FR Y-9C
OMB Number 7100-0128
Approval expires July 31, 2018

Board of Governors of the Federal Reserve System

Consolidated Financial Statements for Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the BHC Act (12 U.S.C. § 1844(c)), section 10 of Home Owners' Loan Act (HOLA) (12 U.S.C. § 1467a(b)), section 618 of the Dodd-Frank Act (12 U.S.C. § 1850a(c)(1)), section 165 of the Dodd-Frank Act (12 U.S.C. § 5365), and section 252.153(b)(2) of Regulation YY (12 CFR 252.153(b)(2)).

This report form is to be filed by holding companies with total consolidated assets of $1 billion or more. In addition, holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve 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.

NOTE: Each holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Holding Companies. The Consolidated Financial Statements for Holding Companies is to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named holding company, attest that the Consolidated Financial Statements for Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Date of Report: **June 30, 2017**
Month / Day / Year (BHCK 9999)

S. Biff Bowman
Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent) (BHCK H321)

08/02/2017
Date of Signature (MM/DD/YYYY) (BHTX J196)

NORTHERN TRUST CORPORATION
Legal Title of Holding Company (TEXT 9010)

50 SOUTH LA SALLE STREET
(Mailing Address of the Holding Company) Street / PO Box (TEXT 9110)

CHICAGO	IL	60603
City (TEXT 9130)	State (TEXT 9200)	Zip Code (TEXT 9220)

Person to whom questions about this report should be directed:

Matthew A. Reece, Senior Vice President
Name / Title (BHTX 8901)

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Holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 50.84 hours per response for non-Advanced Approaches HCs and 52.09 hours for Advanced Approaches HCs, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

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Report of Income for Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands	BHCK	Amount	
1. Interest income			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by 1–4 family residential properties	4435	132811	1.a.(1)(a)
(b) All other loans secured by real estate	4436	70658	1.a.(1)(b)
(c) All other loans	F821	221459	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	13268	1.a.(2)
b. Income from lease financing receivables	4065	1159	1.b.
c. Interest income on balances due from depository institutions[1]	4115	95328	1.c.
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488	59780	1.d.(1)
(2) Mortgage-backed securities	B489	116396	1.d.(2)
(3) All other securities	4060	101509	1.d.(3)
e. Interest income from trading assets	4069	16	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	13962	1.f.
g. Other interest income	4518	2713	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	829059	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of $250,000 or less	HK03	340	2.a.(1)(a)
(b) Time deposits of more than $250,000	HK04	4317	2.a.(1)(b)
(c) Other deposits	6761	7933	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	56042	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	3603	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	42276	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	15783	2.d.
e. Other interest expense	4398	2244	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	132538	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074	696521	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	-2044	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	1656429	5.a.
b. Service charges on deposit accounts in domestic offices	4483	34088	5.b.
c. Trading revenue[2]	A220	142564	5.c.
d. (1) Fees and commissions from securities brokerage	C886	0	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888	0	5.d.(2)
(3) Fees and commissions from annuity sales	C887	0	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.(4)
(5) Income from other insurance activities	C387	0	5.d.(5)
e. Venture capital revenue	B491	0	5.e.
f. Net servicing fees	B492	0	5.f.
g. Net securitization income	B493	0	5.g.

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

2. For holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

Schedule HI—Continued

Dollar Amounts in Thousands	BHCK	Amount	
5. h. Not applicable.			
i. Net gains (losses) on sales of loans and lease	8560	-5	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	1109	5.j.
k. Net gains (losses) on sales of other assets[3]	B496	-17	5.k.
l. Other noninterest income[4]	B497	78297	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	1912465	5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521	-103	6.a.
b. Realized gains (losses) on available-for-sale securities	3196	-620	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	1011749	7.a.
b. Expenses of premises and fixed assets (net of rental income)			
(excluding salaries and employee benefits and mortgage interest)	4217	143607	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	4682	7.c.(2)
d. Other noninterest expense[5]	4092	668537	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	1828575	7.e.
8. Income (loss) before applicable income taxes and discontinued operations			
(sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301	781732	8.
9. Applicable income taxes (foreign and domestic)	4302	237746	9.
10. Income (loss) before discontinued operations (item 8 minus item 9)	4300	543986	10.
11. Discontinued operations, net of applicable income taxes[6]	FT28	0	11.
12. Net income (loss) attributable to holding company and noncontrolling			
(minority) interests (sum of items 10 and 11)	G104	543986	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 holding company (item 12 minus item 13)	4340	543986	14.

3. Exclude net gains(losses) on sales of trading assets and held-to-maturity and available-for-sale-securities.
4. See Schedule HI, memoranda item 6.
5. See Schedule HI, memoranda item 7.
6. Describe on Schedule HI, memoranda item 8.

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519	712747	M.1.
2. Net income before applicable income taxes, and discontinued operations (item 8 above)			
on a fully taxable equivalent basis	4592	799483	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S.			
(included in Schedule HI, items 1.a and 1.b, above)	4313	8925	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S.			
(included in Schedule HI, item 1.d.(3), above)	4507	1508	M.4.

	BHCK	Number	
5. Number of full-time equivalent employees at end of current period			
(round to nearest whole number)	4150	17596	M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater			
than $100,000 that exceed 3 percent of Schedule HI, item 5.l):	BHCK	Amount	
a. Income and fees from the printing and sale of checks	C013	0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014	0	M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016	0	M.6.c.
d. Rent and other income from other real estate owned	4042	0	M.6.d.
e. Safe deposit box rent	C015	0	M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229	0	M.6.f.

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Amount	
6. g. Bank card and credit card interchange fees	F555	0	M.6.g.
h. Gains on bargain purchases	J447	0	M.6.h.
i. Income and fees from wire transfers	T047	0	M.6.i.
j. TEXT 8562 Loan and service related fees	8562	25672	M.6.j.
k. TEXT 8563 Banking fees	8563	20555	M.6.k.
l. TEXT 8564 Third party mutual fund fees	8564	11625	M.6.l.
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than $100,000 that exceed 3 percent of the sum of Schedule HI, item 7.d):			
a. Data processing expenses	C017	0	M.7a.
b. Advertising and marketing expenses	0497	35962	M.7.b.
c. Directors' fees	4136	0	M.7.c.
d. Printing, stationery, and supplies	C018	0	M.7.d.
e. Postage	8403	0	M.7.e.
f. Legal fees and expenses	4141	0	M.7.f.
g. FDIC deposit insurance assessments	4146		M.7.g.
h. Accounting and auditing expenses	F556	0	M.7.h.
i. Consulting and advisory expenses	F557	50602	M.7. i.
j. Automated teller machine (ATM) and interchange expenses	F558	0	M.7. j.
k. Telecommunications expenses	F559	0	M.7.k.
l. Other real estate owned expenses	Y923	0	M.7. l.
m. Insurance expenses (not included in employee expenses, premises and fixed assets expenses, and other real estate owned expenses)	Y924	0	M.7.m.
n. TEXT 8565 Computer and software related expenses	8565	209043	M.7.n.
o. TEXT 8566 Technical services market data and outsourcing expenses	8566	167148	M.7.o.
p. TEXT 8567 Subcustodial and depository fee expenses	8567	65120	M.7.p.
8. Discontinued operations and applicable income tax effect (from Schedule HI, item 11) (itemize and describe each discontinued operation):			
a. (1) TEXT FT29	FT29		M.8.a.(1)
(2) Applicable income tax effect BHCK FT30			M.8.a.(2)
b. (1) TEXT FT31	FT31		M.8.b.(1)
(2) Applicable income tax effect BHCK FT32			M.8.b.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) *Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of $2 million or more for any quarter of the preceding calendar year:*			
a. Interest rate exposures	8757	44572	M.9.a.
b. Foreign exchange exposures	8758	97992	M.9.b.
c. Equity security and index exposures	8759		M.9.c.
d. Commodity and other exposures	8760		M.9.d.
e. Credit exposures	F186		M.9.e.

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Amount	
Memoranda items 9.f and 9.g are to be completed by holding companies with $100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.[1]			
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above)	K090		M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)	K094		M.9.g.
10. 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.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890	0	M.10.b.
11. Credit losses on derivatives (see instructions)	A251	0	M.11.
Memorandum item 12.a is to be completed by holding companies with $1 billion or more in total assets.[1]			
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431	191786	M.12.a.
b. (1) Premiums on insurance related to the extension of credit	C242	0	M.12.b.(1)
(2) All other insurance premiums	C243	0	M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities	B983	0	M.12.c.

	0=No 1=Yes	BHCK		
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.)		A530	0	M.13.

Dollar Amounts in Thousands	BHCK	Amount	
Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.			
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets	F551	0	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	0	M.14.a.(1)
b. Net gains (losses) on liabilities	F553	0	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554	0	M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409	52632	M.15.

Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.	Year-to-date BHCK	Amount	
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a))	F228		M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities recognized in earnings (included in Schedule HI, items 6.a and 6.b)	J321	103	M.17.

1. The asset size test is based on the total assets reported as of June 30, 2016.

Schedule HI-A—Changes in Holding Company Equity Capital

Dollar Amounts in Thousands	BHCK	Amount	
1. Total holding company equity capital *most recently reported* for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	9770372	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	9770372	3.
	BHCT		
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	4340	543986	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK		
a. Sale of perpetual preferred stock, gross	3577	0	5.a.
b. Conversion or retirement of perpetual preferred stock	3578	0	5.b.
6. Sale of common stock:			
a. Sale of common stock, gross	3579	0	6.a.
b. Conversion or retirement of common stock	3580	-8759	6.b.
7. Sale of treasury stock	4782	163846	7.
8. LESS: Purchase of treasury stock	4783	227705	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	26586	10.
11. LESS: Cash dividends declared on common stock	4460	177732	11.
12. Other comprehensive income[1]	B511	31057	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	-618	14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT 3210	10067861	15.

1. Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

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

Dollar Amounts in Thousands	(Column A) Charge-offs[1] BHCK	Amount	(Column B) Recoveries BHCK	Amount	
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1–4 family residential construction loans	C891	0	C892	0	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 in domestic offices	3584	0	3585	0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411	2190	5412	589	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	1279	C217	791	1.c.(2)(a)
(b) Secured by junior liens	C235	235	C218	298	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	11	3589	96	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	31	C896	180	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	1100	C898	1053	1.e.(2)
f. In foreign offices	B512	0	B513	0	1.f.
2. Loans to depository institutions and acceptances of other banks:					
a. To U.S. banks and other U.S. depository institutions	4653	0	4663	0	2.a.
b. To foreign banks	4654	0	4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655	0	4665	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	4645	4471	4617	1151	4.a.
b. To non-U.S. addressees (domicile)	4646	0	4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	0	B515	0	5.a.
b. Automobile loans	K129	0	K133	2	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205	212	K206	196	5.c.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	107	4628	109	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	F185	0	F187	0	8.a.
b. All other leases	C880	0	F188	0	8.b.
9. Total (sum of items 1 through 8)	4635	9636	4605	4465	9.

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Charge-offs[1] Date BHCK	Amount	(Column B) Recoveries Date BHCK	Amount	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409	0	5410	30	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)	4652	0	4662	0	M.2.

Memorandum item 3 is to be completed by (1) holding companies that, 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

	Year-to-date BHCK	Amount	
3. 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		M.3.

Dollar Amounts in Thousands	BHCK	Amount	
II. Changes in allowance for loan and lease losses			
1. Balance *most recently reported* at end of previous year (i.e., after adjustments from amended Reports of Income)	B522	160992	1.
	BHCT		
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605	4465	2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	BHCK C079	9636	3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523	0	4.
	BHCT		
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230	-2044	5.
	BHCK		
6. Adjustments (see instructions for this schedule)	C233	-36	6.
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	BHCT 3123	153741	7.

1. Include write-downs arising from transfers to a held-for-sale account.

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435	0	M.1.
Memoranda items 2 and 3 are to be completed by (1) holding companies that, 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389		M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390		M.3.
Memorandum item 4 is to be completed by all holding companies.			
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781	0	M.4.

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

Schedule HI-C is to be completed by holding companies with $1 billion or more in total assets.[1]

Dollar Amounts in Thousands	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)		(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)		(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)		(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)		(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)		(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. Real estate loans:													
a. Construction loans	M708	0	M709	0	M710	477154	M711	6012	M712	0	M713	0	1.a.
b. Commercial real estate loans	M714	2808	M715	517	M716	3123193	M717	40360	M719	0	M720	0	1.b.
c. Residential real estate loans	M721	20648	M722	4847	M723	8394835	M724	73471	M725	0	M726	0	1.c.
2. Commercial loans[2]	M727	5039	M728	3330	M729	21163039	M730	24038	M731	0	M732	0	2.
3. Credit cards	M733	0	M734	0	M735	0	M736	0	M737	0	M738	0	3.
4. Other consumer loans.....	M739	0	M740	0	M741	275809	M742	1166	M743	0	M744	0	4.
5. Unallocated, if any.....							M745	0					5.
6. Total (sum of items 1.a. through 5.)	M746	28495	M747	8694	M748	33434030	M749	145047	M750	0	M751	0	6.

1. The asset size test is based on the total assets reported as of June 30, 2016.

2. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

Notes to the Income Statement—Predecessor Financial Items

For holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of $10 billion or more or 5 percent of the reporting holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

Dollar Amounts in Thousands	BHBC	Amount	
1. Total interest income	4107		1.
a. Interest income on loans and leases	4094		1.a.
b. Interest income on investment securities	4218		1.b.
2. Total interest expense	4073		2.
a. Interest expense on deposits	4421		2.a.
3. Net interest income	4074		3.
4. Provision for loan and lease losses	4230		4.
5. Total noninterest income	4079		5.
a. Income from fiduciary activities	4070		5.a.
b. Trading revenue	A220		5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490		5.c.
d. Venture capital revenue	B491		5.d.
e. Net securitization income	B493		5.e.
f. Insurance commissions and fees	B494		5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities	4091		6.
7. Total noninterest expense	4093		7.
a. Salaries and employee benefits	4135		7.a.
b. Goodwill impairment losses	C216		7.b.
8. Income (loss) before applicable income taxes and discontinued operations	4301		8.
9. Applicable income taxes	4302		9.
10. Noncontrolling (minority) interest	4484		10.
	BHCK		
11. Discontinued operations, net of applicable income taxes and noncontrolling (minority) interest	FT41		11.
	BHBC		
12. Net income (loss)	4340		12.
13. Cash dividends declared	4475		13.
14. Net charge-offs	6061		14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	4519		15.

Notes to the Income Statement (Other)

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A holding company has received $1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT		BHCK	Amount
0000	Sch. HI, item 1.a(1), Recognition of interest payments on		
	nonaccrual loans to XYZ country		
		0000	1350

Notes to the Income Statement (Other)

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
1.	5351				
			5351		1.
2.	5352				
			5352		2.
3.	5353				
			5353		3.
4.	5354				
			5354		4.
5.	5355				
			5355		5.
6.	B042				
			B042		6.
7.	B043				
			B043		7.
8.	B044				
			B044		8.
9.	B045				
			B045		9.
10.	B046				
			B046		10.

Notes to the Income Statement (Other)—Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
11.	B047				
			B047		11.
12.	B048				
			B048		12.
13.	B049				
			B049		13.
14.	B050				
			B050		14.
15.	B051				
			B051		15.
16.	B052				
			B052		16.
17.	B053				
			B053		17.
18.	B054				
			B054		18.
19.	B055				
			B055		19.
20.	B056				
			B056		20.

NORTHERN TRUST CORPORATION
Name of Holding Company

For Federal Reserve Bank Use Only
C.I. _____

Consolidated Financial Statements for Holding Companies

Report at the close of business 20170630
Date

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands			BHCK	Amount	
Assets					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin[1]			0081	2661054	1.a.
b. Interest-bearing balances:[2]					
(1) In U.S. offices			0395	13949998	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397	23116423	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)			1754	9099682	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)			1773	34167794	2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices	BHDM	B987		60000	3.a.
b. Securities purchased under agreements to resell[3]	BHCK	B989		2037017	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale			5369	36432	4.a.
b. Loans and leases, net of unearned income	B528	33462525			4.b.
c. LESS: Allowance for loan and lease losses	3123	153741			4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)			B529	33308784	4.d.
5. Trading assets (from Schedule HC-D)			3545	988314	5.
6. Premises and fixed assets (including capitalized leases)			2145	463336	6.
7. Other real estate owned (from Schedule HC-M)			2150	7747	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	8325	8.
9. Direct and indirect investments in real estate ventures			3656	10641	9.
10. Intangible assets:					
a. Goodwill			3163	523121	10.a.
b. Other intangible assets (from Schedule HC-M)			0426	39733	10.b.
11. Other assets (from Schedule HC-F)			2160	5127291	11.
12. Total assets (sum of items 1 through 11)			2170	125605692	12.

1. Includes cash items in process of collection and unposted debits.
2. Includes time certificates of deposit not held for trading.
3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

Dollar Amounts in Thousands	BHDM	Amount	
Liabilities			
13. Deposits:			
a. In domestic offices (from Schedule HC-E):			
(1) Noninterest-bearing[1]	6631	19479783	13.a.(1)
(2) Interest-bearing	6636	16503293	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN		
(1) Noninterest-bearing	6631	9608815	13.b.(1)
(2) Interest-bearing	6636	58720208	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM		
a. Federal funds purchased in domestic offices[2]	B993	100	14.a.
	BHCK		
b. Securities sold under agreements to repurchase[3]	B995	463565	14.b.
15. Trading liabilities (from Schedule HC-D)	3548	1159234	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190	5725142	16.
17. Not applicable.			
18. Not applicable.			
19. a. Subordinated notes and debentures[4]	4062	1654047	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	277457	19.b.
20. Other liabilities (from Schedule HC-G)	2750	1946187	20.
21. Total liabilities (sum of items 13 through 20)	2948	115537831	21.
22. Not applicable.			
Equity Capital			
Holding Company Equity Capital			
23. Perpetual preferred stock and related surplus	3283	882010	23.
24. Common stock (par value)	3230	408619	24.
25. Surplus (exclude all surplus related to preferred stock)	3240	1027046	25.
26. a. Retained earnings	3247	9247434	26.a.
b. Accumulated other comprehensive income[5]	B530	-338948	26.b.
c. Other equity capital components[6]	A130	-1158300	26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)	3210	10067861	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	10067861	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	125605692	29.

1. Includes noninterest-bearing demand, time, and savings deposits.
2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."
3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.
4. Includes limited-life preferred stock and related surplus.
5. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.
6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC—Continued

Memoranda (to be completed annually by holding companies for the December 31 report date)

1. Has the holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for Yes, enter "0" for No.) ……	0=No 1=Yes	BHCK C884	M.1.

2. If response to Memoranda item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.[7]

a. _____
(1) Name of External Auditing Firm (TEXT C703)

_____
(2) City (TEXT C708)

_____ _____
(3) State Abbreviation (TEXT C714) (4) Zip Code (TEXT C715)

b. _____
(1) Name of Engagement Partner (TEXT C704)

_____
(2) E-mail Address (TEXT C705)

7. The Federal Reserve regards information submitted in response to Memorandum item 2.b as confidential.

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost BHCK	Amount	Held-to-Maturity (Column B) Fair Value BHCK	Amount	Available-for-Sale (Column C) Amortized Cost BHCK	Amount	Available-for-Sale (Column D) Fair Value BHCK	Amount	
1. U.S. Treasury securities	0211	17967	0213	17968	1286	6032625	1287	6044782	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. government agencies[1]	1289	0	1290	0	1291	560126	1293	556768	2.a.
b. Issued by U.S. government-sponsored agencies[2]	1294	0	1295	0	1297	2719816	1298	2727677	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	47544	8497	49809	8498	834354	8499	833151	3.
4. Mortgage-backed securities (MBS)									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	928	G301	955	G302	0	G303	0	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	4885	G305	5293	G306	9457862	G307	9446950	4.a.(2)
(3) Other pass-through securities	G308	0	G309	0	G310	0	G311	0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies[3]	G312	913	G313	913	G314	5058294	G315	5053570	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies[3]	G316	0	G317	0	G318	37982	G319	38003	4.b.(2)
(3) All other residential mortgage-backed securities	G320	47031	G321	23385	G322	0	G323	0	4.b.(3)
c. Commercial MBS:									
(1) Commercial pass-through securities:									
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142	0	K143	0	K144	0	K145	0	4.c.(1)(a)
(b) Other pass-through securities	K146	0	K147	0	K148	0	K149	0	4.c.(1)(b)
(2) Other commercial MBS:									
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies[3]	K150	0	K151	0	K152	0	K153	0	4.c.(2)(a)
(b) All other commercial MBS	K154	0	K155	0	K156	445613	K157	443406	4.c.(2)(b)

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.
2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.
3. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost BHCK	Held-to-Maturity (Column A) Amortized Cost Amount	Held-to-Maturity (Column B) Fair Value BHCK	Held-to-Maturity (Column B) Fair Value Amount	Available-for-Sale (Column C) Amortized Cost BHCK	Available-for-Sale (Column C) Amortized Cost Amount	Available-for-Sale (Column D) Fair Value BHCK	Available-for-Sale (Column D) Fair Value Amount	
5. Asset-backed securities and structured financial products:									
a. Asset-backed Securities (ABS)	C026	186627	C988	188726	C989	2829774	C027	2832586	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	91601	1738	78919	1739	2351647	1741	2347915	6.a.
b. Other foreign debt securities	1742	8702186	1743	8711471	1744	3858241	1746	3842986	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	0	A511	0	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	BHCT 1754	9099682	1771	9077439	1772	34186334	BHCT 1773	34167794	8.

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
1. Pledged securities[1]	0416	32092310	M.1.
2. Remaining maturity or next repricing date of debt securities[2,3] (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less	0383	20650851	M.2.a.
b. Over 1 year to 5 years	0384	17599265	M.2.b.
c. Over 5 years	0387	5017360	M.2.c.
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 HC-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 debt securities by next repricing date.

Schedule HC-B—Continued

Memoranda—Continued

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost BHCK	Held-to-Maturity (Column A) Amortized Cost Amount	Held-to-Maturity (Column B) Fair Value BHCK	Held-to-Maturity (Column B) Fair Value Amount	Available-for-Sale (Column C) Amortized Cost BHCK	Available-for-Sale (Column C) Amortized Cost Amount	Available-for-Sale (Column D) Fair Value BHCK	Available-for-Sale (Column D) Fair Value Amount	
Memorandum item 5 is to be completed by holding companies with total assets over $1 billion or with foreign offices.[1]									
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):									
a. Credit card receivables	B838	0	B839	0	B840	1871920	B841	1875385	M.5.a.
b. Home equity lines	B842	0	B843	0	B844	0	B845	0	M.5.b.
c. Automobile loans	B846	186627	B847	188726	B848	906781	B849	906133	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	51073	B861	51068	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):									
a. Trust preferred securities issued by financial institutions	G348	0	G349	0	G350	0	G351	0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352	0	G353	0	G354	0	G355	0	M.6.b.
c. Corporate and similar loans	G356	0	G357	0	G358	0	G359	0	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360	0	G361	0	G362	0	G363	0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs	G364	0	G365	0	G366	0	G367	0	M.6.e.
f. Diversified (mixed) pools of structured financial products	G368	0	G369	0	G370	0	G371	0	M.6.f.
g. Other collateral or reference assets	G372	0	G373	0	G374	0	G375	0	M.6.g.

1. The $1 billion asset size test is based on the total assets reported as of June 30, 2016.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses 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) Consolidated		(Column B) In Domestic Offices		
Dollar Amounts in Thousands	BHCK	Amount	BHDM	Amount	
1. Loans secured by real estate	1410	12035736			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1–4 family residential construction loans			F158	92347	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	384807	1.a.(2)
			BHDM		
b. Secured by farmland			1420	13104	1.b.
c. Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			1797	1278206	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens			5367	6397326	1.c.(2)(a)
(b) Secured by junior liens			5368	67854	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	671918	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			BHCK		
			F160	854824	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties			F161	2274997	1.e.(2)
			BHDM		
2. Loans to depository institutions and acceptances of other banks			1288	0	2.
a. To U.S. banks and other U.S. depository institutions	1292	0			2.a.
b. To foreign banks	1296	5295			2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	0	1590	0	3.
4. Commercial and industrial loans			1766	5241946	4.
a. To U.S. addressees (domicile)	1763	4977246			4.a.
b. To non-U.S. addressees (domicile)	1764	335014			4.b.
5. Not applicable.					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	274971	6.
a. Credit cards	B538	0			6.a.
b. Other revolving credit plans	B539	7269			6.b.
c. Automobile loans	K137	247			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	268293			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	0	2081	0	7.
8. Not applicable.					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions	J454	194380	J454	194380	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)	1545	2458724	1545	1301964	9.b.(1)
(2) All other loans (exclude consumer loans)	J451	12975060	J451	12920817	9.b.(2)
10. Lease financing receivables (net of unearned income)			2165	233973	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	241693			10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above	2123	0	2123	0	11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122	33498957	2122	32203434	12.

Schedule HC-C—Continued

Memoranda

Dollar Amounts in Thousands	BHDM	Amount	
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):			
a. Construction, land development, and other land loans in domestic offices:			
(1) 1–4 family residential construction loans	K158	0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans	K159	2510	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576	34939	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	K160	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:			
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161	301	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K162	0	M.1.d.(2)
e. Commercial and Industrial loans:	BHCK		
(1) To U.S. addressees (domicile) K163 0			M.1.e.(1)
(2) To non-U.S. addressees (domicile) K164 0			M.1.e.(2)
f. All other loans (*include* loans to individuals for household, family, and other personal expenditures)[1]	K165	72	M.1.f.
Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):	BHDM		
(1) Loans secured by farmland in domestic offices	K166	0	M.1.f.(1)
	BHCK		
(2) Loans to finance agricultural production and other loans to farmers	K168	0	M.1.f.(2)
(3) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	K098	0	M.1.f.(3)(a)
(b) Automobile loans	K203	0	M.1.f.(3)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K204	0	M.1.f.(3)(c)
2. Loans to finance commercial real estate, construction, and land development activities *(not secured by real estate)* included in Schedule HC-C, items 4 and 9, Column A, above	2746	180430	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837	353	M.3.
Memorandum item 4 is to be completed by (1) holding companies that, 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).			
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, Column A)	C391		M.4.
Memorandum item 5 is to be completed by all holding companies.			
5. Purchased credit-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.5.a.
b. Amount included in Schedule HC-C, items 1 through 9	C780	0	M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:			
a. Total amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))	F230	0	M.6.a.

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Amount	
Memorandum items 6.b and 6.c are to be completed by holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2016, that exceeded the lesser of $100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).			
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231		M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the amount reported in Memorandum item 6.a above	F232		M.6.c.
7.-8. Not applicable.			
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	BHDM F577	18650	M.9.
10.-11. Not applicable.			

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition		(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are 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.

Dollar Amounts in Thousands	BHCK	Amount	
13. Not applicable.			
14. Pledged loans and leases	G378	9991193	M.14.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of $2 million or more in any of the four preceding quarters.

Dollar Amounts in Thousands	(Column A) Consolidated BHCM	Amount	(Column B) Domestic Offices BHCK	Amount	
Assets					
1. U.S. Treasury securities	3531	0	3531	0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532	0	3532	0	2.
3. Securities issued by states and political subdivisions in the U.S.	3533	436	3533	436	3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCK G379	74	BHDM G379	74	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies[1] (include CMOs, REMICs, and stripped MBS)	G380	0	G380	0	4.b.
c. All other residential mortgage-backed securities	G381	0	G381	0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies[1]	K197	0	K197	0	4.d.
e. All other commercial MBS	K198	0	K198	0	4.e.
5. Other debt securities					
a. Structured financial products:					
(1) Cash	G383	0	G383	0	5.a.(1)
(2) Synthetic	G384	0	G384	0	5.a.(2)
(3) Hybrid	G385	0	G385	0	5.a.(3)
b. All other debt securities	G386	95	G386	95	5.b.
6. Loans:					
a. Loans secured by real estate	F610	0			6.a.
(1) Construction, land development, and other land loans			F604	0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F605	0	6.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			F606	0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F607	0	6.a.(3)(b)(i)
(ii) Secured by junior liens			F611	0	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F612	0	6.a.(4)
(5) Secured by nonfarm nonresidential properties			F613	0	6.a.(5)
b. Commercial and industrial loans	F614	0	F614	0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F615	0	F615	0	6.c.(1)
(2) Other revolving credit plans	F616	0	F616	0	6.c.(2)
(3) Automobile loans	K199	0	K199	0	6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K210	0	K210	0	6.c.(4)
d. Other loans	F618	0	F618	0	6.d.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated BHCM	Amount	(Column B) Domestic Offices BHCK	Amount	
7.–8. Not applicable.					
9. Other trading assets	3541	0	3541	0	9.
10. Not applicable.					
11. Derivatives with a positive fair value	3543	987709	3543	485801	11.
12. Total trading assets (sum of items 1 through 11)	BHCT		BHDM		
(total of Column A must equal Schedule HC, item 5)	3545	988314	3545	486406	12.
Liabilities					
13. a. Liability for short positions:	BHCK		BHDM		
(1) Equity securities	G209	0	G209	0	13.a.(1)
(2) Debt securities	G210	0	G210	0	13.a.(2)
(3) All other assets	G211	0	G211	0	13.a.(3)
b. All other trading liabilities	F624	0	F624	0	13.b.
14. Derivatives with a negative fair value	3547	1159234	3547	385437	14.
15. Total trading liabilities (sum of items 13.a through 14)	BHCT				
(total of column A must equal Schedule HC, item 15)	3548	1159234	3548	385437	15.

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	BHDM	Amount	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)					
a. Loans secured by real estate	F790	0			M.1.a.
(1) Construction, land development, and other land loans			F625	0	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F626	0	M.1.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit			F627	0	M.1.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F628	0	M.1.a.(3)(b)(i)
(ii) Secured by junior liens			F629	0	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F630	0	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties			F631	0	M.1.a.(5)
b. Commercial and industrial loans	F632	0	F632	0	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F633	0	F633	0	M.1.c.(1)
(2) Other revolving credit plans	F634	0	F634	0	M.1.c.(2)
(3) Automobile loans	K200	0	K200	0	M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K211	0	K211	0	M.1.c.(4)
d. Other loans	F636	0	F636	0	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:					
a. Fair value	F639	0	F639	0	M.2.a.
b. Unpaid principal balance	F640	0	F640	0	M.2.b.

Schedule HC-D—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Consolidated BHCK	Amount	(Column B) Domestic Offices BHDM	Amount	
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):					
a. Trust preferred securities issued by financial institutions	G299	0	G299	0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332	0	G332	0	M.3.b.
c. Corporate and similar loans	G333	0	G333	0	M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334	0	G334	0	M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs	G335	0	G335	0	M.3.e.
f. Diversified (mixed) pools of structured financial products	G651	0	G651	0	M.3.f.
g. Other collateral or reference assets	G652	0	G652	0	M.3.g.
4. Pledged trading assets:					
a. Pledged securities	G387	0	G387	0	M.4.a.
b. Pledged loans	G388	0	G388	0	M.4.b.

Dollar Amounts in Thousands	BHCK	Amount	
Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of $1 billion or more in any of the four preceding quarters.			
5. Asset-backed securities:			
a. Credit card receivables	F643	0	M.5.a.
b. Home equity lines	F644	0	M.5.b.
c. Automobile loans	F645	0	M.5.c.
d. Other consumer loans	F646	0	M.5.d.
e. Commercial and industrial loans	F647	0	M.5.e.
f. Other	F648	0	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651	0	M.6.
7. Equity securities:			
a. Readily determinable fair values	F652	0	M.7.a.
b. Other	F653	0	M.7.b.
8. Loans pending securitization	F654	0	M.8.
9. a. (1) Gross fair value of commodity contracts	G212	0	M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory	G213	0	M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than $1,000,000 and exceed 25 percent of item 9 less Memoranda items 9.a.(1) and 9. a. (2)):			
(1) BHTX F655	F655	0	M.9.b.(1)
(2) BHTX F656	F656	0	M.9.b.(2)
(3) BHTX F657	F657	0	M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than $1,000,000 and exceed 25 percent of the item)			
a. BHTX F658	F658	0	M.10.a.
b. BHTX F659	F659	0	M.10.b.
c. BHTX F660	F660	0	M.10.c.

Schedule HC-E—Deposit Liabilities[1]

Dollar Amounts in Thousands	BHCB	Amount	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:			
a. Noninterest-bearing balances[2]	2210	19479783	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	2531102	1.b.
c Money market deposit accounts and other savings accounts	2389	12679260	1.c.
d. Time deposits of $250,000 or less	HK29	383661	1.d.
e. Time deposits of more than $250,000	J474	909270	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:	BHOD		
a. Noninterest-bearing balances[2]	3189		2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187		2.b.
c. Money market deposit accounts and other savings accounts	2389		2.c.
d. Time deposits of $250,000 or less	HK29		2.d.
e. Time deposits of more than $250,000	J474		2.e.

Memoranda

Dollar Amounts in Thousands	BHDM	Amount	
1. Brokered deposits $250,000 or less with a remaining maturity of one year or less	HK06	844	M.1.
2. Brokered deposits $250,000 or less with a remaining maturity of more than one year	HK31	0	M.2.
3. Time deposits of more than $250,000 with a remaining maturity of one year or less	HK32	861829	M.3.
	BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less	A245	6662939	M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).
2. Includes noninterest-bearing demand, time, and savings deposits.

Schedule HC-F—Other Assets

Dollar Amounts in Thousands	BHCK	Amount	
1. Accrued interest receivable[1]	B556	270081	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	463252	4.
5. Life insurance assets:			
a. General account life insurance assets	K201	0	5.a.
b. Separate account life insurance assets	K202	0	5.b.
c. Hybrid account life insurance assets	K270	0	5.c.
6. Other	2168	4393958	6.
	BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	5127291	7.

1. Include 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 HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands	BHCK	Amount	
1. Not applicable.			
2. Net deferred tax liabilities[1]	3049	583329	2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557	25032	3.
4. Other	B984	1337826	4.
	BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	1946187	5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity[1]

Dollar Amounts in Thousands	BHCK	Amount	
1. Earning assets that are repriceable within one year or mature within one year	3197	70971393	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet	3296	7841059	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	1000000	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408	0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409	203046	5.

1. Holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the holding company's assets in foreign countries and 10 percent of the holding company's total consolidated assets as of the report date.

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

Schedule HC-I must be completed by all top-tier holding companies. (See instructions for additional information.)

I. Property and Casualty Underwriting

Item 1 is to be completed by holding companies with $10,000,000 or more in reinsurance recoverables as of the effective date each quarter.

Dollar Amounts in Thousands	BHCK	Amount	
Assets			
1. Reinsurance recoverables	B988		1.
2. Total assets	C244	0	2.
Liabilities			
3. Claims and claims adjustment expense reserves	B990	0	3.
4. Unearned premiums	B991	0	4.
5. Total equity	C245	0	5.
6. Net income	C246	0	6.

II. Life and Health Underwriting

Item 1 is to be completed by holding companies with $10,000,000 or more in reinsurance recoverables as of the effective date each quarter.

Dollar Amounts in Thousands	BHCK	Amount	
Assets			
1. Reinsurance recoverables	C247		1.
2. Separate account assets	B992	0	2.
3. Total assets	C248	0	3.
Liabilities			
4. Policyholder benefits and contractholder funds	B994	0	4.
5. Separate account liabilities	B996	0	5.
6. Total equity	C249	0	6.
7. Net income	C250	0	7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands	BHCK	Amount	
Assets			
1. Securities:			
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B558	9718422	1.a.
b. Mortgage-backed securities	B559	15128398	1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	B560	18371480	1.c.
2. Federal funds sold and securities purchased under agreements to resell	3365	2059372	2.
	BHDM		
3. a. Total loans and leases in domestic offices	3516	32387637	3.a.
(1) Loans secured by 1–4 family residential properties	3465	7869287	3.a.(1)
(2) All other loans secured by real estate	3466	4378848	3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386	0	3.a.(3)
(4) Commercial and industrial loans	3387	5724289	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B561	0	3.a.(5)(a)
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards	B562	262959	3.a.(5)(b)
	BHFN		
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs	3360	1503806	3.b.
	BHCK		
4. a. Trading assets	3401	918159	4.a.
b. Other earning assets	B985	30796001	4.b.
5. Total consolidated assets	3368	118460363	5.
Liabilities			
6. Interest-bearing deposits (domestic)[1]	3517	16548816	6.
7. Interest-bearing deposits (foreign)[1]	3404	56672260	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	1041024	8.
9. All other borrowed money	2635	5886007	9.
10. Not applicable.			
Equity Capital			
11. Total equity capital (excludes limited-life preferred stock)	3519	9976032	11.

1. Includes interest-bearing demand deposits.

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C.I. _____

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

Report only transactions with nonrelated institutions

Dollar Amounts in Thousands	BHCK	Amount	
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):			
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines)	3814	1069719	1.a.
b. (1) Unused consumer credit card lines	J455	0	1.b.(1)
(2) Other unused credit card lines	J456	0	1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	3816	373426	1.c.(1)
(a) 1–4 family residential construction loan commitments	F164	83823	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165	289603	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550	21381	1.c.(2)
d. Securities underwriting	3817	0	1.d.
e. Other unused commitments:			
(1) Commercial and industrial loans	J457	15109654	1.e.(1)
(2) Loans to financial institutions	J458	1656545	1.e.(2)
(3) All other unused commitments	J459	10381785	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees	6566	3123309	2.
Item 2.a is to be completed by holding companies with $1 billion or more in total assets.[1]			
a. Amount of financial standby letters of credit conveyed to others	3820	65499	2.a.
3. Performance standby letters of credit and foreign office guarantees	6570	196160	3.
Item 3.a is to be completed by holding companies 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	39341	4.
5. Not applicable.			
6. Securities:			
a. Securities lent	3433	120035374	6.a.
b. Securities borrowed	3432	0	6.b.

7. Credit derivatives:	(Column A) Sold Protection		(Column B) Purchased Protection		
a. Notional amounts:	BHCK	Amount	BHCK	Amount	
(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)

	BHCK	Amount	
c. Notional amounts by regulatory capital treatment:			
(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 based on the total assets reported as of June 30, 2016.

Schedule HC-L—Continued

Report only transactions with nonrelated institutions

Dollar Amounts in Thousands	Remaining Maturity of: (Column A) One year or less BHCK	Amount	(Column B) Over One Year Through Five Years BHCK	Amount	(Column C) Over Five Years BHCK	Amount	
7. d. Notional amounts by remaining maturity:							
(1) Sold credit protection:							
(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:							
(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)

	BHCK	Amount	
8. Spot foreign exchange contracts	8765	20960155	8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total holding company equity capital") (itemize and describe in items 9.a through 9.f only amounts that exceed 25 percent of Schedule HC, item 27.a)	3430	0	9.
a. Commitments to purchase when-issued securities	3434	0	9.a.
b. Commitments to sell when-issued securities	3435	0	9.b.
c. TEXT 6561	6561	0	9.c.
d. TEXT 6562	6562	0	9.d.
e. TEXT 6568	6568	0	9.e.
f. TEXT 6586	6586	0	9.f.

10. Not applicable.

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators	Amount	Amount	Amount	Amount	
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
	BHCK 8693	BHCK 8694	BHCK 8695	BHCK 8696	
a. Futures contracts.	0	0	0	0	11.a.
	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	
b. Forward contracts	0	283753187	0	0	11.b.
c. Exchange-traded option contracts:					
	BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704	
(1) Written options	0	0	0	0	11.c.(1)
	BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708	
(2) Purchased options ..	0	0	0	0	11.c.(2)
d. Over-the-counter option contracts:					
	BHCK 8709	BHCK 8710	BHCK 8711	BHCK 8712	
(1) Written options	1045494	0	0	0	11.d.(1)
	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	
(2) Purchased options ..	65494	0	0	0	11.d.(2)
	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	
e. Swaps	11889420	1171313	324613	0	11.e.
12. Total gross notional amount of derivative contracts held for trading					
	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	
	7216981	280751452	0	0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading					
	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	
	5783427	4173048	324613	0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736	
	81247	3038118	0	0	14.a.(1)
(2) Gross negative fair value	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	
	64607	3004846	0	0	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	
	41231	36405	0	0	14.b.(1)
(2) Gross negative fair value	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	
	17075	100254	25851	0	14.b.(2)

Schedule HC-L—Continued

Item 15 is to be completed only by holding companies with total assets of $10 billion or more.[1]

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms		(Column B) Monoline Financial Guarantors		(Column C) Hedge Funds		(Column D) Sovereign Governments		(Column E) Corporations and All Other Counterparties		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
15. Over-the-counter derivatives:											
a. Net current credit exposure	G418	815505	G419	0	G420	0	G421	0	G422	836021	15.a.
b. Fair value of collateral:											
(1) Cash–U.S. dollar	G423	700357	G424	0	G425	0	G426	0	G427	67365	15.b.(1)
(2) Cash–Other currencies	G428	0	G429	0	G430	0	G431	0	G432	0	15.b.(2)
(3) U.S. Treasury securities	G433	0	G434	0	G435	0	G436	0	G437	0	15.b.(3)
(4) U.S. government agency and U.S. government-sponsored agency debt securities	G438	0	G439	0	G440	0	G441	0	G442	0	15.b.(4)
(5) Corporate bonds	G443	0	G444	0	G445	0	G446	0	G447	0	15.b.(5)
(6) Equity securities	G448	0	G449	0	G450	0	G451	0	G452	0	15.b.(6)
(7) All other collateral	G453	0	G454	0	G455	0	G456	0	G457	0	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458	700357	G459	0	G460	0	G461	0	G462	67365	15.b.(8)

1. The $10 billion asset size test is based on the total assets reported as of June 30, 2016.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK	Amount	
1. Total number of holding company common shares outstanding	Number (Unrounded) 3459 228485957			1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries		6555	4413190	2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries		6556	370987	3.
4. Other assets acquired in satisfaction of debts previously contracted		6557	0	4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC		A288	0	5.
6. Assets covered by loss-sharing agreements with the FDIC:				
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):				
(1) Loans secured by real estate in domestic offices:				
(a) Construction, land development, and other land loans:		BHDM		
(1) 1–4 family residential construction loans		K169	0	6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans		K170	0	6.a.(1)(a)(2)
(b) Secured by farmland		K171	0	6.a.(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		K172	0	6.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:				
(a) Secured by first liens		K173	0	6.a.(1)(c)(2)(a)
(b) Secured by junior liens		K174	0	6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties		K175	0	6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties		K176	0	6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties		K177	0	6.a.(1)(e)(2)
		BHCK		
(2) Loans to finance agricultural production and other loans to farmers		K178	0	6.a.(2)
(3) Commercial and industrial loans		K179	0	6.a.(3)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(a) Credit cards		K180	0	6.a.(4)(a)
(b) Automobile loans		K181	0	6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards		K182	0	6.a.(4)(c)
(5) All other loans and leases		K183	0	6.a.(5)
b. Other real estate owned (included in Schedule HC, item 7):		BHDM		
(1) Construction, land development, and other land in domestic offices		K187	0	6.b.(1)
(2) Farmland in domestic offices		K188	0	6.b.(2)
(3) 1–4 family residential properties in domestic offices		K189	0	6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices		K190	0	6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices		K191	0	6.b.(5)

Schedule HC-M—Continued

Dollar Amounts in Thousands	BHFN	Amount	
6. b. (6) In foreign offices	K260	0	6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that	BHCK		
is protected by FDIC loss-sharing agreements	K192	0	6.b.(7)
c. Debt securities (included in Schedule HC, items 2.a and 2.b)	J461	0	6.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets)	J462	0	6.d.
7. Captive insurance and reinsurance subsidiaries:			
a. Total assets of captive insurance subsidiaries[1]	K193	0	7.a.
b. Total assets of captive reinsurance subsidiaries[1]	K194	0	7.b.

8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	BHCK C251	0	8.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	BHCK 6689	0	9.

10. Not applicable.

11. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A." The holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10	0=No 1=Yes	BHCK 6416	1	11.

TEXT	
6428	Elisa Davis

Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)

312-557-3267

Area Code / Phone Number (TEXT 9009)

	BHCK	Amount	
12. Intangible assets other than goodwill:			
a. Mortgage servicing assets	3164	0	12.a.
(1) Estimated fair value of mortgage servicing assets 6438 0			12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	B026	0	12.b.
c. All other identifiable intangible assets	5507	39733	12.c.
	BHCT		
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	0426	39733	12.d.
13. Other real estate owned	2150	7747	13.
14. Other borrowed money:	BHCK		
a. Commercial paper	2309	0	14.a.
b. Other borrowed money with a remaining maturity of one year or less	2332	4210535	14.b.
c. Other borrowed money with a remaining maturity of more than one year	2333	1514607	14.c.
	BHCT		
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	3190	5725142	14.d.

15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	BHCK B569	1	15.

	BHCK	Amount	
16. Assets under management in proprietary mutual funds and annuities	B570	161710798	16.

1. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting holding company.

Schedule HC-M—Continued

The following two questions (items 17 and 18) will be used to determine if the reporting holding company must complete the Consolidated Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)4(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for Yes; enter "0" for No.)

0=No	BHCK		
1=Yes	C161	1	17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of $100 million (on an acquisition cost basis) or 10 percent of the holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for Yes; enter "0" for No.).....

0=No	BHCK		
1=Yes	C159	0	18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all holding companies that are not required to file the FR Y-12.

19. a. Has the holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for Yes; enter "0" for No.).....

0=No	BHCK		
1=Yes	C700	0	19.a.

b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for Yes; enter "0" for No.) .....

0=No			
1=Yes	C701	0	19.b.

Dollar Amounts in Thousands	BHCK	Amount	
Memoranda items 20 and 21 are to be completed only by holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.			
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:			
a. Net assets	C252	68753	20.a.
b. Balances due from related institutions:			
(1) Due from the holding company (parent company only), gross.....	4832		20.b.(1)
(2) Due from subsidiary banks of the holding company, gross	4833	1928	20.b.(2)
(3) Due from nonbank subsidiaries of the holding company, gross	4834	2	20.b.(3)
c. Balances due to related institutions:			
(1) Due to holding company (parent company only), gross	5041		20.c.(1)
(2) Due to subsidiary banks of the holding company, gross.....	5043	2039	20.c.(2)
(3) Due to nonbank subsidiaries of the holding company, gross	5045	1	20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors	5047		20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B))[1]	C253		21.

1. A savings and loan holding company that wishes to engage in financial holding company activities must have an effective election to be treated as a financial holding company or conducts activities under section 10(c)(2)(H)(i) of the HOLA (12 U.S.C. 1467a(c)(2)(H)(i)).

Schedule HC-M—Continued

Memoranda item 22 is to be completed by holding companies with total assets of $30 billion or more.

22. Address (URL) for the reporting holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

TEXT C497 http:// www.northerntrust.com 22.

Dollar Amounts in Thousands	BHCK	Amount	
Memoranda items 23 and 24 are to be completed by all holding companies.			
23. Secured liabilities:			
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)	F064	0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	F065	4000000	23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:			
a. Senior perpetual preferred stock or similar items	G234	0	24.a.
b. Warrants to purchase common stock or similar items	G235	0	24.b.

For Federal Reserve Bank Use Only

C.I. _____

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing BHCK	Amount	(Column B) Past due 90 days or more and still accruing BHCK	Amount	(Column C) Nonaccrual BHCK	Amount	
1. Loans secured by real estate:							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans	F172	0	F174	0	F176	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	886	F175	0	F177	4113	1.a.(2)
b. Secured by farmland in domestic offices	3493	0	3494	0	3495	323	1.b.
c. Secured by 1–4 family residential properties in domestic offices:							
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5398	1954	5399	285	5400	33001	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:							
(a) Secured by first liens	C236	7125	C237	430	C229	89161	1.c.(2)(a)
(b) Secured by junior liens	C238	213	C239	0	C230	6849	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.	3499	3837	3500	0	3501	1353	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178	1139	F180	0	F182	7546	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	6624	F181	0	F183	2808	1.e.(2)
f. In foreign offices	B572	0	B573	0	B574	0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. U.S. banks and other U.S. depository institutions	5377	0	5378	0	5379	0	2.a.
b. Foreign banks	5380	0	5381	0	5382	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594	0	1597	0	1583	0	3.
4. Commercial and industrial loans	1606	5512	1607	278	1608	13707	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	0	B576	0	B577	0	5.a.
b. Automobile loans	K213	0	K214	0	K215	1	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K216	7276	K217	14804	K218	82	5.c.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	120171	5460	48867	5461	18	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F166	0	F167	0	F168	0	8.a.
b. All other leases	F169	0	F170	0	F171	0	8.b.

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	0	9.
10. TOTAL (sum of items 1 through 9)	5524	154737	5525	64664	5526	158962	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S.Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)	K036	0	K037	0	K038	27	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039	0	K040	0	K041	27	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	K042	0	K043	0	K044	0	11.b.
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:							
a. Loans secured by real estate in domestic offices:							
(1) Construction, land development, and other land loans:							
(a) 1–4 family residential construction loans	BHDM K045	0	BHDM K046	0	BHDM K047	0	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans	K048	0	K049	0	K050	0	12.a.(1)(b)
(2) Secured by farmland.....	K051	0	K052	0	K053	0	12.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.....	K054	0	K055	0	K056	0	12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:							
(1) Secured by first liens	K057	0	K058	0	K059	0	12.a.(3)(b)(1)
(2) Secured by junior liens.....	K060	0	K061	0	K062	0	12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties.....	K063	0	K064	0	K065	0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:							
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066	0	K067	0	K068	0	12.a.(5)(a)
(b) Loans secured by other non-farm nonresidential properties.....	K069	0	K070	0	K071	0	12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers.....	BHCK K072	0	BHCK K073	0	BHCK K074	0	12.b.
c. Commercial and industrial loans.....	K075	0	K076	0	K077	0	12.c.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
12.d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards	K078	0	K079	0	K080	0	12.d.(1)
(2) Automobile loans	K081	0	K082	0	K083	0	12.d.(2)
(3) Other consumer loans	K084	0	K085	0	K086	0	12.d.(3)
e. All other loans and leases	K087	0	K088	0	K089	0	12.e.
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	K102	0	K103	0	K104	0	12.f.

Memoranda

Dollar Amounts in Thousands	BHDM	Amount	BHDM	Amount	BHDM	Amount	
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans	K105	0	K106	0	K107	0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K108	0	K109	0	K110	4079	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	BHCK F661	563	BHCK F662	0	BHCK F663	61555	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM K111	0	BHDM K112	0	BHDM K113	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114	0	K115	0	K116	7546	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117	0	K118	0	K119	1332	M.1.d.(2)

Schedule HC-N—Continued

Memoranda–Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. e. Commercial and industrial loans:							
(1) To U.S. addressees (domicile).....	K120	0	K121	0	K122	0	M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K123	0	K124	0	K125	0	M.1.e.(2)
f. All other loans (*include* loans to individuals for household, family, and other personal expenditures).....	K126	0	K127	0	K128	56	M.1.f.
Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):							
(1) Loans secured by farmland in domestic offices	BHDM K130	0	BHDM K131	0	BHDM K132	0	M.1.f.(1)
(2) Loans to finance agricultural production and other loans to farmers.....	BHCK K138	0	BHCK K139	0	BHCK K140	0	M.1.f.(2)
(3) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K274	0	K275	0	K276	0	M.1.f.(3)(a)
(b) Automobile loan	K277	0	K278	0	K279	0	M.1.f.(3)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards	K280	0	K281	0	K282	0	M.1.f.(3)(c)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558	1495	6559	0	6560	0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508	0	1912	0	1913	0	M.3.
4. Not applicable.							
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)							
a. Loans and leases held for sale	C240	0	C241	0	C226	3995	M.5.a.
b. Loans measured at fair value:							
(1) Fair value.....	F664		F665		F666		M.5.b.(1)
(2) Unpaid principal balance	F667		F668		F669		M.5.b.(2)

Schedule HC-N—Continued

Memoranda–Continued

Item 6 is to be reported only by holding companies with total consolidated assets of $1 billion or more, or with $2 billion or more in par/notional amounts of off-balance-sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days BHCK	Amount	(Column B) Past due 90 days or more BHCK	Amount	
6. Derivative contracts:					
Fair value of amounts carried as assets ……	3529	0	3530	0	M.6.

Dollar Amounts in Thousands	BHCK	Amount	
7. Additions to nonaccrual assets during the quarter ……	C410	9224	M.7.
8. Nonaccrual assets sold during the quarter ……	C411	0	M.8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing BHCK	Amount	(Column B) Past due 90 days or more and still accruing BHCK	Amount	(Column C) Nonaccrual BHCK	Amount	
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):							
a. Outstanding balance ……	L183	0	L184	0	L185	0	M.9.a.
b. Amount included in Schedule HC-N, items 1 through 7, above ……	L186	0	L187	0	L188	0	M.9.b.

Schedule HC-P—1–4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all holding companies with $1 billion or more in total assets[1] and (2) holding companies with less than $1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale[2] from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed $10 million for two consecutive quarters.

Dollar Amounts in Thousands	BHCK	Amount	
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:	BHDM		
(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]	BHCK		
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:	BHDM		
(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 mortgages sold during the quarter:	BHCK		
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:	BHDM		
(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 mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):	BHCK		
a. Closed-end first liens	F072	175	4.a.
b. Closed-end junior liens	F073	0	4.b.
c. Open-end loans extended under lines of credit:	BHDM		
(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 HI, items 5.c, 5.f, 5.g, and 5.i):	BHCK		
a. Closed-end 1–4 family residential mortgage loans	F184		5.a.
	BHDM		
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	F560		5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:			
a. Closed-end first liens	F678	0	6.a.
b. Closed-end junior liens	F679	0	6.b.
c. Open-end loans extended under lines 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)
7. Representation and warranty reserves for 1–4 family residential mortgage loans sold:			
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	BHCK		
	L191		7.a.
b. For representations and warranties made to other parties	L192		7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	M288		7.c.

1. The $1 billion asset size test is based on the total assets reported as of June 30, 2016.
2. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

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

Schedule HC-Q is to be completed by all holding companies.

Dollar Amounts in Thousands	(Column A) Total Fair Value Reported on Schedule HC		(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		
	BHCY	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Assets											
1. Available-for-sale securities	1773	34167794	G474	0	G475	6044782	G476	28118910	G477	4102	1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK 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:	BHCT										
a. Derivative assets	3543	987709	G493	2131657	G494	0	G495	3119366	G496	0	5.a.
b. Other trading assets	BHCK G497	605	G498	0	G499	0	G500	605	G501	0	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-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	G502	35156108	G503	2131657	G504	6044782	G505	31238881	G506	4102	7.
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:	BHCT										
a. Derivative liabilities	3547	1159234	G512	1910219	G513	0	G514	3069453	G515	0	10.a.
b. Other trading liabilities	BHCK 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	G531	1159234	G532	1910219	G533	0	G534	3069453	G535	0	14.

Schedule HC-Q—Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Total Fair Value Reported on Schedule HC		(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		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than $100,000 and exceed 25 percent of item 6):											
a. Mortgage servicing assets.....	G536	0	G537	0	G538	0	G539	0	G540	0	M.1.a.
b. Nontrading derivative assets.....	G541	0	G542	0	G543	0	G544	0	G545	0	M.1.b.
c. BHTX G546	G546		G547	0	G548	0	G549	0	G550	0	M.1.c.
d. BHTX G551	G551		G552	0	G553	0	G554	0	G555	0	M.1.d.
e. BHTX G556	G556		G557	0	G558	0	G559	0	G560	0	M.1.e.
f. BHTX G561	G561		G562	0	G563	0	G564	0	G565	0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than $100,000 and exceed 25 percent of item 13):											
a. Loan commitments (not accounted for as derivatives).....	F261	0	F689	0	F697	0	F262	0	F263	0	M.2.a.
b. Nontrading derivative liabilities	G566	0	G567	0	G568	0	G569	0	G570	0	M.2.b.
c. BHTX G571	G571		G572	0	G573	0	G574	0	G575	0	M.2.c.
d. BHTX G576	G576		G577	0	G578	0	G579	0	G580	0	M.2.d.
e. BHTX G581	G581		G582	0	G583	0	G584	0	G585	0	M.2.e.
f. BHTX G586	G586		G587	0	G588	0	G589	0	G590	0	M.2.f.

Schedule HC-Q—Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Consolidated BHCK	Amount	(Column B) Domestic Offices BHDM	Amount	
Memorandum items 3 and 4 are to be completed by holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.					
3. Loans measured at fair value:					
a. Loans secured by real estate	F608	0			M.3.a.
(1) Construction, land development, and other land loans			F578	0	M.3.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F579	0	M.3.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			F580	0	M.3.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F581	0	M.3.a.(3)(b)(i)
(ii) Secured by junior liens			F582	0	M.3.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F583	0	M.3.a.(4)
(5) Secured by nonfarm nonresidential properties			F584	0	M.3.a.(5)
b. Commercial and industrial loans	F585	0	F585	0	M.3.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F586	0	F586	0	M.3.c.(1)
(2) Other revolving credit plans	F587	0	F587	0	M.3.c.(2)
(3) Automobile loans	K196	0	K196	0	M.3.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K208	0	K208	0	M.3.c.(4)
d. Other loans	F589	0	F589	0	M.3.d.
4. Unpaid principal balances of loans measured at fair value (reported in memorandum item 3):					
a. Loans secured by real estate	F609	0			M.4.a.
(1) Construction, land development, and other land loans			F590	0	M.4.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F591	0	M.4.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			F592	0	M.4.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F593	0	M.4.a.(3)(b)(i)
(ii) Secured by junior liens			F594	0	M.4.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F595	0	M.4.a.(4)
(5) Secured by nonfarm nonresidential properties			F596	0	M.4.a.(5)
b. Commercial and industrial loans	F597	0	F597	0	M.4.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F598	0	F598	0	M.4.c.(1)
(2) Other revolving credit plans	F599	0	F599	0	M.4.c.(2)
(3) Automobile loans	K195	0	K195	0	M.4.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209	0	K209	0	M.4.c.(4)
d. Other loans	F601	0	F601	0	M.4.d.

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C.I. _____

Schedule HC-R—Regulatory Capital

Part I. Regulatory Capital Components and Ratios

Dollar Amounts in Thousands	BHCA	Amount	
Common Equity Tier 1 Capital			
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	P742	277364	1.
	BHCT		
2. Retained earnings	3247	9247434	2.
	BHCA		
3. Accumulated other comprehensive income (AOCI)	B530	-272871	3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.)	0=No 1=Yes	BHCA P838	0 3.a.
	BHCA	Amount	
4. Common equity tier 1 minority interest includable in common equity tier 1 capital	P839	0	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)	P840	9251927	5.
Common Equity Tier 1 Capital: Adjustments and Deductions			
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)	P841	467864	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	P842	27259	7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs	P843	0	8.
9. AOCI-related adjustments (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):			
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value)	P844		9.a.
b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value)	P845		9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value)	P846		9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value)	P847		9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value)	P848		9.e.
f. To be completed only by holding companies that entered "0" for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value)	P849	614	9.f.
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:			
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value)	Q258	0	10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions	P850	87550	10.b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments	P851	0	11.
12. Subtotal (item 5 minus items 6 through 11)	P852	8668640	12.

Schedule HC-R—Continued

Part I.—Continued

Dollar Amounts in Thousands	BHCA	Amount	
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P853	0	13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P854	0	14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P855	0	15.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold	P856	0	16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions	P857	0	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858	0	18.
19. **Common equity tier 1 capital** (item 12 minus item 18)	P859	8668640	19.
Additional Tier 1 Capital			
20. Additional tier 1 capital instruments plus related surplus	P860	882010	20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	P861	0	21.
22. Tier 1 minority interest not included in common equity tier 1 capital	P862	0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	P863	882010	23.
24. LESS: Additional tier 1 capital deductions	P864	25420	24.
25. **Additional tier 1 capital** (greater of item 23 minus item 24, or zero)	P865	856590	25.
Tier 1 Capital			
26. **Tier 1 capital** (sum of items 19 and 25)	8274	9525230	26.
Tier 2 Capital			
27. Tier 2 capital instruments plus related surplus	P866	1159354	27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital	P867	134566	28.
29. Total capital minority interest that is not included in tier 1 capital	P868	0	29.
30. a. Allowance for loan and lease losses includable in tier 2 capital	5310	178773	30.a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital	BHCW 5310	0	30.b.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital	BHCA Q257	0	31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31)	P870	1472693	32.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31)	BHCW P870	1293920	32.b.
33. LESS: Tier 2 capital deductions	BHCA P872	11700	33.
34. a. **Tier 2 capital** (greater of item 32.a minus item 33, or zero)	5311	1460993	34.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero)	BHCW 5311	1282220	34.b.
Total Capital	BHCA		
35. a. **Total capital** (sum of items 26 and 34.a)	3792	10986223	35.a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b)	BHCW 3792	10807450	35.b.

Schedule HC-R—Continued

Part I.—Continued

Dollar Amounts in Thousands	BHCX	Amount	
Total Assets for the Leverage Ratio			
36. Average total consolidated assets	3368	118460363	36.
37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions)	BHCA P875	608093	37.
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes	B596	47758	38.
39. **Total assets for the leverage ratio** (item 36 minus items 37 and 38)	A224	117804512	39.
Total Risk-Weighted Assets			
40. a. **Total risk-weighted assets** (from Schedule HC-R, Part II item 31)	A223	70598621	40.a.
b. (Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60)	BHCW A223	65618711	40.b.

	Column A		Column B		
	BHCA	Percentage	BHCW	Percentage	
Risk-Based Capital Ratios*					
41. Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19 divided by item 40.b)	P793	12.2788	P793	13.2106	41.
42. Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 40.b)	7206	13.4921	7206	14.5160	42.
43. Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 35.b divided by item 40.b)	7205	15.5615	7205	16.4701	43.

	BHCA	Percentage	
Leverage Capital Ratios*			
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204	8.0856	44.
45. Advanced approaches holding companies only: Supplementary leverage ratio (From FFIEC 101 Schedule A, Table 2, item 2.22)	H036	6.9590	45.

	BHCA	Percentage	
Capital Buffer*			
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:			
a. Capital conservation buffer	H311	7.4921	46.a.
b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer	H312	5.7500	46.b.

Dollar Amounts in Thousands	BHCA	Amount	
Institutions must complete items 47 and 48 if the amount in item 46.a is less than or equal to the applicable minimum capital conservation buffer:			
47. Eligible retained income	H313		47.
48. Distributions and discretionary bonus payments during the quarter	H314		48.

*** Report each ratio and buffer as a percentage, rounded to four decimal places, e.g., 12.3456.**

Schedule HC-R—Continued

Part II. Risk-Weighted Assets

This schedule is to be submitted on a consolidated basis.

Holding companies (HC) are required to assign a 100 percent risk-weight to all assets not specifically assigned a risk-weight under Subpart D of the Federal Reserve's regulatory capital rules[1] and not deducted from tier 1 or tier 2 capital.

	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
			Allocation by Risk-Weight Category								
			0%	2%	4%	10%	20%	50%	100%	150%	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
Balance Sheet Asset Categories[2]											
1. Cash and balances due from depository institutions……	BHCK D957	BHCK S396	BHCK D958				BHCK D959	BHCK S397	BHCK D960	BHCK S398	
	39727474	0	29085839				9030947	1351948	183435	75305	1.
2. Securities:											
a. Held-to-maturity securities……	BHCK D961	BHCK S399	BHCK D962	BHCK HJ74	BHCK HJ75		BHCK D963	BHCK D964	BHCK D965	BHCK S400	
	8906326	0	5383553	0	0		3278887	798	243088	0	2.a.
b. Available-for-sale securities……	BHCK D966	BHCK S402	BHCK D967	BHCK HJ76	BHCK HJ77		BHCK D968	BHCK D969	BHCK D970	BHCK S403	
	30891801	111259	9409294	0	0		19092833	312342	1966073	0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:											
a. Federal funds sold (in domestic offices)	BHCK D971		BHCK D972				BHCK D973	BHCK S410	BHCK D974	BHCK S411	
	60000		0				60000	0	0	0	3.a.
b. Securities purchased under agreements to resell ……	BHCK H171	BHCK H172									
	2037017	2037017									3.b.
4. Loans and leases held for sale:											
a. Residential mortgage exposures ……	BHCK S413	BHCK S414	BHCK H173				BHCK S415	BHCK S416	BHCK S417		
	0	0	0				0	0	0		4.a.
b. High volatility commercial real estate exposures……	BHCK S419	BHCK S420	BHCK H174				BHCK H175	BHCK H176	BHCK H177	BHCK S421	
	0	0	0				0	0	0	0	4.b.
c. Exposures past due 90 days or more or on nonaccrual[3]..	BHCK S423	BHCK S424	BHCK S425	BHCK HJ78	BHCK HJ79		BHCK S426	BHCK S427	BHCK S428	BHCK S429	
	3820	0	0	0	0		0	0	0	3820	4.c.

1. For bank holding companies, 12 CFR Part 217 and 225; and for covered savings and loan holding companies, 12 CFR Part 217.
2. All securitization exposures held as on-balance sheet assets of the reporting institution are to be excluded from items 1 through 8 and are to be reported instead in item 9.
3. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches[4]		
	250%[5]	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
Balance Sheet Asset Categories (continued)										
1. Cash and balances due from depository institutions										1.
2. Securities:										
a. Held-to-maturity securities										2.a.
b. Available-for-sale securities		BHCK S405		BHCK S406				BHCK H271	BHCK H272	
		0		0				0	0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:										
a. Federal funds sold (in domestic offices)										3.a.
b. Securities purchased under agreements to resell										3.b.
4. Loans and leases held for sale:										
a. Residential mortgage exposures								BHCK H273	BHCK H274	
								0	0	4.a.
b. High volatility commercial real estate exposures								BHCK H275	BHCK H276	
								0	0	4.b.
c. Exposures past due 90 days or more or on nonaccrual[6]								BHCK H277	BHCK H278	
								0	0	4.c.

4. Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the collateral haircut approach is applied, separate account bank-owned life insurance, and default fund contributions to central counterparties.
5. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.
6. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
			Allocation by Risk-Weight Category								
			0%	2%	4%	10%	20%	50%	100%	150%	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
4. Loans and leases held for sale (continued):											
d. All other exposures.....	BHCK S431	BHCK S432	BHCK S433	BHCK HJ80	BHCK HJ81		BHCK S434	BHCK S435	BHCK S436	BHCK S437	
	32612	0	0	0	0		0	0	32612	0	4.d.
5. Loans and leases, net of unearned income:											
a. Residential mortgage exposures.....	BHCK S439	BHCK S440	BHCK H178				BHCK S441	BHCK S442	BHCK S443		
	8535787	0	0				0	7477214	1058573		5.a.
b. High volatility commercial real estate exposures.....	BHCK S445	BHCK S446	BHCK H179				BHCK H180	BHCK H181	BHCK H182	BHCK S447	
	369372	0	0				0	0	0	369372	5.b.
c. Exposures past due 90 days or more or on nonaccrual[7].....	BHCK S449	BHCK S450	BHCK S451	BHCK HJ82	BHCK HJ83		BHCK S452	BHCK S453	BHCK S454	BHCK S455	
	85883	0	0	0	0		0	0	0	85883	5.c.
d. All other exposures....	BHCK S457	BHCK S458	BHCK S459	BHCK HJ84	BHCK HJ85		BHCK S460	BHCK S461	BHCK S462	BHCK S463	
	24471484	-1791	453	0	0		235378	28190	24209254	0	5.d.
6. LESS: Allowance for loan and lease losses	BHCX 3123	BHCY 3123									
	153741	153741									6.
7. Trading Assets.....	BHCK D976	BHCK S466	BHCK D977	BHCK HJ86	BHCK HJ87		BHCK D978	BHCK D979	BHCK D980	BHCK S467	
	988314	988314	0	0	0		0	0	0	0	7.
8. All other assets[8]	BHCK D981	BHCK S469	BHCK D982	BHCK HJ88	BHCK HJ89		BHCK D983	BHCK D984	BHCK D985	BHCK H185	
	6180194	518218	205041	0	0		220082	26181	5194008	1199	8.
a. Separate account bank-owned life insurance											8.a.
b. Default fund contributions to central counterparties ..											8.b.

7. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
8. Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches[9]		
	250%[10]	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
4. Loans and leases held for sale (continued):										
d. All other exposures								BHCK H279 0	BHCK H280 0	4.d.
5. Loans and leases, net of unearned income:										
a. Residential mortgage exposures								BHCK H281 0	BHCK H282 0	5.a.
b. High volatility commercial real estate exposures								BHCK H283 0	BHCK H284 0	5.b.
c. Exposures past due 90 days or more or on nonaccrual[11]								BHCK H285 0	BHCK H286 0	5.c.
d. All other exposures								BHCK H287 0	BHCK H288 0	5.d.
6. LESS: Allowance for loan and lease losses										6.
		BHCK H186	BHCK H290	BHCK H187				BHCK H291	BHCK H292	
7. Trading Assets		0	0	0				0	0	7.
		BHCK H188	BHCK S470	BHCK S471				BHCK H294	BHCK H295	
8. All other assets[12]		0	0	0				15465	193311	8.
a. Separate account bank-owned life insurance								BHCK H296 0	BHCK H297 0	8.a.
b. Default fund contributions to central counterparties								BHCK H298 0	BHCK H299 0	8.b.

9. Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the collateral haircut approach is applied, separate account bank-owned life insurance, and default fund contributions to central counterparties.
10. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.
11. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
12. Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column Q) Allocation by Risk-Weight Category	(Column T) Total Risk-Weighted Asset Amount by Calculation Methodology	(Column U)	
			1250%	SSFA[13]	Gross-Up	
	Amount	Amount	Amount	Amount	Amount	
Securitization Exposures: On-and Off-Balance Sheet						
9. On-balance sheet securitization exposures:	BHCK S475	BHCK S476	BHCK S477	BHCK S478	BHCK S479	
a. Held-to-maturity securities	193356	193356	0	38974	0	9.a.
	BHCK S480	BHCK S481	BHCK S482	BHCK S483	BHCK S484	
b. Available-for-sale securities	3275993	3275993	0	661368	0	9.b.
	BHCK S485	BHCK S486	BHCK S487	BHCK S488	BHCK S489	
c. Trading assets	0	0	0	0	0	9.c.
	BHCK S490	BHCK S491	BHCK S492	BHCK S493	BHCK S494	
d. All other on-balance sheet securitization exposures	0	0	0	0	0	9.d.
	BHCK S495	BHCK S496	BHCK S497	BHCK S498	BHCK S499	
10. Off-balance sheet securitization exposures	68934	48217	20717	23644	0	10.

Dollar Amounts in Thousands	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
			Allocation by Risk-Weight Category								
			0%	2%	4%	10%	20%	50%	100%	150%	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
11. Total balance sheet assets[14]	BHCT 2170	BHCK S500	BHCK D987	BHCK HJ90	BHCK HJ91		BHCK D988	BHCK D989	BHCK D990	BHCK S503	
	125605692	6968625	44084180	0	0		31918127	9196673	32887043	535579	11.

Dollar Amounts in Thousands	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches	
	250%[15]	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
11. Total balance sheet assets[14]		BHCK S505	BHCK S506	BHCK S507			BHCK S510	BHCK H300	
		0	0	0			0	15465	11.

13. Simplified Supervisory Formula Approach.
14. For each of columns A through R of item 11, report the sum of items 1 through 9. For item 11, the sum of columns B through R must equal column A.
15. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column A) Face, Notional, or Other Amount	CCF[16]	(Column B) Credit Equivalent Amount[17]	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
				Allocation by Risk-Weight Category								
				0%	2%	4%	10%	20%	50%	100%	150%	
	Amount		Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk-Weighting (Excluding Securitization Exposure)[18]												
12. Financial standby letters of credit ..	BHCK D991		BHCK D992	BHCK D993	BHCK HJ92	BHCK HJ93		BHCK D994	BHCK D995	BHCK D996	BHCK S511	
	3123309	1.0	3123309	0	0	0		101308	11526	3009002	1473	12.
13. Performance standby letters of credit and transaction-related contingent items	BHCK D997		BHCK D998	BHCK D999				BHCK G603	BHCK G604	BHCK G605	BHCK S512	
	196160	0.5	98080	0				300	0	97688	92	13.
14. Commercial and similar letters of credit with an original maturity of one year or less	BHCK G606		BHCK G607	BHCK G608	BHCK HJ94	BHCK HJ95		BHCK G609	BHCK G610	BHCK G611	BHCK S513	
	39341	0.2	7868	0	0	0		0	0	7868	0	14.
15. Retained recourse on small business obligations sold with recourse	BHCK G612		BHCK G613	BHCK G614				BHCK G615	BHCK G616	BHCK G617	BHCK S514	
	0	1.0	0	0				0	0	0	0	15.

16. Credit conversion factor.
17. Column A multiplied by credit conversion factor. For each of items 12 through 21, the sum of columns C through J plus column R must equal column B.
18. All derivatives and off-balance sheet items that are securitization exposures are to be excluded from items 12 through 21 and are to be reported instead in item 10.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Face, Notional, or Other Amount	CCF[19]	(Column B) Credit Equivalent Amount[20]	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
				Allocation by Risk-Weight Category								
				0%	2%	4%	10%	20%	50%	100%	150%	
Dollar Amounts in Thousands	Amount		Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
16. Repo-style transactions[21]	BHCK S515		BHCK S516	BHCK S517	BHCK S518	BHCK S519		BHCK S520	BHCK S521	BHCK S522	BHCK S523	
	9056941	1.0	9056941	0	0	0		3285767	13704	5757470	0	16.
17. All other off-balance sheet liabilities ...	BHCK G618		BHCK G619	BHCK G620				BHCK G621	BHCK G622	BHCK G623	BHCK S524	
	89718	1.0	89718	0				0	0	89718	0	17.
18. Unused commitments: (exclude unused commitments to asset-backed commercial paper conduits):												
a. Original maturity of one year or less	BHCK S525		BHCK S526	BHCK S527	BHCK HJ96	BHCK HJ97		BHCK S528	BHCK S529	BHCK S530	BHCK S531	
	4774979	0.2	954996	0	0	0		0	0	953761	1235	18.a.
b. Original maturity exceeding one year	BHCK G624		BHCK G625	BHCK G626	BHCK HJ98	BHCK HJ99		BHCK G627	BHCK G628	BHCK G629	BHCK S539	
	22740314	0.5	11370157	0	0	0		28903	35011	11263779	42464	18.b.
19. Unconditionally cancelable commitments.....	BHCK S540		BHCK S541									
	1069719	0.0	0									19.
20. Over-the-counter derivatives			BHCK S542	BHCK S543	BHCK HK00	BHCK HK01	BHCK S544	BHCK S545	BHCK S546	BHCK S547	BHCK S548	
			3911622	13105	0	0	0	1701652	11638	2185060	167	20.
21. Centrally cleared derivatives			BHCK S549	BHCK S550	BHCK S551	BHCK S552		BHCK S554	BHCK S555	BHCK S556	BHCK S557	
			211216	46461	164755	0		0	0	0	0	21.
22. Unsettled transactions (failed trades)[22] ...	BHCK H191			BHCK H193				BHCK H194	BHCK H195	BHCK H196	BHCK H197	
	350			0				0	0	350	0	22.

19. Credit conversion factor.
20. For items 18.b. and 19, column A multiplied by credit conversion factor.
21. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.
22. For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category			Application of Other Risk-Weighting Approaches[23]		
	625%	937.5%	1250%	Credit Equivalent Amount	Risk-Weighted Asset Amount	
	Amount	Amount	Amount	Amount	Amount	
16. Repo-style transactions[24]				BHCK H301	BHCK H302	
				0	0	16.
17. All other off-balance sheet liabilities						17.
18. Unused commitments: (exclude unused commitments to asset-backed commercial paper conduits):						
a. Original maturity of one year or less				BHCK H303	BHCK H304	
				0	0	18.a.
b. Original maturity exceeding one year				BHCK H307	BHCK H308	
				0	0	18.b.
19. Unconditionally cancelable commitments						19.
20. Over-the-counter derivatives				BHCK H309	BHCK H310	
				0	0	20.
21. Centrally cleared derivatives						21.
22. Unsettled transactions (failed trades)[25]	BHCK H198	BHCK H199	BHCK H200			
	0	0	0			22.

23. Includes, for example, exposures collateralized by securitization exposures or mutual funds and exposures to which the collateral haircut approach is applied.
24. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.
25. For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
	Allocation by Risk-Weight Category								
	0%	2%	4%	10%	20%	50%	100%	150%	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)	BHCK G630	BHCK S558	BHCK S559	BHCK S560	BHCK G631	BHCK G632	BHCK G633	BHCK S561	
	44143746	164755	0	0	37036057	9268552	56251739	581010	23.
24. Risk weight factor	X 0%	X 2%	X 4%	X 10%	X 20%	X 50%	X 100%	X 150%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	BHCK G634	BHCK S569	BHCK S570	BHCK S571	BHCK G635	BHCK G636	BHCK G637	BHCK S572	
	0	3295	0	0	7407211	4634276	56251739	871515	25.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	
	Allocation by Risk-Weight Category							
	250%[26]	300%	400%	600%	625%	937.5%	1250%	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)		BHCK S563	BHCK S564	BHCK S565	BHCK S566	BHCK S567	BHCK S568	
		0	0	0	0	0	20717	23.
24. Risk weight factor	X 250%	X 300%	X 400%	X 600%	X 625%	X 937.5%	X 1250%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)		BHCK S574	BHCK S575	BHCK S576	BHCK S577	BHCK S578	BHCK S579	
		0	0	0	0	0	258963	25.

	Totals		
Dollar Amounts in Thousands	BHCK	Amount	
26. Risk-weighted assets for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold	S580	70344295	26.
27. Standardized market-risk weighted assets (applicable only to holding companies that are covered by the market risk capital rules)	S581	254325	27.
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated risk transfer risk reserve[27]	B704	70598621	28.
29. LESS: Excess allowance for loan and lease losses	A222	0	29.
30. LESS: Allocated transfer risk reserve	3128	0	30.
31. Total risk-weighted assets (item 28 minus items 29 and 30)	G641	70598621	31.

26. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.
27. Sum of items 2.b. through 20, column S; items 9.a., 9.b., 9.c., 9.d., and 10, columns T and U; item 25, columns C through Q; and item 27 (if applicable).

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
1. Current credit exposure across all derivative contracts covered by the regulatory capital rules	G642	1646778	M.1.

	With a remaining maturity of						
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over 5 years		
Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	
2. Notional principal amounts of over-the-counter derivative contracts:							
a. Interest rate	S582	1193370	S583	2756347	S584	2492299	M.2.a.
b. Foreign exchange rate and gold	S585	305127981	S586	756673	S587	0	M.2.b.
c. Credit (investment grade reference asset)	S588	0	S589	0	S590	0	M.2.c.
d. Credit (non-investment grade reference asset)	S591	0	S592	0	S593	0	M.2.d.
e. Equity	S594	0	S595	0	S596	324613	M.2.e.
f. Precious metals (except gold)	S597	0	S598	0	S599	0	M.2.f.
g. Other	S600	0	S601	0	S602	0	M.2.g.
3. Notional principal amounts of centrally cleared derivative contracts:							
a. Interest rate	S603	72516	S604	2070579	S605	3369803	M.3.a.
b. Foreign exchange rate and gold	S606	0	S607	0	S608	0	M.3.b.
c. Credit (investment grade reference asset)	S609	0	S610	0	S611	0	M.3.c.
d. Credit (non-investment grade reference asset)	S612	0	S613	0	S614	0	M.3.d.
e. Equity	S615	0	S616	0	S617	0	M.3.e.
f. Precious metals (except gold)	S618	0	S619	0	S620	0	M.3.f.
g. Other	S621	0	S622	0	S623	0	M.3.g.

Dollar Amounts in Thousands	BHCK	Amount	
4. Standardized market risk-weighted assets attributable to specific risk (included in Schedule HC-R, item 27)	S624	0	M.4.

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C.I. _____

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

C000

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

Schedule HC-S—Continued

Dollar Amounts in Thousands	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761	BHCK B762			BHCK B763		
		0	0			0		6.a.
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502		
		0	0			0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due		BHCK B764	BHCK B765			BHCK B766		
		0	0			0		7.a.
b. 90 days or more past due		BHCK B767	BHCK B768			BHCK B769		
		0	0			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		BHCK B770	BHCK B771			BHCK B772		
		0	0			0		8.a.
b. Recoveries		BHCK B773	BHCK B774			BHCK B775		
		0	0			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 institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782	
	0	0	0	0	0	0	0	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures	BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789	
	0	0	0	0	0	27500	0	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796	
	0	0	0	0	0	0	0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803	
	0	0	0	0	0	0	0	12.

Schedule HC-S—Continued

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
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. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804	0	M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	0	M.2.b.
c. Other financial assets[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 letters of credit, subordinated securities, and other enhancements:			
(1) Conduits sponsored by the bank, a bank affiliate, or the 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 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 HC-S, item 1, column C)[2]	C407	0	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 (1) holding companies that, 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles		(Column B) ABCP Conduits		(Column C) Other VIEs		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:							
a. Cash and balances due from depository institutions	J981	0	J982	0	J983	0	1.a.
b. Held-to-maturity securities	J984	0	J985	0	J986	0	1.b.
c. Available-for-sale securities	J987	0	J988	0	J989	0	1.c.
d. Securities purchased under agreements to resell	J990	0	J991	0	J992	0	1.d.
e. Loans and leases held for sale	J993	0	J994	0	J995	0	1.e.
f. Loans and leases, net of unearned income	J996	0	J997	0	J998	0	1.f.
g. Less: Allowance for loan and lease losses	J999	0	K001	0	K002	0	1.g.
h. Trading assets (other than derivatives)	K003	0	K004	0	K005	0	1.h.
i. Derivative trading assets	K006	0	K007	0	K008	0	1.i.
j. Other real estate owned	K009	0	K010	0	K011	0	1.j.
k. Other assets	K012	0	K013	0	K014	0	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:							
a. Securities sold under agreements to repurchase	K015	0	K016	0	K017	0	2.a.
b. Derivative trading liabilities	K018	0	K019	0	K020	0	2.b.
c. Commercial paper	K021	0	K022	0	K023	0	2.c.
d. Other borrowed money (exclude commercial paper)	K024	0	K025	0	K026	0	2.d.
e. Other liabilities	K027	0	K028	0	K029	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above)	K030	0	K031	0	K032	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above)	K033	0	K034	0	K035	0	4.

Notes to the Balance Sheet—Predecessor Financial Items

For holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of $10 billion or more or 5 percent of the reporting holding company's total consolidated assets as of the previous quarter-end, whichever is less.

Dollar Amounts in Thousands	BHBC	Amount	
1. Average loans and leases (net of unearned income)	3516		1.
2. Average earning assets	3402		2.
3. Average total consolidated assets	3368		3.
4. Average equity capital	3519		4.

Notes to the Balance Sheet (Other)

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for $750 thousand and that amount has increased the holding company's long-term unsecured debt by a material amount. The holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT		BHCK	Amount
0000	Sch. HC, item 16, New loan to holding company's ESOP guaranteed		
	by holding company		
		0000	750

Notes to the Balance Sheet (Other)

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
1.		Outstanding issuances of perpetual preferred stock associated with the U.S. Department			
		of Treasury Community Development Capital Initiative (CDCI) program included in			
		Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S			
		corporations, outstanding issuances of subordinated debt securities associated with			
		CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)	K141	0	1.
2.	5357				
			5357		2.
3.	5358				
			5358		3.
4.	5359				
			5359		4.
5.	5360				
			5360		5.
6.	B027				
			B027		6.

Notes to the Balance Sheet (Other)—Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
7.	B028		B028		7.
8.	B029		B029		8.
9.	B030		B030		9.
10.	B031		B031		10.
11.	B032		B032		11.
12.	B033		B033		12.
13.	B034		B034		13.
14.	B035		B035		14.
15.	B036		B036		15.
16.	B037		B037		16.
17.	B038		B038		17.
18.	B039		B039		18.
19.	B040		B040		19.
20.	B041		B041		20.