

Federal Financial Institutions Examination Council



Please refer to page i,
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the required disclosure
of estimated burden.

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**Consolidated Reports of Condition and Income for
A Bank With Domestic and Foreign Offices - FFIEC 031**

Report at the close of business March 31, 2005 (20050331)
(RCRI 9999)

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

This report form is to be filed by banks with branches and consolidated subsidiaries in U.S. territories and possessions, Edge or Agreement subsidiaries, foreign branches, consolidated foreign subsidiaries, or International Banking Facilities.

NOTE: The Reports of Condition and Income must be signed by an authorized officer and the Report of Condition must be attested to by not less than two directors (trustees) for State nonmember banks and three directors for State member and National banks.

The Reports of Condition and Income are to be prepared in accordance with Federal regulatory authority instructions.

I, Peter M. Croner, Senior Vice President

Name and Title of Officer Authorized to Sign Report

of the named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Signature of Officer Authorized to Sign Report

April 29, 2005

Date of Signature

Director (Trustee)

Director (Trustee)

Director (Trustee)

Submission of Reports

Each bank must prepare its Reports of Condition and Income either:

- (a) in electronic form and then file the computer data file directly with the banking agencies' collection agent, Electronic Data Systems Corporation (EDS), by modem or on computer diskette; or
- (b) in hard-copy (paper) form and arrange for another party to convert the paper report to electronic form. That party (if other than EDS) must transmit the bank's computer data file to EDS.

For electronic filing assistance, contact EDS Call Report Services, 13890 Bishops Drive, Suite 110, Brookfield, WI 53005, telephone (800) 255-1571.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach this signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the completed report that the bank places in its files.

FDIC Certificate Number 00913
(RCRI 9050)

THE NORTHERN TRUST COMPANY

Legal Title of Bank (TEXT 9010)

CHICAGO

City (TEXT 9130)

IL

State Abbrev. (TEXT 9200)

60675

ZIP Code (TEXT 9220)

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

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The estimated average burden associated with this information collection is 37.1 hours per respondent and is estimated to vary from 15 to 600 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503, and to one of the following:

Secretary
Board of Governors of the Federal Reserve System
Washington, D.C. 20551

Legislative and Regulatory Analysis Division
Office of the Comptroller of the Currency
Washington, D.C. 20219

Assistant Executive Secretary
Federal Deposit Insurance Corporation
Washington, D.C. 20429

For information or assistance, National and State nonmember banks should contact the FDIC's Reports Analysis and Quality Control Section, 550 17th Street, NW, Washington, D.C. 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern time. State member banks should contact their Federal Reserve District Bank.

Contact Information for the Reports of Condition and Income

To facilitate communication between the Agencies and the bank concerning the Reports of Condition and Income, please provide contact information for (1) the authorized officer of the bank signing the reports for this quarter and (2) the person at the bank - other than the authorized officer - to whom questions about the reports should be directed. If the authorized officer is the primary contact for questions about the reports, please provide contact information for another person at the bank who will serve as a secondary contact for communications between the Agencies and the bank concerning the Reports of Condition and Income. Enter "none" for the contact's e-mail address or fax number if not available. Contact information for the Reports of Condition and Income is for the confidential use of the Agencies and will not be released to the public.

Authorized Officer Signing the Reports

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Other Person to Whom Questions about the Reports Should be Directed

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Emergency Contact Information

This information is being requested so the Agencies can distribute critical, time sensitive information to emergency contacts at banks. Please provide primary contact information for a senior official of the bank who has decision-making authority. Also provide information for a secondary contact if available. Enter "none" for the contact's e-mail address or fax number if not available. Emergency contact information is for the confidential use of the Agencies and will not be released to the public.

Primary Contact

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FAX: Area code/phone number (TEXT C375)

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

This information is being requested to identify points-of-contact who are in charge of your depository institution's Section 314(a) searches and who could be contacted by federal law enforcement officers for additional information related to anti-terrorist financing and anti-money laundering. Please provide information for a secondary contact if available. Enter "none" for the contact's e-mail address or fax number if not available. USA PATRIOT Act contact information is for the confidential use of the Agencies and the Financial Crimes Enforcement Network (FinCEN) and will not be released to the public.

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FAX: Area code/phone number (TEXT C446)

Consolidated Report of Income
for the period January 1, 2005 - March 31, 2005

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

Schedule RI-Income Statement

	Dollar Amounts in Thousands				
	RIAD	Bil	Mil	Thou	
1. Interest Income:					
a. Interest and fee income on loans:					
(1) In domestic offices:					
(a) Loans secured by real estate	4011		44,803		1.a.(1)(a)
(b) Loans to finance agricultural production and other loans to farmers	4024		25		1.a.(1)(b)
(c) Commercial and industrial loans	4012		27,991		1.a.(1)(c)
(d) Loans to individuals for household, family, and other personal expenditures:					
(1) Credit Cards	B485		0		1.a.(1)(d)(1)
(2) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B486		9,715		1.a.(1)(d)(2)
(e) Loans to foreign governments and other official institutions	4056		3		1.a.(1)(e)
(f) All other loans in domestic offices	B487		12,032		1.a.(1)(f)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		1,461		1.a.(2)
(3) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(2))	4010		96,030		1.a.(3)
b. Income from lease financing receivables	4065		10,522		1.b.
c. Interest income on balances due from depository institutions(1).....	4115		79,099		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		40,637		1.d.(1)
(2) Mortgage-backed securities.....	B489		68		1.d.(2)
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.).....	4060		16,564		1.d.(3)
e. Interest income from trading assets	4069		0		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	4020		4,849		1.f.
g. Other interest income	4518		1,341		1.g.
h. Total interest income (sum of items 1.a.(3) through 1.g.)	4107		249,110		1.h.
2. Interest expense:					
a. Interest on deposits:					
(1) Interest on deposits in domestic offices:					
(a) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508		284		2.a.(1)(a)
(b) Nontransaction accounts:					
(1) Savings deposits (include MMDAs)	0093		8,825		2.a.(1)(b)(1)
(2) Time deposits of \$100,000 or more	A517		4,270		2.a.(1)(b)(2)
(3) Time deposits of less than \$100,000	A518		1,967		2.a.(1)(b)(3)
(2) Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		78,781		2.a.(2)
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	4180		28,723		2.b.
c. Interest on trading liabilities and other borrowed money	4185		16,798		2.c.

(1) Includes interest income on time certificates of deposits not held for trading.

Schedule RI-Continued

Dollar Amounts in Thousands	Year-to-date				
	RIAD	Bil	Mil	Thou	
2. Interest expense (continued):					
d. Interest on subordinated notes and debentures	4200		14,271		2.d.
e. Total interest expense (sum of items 2.a through 2.d)	4073		153,919		2.e.
3. Net interest income (item 1.h minus 2.e)				4074	95,191 3.
4. Provision for loan and lease losses				4230	(694) 4.
5. Noninterest income:					
a. Income from fiduciary activities(1)	4070		262,680		5.a.
b. Service charges on deposit accounts in domestic offices	4080		20,853		5.b.
c. Trading revenue(2)	A220		38,973		5.c.
d. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490		79		5.d.
e. Venture capital revenue	B491		0		5.e.
f. Net servicing fees	B492		4		5.f.
g. Net securitization income	B493		0		5.g.
h. (1) Underwriting income from insurance and reinsurance activities	C386		0		5.h.(1)
(2) Income from other insurance activities	C387		0		5.h.(2)
i. Net gains (losses) on sales of loans and leases	5416		40		5.i.
j. Net gains (losses) on sales of other real estate owned	5415		53		5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		(46)		5.k.
l. Other noninterest income*	B497		12,670		5.l.
m. Total noninterest income (sum of items 5.a through 5.l)				4079	335,306 5.m.
6. a. Realized gains (losses) on held-to-maturity securities				3521	55 6.a.
b. Realized gains (losses) on available-for-sale securities				3196	0 6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135		164,803		7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		36,681		7.b.
c. (1) Goodwill impairment losses	C216		0		7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		1,048		7.c.(2)
d. Other noninterest expense*	4092		84,401		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)				4093	286,933 7.e.
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)				4301	144,313 8.
9. Applicable income taxes (on item 8)				4302	48,499 9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)				4300	95,814 10.
11. Extraordinary items and other adjustments, net of income taxes*				4320	0 11.
12. Net income (loss) (sum of items 10 and 11)				4340	95,814 12.

* Describe on Schedule RI-E - Explanations

(1) For banks required to complete Schedule RC-T, items 12 through 19, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 19.

(2) For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c, must equal the sum of Memorandum items 8.a through 8.d.

Schedule RI-Continued

Memoranda

	Year-to-date				
	RIAD	Bil	Mil	Thou	
Dollar Amounts in Thousands					
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes.....	4513		0	M.1.	
2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8)	8431		5,324	M.2.	
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b above)	4313		413	M.3.	
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3))	4507		8,671	M.4.	
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	Number		M.5.	
6. Not Applicable					
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition(1)	9106	CC	YY	MM	DD
			0000/00/00	M.7.	
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.d must equal Schedule RI, item 5.c) (To be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.):					
a. Interest rate exposures	8757		792	M.8.a.	
b. Foreign exchange exposures	8758		38,181	M.8.b.	
c. Equity security and index exposures	8759		0	M.8.c.	
d. Commodity and other exposures	8760		0	M.8.d.	
9. Impact on income of derivatives held for purposes other than trading:					
a. Net increase (decrease) to interest income	8761		(1,692)	M.9.a.	
b. Net (increase) decrease to interest expense	8762		0	M.9.b.	
c. Other (noninterest) allocations	8763		(23)	M.9.c.	
10. Credit losses on derivatives (see instructions)	A251		0	M.10.	
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year? (enter "Y" for YES or "N" for NO)	A530		N	M.11.	

(1) For example, a bank acquired on March 1, 2005, would report 20050301.

Schedule RI-A - Changes in Equity Capital

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Indicate decreases and losses in parentheses.	Dollar Amounts in Thousands			
	RIAD	Bil	Mil	Thou
1. Total equity capital most recently reported for the December 31, 2004, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217		2,355,237	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles*	B507		(10)	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508		2,355,227	3.
4. Net income (loss) (must equal Schedule RI, item 12)	4340		95,814	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	B509		0	5.
6. Treasury stock transactions, net	B510		0	6.
7. Changes incident to business combinations, net	4356		0	7.
8. LESS: Cash dividends declared on preferred stock	4470		0	8.
9. LESS: Cash dividends declared on common stock	4460		0	9.
10. Other comprehensive income(1)	B511		183	10.
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above).....	4415		0	11.
12. Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28)	3210		2,451,224	12.

* Describe on Schedule RI-E - Explanations.

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and changes in minimum pension liability adjustments.

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

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

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

Dollar Amounts in Thousands	(Column A) Charge-offs(1)				(Column B) Recoveries			
	Calendar year-to-date							
	RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou
1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices	3582		0		3583		5	
b. Secured by farmland in domestic offices	3584		0		3585		0	
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		20		5412		0	
(2) Closed-end loans secured by 1-4 family residential properties:								
(a) Secured by first liens	C234		1		C217		6	
(b) Secured by junior liens	C235		0		C218		0	
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588		0		3589		0	
e. Secured by nonfarm nonresidential properties in domestic offices	3590		0		3591		0	
f. In foreign offices	B512		0		B513		0	
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	
b. To foreign banks	4654		0		4664		0	
3. Loans to finance agricultural production and other loans to farmers	4655		0		4665		0	
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile)	4645		0		4617		41	
b. To non-U.S. addressees (domicile).....	4646		0		4618		329	

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

Schedule RI-B - Continued

Part I. Continued

	(Column A) Charge-offs(1)				(Column B) Recoveries				
	Calendar year-to-date								
	RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou	
Dollar Amounts in Thousands									
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards	B514			0	B515			0	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516			11	B517			9	5.b.
6. Loans to foreign governments and official institutions	4643			0	4627			0	6.
7. All other loans	4644			25	4628			0	7.
8. Lease financing receivables:									
a. To U.S. addressees (domicile)	4658			0	4668			0	8.a.
b. To non-U.S. addressees (domicile)	4659			0	4669			0	8.b.
9. Total (sum of items 1 through 8)	4635			57	4605			390	9.

Memoranda

	(Column A) Charge-offs(1)				(Column B) Recoveries				
	Calendar year-to-date								
	RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou	
Dollar Amounts in Thousands									
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above	5409			0	5410			0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)	4652			0	4662			0	M.2.
3. Not applicable									
<i>Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes</i>									
4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	C388							N/A	M.4.

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

Part II. Changes in Allowance for Loan and Lease Losses

	Dollar Amounts in Thousands			
	RIAD	Bil	Mil	Thou
1. Balance most recently reported for the December 31, 2004, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	B522		87,085	1.
2. Recoveries (must equal part I, item 9, column B above)	4605		390	2.
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, Part II, item 4)	C079		57	3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523		0	4.
5. Provision for loan and lease losses (must equal Schedule RI, item 4)	4230		(694)	5.
6. Adjustments* (see instructions for this schedule)	C233		10	6.
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)	3123		86,734	7.

* Describe on Schedule RI-E - Explanations.

Memoranda

	Dollar Amounts in Thousands			
	RIAD	Bil	Mil	Thou
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above	C435		0	M.1.
<i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes</i>				
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	C389		N/A	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges	C390		N/A	M.3.

Schedule RI-D - Income from International Operations

For all banks with foreign offices, Edge or Agreement subsidiaries, or IBFs where international operations account for more than 10 percent of total revenues, total assets, or net income.

	Year-to-date			
	RIAD	Bil	Mil	Thou
Dollar Amounts in Thousands				
1. Interest income and expense attributable to international operations:				
a. Gross interest income	B523		118,043	1.a.
b. Gross interest expense	B524		84,434	1.b.
2. Net interest income attributable to international operations (item 1.a minus 1.b)	B525		33,609	2.
3. Noninterest income and expense attributable to international operations:				
a. Noninterest income attributable to international operations	4097		106,812	3.a.
b. Provision for loan and lease losses attributable to international operations	4235		135	3.b.
c. Other noninterest expense attributable to international operations	4239		75,273	3.c.
d. Net noninterest income (expense) attributable to international operations (items 3.a minus 3.b and 3.c)	4843		31,404	3.d.
4. Estimated pretax income attributable to international operations before capital allocation adjustments (sum of items 2 and 3.d).....	4844		65,013	4.
5. Adjustment to pretax income for internal allocations to international operations to reflect the effects of equity capital on overall bank funding costs	4845		(3,536)	5.
6. Estimated pretax income attributable to international operations after capital allocation adjustment (sum of items 4 and 5).....	4846		61,477	6.
7. Income taxes attributable to income from international operations as estimated in item 6	4797		25,484	7.
8. Estimated net income attributable to international operations (item 6 minus 7)	4341		35,993	8.

Schedule RI-E - Explanations

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

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

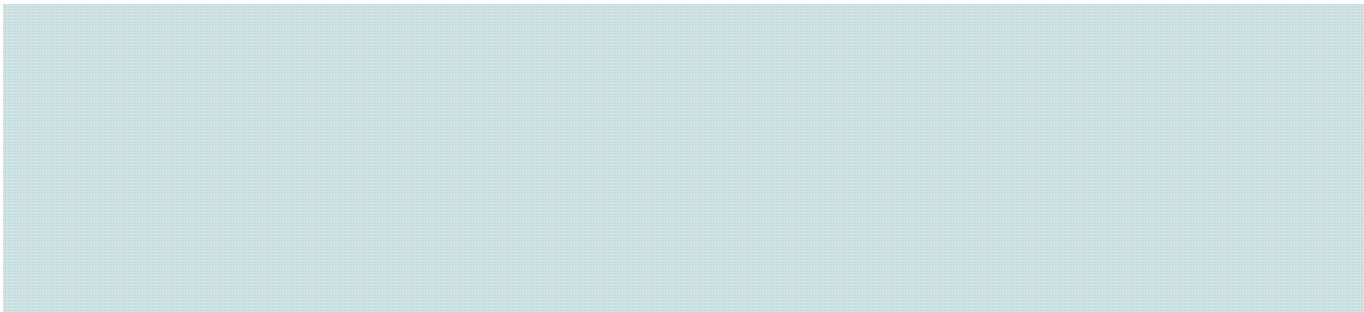
		Dollar Amounts in Thousands		Year-to-date			
				RIAD	Bil	Mil	Thou
1. Other noninterest income (from Schedule RI, item 5.l)							
Itemize and describe amounts that exceed 1% of the sum of Schedule RI, items 1.h and 5.m:							
a.	Income and fees from the printing and sale of checks	C013		0			1.a.
b.	Earnings on/increase in value of cash surrender value of life insurance	C014		0			1.b.
c.	Income and fees from automated teller machines (ATMs)	C016		0			1.c.
d.	Rent and other income from real estate owned	4042		0			1.d.
e.	Safe deposit box rent	C015		0			1.e.
f.	TEXT 4461	4461		0			1.f.
g.	TEXT4462	4462		0			1.g.
h.	TEXT4463	4463		0			1.h.
2. Other noninterest expense (from Schedule RI, item 7.d)							
Itemize and describe amounts that exceed 1% of the sum of Schedule RI, items 1.h and 5.m:							
a.	Data processing expenses	C017		0			2.a.
b.	Advertising and marketing expenses	0497		0			2.b.
c.	Directors' fees	4136		0			2.c.
d.	Printing, stationery, and supplies	C018		0			2.d.
e.	Postage	8403		0			2.e.
f.	Legal fees and expenses	4141		0			2.f.
g.	FDIC deposit insurance assessments	4146		0			2.g.
h.	TEXT 4464 Computer software-related expense	4464		27,269			2.h.
i.	TEXT 4467 Subcustodian & depository fee expense	4467		13,354			2.i.
j.	TEXT 4468	4468		0			2.j.
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and other adjustments):							
a. (1)	TEXT 4469	4469		0			3.a.(1)
(2)	Applicable income tax effect	4486		0			3.a.(2)
b. (1)	TEXT 4487	4487		0			3.b.(1)
(2)	Applicable income tax effect	4488		0			3.b.(2)
c. (1)	TEXT 4489	4489		0			3.c.(1)
(2)	Applicable income tax effect	4491		0			3.c.(2)

Schedule RI-E - Continued

		Year-to-date			
		RIAD	Bil	Mil	Thou
Dollar Amounts in Thousands					
4. Restatements due to corrections of material accounting errors and changes in accounting principles (from Schedule RI-A, item 2) (itemize and describe all restatements):					
a.	TEXT B526 Correction to prior year retained earnings of subsidiary	B526		(10)	4.a
b.	TEXT B527	B527		0	4.b.
5. Other transactions with parent holding company (from Schedule RI-A, item 11) (itemize and describe all such transactions):					
a.	TEXT 4498	4498		0	5.a.
b.	TEXT 4499	4499		0	5.b.
6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6) (itemize and describe all adjustments):					
a.	TEXT 4521 Additional reserves resulting from acquisition	4521		10	6.a.
b.	TEXT 4522	4522		0	6.b.
7. Other explanations (the space below is provided for the bank to briefly describe, at its option, any other significant items affecting the Report of Income):					

Other explanations (Either enter text in the field below or skip and leave blank for "No comment"):

(TEXT 4769)



Consolidated Report of Condition for Insured Commercial
and State-Chartered Savings Banks for March 31, 2005

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

Schedule RC - Balance Sheet

Dollar Amounts in Thousands				RCFD	Bil	Mil	Thou
ASSETS							
1. Cash and balances due from depository institutions (from Schedule RC-A):							
a. Noninterest-bearing balances and currency and coin(1).....				0081		2,249,810	1.a.
b. Interest-bearing balances(2).....				0071		12,373,956	1.b.
2. Securities:							
a. Held-to-maturity securities (from Schedule RC-B, column A).....				1754		935,108	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....				1773		7,153,943	2.b.
3. Federal funds sold and securities purchased under agreements to resell:.....							
a. Federal funds sold in domestic offices				RCON	B987	1,604,590	3.a.
b. Securities purchased under agreements to resell(3).....				RCFD	B989	489,144	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):							
a. Loans and leases held for sale						1,461	4.a.
b. Loans and leases, net of unearned income	B528	11,480,947					4.b.
c. LESS: Allowance for loan and lease losses	3123	86,734					4.c.
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)				B529		11,394,213	4.d.
5. Trading assets (from Schedule RC-D)							
6. Premises and fixed assets (including capitalized leases)							
7. Other real estate owned (from Schedule RC-M).....							
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)							
9. Customers' liability to this bank on acceptances outstanding							
10. Intangible assets:							
a. Goodwill						312,963	10.a.
b. Other intangible assets (from Schedule RC-M)						162,667	10.b.
11. Other assets (from Schedule RC-F)							
12. Total assets (sum of items 1 through 11)							
						39,413,821	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 RC - Continued

Dollar Amounts in Thousands				Bil	Mil	Thou
LIABILITIES						
13. Deposits:						
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I).....						
	RCON					
	2200			8,835,457		13.a.
(1) Noninterest-bearing(1).....						
	RCON	6631	4,247,009			13.a.(1)
(2) Interest-bearing.....						
	RCON	6636	4,588,448			13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II).....						
	RCFN					
	2200			19,949,847		13.b.
(1) Noninterest-bearing.....						
	RCFN	6631	1,382,757			13.b.(1)
(2) Interest-bearing.....						
	RCFN	6636	18,567,090			13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase						
a. Federal funds purchased in domestic offices(2).....						
	RCON	B993		777,710		14.a.
b. Securities sold under agreements to repurchase(3).....						
	RCFD	B995		1,555,939		14.b.
15. Trading liabilities (from Schedule RC-D).....						
	RCFD	3548		633,444		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M).....						
	RCFD					
	3190			2,853,785		16.
17. Not applicable						
18. Bank's liability on acceptances executed and outstanding.....						
	2920			319		18.
19. Subordinated notes and debentures(4).....						
	3200			1,131,048		19.
20. Other liabilities (from Schedule RC-G).....						
	2930			1,225,048		20.
21. Total liabilities (sum of items 13 through 20).....						
	2948			36,962,597		21.
22. Minority interest in consolidated subsidiaries.....						
	3000			0		22.
EQUITY CAPITAL						
23. Perpetual preferred stock and related surplus.....						
	3838			0		23.
24. Common stock.....						
	3230			3,563		24.
25. Surplus (exclude all surplus related to preferred stock).....						
	3839			455,560		25.
a. Retained earnings.....						
	3632			1,992,793		26.a.
b. Accumulated other comprehensive income(5).....						
	B530			(692)		26.b.
27. Other equity capital components(6).....						
	A130			0		27.
28. Total equity capital (sum of items 23 through 27).....						
	3210			2,451,224		28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28).....						
	3300			39,413,821		29.

Memorandum

To be reported with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2004.....

RCFD	Number
6724	1

M.1.

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm

- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

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

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

Exclude assets held for trading.

Dollar Amounts in Thousands	(Column A) Consolidated Bank				(Column B) Domestic Offices				
	RCFD	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
1. Cash items in process of collection, unposted debits, and currency and coin	0022		558,391						1.
a. Cash items in process of collection and unposted debits					0020		522,267		1.a.
b. Currency and coin					0080		35,978		1.b.
2. Balances due from depository institutions in the U.S.					0082		184,657		2.
a. U.S. branches and agencies of foreign banks (including their IBFs)	0083		36,386						2.a.
b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs).....	0085		185,117						2.b.
3. Balances due from banks in foreign countries and foreign central banks....					0070		24,060		3.
a. Foreign branches of other U.S. banks	0073		1,065,292						3.a.
b. Other banks in foreign countries and foreign central banks	0074		12,246,891						3.b.
4. Balances due from Federal Reserve Banks	0090		531,689		0090		530,395		4.
5. Total (sum of items 1 through 4) (total of column A must equal Schedule RC, sum of items 1.a and 1.b)	0010		14,623,766		0010		1,297,357		5.

Schedule RC-B - Securities

Exclude assets held for trading.

Dollar Amounts in Thousands	Held-to-maturity								Available-for-sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
1. U.S. Treasury securities ...	0211		0		0213		0		1286		1,998		1287		1,997		1.
2. U.S. Government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. Government agencies(1)	1289		0		1290		0		1291		0		1293		0		2.a.
b. Issued by U.S. Government-sponsored agencies(2)	1294		0		1295		0		1297		6,083,197		1298		6,083,332		2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496		857,114		8497		880,173		8498		30,614		8499		32,421		3.

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

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

Schedule RC-B - Continued

Dollar Amounts in Thousands	Held-to-maturity								Available-for-sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
4. Mortgage-backed securities (MBS):																	
a. Pass-through securities:																	
(1) Guaranteed by GNMA	1698		0		1699		0		1701		0		1702		0		4.a.(1)
(2) Issued by FNMA and FHLMC	1703		3,969		1705		3,808		1706		6		1707		7		4.a.(2)
(3) Other pass-through securities	1709		0		1710		0		1711		0		1713		0		4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714		0		1715		0		1716		2,162		1717		2,162		4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718		0		1719		0		1731		13		1732		13		4.b.(2)
(3) All other mortgage-backed securities	1733		0		1734		0		1735		0		1736		0		4.b.(3)
5. Asset-backed securities (ABS):																	
a. Credit card receivables	B838		0		B839		0		B840		351,916		B841		351,751		5.a.
b. Home equity lines	B842		0		B843		0		B844		0		B845		0		5.b.
c. Automobile loans	B846		0		B847		0		B848		195,000		B849		195,121		5.c.
d. Other consumer loans	B850		0		B851		0		B852		463,007		B853		463,058		5.d.
e. Commercial and industrial loans	B854		0		B855		0		B856		0		B857		0		5.e.
f. Other	B858		0		B859		0		B860		0		B861		0		5.f.
6. Other debt securities:																	
a. Other domestic debt securities	1737		39,922		1738		34,285		1739		0		1741		0		6.a.
b. Foreign debt securities	1742		34,103		1743		34,181		1744		23,915		1746		24,081		6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values(1) ...									A510		0		A511		0		7.
8. Total (sum of items 1 through 7) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754		935,108		1771		952,447		1772		7,151,828		1773		7,153,943		8.

(1) Report Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock in Schedule RC-F, item 4.

Schedule RC-B - Continued

Memoranda

	Dollar Amounts in Thousands				
	RCFD	Bil	Mil	Thou	
1. Pledged securities(1).....	0416	4,718,263			M.1.
2. Maturity and repricing data for debt securities(1),(2) (excluding those in nonaccrual status):					
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:(3),(4)					
(1) Three months or less	A549	6,438,741			M.2.a.(1)
(2) Over three months through 12 months	A550	464,661			M.2.a.(2)
(3) Over one year through three years	A551	63,247			M.2.a.(3)
(4) Over three years through five years	A552	310,126			M.2.a.(4)
(5) Over five years through 15 years.....	A553	777,510			M.2.a.(5)
(6) Over 15 years	A554	28,615			M.2.a.(6)
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:(3),(5)					
(1) Three months or less	A555	0			M.2.b.(1)
(2) Over three months through 12 months	A556	0			M.2.b.(2)
(3) Over one year through three years.....	A557	4			M.2.b.(3)
(4) Over three years through five years	A558	0			M.2.b.(4)
(5) Over five years through 15 years.....	A559	3			M.2.b.(5)
(6) Over 15 years	A560	3,969			M.2.b.(6)
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of:(6)					
(1) Three years or less	A561	2,175			M.2.c.(1)
(2) Over three years.....	A562	0			M.2.c.(2)
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)	A248	5,863,210			M.2.d.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer) ...	1778	0			M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):					
a. Amortized cost	8782	0			M.4.a.
b. Fair value.....	8783	0			M.4.b.

(1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

(2) Exclude investments in mutual funds and other equity securities with readily determinable fair values.

(3) Report fixed rate debt securities by remaining maturity and floating rate debt securities by next repricing date.

(4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 5, and 6, columns A and D, plus mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.

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

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

Schedule RC-C - Loans and Lease Financing Receivables

Part I. Loans and Leases

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or market value and (2) loans and leases held for investment, net of unearned income. Exclude assets held for trading and commercial paper.

	(Column A) Consolidated Bank				(Column B) Domestic Offices				
	RCFD	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
Dollar Amounts in Thousands									
1. Loans secured by real estate	1410	3,705,530							1.
a. Construction, land development, and other land loans.....					1415	57,635			1.a.
b. Secured by farmland (including farm residential and other improvements)					1420	682			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	690,450			1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens					5367	2,600,105			1.c.(2)(a)
(b) Secured by junior liens					5368	5,431			1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties					1460	137,825			1.d.
e. Secured by nonfarm nonresidential properties					1480	213,402			1.e.
2. Loans to depository institutions and acceptances of other banks:									
a. To commercial banks in the U.S.					B531	471,659			2.a.
(1) To U.S. branches and agencies of foreign banks	B532	0							2.a.(1)
(2) To other commercial banks in the U.S.	B533	471,659							2.a.(2)
b. To other depository institutions in the U.S.	B534	0			B534	0			2.b.
c. To banks in foreign countries					B535	0			2.c.
(1) To foreign branches of other U.S. banks	B536	768							2.c.(1)
(2) To other banks in foreign countries	B537	115,220							2.c.(2)
3. Loans to finance agricultural production and other loans to farmers	1590	2,545			1590	2,545			3.
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile)	1763	2,894,904			1763	2,777,763			4.a.
b. To non-U.S. addressees (domicile).....	1764	184,106			1764	50,103			4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
a. Credit cards	B538	0			B538	0			6.a.
b. Other revolving credit plans	B539	26,432			B539	26,236			6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011	958,230			2011	957,061			6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	71,424			2081	172			7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.	2107	95,832			2107	95,832			8.
9. Other loans	1563	1,716,426							9.
a. Loans for purchasing or carrying securities (secured and unsecured)....					1545	41,176			9.a.
b. All other loans (exclude consumer loans)					1564	1,063,865			9.b.
10. Lease financing receivables (net of unearned income)					2165	1,239,332			10.
a. Of U.S. addressees (domicile)	2182	1,125,980							10.a.
b. Of non-U.S. addressees (domicile).....	2183	113,352							10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above.....	2123	0			2123	0			11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule RC, sum of items 4.a and 4.b)	2122	11,482,408			2122	10,431,274			12.

Schedule RC-C - Continued

Part I. Continued

Memoranda

	Dollar Amounts in Thousands				
	RCFD	Bil	Mil	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, above and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures).....	1616		0		M.1.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):					
a. Closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of:(1),(2)	RCON				
(1) Three months or less	A564		50,119		M.2.a.(1)
(2) Over three months through 12 months	A565		150,118		M.2.a.(2)
(3) Over one year through three years.....	A566		793,132		M.2.a.(3)
(4) Over three years through five years	A567		996,507		M.2.a.(4)
(5) Over five years through 15 years.....	A568		237,780		M.2.a.(5)
(6) Over 15 years	A569		372,449		M.2.a.(6)
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of:(1),(3)	RCON				
(1) Three months or less	A570		5,795,835		M.2.b.(1)
(2) Over three months through 12 months	A571		700,980		M.2.b.(2)
(3) Over one year through three years.....	A572		650,006		M.2.b.(3)
(4) Over three years through five years	A573		371,893		M.2.b.(4)
(5) Over five years through 15 years.....	A574		747,043		M.2.b.(5)
(6) Over 15 years	A575		590,244		M.2.b.(6)
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)	A247		5,508,607		M.2.c.
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column A(4).....	2746		166,115		M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)	RCON				
5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, item 1, column A, above)	5370		1,911,019		M.4.
<i>Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes</i>	RCON				
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a., column A.	B837		0		M.5.
	C391		N/A		M.6.

(1) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.

(2) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties in domestic offices included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.

(3) Sum of Memorandum items 2.b.(1) through 2.b.(6), plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties in domestic offices included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, part I, sum of items 1 through 10, column A, minus total closed-end loans secured by first liens on 1-4 family residential properties in domestic offices from Schedule RC-C, part I, item 1.c.(2)(a), column B.

(4) Exclude loans secured by real estate that are included in Schedule RC-C, part I, item 1, column A.

Schedule RC-C - Continued

18a

Part II. Loans to Small Businesses and Small Farms

Schedule RC-C, Part II is to be reported only with the June Report of Condition.

Report the number and amount currently outstanding as of June 30 of business loans with "original amounts" of \$1,000,000 or less and farm loans with "original amounts" of \$500,000 or less. The following guidelines should be used to determine the "original amount" of a loan: (1) For loans drawn down under lines of credit or loan commitments, the "original amount" of the loan is the size of the line of credit or loan commitment when the line of credit or loan commitment was most recently approved, extended, or renewed prior to the report date. However, if the amount currently outstanding as of the report date exceeds this size, the "original amount" is the amount currently outstanding on the report date. (2) For loan participations and syndications, the "original amount" of the loan participation or syndication is the entire amount of the credit originated by the lead lender. (3) For all other loans, the "original amount" is the total amount of the loan at origination or the amount currently outstanding as of the report date, whichever is larger.

Loans to Small Businesses

1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part I, item 1.e, column B, and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B, have original amounts of \$100,000 or less (If your bank has no loans outstanding in both of these two loan categories, place an "N" in the box to the right for NO, otherwise mark it "Y" for YES.).....

RCON	(Y / N)
6999	N/A

If YES, complete items 2.a and 2.b below, skip items 3 and 4, and go to item 5.
 If NO and your bank has loans outstanding in either loan category, skip items 2.a and 2.b, complete items 3 and 4 below, and go to item 5.
 If NO and your bank has no loans outstanding in both loan categories, skip items 2 through 4, and go to item 5.

2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:

- a. "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part I, item 1.e, column B (Note: Item 1.e, column B, divided by the number of loans should NOT exceed \$100,000.)
- b. "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B (Note: Item 4.a, column B, divided by the number of loans should NOT exceed \$100,000.)

Number of Loans	
RCON	
5562	N/A
2.a.	
RCON	
5563	N/A
2.b.	

Dollar Amounts in Thousands	(Column A)		(Column B)			
	Number of Loans		Amount Currently Outstanding			
	RCON		RCON	Bil	Mil	Thou
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part 1, item 1.e, column B (sum of items 3.a through 3.c must be less than or equal to Schedule RC-C, part 1, item 1.e, column B):						
a. With original amounts of \$100,000 or less	5564	N/A	5565			N/A
b. With original amounts of more than \$100,000 through \$250,000	5566	N/A	5567			N/A
c. With original amounts of more than \$250,000 through \$1,000,000.....	5568	N/A	5569			N/A
4. Number and amount currently outstanding of "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B (sum of items 4.a through 4.c must be less than or equal to Schedule RC-C, part I, item 4.a, column B):						
a. With original amounts of \$100,000 or less	5570	N/A	5571			N/A
b. With original amounts of more than \$100,000 through \$250,000	5572	N/A	5573			N/A
c. With original amounts of more than \$250,000 through \$1,000,000.....	5574	N/A	5575			N/A

Schedule RC-C - Continued

18b

Part II. Continued

Agricultural Loans to Small Farms

5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B, have original amounts of \$100,000 or less (If your bank has no loans outstanding in both of these two loan categories, place an "N" in the box to the right for NO, otherwise mark it "Y" for YES.).....

RCON	(Y / N)
6860	N/A

5.

If YES, complete items 6.a and 6.b below, and do not complete items 7 and 8.

If NO and your bank has loans outstanding in either loan category, skip items 6.a and 6.b and complete items 7 and 8 below.

If NO and your bank has no loans outstanding in both loan categories, do not complete items 6 through 8.

6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:

- a. "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B (Note: Item 1.b, column B, divided by the number of loans should NOT exceed \$100,000.)
- b. "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B (Note: Item 3, column B, divided by the number of loans should NOT exceed \$100,000.)

Number of Loans	
RCON	
5576	N/A
6.a.	
RCON	
5577	N/A
6.b.	

Dollar Amounts in Thousands

- 7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B (sum of items 7.a through 7.c must be less than or equal to Schedule RC-C, part I, item 1.b, column B):
 - a. With original amounts of \$100,000 or less
 - b. With original amounts of more than \$100,000 through \$250,000
 - c. With original amounts of more than \$250,000 through \$500,000

(Column A)		(Column B)			
Number of Loans		Amount Currently Outstanding			
RCON		RCON	Bil	Mil	Thou
5578	N/A	5579			N/A
5580	N/A	5581			N/A
5582	N/A	5583			N/A
7.a.		7.a.			
7.b.		7.b.			
7.c.		7.c.			

- 8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B (sum of items 8.a through 8.c must be less than or equal to Schedule RC-C, part I, item 3, column B):
 - a. With original amounts of \$100,000 or less
 - b. With original amounts of more than \$100,000 through \$250,000
 - c. With original amounts of more than \$250,000 through \$500,000

(Column A)		(Column B)			
Number of Loans		Amount Currently Outstanding			
RCON		RCON	Bil	Mil	Thou
5584	N/A	5585			N/A
5586	N/A	5587			N/A
5588	N/A	5589			N/A
8.a.		8.a.			
8.b.		8.b.			
8.c.		8.c.			

Schedule RC-D - Trading Assets and Liabilities

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

		Dollar Amounts in Thousands			
		RCON	Bil	Mil	Thou
ASSETS					
1. U.S. Treasury securities in domestic offices		3531		0	1.
2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities)		3532		0	2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices		3533		0	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 mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)		3535		0	4.b.
c. All other mortgage-backed securities		3536		0	4.c.
5. Other debt securities in domestic offices		3537		0	5.
6. - 8. Not applicable					
9. Other trading assets in domestic offices		3541		0	9.
10. Trading assets in foreign offices	RCFN	3542		0	10.
11. Derivatives with a positive fair value:					
a. In domestic offices	RCON	3543		222,023	11.a.
b. In foreign offices	RCFN	3543		429,878	11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)	RCFD	3545		651,901	12.
LIABILITIES					
13. Liability for short positions	RCFD	3546		0	13.
14. Derivatives with a negative fair value		3547		633,444	14.
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule RC, item 15)		3548		633,444	15.

Schedule RC-E - Deposit Liabilities

Part I. Deposits in Domestic Offices

	Transaction Accounts								Nontransaction Accounts				
	(Column A) Total transaction accounts (including total demand deposits)				(Column B) Memo: Total demand deposits (included in column A)				(Column C) Total nontransaction accounts (including MMDAs)				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
Dollar Amounts in Thousands													
Deposits of:													
1. Individuals, partnerships, and corporations (include all certified and official checks).....	B549	1,879,257								B550	6,817,591		1.
2. U.S. Government	2202	110								2520	0		2.
3. States and political subdivisions in the U.S.	2203	12,244								2530	17,297		3.
4. Commercial banks and other depository institutions in the U.S.	B551	108,357								B552	0		4.
5. Banks in foreign countries.....	2213	601								2236	0		5.
6. Foreign governments and official institutions (including foreign central banks)	2216	0								2377	0		6.
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	2,000,569		2210	1,884,957				2385	6,834,888		7.	

Memoranda

	Dollar Amounts in Thousands				
	RCON	Bil	Mil	Thou	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):					
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835	175,793			M.1.a.
b. Total brokered deposits	2365	0			M.1.b.
c. Fully insured brokered deposits (included in Memorandum item 1.b above):					
(1) Issued in denominations of less than \$100,000.....	2343	0			M.1.c.(1)
(2) Issued EITHER in denominations of \$100,000 OR in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less	2344	0			M.1.c.(2)
d. Maturity data for brokered deposits:					
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)	A243	0			M.1.d.(1)
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	A244	0			M.1.d.(2)
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only).....	5590	N/A			M.1.e.
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 7, column C above):					
a. Savings deposits:					
(1) Money market deposit accounts (MMDAs).....	6810	4,865,634			M.2.a.(1)
(2) Other savings deposits (excludes MMDAs)	0352	159,630			M.2.a.(2)
b. Total time deposits of less than \$100,000	6648	327,736			M.2.b.
c. Total time deposits of \$100,000 or more	2604	1,481,888			M.2.c.

Schedule RC-E - Continued

Part I. Continued

Memoranda (continued)

Dollar Amounts in Thousands		RCON	Bil	Mil	Thou
3. Maturity and repricing data for time deposits of less than \$100,000:					
a. Time deposits of less than \$100,000 with a remaining maturity of next repricing date of:(1),(2)					
(1) Three months or less	A579		139,978		M.3.a.(1)
(2) Over three months through 12 months	A580		123,175		M.3.a.(2)
(3) Over one year through three years.....	A581		43,800		M.3.a.(3)
(4) Over three years.....	A582		20,783		M.3.a.(4)
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above)(3)					
	A241		259,089		M.3.b.
4. Maturity and repricing data for time deposits of \$100,000 or more:					
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of:(1),(4)					
(1) Three months or less	A584		1,185,233		M.4.a.(1)
(2) Over three months through 12 months	A585		213,305		M.4.a.(2)
(3) Over one year through three years.....	A586		57,745		M.4.a.(3)
(4) Over three years.....	A587		25,605		M.4.a.(4)
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above)(3).....					
	A242		1,398,062		M.4.b.

- (1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.
- (2) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, Memorandum item 2.b above.
- (3) Report both fixed and floating rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.
- (4) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.c above.

Part II. Deposits in Foreign Offices (including Edge and Agreement subsidiaries and IBFs)

Dollar Amounts in Thousands		RCFN	Bil	Mil	Thou
Deposits of:					
1. Individuals, partnerships, and corporations (include all certified and official checks)	B553		17,321,865		1.
2. U.S. banks (including IBFs and foreign branches of U.S. banks) and other U.S. depository institutions	B554		285,215		2.
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs).....	2625		648,461		3.
4. Foreign governments and official institutions (including foreign central banks).....	2650		1,694,306		4.
5. U.S. Government and states and political subdivisions in the U.S.	B555		0		5.
6. Total (sum of items 1 through 5) (must equal Schedule RC, item 13.b)	2200		19,949,847		6.

Memorandum

Dollar Amounts in Thousands		RCFN	Bil	Mil	Thou
1. Time deposits with a remaining maturity of one year or less (included in Part II, item 6 above).....	A245		15,860,863		M.1.

Schedule RC-F - Other Assets

		Dollar Amounts in Thousands		RCFD	Bil	Mil	Thou	
1.	Accrued interest receivable(1)			B556		91,724		1.
2.	Net deferred tax assets(2)			2148		0		2.
3.	Interest-only strips receivable (not in 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		227,108		4.
5.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2168		1,400,475		5.
a.	Prepaid expenses	2166	0					5.a.
b.	Cash surrender value of life insurance	C009	0					5.b.
c.	Repossessed personal property (including vehicles)	1578	0					5.c.
d.	Derivatives with a positive fair value held for purposes other than trading	C010	0					5.d.
e.	Retained interests in accrued interest receivable related to securitized credit cards	C436	0					5.e.
f.	TEXT 3549 Computer Software	3549	361,259					5.f.
g.	TEXT 3550 Accounts Receivable	3550	569,260					5.g.
h.	TEXT 3551	3551	0					5.h.
6.	Total (sum of items 1 through 5) (must equal Schedule RC, item 11)			2160		1,719,307		6.

Schedule RC-G - Other Liabilities

		Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
1. a.	Interest accrued and unpaid on deposits in domestic offices(5)			3645		3,602		1.a.
b.	Other expenses accrued and unpaid (includes accrued income taxes payable)			RCFD				
				3646		345,026		1.b.
2.	Net deferred tax liabilities(2)			3049		773,775		2.
3.	Allowance for credit losses on off-balance sheet credit exposures			B557		7,901		3.
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2938		94,744		4.
a.	Accounts payable	3066	0					4.a.
b.	Deferred compensation liabilities	C011	0					4.b.
c.	Dividends declared but not yet payable	2932	0					4.c.
d.	Derivatives with a negative fair value held for purposes other than trading	C012	0					4.d.
e.	TEXT 3552 Incoming Trust Department Wires	3552	56,216					4.e.
f.	TEXT 3553	3553	0					4.f.
g.	TEXT 3554	3554	0					4.g.
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)			2930		1,225,048		5.

(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 RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

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

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

Schedule RC-H - Selected Balance Sheet Items for Domestic Offices

	Domestic Offices			
	RCON	Bil	Mil	Thou
Dollar Amounts in Thousands				
1. Customers' liability to this bank on acceptances outstanding.....	2155		319	1.
2. Bank's liability on acceptances executed and outstanding	2920		319	2.
3. Securities purchased under agreements to resell.....	B989		489,144	3.
4. Securities sold under agreements to repurchase	B995		1,555,939	4.
5. Other borrowed money.....	3190		1,748,320	5.
<i>EITHER</i>				
6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs.....	2163		0	6.
<i>OR</i>				
7. Net due to own foreign offices, Edge and Agreement subsidiaries, and IBFs.....	2941		8,092,724	7.
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs)	2192		25,881,084	8.
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs)	3129		15,337,136	9.

In items 10-17, report the amortized (historical) cost of both held-to-maturity and available-for-sale securities in domestic offices.

	RCON	Bil	Mil	Thou	
10. U.S. Treasury securities	1039		1,998		10.
11. U.S. Government agency obligations (exclude mortgage-backed securities).....	1041		6,083,197		11.
12. Securities issued by states and political subdivisions in the U.S.	1042		887,728		12.
13. Mortgage-backed securities (MBS):					
a. Pass-through securities:					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1043		3,975		13.a.(1)
(2) Other pass-through securities.....	1044		0		13.a.(2)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1209		2,162		13.b.(1)
(2) All other mortgage-backed securities	1280		13		13.b.(2)
14. Other domestic debt securities (include domestic asset-backed securities).....	1281		1,049,845		14.
15. Foreign debt securities (include foreign asset-backed securities).....	1282		10,495		15.
16. Investments in mutual funds and other equity securities with readily determinable fair values	A510		0		16.
17. Total amortized (historical) cost of both held-to-maturity and available-for-sale securities (sum of items 10 through 16)	1374		8,039,413		17.
18. Equity securities that do not have readily determinable fair values	1752		225,638		18.

Schedule RC-I - Assets and Liabilities of IBFs

To be completed only by banks with IBFs and other "foreign" offices.

	Domestic Offices			
	RCFN	Bil	Mil	Thou
Dollar Amounts in Thousands				
1. Total IBF assets of the consolidated bank (component of Schedule RC, item 12).....	2133		180,218	1.
2. Total IBF liabilities (component of Schedule RC, item 21)	2898		16,050	2.

Schedule RC-K - Quarterly Averages(1)

	Dollar Amounts in Thousands				
	RCFD	Bil	Mil	Thou	
ASSETS					
1. Interest-bearing balances due from depository institutions	3381		10,831,736		1.
2. U.S. Treasury securities and U.S. Government agency obligations(2) (excluding mortgage-backed securities).....	B558		6,666,966		2.
3. Mortgage-backed securities(2)	B559		6,291		3.
4. All other securities(2),(3) (includes securities issued by states and political subdivisions in the U.S.)	B560		1,897,670		4.
5. Federal funds sold and securities purchased under agreements to resell	3365		777,405		5.
6. Loans:					
a. Loans in domestic offices:					
RCFN					
(1) Total loans	3360		8,969,394		6.a.(1)
(2) Loans secured by real estate	3385		3,707,221		6.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386		2,943		6.a.(3)
(4) Commercial and industrial loans	3387		2,706,219		6.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards.....	B561		0		6.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B562		974,867		6.a.(5)(b)
b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs	RCFN 3360		502,392		6.b.
7. Trading assets	RCFD 3401		691,895		7.
8. Lease financing receivables (net of unearned income).....	RCFD 3484		1,229,657		8.
9. Total assets(4)	RCFD 3368		35,307,812		9.
LIABILITIES					
10. Interest-bearing transaction accounts in domestic offices (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits).....	RCFN 3485		132,841		10.
11. Nontransaction accounts in domestic offices:					
a. Savings deposits (include MMDAs)	B563		4,639,834		11.a.
b. Time deposits of \$100,000 or more	A514		1,545,912		11.b.
c. Time deposits of less than \$100,000	A529		321,764		11.c.
12. Interest-bearing deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs ...	RCFN 3404		14,712,433		12.
13. Federal funds purchased and securities sold under agreements to repurchase	RCFD 3353		4,887,080		13.
14. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)					
	RCFD 3355		1,960,511		14.

(1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).

(2) Quarterly averages for all debt securities should be based on amortized cost.

(3) Quarterly averages for all equity securities should be based on historical cost.

(4) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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

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

		Dollar Amounts in Thousands		RCFD	Bil	Mil	Thou	
1.	Unused commitments:							
a.	Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines.....			3814		927,111		1.a.
b.	Credit card lines			3815		0		1.b.
c.	(1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate			3816		57,916		1.c.(1)
	(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate			6550		185,046		1.c.(2)
d.	Securities underwriting			3817		17,493		1.d.
e.	Other unused commitments			3818		14,013,852		1.e.
2.	Financial standby letters of credit and foreign office guarantees			3819		2,380,546		2.
a.	Amount of financial standby letters of credit conveyed to others	3820	246,100					2.a.
3.	Performance standby letters of credit and foreign office guarantees.....			3821		217,083		3.
a.	Amount of performance standby letters of credit conveyed to others	3822	1,534					3.a.
4.	Commercial and similar letters of credit.....			3411		11,124		4.
5.	Participations in acceptances (as described in the instructions) conveyed to others by the reporting bank			3428		0		5.
6.	Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)			3433		129,472,161		6.
7.	Credit derivatives:							
a.	Notional amount of credit derivatives on which the reporting bank is the guarantor			A534		0		7.a.
	(1) Gross positive fair value			C219		0		7.a.(1)
	(2) Gross negative fair value			C220		0		7.a.(2)
b.	Notional amount of credit derivatives on which the reporting bank is the beneficiary			A535		135,000		7.b.
	(1) Gross positive fair value			C221		676		7.b.(1)
	(2) Gross negative fair value			C222		515		7.b.(2)
8.	Spot foreign exchange contracts.....			8765		3,636,585		8.
9.	All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")			3430		214,269		9.
a.	Securities borrowed	3432	0					9.a.
b.	Commitments to purchase when-issued securities	3434	0					9.b.
c.	TEXT 3555	3555	0					9.c.
d.	TEXT 3556	3556	0					9.d.
e.	TEXT 3557	3557	0					9.e.
10.	All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")			5591		1,380,872		10.
a.	Commitments to sell when-issued securities	3435	0					10.a.
b.	Unsettled bank time placements	5592	1,380,872					10.b.
c.	TEXT 5593	5593	0					10.c.
d.	TEXT 5594	5594	0					10.d.
e.	TEXT 5595	5595	0					10.e.

Schedule RC-L - Continued

11. Year-to-date merchant credit card sales volume:

RCFD	Tril	Bil	Mil	Thou
C223				0
C224				0

- a. Sales for which the reporting bank is the acquiring bank 11.a.
- b. Sales for which the reporting bank is the agent bank with risk 11.b.

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts			
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou
Derivatives Position Indicators																
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a. through 12.e must equal sum of items 13 and 14):																
a. Futures contracts																
b. Forward contracts																
c. Exchange-traded option contracts:																
(1) Written options																
(2) Purchased options																
d. Over-the-counter option contracts:																
(1) Written options																
(2) Purchased options																
e. Swaps																
13. Total gross notional amount of derivative contracts held for trading																
14. Total gross notional amount of derivative contract held for purposes other than trading...																
a. Interest rate swaps where the bank has agreed to pay a fixed rate																
15. Gross fair values of derivative contracts:																
a. Contracts held for trading:																
(1) Gross positive fair value																
(2) Gross negative fair value																
b. Contracts held for purposes other than trading:																
(1) Gross positive fair value																
(2) Gross negative fair value																

Schedule RC-M - Memoranda

Dollar Amounts in Thousands		RCFD	Bil	Mil	Thou	
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:						
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests	6164		144,732			1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations	6165	Number	7			1.b.
2. Intangible assets other than goodwill:						
a. Mortgage servicing assets	3164		0			2.a.
(1) Estimated fair value of mortgage servicing assets	A590		0			2.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	B026		0			2.b.
c. All other identifiable intangible assets	5507		162,667			2.c.
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)	0426		162,667			2.d.
3. Other real estate owned:						
a. Direct and indirect investments in real estate ventures	5372		0			3.a.
b. All other real estate owned:	RCFN					
(1) Construction, land development, and other land in domestic offices	5508		0			3.b.(1)
(2) Farmland in domestic offices	5509		0			3.b.(2)
(3) 1-4 family residential properties in domestic offices	5510		97			3.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices	5511		0			3.b.(4)
(5) Nonfarm nonresidential properties in domestic offices	5512		0			3.b.(5)
(6) In foreign offices	RCFN	5513		0		3.b.(6)
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7)	RCFD	2150		97		3.c.
4. Investments in unconsolidated subsidiaries and associated companies:						
a. Direct and indirect investments in real estate ventures	5374		0			4.a.
b. All other investments in unconsolidated subsidiaries and associated companies	5375		0			4.b.
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8)	2130		0			4.c.
5. Other borrowed money:						
a. Federal Home Loan Bank advances:						
(1) With a remaining maturity of one year or less(1)	2651		95,000			5.a.(1)
(2) With a remaining maturity of more than one year through three years	B565		265,000			5.a.(2)
(3) With a remaining maturity of more than three years	B566		585,974			5.a.(3)
b. Other borrowings:						
(1) With a remaining maturity of one year or less	B571		1,592,708			5.b.(1)
(2) With a remaining maturity of more than one year through three years	B567		100,000			5.b.(2)
(3) With a remaining maturity of more than three years	B568		215,103			5.b.(3)
c. Total (sum of items 5.a.(1) through 5.b.(3)) (must equal Schedule RC, item 16)	3190		2,853,785			5.c.
6. Does the reporting bank sell private label or third party mutual funds and annuities?						
Enter "Y" for YES or "N" for NO		RCFD	(Y / N)			6.
		B569	Y			
7. Assets under the reporting bank's management in proprietary mutual funds and annuities						
		RCFD	Bil	Mil	Thou	7.
		B570		46,667,791		
8. Primary Internet Web site address of the bank (home page), if any (Example: www.examplebank.com) (TEXT 4087) http:// www.northerntrust.com						
		RCFD	(Y / N)			8.
		4088	Y			
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?						
		RCFD	(Y / N)			9.
		4088	Y			

(1) Includes overnight Federal Home Loan Bank advances.

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

	(Column A) Past Due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
Dollar Amounts in Thousands													
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices.....	2759		150		2769		0		3492		0		1.a.
b. Secured by farmland in domestic offices	3493		0		3494		0		3495		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	5398		718		5399		809		5400		0		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties													
(a) Secured by first liens	C236		16,345		C237		3,060		C229		0		1.c.(2)(a)
(b) Secured by junior liens	C238		56		C239		23		C230		0		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		1,389		3500		104		3501		0		1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3502		566		3503		0		3504		0		1.e.
	RCFN				RCFN				RCFN				
f. In foreign offices.....	B572		0		B573		0		B574		0		1.f.
2. Loans to depository institutions and acceptances of other banks:													
a. To U.S. banks and other U.S. depository institutions.....	RCFD				RCFD				RCFD				
	5377		0		5378		0		5379		0		2.a.
b. To 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:													
a. To U.S. addressees (domicile)	1251		60,296		1252		40		1253		26,058		4.a.
b. To non-U.S. addressees (domicile).....	1254		0		1255		0		1256		0		4.b.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575		0		B576		0		B577		0		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		45,051		B579		939		B580		235		5.b.
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		0		6.
7. All other loans	5459		17,189		5460		85		5461		9		7.
8. Lease financing receivables:													
a. Of U.S. addressees (domicile)	1257		21,761		1258		0		1259		0		8.a.
b. Of non-U.S. addressees (domicile).....	1271		0		1272		0		1791		0		8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		0		3506		0		3507		0		9.

Schedule RC-N - Continued

Amounts reported in Schedule RC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

	(Column A) Past Due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
Dollar Amounts in Thousands												
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government.....	5612		3,541		5613			110		5614		0
a. Guaranteed portion of loans and leases included in item 10 above	5615		3,541		5616			110		5617		0

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			
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
Dollar Amounts in Thousands												
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1)	1658		0		1659			0		1661		0
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above	6558		677		6559			0		6560		0
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	1248		0		1249			0		1250		0
4. Not applicable												
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above)	C240		0		C241			0		C226		0

	(Column A) Past Due 30 through 89 days				(Column B) Past due 90 days or more			
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
Dollar Amounts in Thousands								
6. Interest rate, foreign exchange rate, and other commodity and equity contracts: Fair value of amounts carried as assets	3529		0		3530			0

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

	Dollar Amounts in Thousands				
	RCON	Bil	Mil	Thou	
1. Unposted debits (see instructions):					
a. Actual amount of all unposted debits.....	0030			0	1.a.
OR					
b. Separate amount of unposted debits:					
(1) Actual amount of unposted debits to demand deposits	0031			0	1.b.(1)
(2) Actual amount of unposted debits to time and savings deposits(1)	0032			0	1.b.(2)
2. Unposted credits (see instructions):					
a. Actual amount of all unposted credits	3510			0	2.a.
OR					
b. Separate amount of unposted credits:					
(1) Actual amount of unposted credits to demand deposits	3512		757		2.b.(1)
(2) Actual amount of unposted credits to time and savings deposits(1).....	3514			0	2.b.(2)
3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits in domestic offices)	3520			0	3.
4. Deposits of consolidated subsidiaries in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions (not included in total deposits):					
a. Demand deposits of consolidated subsidiaries.....	2211		124,204		4.a.
b. Time and savings deposits(1) of consolidated subsidiaries	2351			0	4.b.
c. Interest accrued and unpaid on deposits of consolidated subsidiaries.....	5514			0	4.c.
5. Deposits in insured branches in Puerto Rico and U.S. territories and possessions:					
a. Demand deposits in insured branches (included in Schedule RC-E, Part II)	2229			0	5.a.
b. Time and savings deposits(1) in insured branches (included in Schedule RC-E, Part II)	2383			0	5.b.
c. Interest accrued and unpaid on deposits in insured branches (included in Schedule RC-G, item 1.b.).....	5515			0	5.c.
6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:					
a. Amount reflected in demand deposits (included in Schedule RC-E, Part I, item 7, column B)	2314			0	6.a.
b. Amount reflected in time and savings deposits(1) (included in Schedule RC-E, Part I, item 7, column A or C, but not column B)	2315			0	6.b.
7. Unamortized premiums and discounts on time and savings deposits:(1),(2)					
a. Unamortized premiums.....	5516			0	7.a.
b. Unamortized discounts	5517			0	7.b.
8. To be completed by banks with "Oakar deposits."					
a. Deposits purchased or acquired from other FDIC-insured institutions during the quarter (exclude deposits purchased or acquired from foreign offices other than insured branches in Puerto Rico and U.S. territories and possessions):					
(1) Total deposits purchased or acquired from other FDIC-insured institutions during the quarter	A531			N/A	8.a.(1)
(2) Amount of purchased or acquired deposits reported in item 8.a.(1) above attributable to a secondary fund (i.e., BIF members report deposits attributable to SAIF; SAIF members report deposits attributable to BIF).....	A532			N/A	8.a.(2)
b. Total deposits sold or transferred to other FDIC-insured institutions during the quarter (exclude sales or transfers by the reporting bank of deposits in foreign offices other than insured branches in Puerto Rico and U.S. territories and possessions)	A533			N/A	8.b.

(1) For FDIC insurance and FICO assessment purposes, "time and savings deposits" consists of nontransaction accounts and all transaction accounts other than demand deposits.

(2) Exclude core deposit intangibles.

Schedule RC-O - Continued

Dollar Amounts in Thousands				RCON	Bil	Mil	Thou	
9. Deposits in lifeline accounts.....				5596				9.
10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits in domestic offices).....				8432			0	10.
11. Adjustments to demand deposits in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions reported in Schedule RC-E for certain reciprocal demand balances:								
a. Amount by which demand deposits would be reduced if the reporting bank's reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions that were reported on a gross basis in Schedule RC-E had been reported on a net basis				8785			0	11.a.
b. Amount by which demand deposits would be increased if the reporting bank's reciprocal demand balances with foreign banks and foreign offices of other U.S. banks (other than insured branches in Puerto Rico and U.S. territories and possessions) that were reported on a net basis in Schedule RC-E had been reported on a gross basis				A181			0	11.b.
c. Amount by which demand deposits would be reduced if cash items in process of collection were included in the calculation of the reporting bank's net reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions in Schedule RC-E				A182			57	11.c.
12. Amount of assets netted against deposit liabilities in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles (exclude amounts related to reciprocal demand balances):								
a. Amount of assets netted against demand deposits.....				A527			0	12.a.
b. Amount of assets netted against time and savings deposits				A528			0	12.b.

Memoranda (to be completed each quarter except as noted)

Dollar Amounts in Thousands				RCON	Bil	Mil	Thou	
1. Total deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions (sum of Memorandum items 1.a.(1) and 1.b.(1) must equal the sum of Schedule RC, item 13.a, and Schedule RC-O, items 5.a and 5.b)								
a. Deposit accounts of \$100,000 or less:(1)								
(1) Amount of deposit accounts of \$100,000 or less.....				2702			2,428,951	M.1.a.(1)
(2) Number of deposit accounts of \$100,000 or less (to be completed for the June report only).....	3779		Number				N/A	M.1.a.(2)
b. Deposit accounts of more than \$100,000:(1)								
(1) Amount of deposit accounts of more than \$100,000				2710			6,406,506	M.1.b.(1)
(2) Number of deposit accounts of more than \$100,000.....	2722		Number				10,432	M.1.b.(2)
<i>Memorandum item 2 is to be completed by all banks.</i>								
2. Estimated amount of uninsured deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions (see instructions).....				RCON	Bil	Mil	Thou	
				5597			4,711,493	M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:				RCON			FDIC Cert No.	
TEXT A545				A545				M.3.

(1) The dollar amount used as the basis for reporting in Memoranda items 1.a. and 1.b. reflect the deposit insurance limits in effect on the report date.

Schedule RC-R - Regulatory Capital

		Dollar Amounts in Thousands				
		RCFD	Bil	Mil	Thou	
Tier 1 Capital						
1.	Total equity capital (from Schedule RC, item 28)	3210	2,451,224			1.
2.	LESS: Net unrealized gains (losses) on available-for-sale securities(1) (if a gain, report as a positive value; if a loss, report as a negative value)	8434	(221)			2.
3.	LESS: Net unrealized loss on available-for-sale EQUITY securities(1) (report loss as a POSITIVE value).....	A221	0			3.
4.	LESS: Accumulated net gains (losses) on cash flow hedges(1) (if a gain, report as a positive value; if a loss, report as a negative value)	4336	711			4.
5.	LESS: Nonqualifying perpetual preferred stock	B588	0			5.
6.	Qualifying minority interests in consolidated subsidiaries	B589	0			6.
7.	LESS: Disallowed goodwill and other disallowed intangible assets.....	B590	475,373			7.
8.	Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, and 7)	C227	1,975,361			8.
9. a.	LESS: Disallowed servicing assets and purchased credit card relationships	B591	0			9.a.
b.	LESS: Disallowed deferred tax assets.....	5610	0			9.b.
10.	Other additions to (deductions from) Tier 1 capital	B592	0			10.
11.	Tier 1 capital (sum of items 8 and 10 less items 9.a and 9.b).....	8274	1,975,361			11.
Tier 2 Capital						
12.	Qualifying subordinated debt and redeemable preferred stock.....	5306	872,435			12.
13.	Cumulative perpetual preferred stock includible in Tier 2 capital	B593	0			13.
14.	Allowance for loan and lease losses includible in Tier 2 capital	5310	94,635			14.
15.	Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	0			15.
16.	Other Tier 2 capital components	B594	0			16.
17.	Tier 2 capital (sum of items 12 through 16)	5311	967,070			17.
18.	Allowable Tier 2 capital (lesser of item 11 or 17)	8275	967,070			18.
19.	Tier 3 capital allocated for market risk	1395	0			19.
20.	LESS: Deductions for total risk-based capital.....	B595	21,621			20.
21.	Total risk-based capital (sum of items 11, 18, and 19, less item 20).....	3792	2,920,810			21.
Total assets for leverage ratio						
22.	Average total assets (from Schedule RC-K, item 9)	3368	35,307,812			22.
23.	LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above).....	B590	475,373			23.
24.	LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a. above)	B591	0			24.
25.	LESS: Disallowed deferred tax assets (from item 9.b. above)	5610	0			25.
26.	LESS: Other deductions from assets for leverage capital purposes	B596	0			26.
27.	Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	34,832,439			27.
Adjustments for financial subsidiaries						
28.a.	Adjustment to Tier 1 capital reported in item 11.....	C228	0			28.a.
b.	Adjustment to total risk-based capital reported in item 21	B503	0			28.b.
29.	Adjustment to risk-weighted assets reported in item 62	B504	0			29.
30.	Adjustment to average total assets reported in item 27	B505	0			30.

Capital ratios

(Column B is to be completed by all banks.

Column A is to be completed by banks with financial subsidiaries.)

	(Column A)		(Column B)		
	RCFD	Percentage	RCFD	Percentage	
31. Tier 1 leverage ratio (2)	7273	N/A	7204	5.67	31.
32. Tier 1 risk-based capital ratio (3)	7274	N/A	7206	7.71	32.
33. Total risk-based capital ratio (4)	7275	N/A	7205	11.40	33.

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

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

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

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

Schedule RC-R - Continued

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

	(Column A) Totals (from Schedule RC)			(Column B) Items Not Subject to Risk-Weighting			Allocation by Risk Weight Category												
							0%			20%			50%			100%			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Balance Sheet Asset Categories																			
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC, items 1.a and 1.b).....	14,623,766						567,896			14,055,870						0			34.
	RCFD 0010						RCFD B600			RCFD B601						RCFD B602			
	RCFD 1754			RCFD B603			RCFD B604			RCFD B605			RCFD B606			RCFD B607			
35. Held-to-maturity securities	935,108			0			15,370			843,288			5,805			70,645			35.
	RCFD 1773			RCFD B608			RCFD B609			RCFD B610			RCFD B611			RCFD B612			
36. Available-for-sale securities	7,153,943			2,115			21,851			7,129,977			0			0			36.
37. Federal funds sold and securities purchased under agreements to resell	2,093,734						489,144			1,604,590						0			37.
	RCFD C225						RCFD C063			RCFD C064						RCFD B520			
	RCFD 5369			RCFD B617			RCFD B618			RCFD B619			RCFD B620			RCFD B621			
38. Loans and leases held for sale	1,461			0			0			0			1,461			0			38.
	RCFD B528			RCFD B622			RCFD B623			RCFD B624			RCFD B625			RCFD B626			
39. Loans and leases, net of unearned income.....	11,480,947			0			449,666			1,061,246			2,619,677			7,350,358			39.
	RCFD 3123			RCFD 3123															
40. LESS: Allowance for loan and lease losses.....	86,734			86,734															40.
	RCFD 3545			RCFD B627			RCFD B628			RCFD B629			RCFD B630			RCFD B631			
41. Trading Assets	651,901			651,901			0			0			0			0			41.
	RCFD B639			RCFD B640			RCFD B641			RCFD B642			RCFD B643			RCFD 5339			
42. All other assets(1)	2,559,695			475,373			12,810			93,012			10,009			1,968,491			42.
	RCFD 2170			RCFD B644			RCFD 5320			RCFD 5327			RCFD 5334			RCFD 5340			
43. Total assets (sum of items 34 through 42)	39,413,821			1,042,655			1,556,737			24,787,983			2,636,952			9,389,494			43.

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customers' liability on acceptances outstanding, intangible assets, and other assets.

Schedule RC-R - Continued

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount(1)			(Column C)				(Column D)			(Column E)			(Column F)			
								Allocation by Risk Weight Category													
								0%			20%			50%			100%				
Dollar Amounts in Thousands	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
Derivatives and Off-Balance Sheet Items	RCFD B546				RCFD B547			RCFD B548			RCFD B581			RCFD B582			RCFD B583				
44. Financial standby letters of credit....	2,380,546			1.00 (2)	2,380,546			0			376,026			37,650			1,966,870			44.	
45. Performance standby letters of credit	RCFD 3821				RCFD B650			RCFD B651			RCFD B652			RCFD B653			RCFD B654				
	217,083			0.50	108,542			4,720			5,510			0			98,312			45.	
46. Commercial and similar letters of credit	RCFD 3411				RCFD B655			RCFD B656			RCFD B657			RCFD B658			RCFD B659				
	11,124			0.20	2,225			0			307			0			1,918			46.	
47. Risk participations in bankers acceptances acquired by the reporting institution	RCFD 3429				RCFD B660			RCFD B661			RCFD B662						RCFD B663				
	0			1.00	0			0			0						0			47.	
	RCFD 3433				RCFD B664			RCFD B665			RCFD B666			RCFD B667			RCFD B668				
48. Securities lent	129,472,161			1.00	129,472,161			116,265,500			13,206,661			0			0			48.	
49. Retained recourse on small business obligations sold with recourse.....	RCFD A250				RCFD B669			RCFD B670			RCFD B671			RCFD B672			RCFD B673				
	0			1.00	0			0			0			0			0			49.	
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar- for-dollar capital requirement	RCFD B541				RCFD B542												RCFD B543				
	0			12.50 (3)	0												0			50.	
51. All other financial assets sold with recourse	RCFD B675				RCFD B676			RCFD B677			RCFD B678			RCFD B679			RCFD B680				
	0			1.00	0			0			0			0			0			51.	
52. All other off-balance sheet liabilities	RCFD B681				RCFD B682			RCFD B683			RCFD B684			RCFD B685			RCFD B686				
	214,269			1.00	214,269			164,269			50,000			0			0			52.	
53. Unused commitments with an original maturity exceeding one year....	RCFD 3833				RCFD B687			RCFD B688			RCFD B689			RCFD B690			RCFD B691				
	10,074,953			0.50	5,037,477			198,417			83,288			0			4,755,772			53.	
54. Derivative contracts.....					RCFD A167			RCFD B693			RCFD B694			RCFD B695							
					1,035,340			0			501,837			533,503						54.	

(1) Column A multiplied by credit conversion factor.

(2) For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution-specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

(3) Or institution-specific factor.

Schedule RC-R - Continued

	(Column C)			(Column D)			(Column E)			(Column F)		
	Allocation by Risk Weight Category											
	0%			20%			50%			100%		
Dollar Amounts in Thousands	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
Totals												
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	RCFD B696	RCFD B697		RCFD B698		RCFD B699						
	118,189,643	39,011,612		3,208,105		16,212,366						
56. Risk weight factor	x 0%	x 20%		x 50%		x 100%						
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCFD B700	RCFD B701		RCFD B702		RCFD B703						
	0	7,802,322		1,604,053		16,212,366						
58. Market risk equivalent assets												RCFD 1651
												0
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)												RCFD B704
												25,618,741
60. LESS: Excess allowance for loan and lease losses												RCFD A222
												0
61. LESS: Allocated transfer risk reserve												RCFD 3128
												0
62. Total risk-weighted assets (item 59 minus items 60 and 61)												RCFD A223
												25,618,741

Memoranda

Dollar Amounts in Thousands	RCFD	Tril	Bil	Mil	Thou
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards	8764	563,256			

	With a remaining maturity of														
	(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years				
	RCFD	Tril	Bil	Mil	Thou	RCFD	Tril	Bil	Mil	Thou	RCFD	Tril	Bil	Mil	Thou
2. Notional principal amounts of derivative contracts:(1)															
a. Interest rate contracts	3809	287,072				8766	631,157				8767	98,248			
b. Foreign exchange contracts	3812	46,730,947				8769	2,900				8770	0			
c. Gold contracts	8771	0				8772	0				8773	0			
d. Other precious metals contracts	8774	0				8775	0				8776	0			
e. Other commodity contracts	8777	0				8778	0				8779	0			
f. Equity derivative contracts	A000	0				A001	0				A002	0			

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

Schedule RC-S - Continued

	(Column A) 1 - 4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial & Industrial Loans			(Column G) All Other Loans and All Leases			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands																						
6. Amount of ownership (or seller's) interests carried as:																						
a. Securities																						
(included in Schedule RC-B or in Schedule RC, item 5)	RCFD B761			RCFD B762									RCFD B763									6.a.
	0			0									0									
b. Loans																						
(included in Schedule RC-C)	RCFD B500			RCFD B501									RCFD B502									6.b.
	0			0									0									
7. Past due loan amounts included in interests reported in item 6.a:																						
a. 30 - 89 days past due.....	RCFD B764			RCFD B765									RCFD B766									7.a.
	0			0									0									
b. 90 days or more past due	RCFD B767			RCFD B768									RCFD B769									7.b.
	0			0									0									
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):																						
a. Charge-offs	RIAD B770			RIAD B771									RIAD B772									8.a.
	0			0									0									
b. Recoveries.....	RIAD B773			RIAD B774									RIAD B775									8.b.
	0			0									0									
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions																						
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	RCFD B776			RCFD B777			RCFD B778			RCFD B779			RCFD B780			RCFD B781			RCFD B782			9.
	0			0			0			0			0			0			0			
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures	RCFD B783			RCFD B784			RCFD B785			RCFD B786			RCFD B787			RCFD B788			RCFD B789			10.
	0			0			25,000			252,500			0			0			0			

Schedule RC-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 & Industrial Loans			(Column G) All Other Loans and All Leases			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Bank Asset Sales																						
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCFD B790			RCFD B791			RCFD B792			RCFD B793			RCFD B794			RCFD B795			RCFD B796			11.
	0			0			0			0			0			0			0			
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	RCFD B797			RCFD B798			RCFD B799			RCFD B800			RCFD B801			RCFD B802			RCFD B803			12.
	0			0			0			0			0			0			0			

Memoranda	Dollar Amounts in Thousands				
	RCFD	Bil	Mil	Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:					
a. Outstanding principal balance.....	A249			0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250			0	M.1.b.
2. Outstanding principal balance of assets serviced for others:					
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		16,601		M.2.b.
c. Other financial assets(1)	A591			0	M.2.c.
3. Asset-backed commercial paper conduits:					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	B806			0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807			0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	B808			0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809			0	M.3.b.(2)
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C(2) ...	C407			N/A	M.4.

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

Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income

The management of the reporting bank may, if it wishes, submit a brief narrative statement on the amounts reported in the Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Reports of Condition and Income, in response to any request for individual bank report data. However, the information reported in Schedule RC-T, items 12 through 23 and Memorandum item 4, is regarded as confidential and will not be released to the public. BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IN SCHEDULE RC-T, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS. Banks choosing not to make a statement may check the "No comment" box below and should make no entries of any kind in the space provided for the narrative statement; i.e., DO NOT enter in this space such phrases as "No statement," "Not applicable," "N/A," "No comment," and "None."

The optional statement must be entered on this sheet. The statement should not exceed 100 words. Further, regardless of the number of words, the statement must not exceed 750 characters, including punctuation, indentation, and standard spacing between words and sentences. If any submission should exceed 750 characters, as defined, it will be truncated at 750 characters with no notice to the submitting bank and the truncated statement will

appear as the bank's statement both on agency computerized records and in computer-file releases to the public.

All information furnished by the bank in the narrative statement must be accurate and not misleading. Appropriate efforts shall be taken by the submitting bank to ensure the statement's accuracy. The statement must be signed, in the space provided below, by a senior officer of the bank who thereby attests to its accuracy.

If, subsequent to the original submission, material changes are submitted for the data reported in the Reports of Condition and Income, the existing narrative statement will be deleted from the files, and from disclosure; the bank, at its option, may replace it with a statement, under signature, appropriate to the amended data.

The optional narrative statement will appear in agency records and in release to the public exactly as submitted (or amended as described in the preceding paragraph) by the management of the bank (except for the truncation of statements exceeding the 750-character limit described above). THE STATEMENT WILL NOT BE EDITED OR SCREENED IN ANY WAY BY THE SUPERVISORY AGENCIES FOR ACCURACY OR RELEVANCE. DISCLOSURE OF THE STATEMENT SHALL NOT SIGNIFY THAT ANY FEDERAL SUPERVISORY AGENCY HAS VERIFIED OR CONFIRMED THE ACCURACY OF THE INFORMATION CONTAINED THEREIN. A STATEMENT TO THIS EFFECT WILL APPEAR ON ANY PUBLIC RELEASE OF THE OPTIONAL STATEMENT SUBMITTED BY THE MANAGEMENT OF THE REPORTING BANK.

BANK MANAGEMENT STATEMENT (Either enter text in the field below or skip and leave blank for "No comment"):

(TEXT 6980)

THIS PAGE IS TO BE COMPLETED BY ALL BANKS

<p>NAME AND ADDRESS OF BANK</p> <hr/> <p>THE NORTHERN TRUST COMPANY</p> <hr/> <p>50 SOUTH LASALLE STREET</p> <hr/> <p>CHICAGO, IL 60675</p>	<p>OMB No. For OCC: 1557-0081 OMB No. For FDIC: 3064-0052 OMB No. for Federal Reserve: 7100-0036 Expiration Date: 3/31/2007</p> <p style="text-align: center;">SPECIAL REPORT (Dollar Amounts in Thousands)</p> <table border="1" style="width: 100%;"> <tr> <td style="width: 70%;">CLOSE OF BUSINESS DATE</td> <td style="width: 30%;">FDIC Certificate Number</td> </tr> <tr> <td style="text-align: center;">March 31, 2005</td> <td style="text-align: center;">0 0 9 1 3</td> </tr> </table>	CLOSE OF BUSINESS DATE	FDIC Certificate Number	March 31, 2005	0 0 9 1 3
CLOSE OF BUSINESS DATE	FDIC Certificate Number				
March 31, 2005	0 0 9 1 3				

LOANS TO EXECUTIVE OFFICERS (Complete as of each Call Report Date)

The following information is required by Public Laws 90-44 and 102-242, but does not constitute a part of the Report of Condition. With each Report of Condition, these Laws require all banks to furnish a report of all loans or other extensions of credit to their executive officers made since the date of the previous Report of Condition. Data regarding individual loans or other extensions of credit are not required. If no such loans or other extensions of credit were made during the period, insert "none" against subitem (a). (Exclude the first \$15,000 of indebtedness of each executive officer under bank credit card plan.) See Sections 215.2 and 215.3 of Title 12 of the Code of Federal Regulations (Federal Reserve Board Regulation O) for the definitions of "executive officer" and "extension of credit," respectively. Exclude loans and other extensions of credit to directors and principal shareholders who are not executive officers.

a. Number of loans made to executive officers since the previous Call Report date	RCFD 3561	0	a.			
b. Total dollar amount of above loans (in thousands of dollars)	RCFD 3562	0	b.			
c. Range of interest charged on above loans (example: 9 ³ / ₄ % = 9.75)	RCFD 7701	0.00	% to	RCFD 7702	0.00	% c.

SIGNATURE AND TITLE OF OFFICER AUTHORIZED TO SIGN REPORT	DATE (Month, Day, Year)
--	-------------------------