

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 1, 1995

GANNETT CO., INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-6961 (Commission File Number)	16-0442930 (IRS Employer Identification No.)
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1100 Wilson Boulevard, Arlington, Virginia 22234  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (703) 284-6000

\_\_\_\_\_  
(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

In conformity with the requirements of the Integrated Disclosure System, Gannett Co., Inc. has elected to file through this Report on Form 8-K certain exhibits in connection with Gannett's Registration Statement on Form S-3 No. 33-3984.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

See Exhibit Index for list of exhibits.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GANNETT CO., INC.

Dated: June 6, 1995

By: /s/ Thomas L. Chapple  
Thomas L. Chapple,  
General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Title or Description	Location
4	Second Supplemental Indenture, dated as of June 1, 1995, among Gannett Co., Inc., NationsBank, N.A., as Trustee, and Crestar Bank, as Trustee.	Attached
25	Statement of Eligibility under the Trust Indenture Act of 1939 on Form T-1 of Crestar Bank.	Attached

SECOND SUPPLEMENTAL INDENTURE

Among

GANNETT CO., INC., Issuer,

NATIONSBANK, N.A., Trustee

and

CRESTAR BANK, Trustee

Dated as of June 1, 1995

SECOND SUPPLEMENTAL INDENTURE, dated as of June 1, 1995, among GANNETT CO., INC., a corporation duly organized and existing under the laws of the State of Delaware (the "Issuer"), NATIONSBANK, N.A., as Trustee, a national banking association duly organized and existing under the laws of the United States of America ("NationsBank"), and CRESTAR BANK, as Trustee, a national banking association duly organized and existing under the laws of the United States of America ("Crestar").

W I T N E S S E T H:

WHEREAS, the Issuer and Citibank, N.A., as Trustee, a national banking association duly organized and existing under the laws of the United States of America ("Citibank"), have executed and delivered heretofore an Indenture, dated as of March 1, 1983 (the "Indenture"), pursuant to which the Issuer has issued and may issue, from time to time, one or more series of debt securities;

WHEREAS, the Issuer, Citibank and Sovran Bank, N.A., as Successor Trustee, a national banking association duly organized and existing under the laws of the United States of America ("Sovran") have executed and delivered heretofore a First Supplemental Indenture, dated as of November 5, 1986 (the "First Supplement"), for the purpose of supplementing and amending the Indenture. (The term "Indenture" as used hereinafter refers to the Indenture as amended by the First Supplement. All capitalized terms used herein which are not defined herein shall have the meanings assigned to them under the Indenture.);

WHEREAS, through a series of mergers, NationsBank became the successor to Sovran;

WHEREAS, in accordance with Section 6.10 of the Indenture, NationsBank has resigned as trustee under the Indenture with respect to all such series of Securities issued or to be issued under the Indenture as to which NationsBank was serving as trustee;

WHEREAS, in accordance with Section 6.10 of the Indenture, the Issuer has appointed Crestar as successor trustee to NationsBank under the Indenture with respect to all such series of Securities issued thereunder prior to the date hereof as to which NationsBank was serving as trustee;

WHEREAS, in accordance with Section 6.11 of the Indenture, Crestar has accepted such appointment by the Issuer;

WHEREAS, the parties wish to amend the Indenture to provide, among other things, that the Issuer will appoint a trustee under the Indenture with respect to each new series of Securities thereunder, such trustee serving with respect to only such series unless specifically appointed to serve as trustee with respect to any preceding or succeeding series of Securities;

WHEREAS, Section 8.1 of the Indenture provides that a supplemental indenture may be entered into without the consent of the Holders of the Securities for the purpose of adding provisions in regard to matters under the Indenture as the Board of Directors may deem necessary or desirable, provided such provisions will not adversely affect the interests of the Holders of the Securities;

WHEREAS, pursuant to Section 8.4 of the Indenture, the Issuer has furnished NationsBank and Crestar with an Opinion of Counsel and an Officer's Certificate as conclusive evidence that this Second Supplemental Indenture complies with the applicable provisions of the Indenture; and

WHEREAS, all things necessary to make this Second Supplemental Indenture a valid agreement of the Issuer, NationsBank and Crestar and a valid amendment of and supplement to the Indenture have been done;

NOW THEREFORE:

For and in consideration of the premises, it is mutually covenanted and agreed, for the equal and proportionate benefit of all Holders of the Securities as follows:

SECTION 1. CONFIRMATION OF RESIGNATION AND APPOINTMENT.

(a) NationsBank hereby confirms its resignation, pursuant to Section 6.10 of the Indenture, as Trustee under the Indenture with respect to all series of Securities issued or to be issued under the Indenture, other than the Issuer's \$100,000,000 aggregate principal amount of Notes due February 1, 1996.

(b) The Issuer hereby confirms the appointment, pursuant to Section 6.10 of the Indenture, of Crestar as successor trustee to NationsBank under the Indenture with respect to the Issuer's \$275,000,000 aggregate principal amount of 5-1/4% Notes due March 1, 1998 and \$250,000,000 aggregate principal amount of 5.85% Notes due May 1, 2000.

(c) Crestar hereby confirms its acceptance, pursuant to Section 6.11 of the Indenture, as successor trustee to NationsBank under the Indenture with respect to the Issuer's \$275,000,000 aggregate principal amount of 5-1/4% Notes due March 1, 1998 and \$250,000,000 aggregate principal amount of 5.85% Notes due May 1, 2000.

SECTION 2. CONFIRMATION OF RIGHTS, POWERS, TRUSTS AND DUTIES.

The Issuer, NationsBank and Crestar hereby confirm that:

(a) The rights, powers, trusts and duties of Citibank, as Trustee, with respect to the Issuer's \$100,000,000 aggregate principal amount of Notes due February 1, 1996 shall continue to be vested in Citibank, as Trustee; and

(b) Crestar is vested with all the rights, powers, trusts and duties of a Trustee under the Indenture with respect to the Issuer's \$275,000,000 aggregate principal amount of 5-1/4% Notes due March 1, 1998 and \$250,000,000 aggregate principal amount of 5.85% Notes due May 1, 2000.

SECTION 3. DEFINITION OF TRUSTEE.

The definition of "Trustee" in Section 1.1 of the Indenture is hereby amended to read as follows:

"Trustee" means any Person appointed to serve as trustee under this Indenture with respect to any series of Securities issued hereunder; provided, however, that if at any time more than one Person is serving as trustee under this Indenture, "Trustee" as used in the context of any series of Securities shall mean only the Person appointed to serve as trustee with respect to such particular series of Securities."

SECTION 4. MULTIPLE TRUSTEES.

Section 6.1 of the Indenture is hereby amended by adding the following paragraph at the end thereof:

"If at any time more than one Person is serving as trustee under this Indenture, each with respect to one or more different series of Securities hereunder, each such Trustee shall promptly provide all other Trustees notice of any default or Event of Default under the Indenture that is known to such Trustee; provided, however, that each such Trustee shall be deemed to be a trustee of a different trust under a separate indenture with respect to only the series of Securities as to which such Trustee has been appointed trustee."

SECTION 5. RESIGNATION OF TRUSTEES.

The first sentence of paragraph (a) of Section 6.10 of the Indenture is hereby amended to read as follows:

"(a) The Trustee may at any time resign with respect to one or more or all series of Securities as to which the Trustee is serving as trustee by giving written notice of resignation to the Issuer and by mailing notice thereof by first class mail to Holders of the applicable series of Securities at their last addresses as they shall appear on the Security register."

SECTION 6. SUCCESSOR TRUSTEES.

The first two paragraphs of Section 6.11 of the Indenture are hereby deleted and replaced with the following three paragraphs:

"Any successor trustee appointed as provided in Section 6.10 shall execute and deliver to the Issuer and to its predecessor trustee an instrument accepting such appointment hereunder.

If a successor trustee is appointed with respect to all series of Securities for which its predecessor trustee

was serving as trustee, such successor trustee shall agree in writing to be bound by the provisions of the Indenture (without further amendment or supplement) and by doing so shall become a party to the Indenture. Such agreement of the successor trustee may be contained in the same instrument which the successor trustee is required to deliver to the Issuer in compliance with the preceding paragraph. If a successor trustee is appointed with respect to one or more (but not all) series of Securities for which its predecessor trustee was serving as trustee, the Issuer, such predecessor trustee and each such successor trustee shall execute and deliver an indenture supplemental hereto which (i) shall contain such provisions as shall be deemed necessary or desirable to confirm that all the rights, powers, trusts and duties of the predecessor trustee with respect to those series of Securities as to which the predecessor trustee is not retiring as trustee shall continue to be vested in the predecessor trustee, and (ii) shall add to or change any of the provisions of this Indenture as shall be necessary to provide for or facilitate the administration of the trusts hereunder by more than one trustee, it being understood that nothing herein or in such supplemental indenture shall constitute such trustees co-trustees of the same trust and that each such trustee shall be trustee of a trust or trusts under separate indentures.

Upon complying with the requirements of the preceding paragraph, the resignation or removal of the predecessor trustee with respect to all or any applicable series of Securities as to which the predecessor trustee is retiring as trustee shall become effective and such successor trustee, without any further act, deed or conveyance, shall become vested with all rights, powers, duties and obligations with respect to such series of Securities as to which such successor trustee has accepted appointment as trustee, with like effect as if originally named as trustee for such series of Securities hereunder; but, nevertheless, on the written request of the Issuer or of any successor trustee and upon payment of the predecessor trustee's charges then unpaid, the predecessor trustee shall, subject to Section 10.4, pay over to the appropriate successor trustee all moneys at the time held by the predecessor trustee hereunder and shall execute and deliver an instrument transferring to such successor trustee all such rights, powers, duties and obligations. Upon request of any such successor trustee, the Issuer shall execute any and all instruments in writing for the purpose of more fully and certainly vesting in and confirming to such successor trustee all such rights and powers. Any predecessor trustee ceasing to act as trustee with respect to any series of Securities shall, nevertheless, retain a prior claim upon all property or funds held or collected by such trustee to secure any amounts then due it pursuant to the provisions of Section 6.6."

#### SECTION 7. APPOINTMENT OF TRUSTEES FOR NEW SERIES.

The following paragraph is added as new Section 6.14 under Article Six of the Indenture:

"SECTION 6.14 Appointment of Trustees for New Series. Prior to issuing any new series of Securities under this Indenture, the Issuer shall appoint a Person to serve as trustee with respect to only such series of Securities by written instrument, executed by the authority of its Board of Directors or of a duly authorized committee thereof having been delegated power by the Board of Directors. Any Person so appointed shall execute and deliver to the Issuer an instrument accepting such appointment and agreeing to be bound by the terms of the Indenture (without further amendment or supplement); provided, however, that no Person shall accept appointment as trustee with respect to any new series of Securities unless, at the time of such acceptance, such Person shall be qualified under the provisions of Section 6.8 and eligible under the provisions of Section 6.9 of this Indenture. By agreeing to be bound by the terms of the Indenture, each new Trustee shall become a party to the Indenture, with like effect as if such Trustee had been an original signatory to the Indenture; provided, however, that each such Trustee shall be deemed to be a trustee of a different trust under a separate indenture with respect to only the series of Securities as to which such Trustee has been appointed trustee."

#### SECTION 8. SUPPLEMENTAL INDENTURES WITHOUT SECURITY HOLDER CONSENT.

Section 8.1 of the Indenture is hereby amended as follows:

(a) The first paragraph of Section 8.1 is amended to read as follows:

"The Issuer, when authorized by a resolution of its Board of Directors or of a duly authorized committee thereof having been delegated power by the Board of Directors, and any Trustee or Trustees affected by the action authorized in

such resolution may from time to time and at any time enter into an indenture or indentures supplemental hereto (which shall conform to the provisions of the Trust Indenture Act of 1939 as in force at the date of the execution thereof) for one or more of the following purposes:"

(b) The next to the last paragraph of Section 8.1 is amended to read as follows:

"All those Trustee(s) affected by such supplemental indenture or indentures are hereby authorized to join with the Issuer in the execution of any such supplemental indenture or indentures, to make any further appropriate agreements and stipulations which may be therein contained and to accept the conveyance, transfer, assignment, mortgage or pledge of any property thereunder, but such Trustee(s) shall not be obligated to enter into any such supplemental indenture or indentures which affect its or their own rights, duties or immunities under this Indenture or otherwise."

#### SECTION 9. SUPPLEMENTAL INDENTURES WITH SECURITY HOLDER CONSENT.

The first paragraph of Section 8.2 of the Indenture is hereby amended to read as follows:

"With the consent (evidenced as provided in Article Seven) of the Holders of not less than a majority in aggregate principal amount of the Securities at the time Outstanding of all series affected by any supplemental indenture permitted under this Section 8.2 (voting as one class), the Issuer, when authorized by a resolution of its Board of Directors or of a duly authorized committee thereof having been delegated power by the Board of Directors, and any Trustee or Trustees affected by such supplemental indenture, may from time to time and at any time, enter into an indenture or indentures supplemental hereto (which shall conform to the provisions of the Trust Indenture Act of 1939 as in force at the date of execution thereof) for the purpose of adding any provisions to or changing in any manner or eliminating any of the provisions of this Indenture or of any supplemental indenture or of modifying in any manner the rights of the Holders of the Securities of each such series; provided, that no such supplemental indenture shall (a) extend the final maturity of any Security, or reduce the principal amount thereof, or reduce the rate or extend the time of payment of interest thereon, or reduce any amount payable on redemption thereof or reduce the amount of the principal of an Original Issue Discount Security that would be due and payable upon an acceleration of the maturity thereof pursuant to Section 5.1 or the amount thereof provable in bankruptcy pursuant to Section 5.2, or impair or affect the right of any Securityholder to institute suit for the payment thereof or, if the Securities provide thereof, any right of repayment at the option of the Securityholder without the consent of the Holder of each Security so affected, or (b) reduce the aforesaid percentage of Securities of any series, the consent of the Holders of which is required for any such supplemental indenture, without the consent of the Holder of each Security so affected."

#### SECTION 10. NO UNDERTAKINGS OR REPRESENTATIONS.

NationsBank and Crestar make no undertakings or representations in respect of, and shall not be responsible in any manner whatsoever for and in respect of the validity or sufficiency of this Second Supplemental Indenture as an obligation of the Issuer or the proper authorization or the due execution hereof by the Issuer or for or in respect of the recitals and statements contained herein, all of which recitals and statements are made solely by the Issuer.

#### SECTION 11. CONFIRMATION OF INDENTURE.

Except as expressly supplemented and amended hereby, the Indenture shall continue in full force and effect in accordance with the provisions thereof, and the Indenture is in all respects hereby ratified and confirmed. This Second Supplemental Indenture and all its provisions shall be deemed a part of the Indenture in the manner and to the extent herein and therein provided.

#### SECTION 12. GOVERNING LAW.

This Second Supplemental Indenture shall be governed by, and construed in accordance with, the laws of the State of New York.

#### SECTION 13. COUNTERPARTS.

This instrument may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all such counterparts shall together constitute but one and the same instrument.

#### SECTION 14. HEADINGS.

The headings contained herein are inserted for convenience only and shall not be used to construe or otherwise interpret the provisions hereof.



IN WITNESS WHEREOF, the parties hereto have caused this Second Supplemental Indenture to be duly executed, and their respective corporate seals to be hereunto affixed and attested, all as of the date first above written.

[CORPORATE SEAL]

GANNETT CO., INC.

Attest:

By: /s/ Gracia C. Martore  
Gracia C. Martore  
Title: Vice President/Treasury  
Services

/s/ Thomas L. Chapple  
Title: General Counsel and Secretary

[CORPORATE SEAL]

NATIONSBANK, N.A., as Trustee

Attest:

By: /s/ John H. Speichert  
Title: Vice President

/s/ G. Robert Richardson  
Title: Vice President

[CORPORATE SEAL]

CRESTAR BANK, as Trustee

Attest:

By: /s/ Eric T. Rodriguez  
Title: Assistant Vice President

/s/ K. M. Whitt  
Title: Assistant Vice President

Exhibit to Form S-3 Registration Statement No. 33-3984

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY UNDER THE TRUST INDENTURE ACT OF 1939 OF A  
CORPORATION DESIGNATED TO ACT AS TRUSTEE

Check if an application to determine eligibility of a trustee  
pursuant to Section 305(b)(2)\_\_\_\_\_

CRESTAR BANK

(Exact name of trustee as specified in its charter)

Virginia54-1109779

(State of Incorporation, if not a national bank)(I.R.S. employer  
identification no.)

919 East Main Street  
Richmond, Virginia 23219

(Address of principal executive office) (Zip Code)

GANNETT CO., INC.

(Exact name of obligor as specified in its charter)

Delaware

(State or other jurisdiction of incorporation,  
incorporation, or organization)

16-0442930

(I.R.S. employer  
identification no.)

1100 Wilson Boulevard  
Arlington, Virginia 22234

(Address of principal executive office) (Zip Code)

\$275,000,000 aggregate principal amount of 5-1/4% Notes due March  
1, 1998 and  
\$250,000,000 aggregate principal amount of 5.85% Notes due May 1,  
2000

(Title of indenture securities)

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Item 1. General Information

Furnish the following information as to trustee:

(a) Name and Address of each examining or supervising authority to  
which it is subject.

Bureau of Financial Institutions,  
State Corporation Commission of Virginia  
Richmond, Virginia

The Board of Governors of the Federal Reserve System,  
Washington, D.C.

The Federal Reserve Bank,  
Richmond, Virginia

Federal Deposit Insurance Corporation,  
Washington, D.C.

(b) Whether it is authorized to exercise corporate trust powers.

The trustee is authorized to exercise corporate trust powers.

Item 2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe such  
affiliation.

Obligor is not an affiliation of the trustee.

Item 16. List of Exhibits.

List below all exhibits filed as a part of this Statement of  
Eligibility.

\*Exhibit 1 - A copy of the articles of incorporation of the trustee  
as now in effect. (Incorporated by reference from Exhibit  
1 filed with T-1 Statement, Registration

Statement No. 33-55159.)

- \*Exhibit 2 - A copy of the certificate of authority of the trustee to commence business. (Included by reference from Exhibit 1 filed with T-1 Statement, Registration Statement No. 33-55159.)
- \*Exhibit 3 - A copy of the certificate of the authority of the trustee to exercise corporate trust powers. (Included by reference from Exhibit 1 filed with T-1 Statement, Registration Statement No. 33-55159.)
- \*Exhibit 4 - A copy of the existing by-law's of the trustee. (Incorporated by reference from Exhibit 1 filed with T-1 Statement, Registration Statement No. 33-55159.)

Exhibit 5 - Not Applicable

Exhibit 6 - The consent of the trustee required by Section 321(b) of the Act.

Exhibit 7 - A copy of the latest report of the condition of the trustee published pursuant to law or the requirements of its supervising or examining authority.

Exhibit 8 - Not Applicable

Exhibit 9 - Not Applicable

\* The Exhibits thus designated are incorporated herein by reference. Following the description of such Exhibits is a reference to the copy of the Exhibits heretofore filed with the Securities and Exchange Commission, to which there have been no amendments or changes.

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SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the trustee, Crestar Bank, a corporation organized and existing under the laws of the Commonwealth of Virginia, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Richmond, and the Commonwealth of Virginia, on the fifth day of June, 1995.

Crestar Bank

By: /s/ Eric Rodriguez

(Eric Rodriguez, Assistant Vice President)

CONSENT OF TRUSTEE

Pursuant to the requirements of Section 321(b) of the Trust Indenture Act of 1939 in connection with the execution of a Second Supplemental Indenture among Gannett Co., Inc., NationsBank, N.A., as Trustee, and Crestar Bank, as Trustee, we hereby consent that reports of examinations by federal, state, territorial, or district authorities may be furnished by such authorities to the Securities and Exchange Commission upon request therefor.

Crestar Bank

By: /s/ Eric Rodriguez

(Eric Rodriguez, Assistant Vice President)

Dated: June 5, 1995

FR Y-9C  
OMB Number 7100-0128  
Avg. hrs. per response: 27.19  
Expires December 1996

Board of Governors of the Federal Reserve System  
For Federal Reserve Bank Use Only  
BHC Number  
[Seal] C.I. S.F.

Consolidated Financial Statements for Bank 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 Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y [12 CFR 225.5(b)].

This report form is to be filed by bank holding companies with total consolidated assets of \$150 million or more. In addition, multibank holding companies with debt outstanding to the general public or that are engaged in a nonbank activity (either directly or indirectly) involving financial leverage or engaged in credit extending activities, must file this report (FR Y-9C) regardless of size. See page of the general instructions for further information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization, except than lower-tiered bank holding companies that have total consolidated assets of \$1 billion or more must also file this report (FR-9C).

NOTE: The Consolidated Financial Statements for Bank Holding Companies must be signed by one director of the bank holding company. This individual should also be a senior official of the bank holding company. In the event that the bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I [Name and Title of Officer] James D. Barr, Executive Vice President, Controller and Treasurer, have reviewed the Consolidated Financial Statements for Bank Holding Companies filed by the named bank holding company and have transmitted a copy of the report to the Board of Directors for their information.

By [Signature of Bank Holding Company Official] /s/ James D. Barr  
[Date of Signature] May 15, 1995

Return the original and one copy to:

Research Department, Statistic Division  
Federal Reserve Bank of Richmond  
P.O. Box 27622  
Richmond, Virginia 23261

The Consolidated Financial Statements for Bank Holding Companies is to be prepared in accordance with the instructions provided by the Federal Reserve System.

Date of Report:  
[Month/Date/Year (BHCK 9999) March 31, 1995

[Legal Title of Bank Holding Company (TEXT 9010)] Crestar Financial Corporation

[Mailing address of the Bank Holding Company) Street/P.O. Box (TEXT 9110)  
919 East Main Street, P.O. Box  
26665

[City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)  
Richmond, VA 23261-6665

Person to whom questions about this report should be directed:

[Name/Title (TEXT 8901) Judy A. Wells, Assistant Vice President

[Area Code/Phone Number (TEXT 8902) (804) 782-7320

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 27.19 hours per response, 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, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

Report at the close of business March 31, 1995

Schedule HC--Consolidated Balance Sheet

	Dollar Amounts in Thousands		
	BHCK	Bil Mil Thou	
<b>ASSETS</b>			
1. Cash and balance due from depository institutions:			
a. Noninterest-bearing balances and currency and coin	0081	693,848	1.a.
b. Interest-bearing balances:			
(1) In U.S. Offices	0395	0	1.b.(1)
(2) In foreign offices, edge and Agreement subsidiaries, and IBFs	0397	0	1.b.(2)
2. Securities (from Schedule HC-A):			
a. Held-to-maturity securities	1754	880,736	2.a.
b. Available-for-sale securities	1773	1,417,389	2.b.
3. Federal funds sold and securities purchased under agreements to resell in domestic offices of the bank holding company, of its Edge and Agreement subsidiaries, and in IBFs:			
a. Federal funds sold	0276	457,985	3.a.
b. Securities purchased under agreements to resell	0277	182,000	3.b.
4. Loans and lease financing receivables:			
a. Loans and leases, net of unearned income (from Schedule HC-B)	2122	9,973,385	4.a.
b. LESS: Allowance for loan and lease losses	3123	222,702	4.b.
c. LESS: Allocated transfer risk reserve	3128	0	4.c.
d. Loans and leases, net of unearned income, allowance for loan and lease losses, and allocated transfer risk reserve (item 4.a minus items 4.b and 4.c)	2125	9,750,683	4.d.
5. Trading assets	3545	8,626	5.
6. Premises and fixed assets (including capitalized leases)	2145	330,476	6.
7. Other real estate owned:			
a. Real estate acquired in satisfaction of debts previously contracted	2744	21,690	7.a.
b. Other real estate owned	2745	8,535	7.b.
8. Investments in unconsolidated subsidiaries and associated companies	2130	4,066	8.
9. Customers' liability on acceptances outstanding	2155	10,984	9.
10. Intangible assets:			
a. Mortgage servicing rights	3164	16,619	10.a.
b. Other identifiable intangible assets:			
(1) Purchased credit card relationships	5506	0	10.b.(1)
(2) All other identifiable intangible assets	5507	13,545	10.b.(2)
c. Goodwill	3163	149,877	10.c.
11. Other assets	2160	480,202	11.
12. Total assets (sum of items 1 through 11)	2170	14,427,261	12.

Schedule HC - (Continued)

	Dollar Amounts in Thousands		
	BHDM	Bil Mil Thou	
<b>LIABILITIES AND EQUITY CAPITAL:</b>			
13. Deposits:			
a. In domestic office (from Schedule HC-C):			
(1) Noninterest-bearing	6631	2,084,914	13.a.(1)
(2) Interest bearing	6636	8,970,386	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN		
(1) Noninterest-bearing	6631	0	13.b.(1)
(2) Interest-bearing	6636	0	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase in domestic offices of the bank holding company, of its Edge and Agreement subsidiaries, and in IBFs:	BHCK		
a. Federal funds purchased	0278	847,487	14.a.
b. Securities sold under agreements to repurchase	0279	533,913	14.b.
15. Trading liabilities	3458	376	15.
16. Commercial paper	2309	40	16.
17. Other borrowed money with original maturity of one year or less	2332	191,435	17.
18. Other borrowed money with original maturity of more than one year	2333	19,090	18.



19. Mortgage indebtedness and obligations under capitalized leases	2910	11,226	19.
20. Mandatory convertible securities:			
a. Equity contract notes, gross	3290	49,968	20.a.
b. Equity commitment notes, gross	3293	0	20.b.
21. Subordinated notes and debentures	4062	274,625	21.
22. Liability on acceptances executed and outstanding	2920	10,984	22.
23. Minority interest in consolidated subsidiaries	3000	0	23.
24. Other liabilities	2750	217,229	24.
25. TOTAL LIABILITIES (sum of items 13 through 24)	2948	13,211,673	25.
26. Limited-life preferred stock (including related surplus)	3282	0	26.
27. Equity Capital:			
a. Perpetual preferred stock (including related surplus)	3283	0	27.a.
b. Common stock (par value)	3230	191,987	27.b.
c. Capital surplus	3240	338,002	27.c.
d. Retained earnings	3247	703,006	27.d.
e. Net unrealized holding gains (losses) on available-for-sale securities	8434	(17,407)	27.e.
f. Cumulative foreign currency translation adjustments (for bank holding companies with foreign offices only)	3284	0	27.f.
g. LESS: Treasury stock	3153	0	27.g.
h. TOTAL EQUITY CAPITAL (sum of items 27.a through 27.f minus item 27.g)	3210	1,215,588	27.h.
28. TOTAL LIABILITIES AND EQUITY CAPITAL (sum of items 25, 26, and 27.h)	3300	14,427,261	28.

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

Schedule HC-A--Securities

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
1. U.S. Treasury Securities	0211	15,220	0213	15,059	1286	448,390	1287	439,548	1.
2. U.S. government agency and corporation obligations	8492	579,950	8493	565,405	8494	724,036	8495	707,865	2.
3. Securities issued by states and political subdivision in the U.S.:									
a. Taxable securities	8531	0	8532	0	8533	0	8534	0	3.a.
b. Tax-exempt securities	8535	64,439	8536	64,191	8537	0	8538	0	3.b.
4. U.S. securities:									
a. Debt securities	8539	218,872	8540	211,505	8541	194,822	8542	192,364	4.a.
b. Equity securities (including Federal Reserve stock)					8543	77,585	8544	77,612	4.b.
5. Foreign securities:									
a. Debt securities	8545	2,255	8546	2,255	8547	0	8548	0	5.a.
b. Equity securities					8549	0	8550	0	5.b.
6. Total (sum of column A, items 1 through 5.a. must equal Schedule HC, item 2.a and sum of column D, items 1 through 5.b must equal Schedule HC, item 2.b)	bhct 1754	880,736	8551	858,415	8552	1,444,833	bhct 1773	1,417,389	6.

Memoranda

	BHCK	Bil Mil Thou	
1. Remaining maturity of debt securities (Schedule HC-A, items 1, 2, 3, 4.a., and 5.a in columns A and D above):			
a. 1 year and less	0383	535,012	M.1.a.
b. Over 1 year to 5 years	0384	477,929	M.b.1.
c. Over 5 years	0387	1,207,572	M.1.c.
2. Pledged securities	0416	1,243,485	M.2.
3. Held-to-maturity debt securities (restructured and in compliance with modified terms (included in Schedule HC-A, items 3.a., 3.b, 4.a, and 5.a, column A above)	5365	0	M.3.
a. Held-to-maturity debt securities restructured and in compliance with modified terms if the restructured obligation yielded a market rate at the time of restructuring (included in Schedule HC-A, item M.3)	5392	0	M.3.a.
4. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date	1778	0	M.4.
5. High-risk mortgage securities (included in the held-to-maturity and available-for-sale accounts):			
a. Amortized cost	8780	0	M.5.a.
b. Fair value	8781	0	M.5.b.
6. Structured notes (included in the held-to-maturity and available-for-sale accounts):			
a. Amortized cost	8782	30,000	M.6.a.
b. Fair value	8783	30,000	M.6.b.

(1) Includes equity securities without readily determinable fair values at historical cost.

Schedule HC-A--Continued  
Memoranda--Continued

The following memoranda items are to be reported only by bank holding companies with total consolidated assets of \$1 billion or more.

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost		Fair Value		Amortized Cost		Fair Value		
	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	BHCK	Bil Mil Thou	
7. U.S. government agency and corporation obligations (exclude mortgage-backed securities)									
a. Issued by U.S. government agencies	1289	0	1290		1291	0	1293	0	M.7.a.
b. Issued by U.S. government-sponsored agencies	1294	98	1295	98	1297	30,000	1298	30,000	M.7.b.
8. Mortgage-backed securities (MBS)									
a. Pass-through securities:									
(1) Guaranteed by GNMA	1698	0	1699	0	1701	7,377	1702	6,995	M.8.a.(1)
(2) Issued by FNMA and FHLMC	1703	458,597	1705	457,773	1706	535,116	1707	521,482	M.8.a.(2)
(3) Other pass-through securities	1709	0	1710	0	1711	0	1713	0	M.8.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) issued or guaranteed by FNMA, FHLMC, or GNMA	1714	111,255	1715	107,534	1716	151,543	1717	149,388	M.8.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718	4,397	1719	4,468	1731	23,928	1732	23,678	M.8.b.(2)
(3) All other mortgage-backed securities	1733	8,066	1734	8,037	1735	156,064	1736	153,949	M.8.b.(3)
9. Equity securities:									
a. Investments in mutual funds					1747	0	1748	0	M.9.a.
b. Other equity securities with readily determinable fair values					1749	11,638	1751	11,665	M.9.b.
c. All other equity securities					1752	65,947	1753	65,947	M.9.c.
10. Total (sum of M.7.a through M.9.c)	8553	592,413	8554	577,910	8555	981,613	8556	963,104	M.10.

(1) Includes equity securities without readily determinable values at historical cost.

Schedule HC-B  
Part I--Loans and Lease Financing Receivables

	Dollar Amounts in Thousands			
	Consolidated (Column A)		In Domestic Offices (Column B)	
	BHCK	Bil Mil Thou	BHDM	Bil Mil Thou
1. Loans secured by real estate	1410	4,827,742		
a. Construction and land development			1415	176,840
b. Secured by farmland			1420	12,892
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	439,504
(2) All other loans secured by 1-4 family residential properties:				
(a) Secured by first liens			5367	2,532,590
(b) Secured by junior liens			5368	210,359
d. Secured by multifamily (5 or more) residential properties			1460	127,094
e. Secured by nonfarm nonresidential properties			1480	1,328,463
2. Commercial and industrial loans			1766	1,723,625
a. To U.S. addressees (domicile)	1763	1,723,625		
b. To non-U.S. addressees (domicile)	1764	0		
3. Loans to depository institutions (including bankers acceptances of other banks):			1489	3,223
a. To U.S. banks and other U.S. depository institutions	5481	2,588		
b. To foreign banks	5482	635		
4. Loans to finance agricultural production and other loans to farmers	1590	6,395	1590	8,395
5. Loans to individuals for household, family, and other personal expenditures			1975	2,854,340
a. Credit cards and related plans (includes check credit and other revolving credit plans)	2008	1,554,834		
b. Other (includes single payment, installment, and all student loans)	2011	1,299,506		
6. Loans to foreign governments and official institutions	2081	635	2081	635
7. All other loans			1635	297,904
a. Taxable obligations (other than securities) of states and political subdivisions in the U.S.	2033	0		
b. Tax-exempt obligations (other than securities) of states and political subdivisions in the U.S.	2079	224,544		
c. All other loans	1563	329,172		
8. Lease financing receivables (net of unearned income)			2165	3,709
a. To U.S. addressees (domicile)	2182	3,709		
b. To non-U.S. addressees (domicile)	2183	0		
9. LESS: Any unearned income on loans reflected in items 1-7 above	2123	0	2123	0
10. Total (sum of items 1 through 8 minus item 9 (total of column A must equal Schedule HC, item 4.a)	2122	9,973,385	2122	9,717,573

Schedule HC-B--Continued  
Part I--Continued  
Memoranda

Dollar Amounts in Thousands  
Consolidated  
BHCK Bil Mil Thou

1. Loans and leases restructured and in compliance with modified terms:			
a. Loans secured by real estate	1611	0	M.1.a.
b. Commercial and industrial loans	1612	0	M.1.b.
c. Loans to finance agricultural production and other loans to farmers	1613	0	M.1.c.
d. All other loans (1)	1615	0	M.1.d.
e. Lease financing receivables	1636	0	M.1.e.
f. TOTAL (sum of items 1.a through 1.e)	1616	0	M.1.f.
g. Loans and leases included in items M.1.a., M.1.b., M.1.d., and M.1.e extended to non-U.S. addressees	1914	0	M.1.g.
h. Loans and lease financing receivables restructured and in compliance with modified terms if the restructured obligation yielded a market rate at the time of restructuring (included in Schedule HC-B, item M.1.f above)	5393	0	M.1.h.
2. Loans to finance commercial real estate, construction, and land development activities included in Schedule HC-B, Part I, items 2 and 7.c above	2746	0	M.2.
3. Loans and leases held for sale (included in Schedule HC-B, Part I above)	5369	220,470	M.3.

(1) Do not include loans to individuals for household, family, and other personal expenditures.

Part II--Trading Assets and Liabilities  
Schedule HC-B, Part II is to be completed only by bank holding companies with \$1 billion or more in total consolidated assets or with \$2 billion or more in par/notional amounts of off-balance-sheet derivative contracts (as determined by the sum of Schedule HC-F, Part III, items 1.a through 1.e).

Dollar Amounts in Thousands  
BHCK Bil Mil Thou

ASSETS			
1. U.S. Treasury securities in domestic offices	3531	1,989	1.
2. U.S. government agency and corporation obligations in domestic offices (exclude mortgage-backed securities)	3532	2,243	2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices	3533	1,029	3.
4. Mortgage-backed securities (MBS) in domestic offices:			
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	3534	0	4.a.
b. Other MBS issued or guaranteed by FNMA, FHLMC, or GHMA (include CMOs, REMICs, and stripped MBS)	3535	3,365	4.b.
c. All other mortgage-backed securities	3536	0	4.c.
5. Other debt securities in domestic offices	3537	0	5.
6. Certificates of deposit in domestic offices	3538	0	6.
7. Commercial paper in domestic offices	3539	0	7.
8. Bankers acceptances in domestic offices	3540	0	8.
9. Other trading assets in domestic offices	3541	0	9.
10. Trading assets in foreign offices	3542	0	10.
11. Revaluation gains on interest rate, foreign exchange rate, equity, commodity, and other contracts:			
a. In domestic offices	3543	0	11.a.
b. In foreign offices	3544	0	11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)	bhct 3545	8,626	12.
LIABILITIES			
13. Liability for short positions	3546	376	13.
14. Revaluation losses on interest rate, foreign exchange rate, equity, commodity and other contracts	3547 bhct	0	14.
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule HC, item 15)	3548	376	15.



Schedule HC-C--Deposit Liabilities in Domestic Offices of Subsidiary Depository Institutions of the Bank Holding Company (1)

	Dollar Amounts in Thousands			
	BHDM	Bil	Mil	Thou
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:	BHCB			
a. Demand deposits	2210	2,084,914		1.a.
b. NOW, ATS, and other transaction accounts	3187	1,890,967		1.b.
c. Money market deposit accounts and other savings accounts	2389	3,805,476		1.c.
d. Time deposits of less than \$100,000	6648	2,939,342		1.d.
e. Time deposits of \$100,000 or more	2604	334,601		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:	BHOD			
a. Noninterest-bearing balances	3189	0		2.a.
b. NOW, ATS, and other transaction accounts	3187	0		2.b.
c. Money market deposit accounts and other savings accounts	2389	0		2.c.
d. Time deposits of less than \$100,000	6648	0		2.d.
e. Time deposits of \$100,000 or more	2604	0		2.e.

Schedule HC-D--Interest Sensitivity (2)

	Dollar Amounts in Thousands			
	BHCK	Bil	Mil	Thou
1. Earning assets that are repriceable within one year or mature within one year	3197	6,946,500		1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year	3296	2,315,957		2.
3. Long-term debt that reprices within one year included in items 18, 20.a, 20.b, and 21 on Schedule HC, Balance Sheet	3298	0		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, items 18, 19, 20.a, 20.b., and 21 on Balance Sheet that is scheduled to mature within one year	3409	6,300		5.

Multibank holding companies with total consolidated assets of less than \$150 million are not to complete Schedule HC-E

Schedule HC-E--Quarterly Averages

	Dollar Amounts in Thousands			
	BHCK	Bil	Mil	Thou
<b>ASSETS</b>				
1. Securities	3515	2,384,658		1.
2. Federal funds sold and securities purchased under agreements to resell	3365	448,036		2.
3. Loans and leases	3516	9,639,100		3.
4. Earning assets	3402	12,473,201		4.
5. Total consolidated assets	3368	13,845,361		5.
<b>LIABILITIES</b>				
6. Interest-bearing deposits (domestic)	3517	8,788,065		6.
7. Interest-bearing deposits (foreign)	3404	0		7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	1,110,729		8.
9. All other borrowed money	2635	154,811		9.
10. Limited-life preferred stock	3518	0		10.
<b>EQUITY CAPITAL</b>				
11. Equity capital (excludes limited-life preferred stock)	3519	1,168,909		11.

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(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) Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank 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.



(Report only transactions with nonrelated institutions)  
 Schedule HC-F--Off-Balance-Sheet Items

Dollar Amounts in Thousands

BHCK Bil Mil Thou

Part I. Loan Commitments and letters of credit

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	497,505	1.a.
b. Commercial real estate, construction, and land development:			
(1) Commitments to fund loans secured by real estate	3816	201,448	1.b.(1)
(2) Commitments to fund loans not secured by real estate	6550	0	1.b.(2)
c. Credit card lines	3815	2,324,725	1.c.
d. Securities underwriting	3817	0	1.d.
e. Other unused commitments	3818	2,740,795	1.e.
2. Standby letters of credit and foreign office guarantees:			
a. Standby letters of credit outstanding:			
(1) To U.S. addressees	3376	357,421	2.a.(1)
(2) To non-U.S. addressees	3377	1,107	2.a.(2)
b. Amount of standby letters of credit conveyed to others through participations	3378	4,113	2.b.
3. Commercial and similar letters of credit	3411	47,232	3.

Part II. Other off-balance-sheet arrangements

1. When-issued securities:			
a. Gross commitments to purchase	3434	0	1.a.
b. Gross commitments to sell	3435	0	1.b.
2. Spot foreign exchange contracts	8765	2,912	2.
3. Securities borrowed	3432	0	3.
4. Securities lent	3433	0	4.
5. Assets sold with recourse:			
a. 1-4 family residential mortgages:			
(1) FNMA and FHLMC mortgage pools	3650	0	5.a.(1)
(2) Private mortgage pools	3652	0	5.a.(2)
b. Other loans	6553	0	5.b.
c. Other assets	6554	0	5.c.
6. Participations in acceptances:			
a. Conveyed to others by the reporting bank holding company	3428	0	6.a.
b. Acquired by the reporting bank holding company	3429	0	6.b.
7. Other significant off-balance-sheet items (exclude off-balance-sheet derivatives) that exceed 10% of total equity capital (list below each component of item 7 and its dollar amount over 25% of total equity capital)	3430	975,005	7.
a. TEXT 6561      TEXT 6561      Purchased Mortgage Servicing	6561	975,005	7.a.
b. TEXT 6562      TEXT 6562	6562	0	7.b.
c. TEXT 6568      TEXT 6568	6568	0	7.c.
d. TEXT 6586      TEXT 6586	6586	0	7.d.

Memorandum

BHCK Bil Mil Thou

1. Participations in unused commitments (included in Schedule HC-F, Part I, item 1 above)	5396	0	M.1.
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Schedule HC-F--Continued

Part III. Off-balance-sheet derivatives position indicators	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				Dollar Amounts in Thousands (Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
1. Gross amounts (e.g., notional amounts) (for each column, sum of items 1.a through 1.e must equal the sum of items 2, 3.a, and 3.b):																	
a. Futures contracts			0				0				0				0		1.a.
			BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696		
b. Forward contracts			305,373				16,222				0				0		1.b.
			BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700		
c. Exchange-traded option contracts:																	
(1) Written options			0				0				0				0		1.c.(1)
			BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704		
(2) Purchased options			0				0				0				0		1.c.(2)
			BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708		
d. Over-the-counter option contracts:																	
(1) Written options:			87,787				0				0				0		1.d.(1)
			BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712		
(2) Purchased options			582,787				0				0				0		1.d.(2)
			BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716		
e. Swaps			1,291,429				0				0				0		1.e.
			BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720		
2. Total gross amount of derivative contracts held for trading			0				16,222				0				0		2.
			BHCK A126				BHCK A127				BHCK 8723				BHCK 8724		
3. Total gross amount of derivative contracts held for purposes other than trading:																	
a. Contracts marked to market			0				0				0				0		3.a.
			BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728		
b. Contracts not marked to market			2,267,376				0				0				0		3.b.
			BHCK 8729				BHCK 8730				BHCK 8731				BHCK 8732		

Schedule HC-F--Continued

Part III. Off-balance-sheet derivatives position indicators (continued)	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				Dollar Amounts in Thousands (Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
4. Gross fair values of derivative contracts:																	
a. Contracts held for trading:																	
(1) Gross positive fair value			0				9,026				0				0		4.a.(1)
			BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736		
(2) Gross negative fair value			0				7,131				0				0		4.a.(2)
			BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740		
b. Contracts held for purposes other than trading that are marked to market:																	
(1) Gross positive fair value			0				0				0				0		4.b.(1)
			BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744		
(2) Gross negative fair value			0				0				0				0		4.b.(2)
			BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748		
c. Contracts held for purposes other than trading that are not marked to market:																	
(1) Gross positive fair value			3,136				0				0				0		4.c.(1)
			BHCK 8749				BHCK 8750				BHCK 8751				BHCK 8752		
(2) Gross negative fair value			52,547				0				0				0		4.c.(2)
			BHCK 8753				BHCK 8754				BHCK 8755				BHCK 8756		

Dollar Amounts in Thousands  
BHCK Bil Mil Thou

1. a. Deferred Taxes included in Schedule HC, item 11:				
(1) IRS loan loss provision		2747	79,470	1. a.(1)
(2) Other		2748	13,195	1. a.(2)
b. Deferred taxes included in Schedule HC, item 24:				
(1) IRS loan loss provision		2749	0	1. b.(1)
(2) Other		2757	0	1. b.(2)
2. Total number of bank holding company common shares outstanding	NUMBER (UNROUNDED)	3459	37,682,841	2.
3. Number of full-time equivalent employees		4150	6,623	3.
4. Debt maturing in one year or less (included in Schedule HC, items 16 through 21) that is issued to unrelated third parties by bank subsidiaries		6555	53,922	4.
5. Debt maturing in more than one year (included in Schedule HC, items 18 through 21) that is issued to unrelated third parties by bank subsidiaries		6556	23,934	5.
6. Other assets acquired in satisfaction of debts previously contracted		6557	0	6.
7. Amount of cash items in process of collection netted against deposit liabilities in reporting Schedule HC		0379	0	7.
8. Reciprocal demand balances with depository institutions (other than commercial banks in the U.S.)		0535	0	8.
9. Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments)		3656	430	9.
10. Total assets of unconsolidated subsidiaries and associated companies		5376	116,937	10.
11. Does the respondent bank holding company's consolidated statement reflect any business combinations during the quarter ending with the report date for which the pooling-of-interest method of accounting was used? (Enter "1" for yes; enter "2" for no.)	BHCK	6688	2	11.
12. Has the bank 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 "2" for no.)	BHCK	6689	2	12.
13. Did your bank holding company reduce "Customers' liability on acceptances outstanding" by the amount of any participations (even immaterial amounts) in bankers acceptances (Enter "1" for yes; enter "2" for no)	BHCK	6019	2	13.
14. Income earned but not collected		5397	92,323	14.
15. All changes in investments and activities have been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Investments and Activities (FR Y-6A) (Enter "1" for yes; enter "2" for no) (This item is to be completed by top-tier bank holding companies.)	BHCK	6416	1	15.
TEXT				
6428 [Name of bank holding company official verifying FR Y-6A reporting (Please type or print) John C. Clark, III [Area code and Phone Number (TEXT 9009) (804) 782-7445.				
16. Please describe and list below separately the dollar amount outstanding of assets removed from the reporting company's balance sheet (Schedule HC) in connection with defeased debt or the dollar amount of assets netted against liabilities when there exists a legal right of offset (exclude any amounts reported in Schedule HC-G, items 7 or 8 above).				
a. TEXT 6995	TEXT			
	6995			
b. TEXT 6996	TEXT			
	6996			
c. TEXT 6997	TEXT			
	6997			
d. TEXT 6998	TEXT			
	6998			
		6995	0	16. a.
		6996	0	16. b.
		6997	0	16. c.
		6998	0	16. d.

17.	Outstanding principal balance of 1-4 family residential mortgage loans serviced for others (include both retained servicing and purchased servicing):			
	a. Mortgages serviced under a GNMA contract	5500	828,542	17. a.
	b. Mortgages serviced under a FHLMC contract:			
	(1) Serviced with recourse to servicer	5501	6,065	17. b. (1)
	(2) Serviced without recourse to servicer	5502	372,842	17. b. (2)
	c. Mortgages serviced under a FNMA contract:			
	(1) Serviced under Special Option contract	5504	1,434,740	17. c. (1)
	(2) Serviced under Regular Option contract	5503	140,398	17. c. (2)
	d. Mortgages serviced under other servicing contracts	5505	4,674,451	17. d.
18.	Excess residential mortgage servicing fees receivable	5465	1,706	18.
19.	Deferred tax assets in excess of regulatory capital limits	5610	0	19.
20.	Mutual fund and annuity sales during the quarter (include proprietary, private label, and third party products):			
	a. Money market funds	6441	530,823	20. a.
	b. Equity securities funds	8427	4,524	20. b.
	c. Debt securities funds	8428	1,265	20. c.
	d. Other mutual funds	8429	1,593	20. d.
	e. Annuities	8430	37,824	20. e.
	f. Sales of proprietary mutual funds and annuities (included in items 20.a through 20.e, above)	8784	1,077	20. f.
21.	Total gross redemptions of mutual funds and annuities	A102	528,564	21.

The Federal Reserve regards information submitted in response to Column A and Memorandum item 2 as confidential.  
 Schedule HC-H--Past Due and Nonaccrual Loans, Lease Financing Receivables, Placements, and Other Assets

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Loans secured by real estate	1421		55,603		1422		11,918		1423		51,394		1.
2. Commercial and industrial loans	1606		12,852		1607		1,835		1608		8,936		2.
3. Loans to depository institutions:													
a. U.S. banks and other U.S. depository institutions	5377		0		5378		0		5379		0		3.a.
b. Foreign banks	5380		0		5381		0		5382		0		3.b.
4. Loans to finance agricultural production and other loans to farmers	1594		24		1597		0		1583		0		4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards and related plans	5383		20,755		5384		11,701		5385		0		5.a.
b. Other	5386		27,142		5387		11,917		5388		1,298		5.b.
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		0		6.
7. All other loans	5459		1,817		5460		1		5461		11,362		7.
8. Lease financing receivables	1226		0		1227		0		1228		0		8.
9. 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		118,193		5525		37,372		5526		72,990		10.

Memoranda

	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Loans and leases included in Schedule HC-H, items 1, 2, 3, 5, 6, 7, and 8 extended to non-U.S. addressees above	3508		0		1912		0		1913		0		M.1.
2. Restructured loans and leases included in items 1 through 8 above	1658		0		1659		0		1661		4,391		M.2.
3. Loans to finance commercial real estate, construction, and land development activities included in Schedule HC-H, items 2 and 7 above	6558		0		6559		0		6560		0		M.3.

Schedule HC-H--Past Due and Nonaccrual Loans, Lease Financing Receivables, Placements, and Other Assets (Continued)

Memoranda	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
4. Loans secured by real estate in domestic offices (included in Schedule HC-H, item 1 above):													
a. Construction and land development	2759		3,744		2769		989		3492		5,112		M.4.a.
b. Secured by farmland	3493		142		3494		0		3495		125		M.4.b.
c. Secured by 1-4 family residential properties:													
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398		1,141		5399		46		5400		1,373		M.4.c.(1)
(2) All other loans secured by 1-4 family residential properties	5401		31,550		5402		9,669		5403		12,890		M.4.c.(2)
d. Secured by multifamily (5 or more) residential properties	3499		1,387		3500		0		3501		488		M.4.d.
e. Secured by nonfarm residential properties	3502		17,639		3503		1,214		3504		31,404		M.4.e.
5. Loans and leases reported in Schedule HC-H, items 1 through 8, which are wholly or partially guaranteed by the U.S. Government													
a. Guaranteed portion of loans and leases included in Schedule HC-H, Memoranda item 5	5612		16,002		5613		10,879		5614		0		M.5.
	5615		16,002		5616		10,879		5617		0		M.5.a.

Items 6.a through 6.b are to be reported only by bank 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-F, Part III, items 1.a through 1.e).

Memoranda	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
6. Interest rate, foreign exchange rate, and commodity and equity contracts:									
a. Book value of amounts carried as assets	3522		0		3528		0		M.6.a.
b. Replacement cost of contracts with a positive replacement value	3529		0		3530		0		M.6.b.

Schedule HC-I--Risk-Based Capital

This schedule is to be submitted on a consolidated basis only by the top-tier bank holding company when the total consolidated assets of the company are \$150 million or more.

Part I. Balance sheet assets Line item descriptions	(Column A) 0% Bil Mil Thou BHC0	RISK WEIGHT				(Column D) 100% Bil Mil Thou BHC9	
		(Column B) 20% Bil Mil Thou BHC2		(Column C) 50% Bil Mil Thou BHC5			
1. Cash and due from depository institutions	0010	280,637	413,211		0	1.	
2. Securities	0390	442,985	1,333,049	220,482	301,609	2.	
3. Federal funds sold and securities purchased under agreements to resell	1350	182,000	457,985		0	3.	
4. Loans and lease financing receivables	2122	0	358,131	2,495,394	7,119,860	4.	
5. Trading assets	3545	4,232	4,394	0	0	5.	
6. All other assets (excluding goodwill)	6563	16,285	15,174	1,989	848,603	6.	
7. Total gross assets (sum of items 1 through 6) (Sum of columns A through D must equal Schedule HC, item 12, plus items 4.b and 4.c minus item 10.c and minus memoranda items 2 and 4 below)	6598	926,139	2,581,944	2,717,865	8,270,072	7.	

Memoranda

	BHCK Bil Mil Thou			
1. Intangible assets (excluding goodwill, purchased mortgage servicing rights and purchased credit card relationships) recorded on or before February 19, 1992	6442	13,545		M.1.
2. Reciprocal holdings of banking organizations' capital instruments	3836	0		M.2.
3. Nonreciprocal holdings of banking organizations' capital instruments	3837	0		M.3.
4. Capital investments in unconsolidated banking and finance subsidiaries or associated companies controlled by the banking organization	6599	4,066		M.4.
5. On-balance-sheet asset values of interest rate, foreign exchange rate, and commodity contracts (e.g., futures, exchange-traded options, forwards, and interest rate swaps) other than margin accounts and accrued receivables (include this amount in item 5, column A, or item 6, column A, as appropriate)	3806	0		M.5.
6. Purchased mortgage servicing rights:				
a. Discounted value	6443	16,619		M.6.a.
b. Fair market value	6438	29,905		M.6.b.
7. Purchased credit card relationships:				
a. Discounted value	6444	0		M.7.a.
b. Fair market value	6439	0		M.7.b.



Schedule HC-1--Continued  
Part II. Off-Balance-Sheet transactions (1)

Line item descriptions	RISK WEIGHT							
	(Column A)		(Column B)		(Column C)		(Column D)	
	0%		20%		50%		100%	
	Bil Mil Thou		bil Mil Thou	Bil Mil Thou		Bil Mil Thou	Bil Mil Thou	
	BHC0		BHC2	BHC5		BHC9		
AMOUNTS CONVERTED AT 100%								
1. Financial standby letters of credit	6566	0	3,916	0		271,146		1.
2. Risk participations in bankers acceptances								
a. Risk participations acquired	3429	0	0			0		2.a.
b. Risk participations conveyed to banks	6601		0			0		2.b.
3. Securities lent where the banking organization lends its securities or indemnifies against loss of its customers' securities	6602	0	0	0		0		3.
4. Assets sold with recourse	6603	0	0	0		0		4.
5. Other direct credit substitutes	6551	0	0	546,868		0		5.
AMOUNTS CONVERTED AT 50%								
6. Performance standby letters of credit	6570	0	99	0		41,634		6.
7. Commitments to extend credit, to purchase assets, or to participate in loans or leases with an original maturity exceeding one year	6572	0	0	0		1,100,529		7.
8. Revolving underwriting facilities (RUFs), note issuance facilities (NIFs), and similar arrangements and other transaction-related contingencies	6574	0	0	0		0		8.
AMOUNTS CONVERTED AT 20%								
9. Commercial and similar letters of credit collateralized by the underlying shipments and other short-term self-liquidating trade-related contingencies arising from the movement of goods	6575	0	0	0		9,446		9.
-----								
INTEREST RATE AND FOREIGN EXCHANGE CONTRACTS								
10. Credit equivalent amount of interest rate contracts	6576	0	5,454	5,364		10.		
11. Credit equivalent amount of foreign exchange contracts	6608	0	1,043	0		11.		

(1) The amounts reported in Part II, items 1-9, are credit equivalent, that is, the gross amounts outstanding multiplied by the appropriate conversion factor. For example, the sum of item 6, columns A through D for performance standby letters of credit should equal 50% of the total amount outstanding of performance standby letter of credit issued by the reporting bank holding company.

Schedule HC-1--Continued

Part II. Off-balance-sheet transactions (continued)  
Memoranda

Dollar Amounts in Thousands  
BHCK Bil Mil Thou

1. Current credit exposure across all off-balance-sheet derivative contracts covered by the risk-based capital standards	8764	3,357	M.1.
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Part II. Off-balance-sheet transactions (continued)

	With a remaining maturity of								
	(Column A)			(Column B)			(Column C)		
	One year or less			Over one year through five years			Over five years		
	Tril	Bil	Mil	Tril	Bil	Mil	Tril	Bil	Mil

2. Notional principal amounts of off-balance-sheet derivative contracts (exclude foreign exchange contracts with an original maturity of 14 days or less and futures contracts:										
a. Interest rate contracts	511,184			1,559,885			108,519			M.2.a.
	BHCK 3809			BHCK 8766			BHCK 8767			
b. Foreign exchange contracts	16,222			0			0			M.2.b.
	BHCK 3812			BHCK 8769			BHCK 8770			
c. Gold contracts	0			0			0			M.2.c.
	BHCK 8771			BHCK 8772			BHCK 8773			
d. Other precious metals contracts	0			0			0			M.2.d.
	BHCK 8774			BHCK 8775			BHCK 8776			
e. Other commodity contracts	0			0			0			M.2.e.
	BHCK 8777			BHCK 8778			BHCK 8779			
f. Equity derivative contracts	0			0			0			M.2.f.
	BHCK A000			BHCK A001			BHCK A002			

Schedule HC-IC - Additional Detail on Capital Components  
This schedule is to be submitted on a consolidated basis only by the  
top-tier bank holding company when the total consolidated  
assets of the company are \$150 million or more.

BHCK Bil Mil Thou

1. Perpetual preferred stock (including related surplus):			
a. Perpetual preferred stock eligible for inclusion in Tier 1 capital:			
(1) Noncumulative perpetual preferred stock	5479	0	1.a.(1)
(2) Cumulative perpetual preferred stock	5990	0	1.a.(2)
b. Auction rate preferred stock and other perpetual preferred stock deemed by the Federal Reserve to be eligible for Tier 2 capital only	6577	0	1.b.
2. Total perpetual debt	2775	0	2.
3. Common or perpetual preferred stock dedicated to retire or redeem outstanding equity contract notes	3291	49,968	3.
4. Common or perpetual preferred stock dedicated to retire or redeem outstanding equity commitment notes	3294	0	4.
5. Intermediate preferred stock with an original weighted average maturity of 5 years or more; subordinated debt with an original weighted average maturity of 5 years or more; or unsecured long-term debt issued by BHC prior to March 12, 1988, that qualified as secondary capital when issued with a remaining maturity of:			
a. Over 5 years	6579	274,625	5.a.
b. Greater than 4 years up to and including 5 years	6580	0	5.b.
c. Greater than 3 years up to and including 4 years	6581	49,968	5.c.
d. Greater than 2 years up to and including 3 years	6582	0	5.d.
e. Greater than 1 year up to and including 2 years	6583	0	5.e.
f. 0 up to and including 1 years	6584	0	5.f.
6. Long-term preferred stock with an original maturity of 20 years or more with a remaining maturity of:			
a. Over 5 years	3791	0	6.a.
b. Greater than 4 years up to and including 5 years	3790	0	6.b.
c. Greater than 3 years up to and including 4 years	3789	0	6.c.
d. Greater than 2 years up to and including 3 years	3788	0	6.d.
e. Greater than 1 year up to and including 2 years	3787	0	6.e.
f. 0 up to and including 1 years	3786	0	6.f.
7. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27.g)	2771	0	7.
8. Treasury stock (including offsetting debit to the liability for ESOP debt) (sum of items 8.a and 8.b equals Schedule HC, item 27.g):			
a. In the form of perpetual preferred stock	5483	0	8.a.
b. In the form of common stock	5484	0	8.b.
9. Unsecured long-term debt issued prior to March 12, 1988, that qualified as secondary capital when issued	3455	0	9.

Schedule HC-J Risk-Based Capital Excluding Securities Affiliates  
(For use by bank holding companies with Section 20 Securities Affiliates)

MUST BE COMPLETED IN CONJUNCTION WITH SCHEDULE HC-I

Part I. Balance sheet assets Line item descriptions:	RISK WEIGHT											
	(Column A)			(Column B)			(Column C)			(Column D)		
	0%			20%			50%			100%		
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
	BHC0			BHC2			BHC5			BHC9		
1. Cash and due from depository institutions	6609	N/A		N/A						N/A		1.
2. Securities	6610	N/A		N/A			N/A			N/A		2.
3. Federal funds sold and securities purchased under agreements to resell	6611	N/A		N/A						N/A		3.
4. Loans and lease financing receivables	6612	N/A		N/A			N/A			N/A		4.
5. Trading assets	6613	N/A		N/A			N/A			N/A		5.
6. Investments in and receivables due from securities affiliates	6614	N/A		N/A						N/A		6.
7. All other assets	6615	N/A		N/A			N/A			N/A		7.
8. Total gross assets (sum of items 1 through 7)	6616	N/A		N/A			N/A			N/A		8.

Part II. Off-balance-sheet transactions

	RISK WEIGHT											
	(Column A)			(Column B)			(Column C)			(Column D)		
	0%			20%			50%			100%		
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
	BHC0			BHC2			BHC5			BHC9		
AMOUNTS CONVERTED AT 100%												
1. Securities lent where the banking organization lends its own securities or indemnifies against loss of its customers' securities (include securities lent collateralized by cash)	6617	N/A		N/A			N/A			N/A		1.
2. Assets sold with recourse	6618	N/A		N/A			N/A			N/A		2.
3. Other direct credit substitutes	6620	N/A		N/A			N/A			N/A		3.
AMOUNTS CONVERTED AT 50%												
4. Transaction-related contingencies	6621	N/A		N/A			N/A			N/A		4.
AMOUNTS CONVERTED AT 20%												
5. Commercial and similar letters of credit collateralized by the underlying shipments and other short-term self-liquidating trade-related contingencies arising from the movement of goods	6622	N/A		N/A			N/A			N/A		5.
INTEREST RATE AND FOREIGN EXCHANGE CONTRACTS												
6. Credit equivalent amount of interest rate foreign exchange, and commodity contracts	6623	N/A		N/A			N/A			N/A		6.

Schedule HC-J Continued  
(For use by bank holding companies with Section 20 Securities Affiliates)

Memoranda

Dollar Amounts in Thousands  
BHCK Bil Mil Thou

1. Current credit exposure across all off-balance-sheet derivative contracts converted by the risk-based capital standards	A103	N/A	M.1.
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Memoranda

	(Column A)				With a remaining maturity of (Column B)				(Column C)					
	One year or less				Over one year				Over five years					
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou		
2. Notional principal amounts off-balance-sheet derivative contracts (exclude foreign exchange contracts with an original maturity of 14 days or less and futures contracts):														
a. Interest rate contracts				N/A				N/A				N/A		M.2.a.
				BHCK 6625				BHCK A104				BHCK A105		
b. Foreign exchange contracts				N/A				N/A				N/A		M.2.b.
				BHCK 6716				BHCK A106				BHCK A107		
c. Gold contracts				N/A				N/A				N/A		M.2.c.
				BHCK A108				BHCK A109				BHCK A110		
d. Other precious metals contracts				N/A				N/A				N/A		M.2.d.
				BHCK A111				BHCK A112				BHCK A113		
e. Other commodity contracts				N/A				N/A				N/A		M.2.e.
				BHCK A114				BHCK A115				BHCK A116		
f. Equity derivative contracts				N/A				N/A				N/A		M.2.f.
				BHCK A117				BHCK A118				BHCK A119		

Memoranda

	BHCK	Bil	Mil	Thou
2. Quarterly average for the total consolidated assets of the reporting bank holding company excluding the assets of its Section 20 securities affiliate	5991			N/A
				M.3.

Part III. Additional Capital Components

1. Capital investment in securities affiliate (as defined by SEC)	6718	N/A	1.
2. Loans and advances to the securities affiliate from the parent bank holding company or its nonbank subsidiaries:			
a. Collateralized in accordance with Federal Reserve Board Order or other board rulings	6719	N/A	2.a.
b. Otherwise collateralized or unsecured	6720	N/A	2.b.
3. Unutilized commitments (including unsecured loan facilities) to Section 20 securities affiliates from the parent bank holding company or its subsidiaries	5992	N/A	3.

Notes to the Balance Sheet

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank 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 Schedule HC through HC-J.

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

TEXT	BHCK	Bil	Mil	Thou
0000 Sch. HC, item 17, New loan to holding company's ESOP guaranteed by bank holding company	0000			750

Notes to Balance Sheet

TEXT	Dollar amount in thousands		
	BHCK	Bil	Mil Thou
1. 5356 Net unrealized loss on equity securities with readily determinable fair values reported in HC-A, Items 4.b and 5.b (net of tax effect)	5356	0	1.
2. 5357	5357	0	2.
3. 5358	5358	0	3.
4. 5359	5359	0	4.
5. 5360	5360	0	5.

Report of Income for Bank 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 Bil Mil Thou

1.	Interest income			
a.	Interest and fee income on loans:			
	(1) In domestic offices:			
	(a) Interest and fees on loans excluding obligations (other than securities) of states and political subdivisions in the U.S.	4393	204,919	1.a.(1)(a)
	(b) Interest on obligations (other than securities) of states and political subdivisions in the U.S.:			
	(1) Taxable obligations	4503	0	1.a.(1)(b)(1)
	(2) Tax-exempt obligations	4504	3,573	1.a.(1)(b)(2)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	10	1.a.(2)
b.	Income from lease financing receivables:			
	(1) Taxable lease financing receivable income	4505	51	1.b.(1)
	(2) Tax-exempt lease financing receivable income	4307	0	1.b.(2)
c.	Interest income on balances due from depository institutions			
	(1) In domestic offices	4105	1	1.c.(1)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4106	0	1.c.(2)
d.	Interest and dividend income on securities:			
	(1) U.S. Treasury securities and U.S. Government Agency and corporation obligations	4027	29,548	1.d.(1)
	(2) Securities issued by states and political subdivisions in the U.S.:			
	(a) Taxable securities	4506	0	1.d.(2)(a)
	(b) Tax-exempt securities	4507	1,004	1.d.(2)(b)
	(3) U.S. Securities:			
	(a) Debt securities	4394	6,451	1.d.(3)(a)
	(b) Equity securities (including Federal Reserve Stock)	4395	970	1.d.(3)(b)
	(4) Foreign securities:			
	(a) Debt securities	1638	0	1.d.(4)(a)
	(b) Equity securities	1639	0	1.d.(4)(b)
e.	Interest income from assets held in trading accounts	4069	39	1.e.
f.	Interest income on federal funds sold and securities purchased under agreements to resell in domestic offices of bank holding company, of Edge and Agreement subsidiaries and in IBFS	4020	6,410	1.f.
g.	Other interest income	4518	0	1.g.
h.	Total interest income (sum of items 1.a through 1.g)	4107	252,976	1.h.
2.	Interest expense			
a.	Interest on deposits:			
	(1) In domestic offices:			
	(a) Interest on certificates of deposit of \$100,000 or more	4174	3,099	2.a.(1)(a)
	(b) Interest on other time deposits of \$100,000 or more	6760	2	2.a.(1)(b)
	(c) Interest on other deposits	6761	73,656	2.a.(1)(c)
	(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172	3	2.a.(2)
b.	Expense on federal funds purchased and securities sold under agreements to repurchase in domestic offices of the bank holding company, of Edge and Agreement subsidiaries and in IBFs	4180	16,005	2.b.
c.	Interest on borrowed funds (excluding subordinated notes and debentures)	4396	2,847	2.c.
d.	Interest on subordinated notes and debentures and on mandatory convertible securities	4397	6,950	2.d.
e.	Other interest expense	4398	247	2.e.
f.	Total interest expense (sum of items 2.a through 2.e)	4073	102,809	2.f.
3.	Net interest income (item 1.h minus items 2.f)	4074	150,167	3.
4.	Provisions:			
a.	Provision for loan and lease losses (from Schedule HI-B, Part II item 4)	4230	10,100	4.a.
b.	Provision for allocated transfer risk	4243	0	4.b.
5.	Noninterest Income			
a.	Income from fiduciary activities:	4070	13,538	5.a.
b.	Service charges, commissions and fees:			
	(1) Service charges on deposit accounts	4483	25,015	5.b.(1)
	(2) Other service charges, commissions, and fees	4399	27,042	5.b.(2)
c.	Trading gains (losses) and fees from foreign exchange transactions or other gains (losses) from foreign transactions	1655	0	5.c.
d.	Other gains (losses) and fees from trading assets and liabilities	4077	624	5.d.
e.	Other noninterest income	4078	8,537	5.e.
f.	Total noninterest income (sum of items 5.a through 5.e)	4079	74,756	5.f.
6.	a. Realized gains (losses) on held-to-maturity securities	3521	0	6.a.
	b. Realized gains (losses) on available-for-sale securities	3196	(2,410)	6.b.
7.	Noninterest expense:			
a.	Salaries and employee benefits	4135	76,316	7.a.
b.	Expense on premises and fixed assets, net of rental income	4217	18,708	7.b.
c.	Other noninterest expense	4092	48,973	7.c.
d.	Total noninterest expense (sum of items 7.a through 7.c)	4093	143,997	7.d.
8.	Income (loss) before income taxes, extraordinary items, and other adjustments (sum of items 3, 5.f, 6.a, and 6.b minus items 4.a,			

4.b, and 7.d)	4301	68,416	8.
9. Applicable income taxes (foreign and domestic)	4302	23,330	9.
10. Minority Interest	4484	0	10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)	4300	45,086	11.
12. Extraordinary items, net of applicable taxes and minority interest	4320	0	12.
13. Net income (loss) (sum of items 11 and 12)	4340	45,086	13.

Memoranda

	BHCK	Bil	Mil	Thou	
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519	152,948			M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592	71,192			M.2.
3. Estimated foreign tax credit (included in applicable income taxes, items 9 and 12 above)	4309	0			M.3.
4. Income taxes applicable to gains (losses) on securities not held in trading accounts (included in item 9 above)	4219	(844)			M.4.
5. Service charges, commissions, and fees (other than service charges on deposit accounts.) Itemize and describe the three largest amounts that exceed 10 percent of Schedule HI, item 5.b(2)					
For Federal Reserve Use Only					
a.    TEXC 8557    TEXT 8557    Mortgage servicing	8557	4,442			M.5.a.
b.    TEXC 8558    TEXT 8558    Bankcard Fees	8558	13,785			M.5.b.
c.    TEXC 8559    TEXT 8559	8559	0			M.5.c.
6. Other noninterest income:					
a. Net gains on sales of loans	8560	0			M.6.a.
b. Net gains on other real estate owned	8561	0			M.6.b.
c. Itemize and describe the three largest amounts that exceed 10% of Schedule HI, item 5.e (excluding amounts reported in Memoranda items 6.a and 6.b above):					
For Federal Reserve Use Only					
(1).    TEXC 8562    TEXT 8562    Personalized Check Sales	8562	2,004			M.6.c.(1)
(2).    TEXC 8563    TEXT 8563    Gain on Sale of Mortgage Servicing	8563	5,900			M.6.c.(2)
(3).    TEXC 8564    TEXT 8564	8564	0			M.6.c.(3)
7. Other noninterest expense (itemize and describe the three largest amounts that exceed 10% of Schedule HI, item 7.c)					
For Federal Reserve Use Only					
a.    TEXC 8565    TEXT 8565	8565	0			M.7.a
b.    TEXC 8566    TEXT 8566	8566	0			M.7.b
c.    TEXC 8567    TEXT 8567	8567	0			M.7.c
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments)					
For Federal Reserve Use Only					
a.(1) TEXC 3571    TEXT 3571	3571	0			M.8.a.(1)
(2) Applicable income tax effect For Federal Reserve Use Only	BHCK 3572	0			M.8.a.(2)
b.(1) TEXC 3573    TEXT 3573	3573	0			M.8.b.(1)
(2) Applicable income tax effect For Federal Reserve Use Only	BHCK 3574	0			M.8.b.(2)
c.(1) TEXC 3575    TEXT					



	3575			3575	0	M.8.c.(1)
(2) Applicable income tax effect		BHCK	3576	0		M.8.c.(2)
9. Trading revenue (from cash instruments and off-balance-sheet derivative instruments included in Schedule HI, items 5.c. and 5.d):						
a. Interest rate exposure				8757	0	M.9.a.
b. Foreign exchange exposures				8758	7	M.9.b.
c. Equity security and index exposures				8759	0	M.9.c.
d. Commodity and other exposures				8760	0	M.9.d.
10. Impact on income of off-balance sheet derivatives held for purposes other than trading:						
a. Net increase (decrease) to interest income				8761	(2,080)	M.10.a.
b. Net (increase) decrease to interest expense				8762	0	M.10.b.
c. Other(noninterest) allocations				8763	(1,466)	M.10.c.
11. Income from the sale and servicing of mutual funds and annuities (in domestic offices)				8431	89	M.11.

Schedule HI-A - Changes in Equity Capital

Dollar Amounts in Thousands  
BHCK Bil Mil Thou

1.	Equity capital end of previous calendar year	3215	1,126,065	1.
2.	Equity capital adjustments from amended Reports of Income, net	3216	0	2.
3.	Amended balance end of previous calendar year (sum of items 1 and 2)	3217	1,126,065	3.
		bhct		
4.	Net income (loss) (must equal Schedule HI, item 13)	4340	45,086	4.
5.	Sale of perpetual preferred stock:	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	65,063	6.a.
b.	Conversion or retirement of common stock	3580	0	6.b.
7.	Changes incident to business combinations, net	4356	0	7.
8.	LESS: Cash dividends declared on perpetual preferred stock	4598	0	8.
9.	LESS: Cash dividends declared on limited-life preferred stock	4599	0	9.
10.	LESS: Cash dividends declared on common stock	4460	15,292	10.
11.	Cumulative effect of changes in accounting principles from prior years	4411	0	11.
12.	Corrections of material accounting errors from prior years	4412	0	12.
13.	Changes in net unrealized holding gains (losses) on available-for-sale securities	8433	19,148	13.
14.	Sales of treasury stock	4782	0	14.
15.	LESS: Purchases of treasury stock	4783	24,482	15.
16.	Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591	0	16.
17.	Other adjustments to equity capital (not included above)	3581	0	17.
18.	Foreign currency translation adjustments	4414	0	18.
19.	Equity capital at end of period (sum of items 3 through 18) (must equal item 27.h on Schedule HC, Balance Sheet)	3210	1,215,588	19.
		bhct		

Memoranda

BHCK Bil Mil Thou

1.	Sale of limited-life preferred stock	4629	0	M.1.
2.	Sale of equity commitment notes	4631	0	M.2.
3.	Sale of equity contract notes	4632	0	M.3.

Schedule HI-B - Charge-Offs and Recoveries and Changes in Allowance for Loan and Lease Losses

1. Charge-offs and Recoveries on Loans and Leases (Fully consolidated)	Dollar Amounts in Thousands						
	Charge-offs (Column A)			Recoveries (Column B)			
	BHCK	Bil	Mil Thou	BHCK	Bil	Mil Thou	
1. Loans secured by real estate:							
a. To U.S. addressees	4651		2,268	4661		2,711	1.a.
b. To non-U.S. addressees	4652		0	4662		0	1.b.
2. Commercial and industrial loans:							
a. To U.S. addressees	4645		317	4617		1,565	2.a.
b. To non-U.S. addressees	4646		0	4618		0	2.b.
3. Loans to depository institutions:							
a. To U.S. banks and other U.S. depository institutions	4653		0	4663		0	3.a.
b. To foreign banks	4654		0	4664		0	3.b.
4. Loans to finance agricultural production and other loans to farmers	4655		0	4665		8	4.
5. Loans to individuals for household, family and other personal expenditures:							
a. Credit cards and related plans	4656		11,229	4666		1,185	5.a.
b. Other (includes single payment, installment, and all student loans)	4657		3,041	4667		1,232	5.b.
6. Loans to foreign governments and official institutions	4643		0	4627		0	6.
7. All other loans	4644		2,138	4628		74	7.
8. Lease financing receivables:							
a. To U.S. addressees	4658		0	4668		0	8.a.
b. To non-U.S. addressees	4659		0	4669		0	8.b.
9. TOTAL (sum of items 1 through 8)	4635		18,993	4605		6,775	9.

Memoranda

	BHCK	Bil	Mil Thou	BHCK	Bil	Mil Thou	
1. Loans secured by real estate in domestic offices (included in Schedule HI-B, part I, item 1 above):							
a. Construction and land development	3582		900	3583		1,427	M.1.a.
b. Secured farmland	3584		0	3585		0	M.1.b.
c. Secured by 1-4 family residential properties:							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411		0	5412		0	M.1.c.(1)
(2) All other loans secured by 1-4 family residential properties	5413		407	5414		390	M.1.c.(2)
d. Secured by multifamily (5 or more) residential properties	3588		0	3589		2	M.1.d.
e. Secured by nonfarm nonresidential properties	3590		961	3591		884	M.1.e.
2. Loans to finance commercial real estate, construction, and land development activities included in Part I, items 2 and 7 above	5409		0	5410		0	M.2.

Schedule HI-B - Continued

II. Allowance for loan and lease losses	Dollar Amounts in Thousands			
	BHCK	Bil	Mil Thou	
1. Balance at end of previous year		3124	219,189	1.
2. Recoveries (must equal Part I, item 9, Column B, above)		4605	6,775	2.
3. Adjustments:		BHCK		
a. Changes incident to mergers and absorptions, net		4776	5,631	3.a.
b. Other adjustments		6765	0	3.b.
4. Provision for loan and lease losses (must equal Schedule HI Income Statement, item 4.a)		bhct		
		4230	10,100	4.
5. LESS: Charge-offs (must equal Part I, item 9, Column A, above)		4635	18,993	5.
		BHCK		
6. Foreign currency translation adjustments		3297	0	6.
7. Balance at end of period (sum of items 1 through 4 and item 6 minus item 5) (must equal item 4.b on Schedule HC - Balance Sheet)		bhct		
		3123	222,702	7.



Notes to the Income Statement

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank 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 5 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 bank 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 below the following information:

TEXT		BHCK	Bil	Mil	Thou
0000	Sch. HI, item 1.a(1)(a), Recognition of interest payments on nonaccrual loans to XYZ country	0000		1,350	

Notes to Income Statement	Dollar amount in thousands			
TEXT	BHCK	Bil	Mil	Thou
1. 5351				
	5351	0		1.
2. 5352				
	5352	0		2.
3. 5353				
	5353	0		3.
4. 5354				
	5354	0		4.
5. 5355				
	5355	0		5.