		7,977
Trading liabilities		0
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		0
Subordinated notes and debentures		0
Other liabilities		13,993
Total liabilities		1,250,752

EQUITY CAPITAL

Bank Equity Capital		
Perpetual preferred stock and related surplus		0
Common stock		1,750
Surplus (exclude all surplus related to preferred stock)		46,905
Retained earnings		77,769
Accumulated other comprehensive income		4,130
Other equity capital components		0
Total bank equity capital		130,554
Noncontrolling (minority) interest in consolidated subsidiaries		0
Total equity capital		130,554
Total liabilities, minority interest, and equity capital		1,381,306

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.

I, Jeffrey Donenberg, Executive Vice President
(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.

Director #1

Director #2

Director #3
