

Federal Financial Institutions Examination Council



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

Report at the close of business June 30, 2006

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

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

NOTE: 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, Michael F. Rickert, VP, Chief Accounting Officer & Treasure
Name and Title of Officer Authorized to Sign Report

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.

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.

Director (Trustee)

Signature of Officer Authorized to Sign Report

Director (Trustee)

Date of Signature

Director (Trustee)

Submission of Reports

Each bank must prepare its Reports of Condition and Income (Call Report) data by either:

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

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (301) 495-7864, or by e-mail at CDR.Help@ffiec.gov.

Discover Bank

Legal Title of Bank (RSSD 9017)

New Castle

City (RSSD 9130)

FDIC Certificate Number **05649**
(RSSD 9050)

DE

State Abbrev. (RSSD 9200)

19720-

Zip Code (RSSD 9220)

Consolidated Report of Income for the period January 1, 2006 - June 30, 2006

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

		Bil	Mil	Thou	
1. Interest income:					
a. Items 1.a.(1) through (6) are to be completed by all banks.					
Interest and fee income on loans:					
(1) Loans secured by real estate	RIAD4011		3,000		1.a.(1)
(2) Commercial and industrial loans	RIAD4012		0		1.a.(2)
(3) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	RIADB485		1,039,906		1.a.(3)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	RIADB486		2,445		1.a.(3)(b)
(4) Loans to foreign governments and official institutions	RIAD4056		0		1.a.(4)
(5) All other loans ⁽¹⁾	RIAD4058		3,387		1.a.(5)
(6) Total interest and fee income on loans (sum of items 1.a.(1) through 1.a.(5))	RIAD4010		1,048,738		1.a.(6)
b. Income from lease financing receivables	RIAD4065		0		1.b.
c. Interest income on balances due from depository institutions ⁽²⁾	RIAD4115		2		1.c.
d. Interest and dividend income on securities:					
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	RIADB488		14		1.d.(1)
(2) Mortgage-backed securities	RIADB489		646		1.d.(2)
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.) ..	RIAD4060		503		1.d.(3)
e. Interest income from trading assets	RIAD4069		0		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	RIAD4020		11,248		1.f.
g. Other interest income	RIAD4518		36,240		1.g.
h. Total interest income (sum of items 1.a.(6) through 1.g)	RIAD4107		1,097,391		1.h.
2. Interest expense:					
a. Interest on deposits:					
(1) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	RIAD4508		330		2.a.(1)
(2) Nontransaction accounts:					
(a) Savings deposits (includes MMDAs)	RIAD0093		28,022		2.a.(2)(a)
(b) Time deposits of \$100,000 or more	RIADA517		266,253		2.a.(2)(b)
(c) Time deposits of less than \$100,000	RIADA518		23,753		2.a.(2)(c)
b. Expense of federal funds purchased and securities sold under agreements to repurchase	RIAD4180		406		2.b.
c. Interest on trading liabilities and other borrowed money	RIAD4185		35,415		2.c.

(1) Includes interest and fee income on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

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

Schedule RI - Continued

Dollar Amounts in Thousands

		Bil	Mil	Thou	
d. Interest on subordinated notes and debentures	RIAD4200			0	2.d.
e. Total interest expense (sum of items 2.a through 2.d)	RIAD4073		354,179		2.e.
3. Net interest income (item 1.h minus 2.e)	RIAD4074		743,212		3.
4. Provision for loan and lease losses	RIAD4230		105,542		4.
5. Noninterest income:					
a. Income from fiduciary activities ⁽¹⁾	RIAD4070		0		5.a.
b. Service charges on deposit accounts	RIAD4080		100		5.b.
c. Trading revenue ⁽²⁾	RIADA220		0		5.c.
d. Investment banking, advisory, brokerage, and underwriting fees and commissions	RIADB490		0		5.d.
e. Venture capital revenue	RIADB491		0		5.e.
f. Net servicing fees	RIADB492		258,122		5.f.
g. Net securitization income	RIADB493		970,855		5.g.
h.					
(1) Underwriting income from insurance and reinsurance activities	RIADC386		0		5.h.(1)
(2) Income from other insurance activities	RIADC387		0		5.h.(2)
i. Net gains (losses) on sales of loans and leases	RIAD5416		4,174		5.i.
j. Net gains (losses) on sales of other real estate owned	RIAD5415		0		5.i.
k. Net gains (losses) on sales of other assets (excluding securities)	RIADB496		0		5.k.
l. Other noninterest income ^(*)	RIADB497		320,975		5.l.
m. Total noninterest income (sum of items 5.a. through 5.l)	RIAD4079		1,554,226		5.m.
6.					
a. Realized gains (losses) on held-to-maturity securities	RIAD3521		(24)		6.a.
b. Realized gains (losses) on available-for-sale securities	RIAD3196		0		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	RIAD4135		32,208		7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	RIAD4217		4,138		7.b.
c.					
(1) Goodwill impairment losses	RIADC216		0		7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	RIADC232		0		7.c.(2)
d. Other noninterest expense ^(*)	RIAD4092		1,064,537		7.d.
e. Total noninterest expense (sum of items 7.a. through 7.d)	RIAD4093		1,100,883		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.)	RIAD4301		1,090,989		8.
9. Applicable income taxes (on item 8)	RIAD4302		404,604		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	RIAD4300		686,385		10.
11. Extraordinary items and other adjustments, net of income taxes ^(*)	RIAD4320		0		11.
12. Net income (loss) (sum of items 10 and 11)	RIAD4340		686,385		12.

(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.

(*) Describe on Schedule RI-E - Explanations

Schedule RI - Continued

Memoranda

Dollar Amounts in Thousands

	Bil	Mil	Thou	
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes	RIAD4513		0	M.1.
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)	RIAD8431		0	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b)	RIAD4313		0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3))	RIAD4507		382	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	RIAD4150		1214	M.5.
6. <i>Memorandum item 6 is to be completed by:</i> <ul style="list-style-type: none"> • banks with \$300 million or more in total assets, and • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5)) ⁽¹⁾	RIAD4024		0	M.6.
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition ⁽²⁾	RIAD9106			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	RIAD8757		N/A	M.8.a.
b. Foreign exchange exposures	RIAD8758		N/A	M.8.b.
c. Equity security and index exposures	RIAD8759		N/A	M.8.c.
d. Commodity and other exposures	RIAD8760		N/A	M.8.d.
9. Not applicable				
10. <i>To be completed by banks with \$300 million or more in total assets: (1)</i> Credit losses on derivatives (see instructions)	RIADA251		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?	RIADA530		NO	M.11.

(1) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2005, Report of Condition.

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

Schedule RI-A - Changes in Equity Capital

Indicate decreases and losses in parentheses.

Dollar Amounts in Thousands

		Bil	Mil	Thou	
1. Total equity capital most recently reported for the December 31, 2005, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	RIAD3217		3,217,368		1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles (*)	RIADB507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	RIADB508		3,217,368		3.
4. Net income (loss) (must equal Schedule RI, item 12)	RIAD4340		686,385		4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	RIADB509		0		5.
6. Treasury stock transactions, net	RIADB510		0		6.
7. Changes incident to business combinations, net	RIAD4356		0		7.
8. LESS: Cash dividends declared on preferred stock	RIAD4470		0		8.
9. LESS: Cash dividends declared on common stock	RIAD4460		0		9.
10. Other comprehensive income (1)	RIADB511		(172)		10.
11. Other transactions with parent holding company (*) (not included in items 5, 6, 8, or 9 above)	RIAD4415		0		11.
12. Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28)	RIAD3210		3,903,581		12.

(*) Describe on Schedule RI-E - Explanations

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, and 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 ⁽¹⁾ 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: Calendar YTD		(Column B) Recoveries: Calendar YTD		
1. Loans secured by real estate:					
a. Construction, land development, and other land loans	RIAD3582	0	RIAD3583	0	1.a.
b. Secured by farmland	RIAD3584	0	RIAD3585	0	1.b.
c. Secured by 1-4 family residential properties:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RIAD5411	0	RIAD5412	0	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens	RIADC234	0	RIADC217	0	1.c.(2)(a)
(b) Secured by junior liens	RIADC235	0	RIADC218	0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties	RIAD3588	0	RIAD3589	0	1.d.
e. Secured by nonfarm nonresidential properties	RIAD3590	0	RIAD3591	0	1.e.
2. Loans to depository institutions and acceptances of other banks	RIAD4481	0	RIAD4482	0	2.
3. Not applicable					
4. Commercial and industrial loans	RIAD4638	0	RIAD4608	0	4.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	RIADB514	327,940	RIADB515	71,856	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	RIADB516	1,996	RIADB517	562	5.b.
6. Loans to foreign governments and official institutions	RIAD4643	0	RIAD4627	0	6.
7. All other loans ⁽²⁾	RIAD4644	0	RIAD4628	0	7.
8. Lease financing receivables	RIAD4266	0	RIAD4267	0	8.
9. Total (sum of items 1 through 8)	RIAD4635	329,936	RIAD4605	72,418	9.

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

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

Schedule RI-B - Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Charge-offs: Calendar YTD	(Column B) Recoveries: Calendar YTD	
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	RIAD5409	0	RIAD5410
2. Memorandum items 2.a through 2.d are to be completed by banks with \$300 million or more in total assets: (2)			
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)	RIAD4652	0	RIAD4662
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above)	RIAD4654	0	RIAD4664
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above)	RIAD4646	0	RIAD4618
d. Lease financing receivables of non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 8, above)	RIAD4659	0	RIAD4669
3. Memorandum item 3 is to be completed by: (2)			
• banks with \$300 million or more in total assets, and			
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.			
Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above)	RIAD4655	0	RIAD4665

Dollar Amounts in Thousands	Bil	Mil	Thou	
Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.				
4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	RIADC388		99,221	M.4.

(2) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2005. Report of Condition.

Schedule RI-B, Part II - Changes in Allowance for Loan and Lease Losses

Dollar Amounts in Thousands

		Bil	Mil	Thou	
1. Balance most recently reported for the December 31, 2005, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	RIADB522		794,788		1.
2. Recoveries (must equal part I, item 9, column B, above)	RIAD4605		72,418		2.
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)	RIADC079		329,936		3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	RIAD5523		0		4.
5. Provision for loan and lease losses (must equal Schedule RI, item 4)	RIAD4230		105,542		5.
6. Adjustments (see instructions for this schedule) (*)	RIADC233		0		6.
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)	RIAD3123		642,812		7.

Memoranda

Dollar Amounts in Thousands

		Bil	Mil	Thou	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above	RIADC435		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	RIADC389		0		M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges	RIADC390		181,001		M.3.
Memorandum item 4 is to be completed by all banks.					
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above)	RIADC781		0		M.4.

(*) Describe on Schedule RI-E - Explanations

Schedule RI-E - Explanations

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

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

Dollar Amounts in Thousands

		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	RIADC013		0	1.a.
b.	Earnings on/increase in value of cash surrender value of life insurance	RIADC014		0	1.b.
c.	Income and fees from automated teller machines (ATMs)	RIADC016		0	1.c.
d.	Rent and other income from other real estate owned	RIAD4042		0	1.d.
e.	Safe deposit box rent	RIADC015		0	1.e.
f.	TEXT4461 Net Credit Card Fee Income	RIAD4461	320,443		1.f.
g.	TEXT4462	RIAD4462		0	1.g.
h.	TEXT4463	RIAD4463		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	RIADC017		0	2.a.
b.	Advertising and marketing expenses	RIAD0497		0	2.b.
c.	Directors' fees	RIAD4136		0	2.c.
d.	Printing, stationery, and supplies	RIADC018		0	2.d.
e.	Postage	RIAD8403		0	2.e.
f.	Legal fees and expenses	RIAD4141		0	2.f.
g.	FDIC deposit insurance assessments	RIAD4146		0	2.g.
h.	TEXT4464 Cardmember Servicing Fee	RIAD4464	986,455		2.h.
i.	TEXT4467 Network Access Fee	RIAD4467	33,902		2.i.
j.	TEXT4468	RIAD4468		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) TEXT4469	RIAD4469		0	3.a.(1)
	(2) Applicable income tax effect	RIAD4486		0	3.a.(2)
b.	(1) TEXT4487	RIAD4487		0	3.b.(1)
	(2) Applicable income tax effect	RIAD4488		0	3.b.(2)
c.	(1) TEXT4489	RIAD4489		0	3.c.(1)
	(2) Applicable income tax effect	RIAD4491		0	3.c.(2)

Schedule RI-E - Continued

Dollar Amounts in Thousands

		Bil	Mill	Thou	
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.	TEXTB526	RIADB526		0	4.a.
b.	TEXTB527	RIADB527		0	4.b.
5. Other transactions with parent holding company (from Schedule RI-A, item 11) (itemize and describe all such transactions):					
a.	TEXT4498	RIAD4498		0	5.a.
b.	TEXT4499	RIAD4499		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.	TEXT4521	RIAD4521		0	6.a.
b.	TEXT4522	RIAD4522		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):					
a. I have no comments. (Answer "No" to type in your comments below.)					
		RIAD4769	YES		7.a.
b. Other explanations (TEXT 4769)					

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for June 30, 2006

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

		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⁾	RCON0081		374,504		1.a.
b. Interest-bearing balances ⁽²⁾	RCON0071		200		1.b.
2. Securities:					
a. Held-to-maturity securities (from Schedule RC-B, column A)	RCON1754		54,621		2.a.
b. Available-for-sale securities (from Schedule RC-B, column D)	RCON1773		2,004		2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold	RCONB987		650,000		3.a.
b. Securities purchased under agreements to resell ⁽³⁾	RCONB989		0		3.b.
4. Loans and lease financing receivables (from Schedule RC-C):					
a. Loans and leases held for sale	RCON5369		2,412,162		4.a.
b. Loans and leases, net of unearned income	RCONB528		18,117,886		4.b.
c. LESS: Allowance for loan and lease losses	RCON3123		642,812		4.c.
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)	RCONB529		17,475,074		4.d.
5. Trading assets (from Schedule RC-D)	RCON3545		0		5.
6. Premises and fixed assets (including capitalized leases)	RCON2145		9,449		6.
7. Other real estate owned (from Schedule RC-M)	RCON2150		53		7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)	RCON2130		0		8.
9. Not applicable					
10. Intangible assets:					
a. Goodwill	RCON3163		0		10.a.
b. Other intangible assets (from Schedule RC-M)	RCON0426		0		10.b.
11. Other assets (from Schedule RC-F)	RCON2160		1,578,788		11.
12. Total assets (sum of items 1 through 11)	RCON2170		22,556,855		12.

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

Schedule RC - Continued

Dollar Amounts in Thousands

		Bil	Mill	Thou	
LIABILITIES					
13. Deposits:					
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)	RCON2200		13,454,953		13.a.
(1) Noninterest-bearing ⁽¹⁾	RCON6631		101,131		13.a.(1)
(2) Interest-bearing	RCON6636		13,353,822		13.a.(2)
b. Not applicable					
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased ⁽²⁾	RCONB993		400,000		14.a.
b. Securities sold under agreements to repurchase ⁽³⁾	RCONB995		0		14.b.
15. Trading liabilities (from Schedule RC-D)	RCON3548		0		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)	RCON3190		3,480,662		16.
17. Not applicable					
18. Not applicable					
19. Subordinated notes and debentures ⁽⁴⁾	RCON3200		0		19.
20. Other liabilities (from Schedule RC-G)	RCON2930		1,317,659		20.
21. Total liabilities (sum of items 13 through 20)	RCON2948		18,653,274		21.
22. Minority interest in consolidated subsidiaries	RCON3000		0		22.
EQUITY CAPITAL					
23. Perpetual preferred stock and related surplus	RCON3838		0		23.
24. Common stock	RCON3230		35		24.
25. Surplus (exclude all surplus related to preferred stock)	RCON3839		778,632		25.
26.					
a. Retained earnings	RCON3632		3,124,912		26.a.
b. Accumulated other comprehensive income ⁽⁵⁾	RCONB530		2		26.b.
27. Other equity capital components ⁽⁶⁾	RCONA130		0		27.
28. Total equity capital (sum of items 23 through 27)	RCON3210		3,903,581		28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)	RCON3300		22,556,855		29.

Memorandum

To be reported with the March Report of Condition.

		Number	
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 2005	RCON6724	N/A	M.1.

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

2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)

3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm

4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)

5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)

6 = Review of the bank's financial statements by external auditors

7 = Compilation of the bank's financial statements by external auditors

8 = Other audit procedures (excluding tax preparation work)

9 = No external audit work

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

(2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16. "Other borrowed money."

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

(4) Includes limited-life preferred stock and related surplus.

(5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and minimum pension liability adjustments.

(6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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

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

Exclude assets held for trading.

Dollar Amounts in Thousands

		Bil	Mil	Thou	
1. Cash items in process of collection, unposted debits, and currency and coin:					
a. Cash items in process of collection and unposted debits	RCON0020		281,221		1.a.
b. Currency and coin	RCON0080		669		1.b.
2. Balances due from depository institutions in the U.S:					
a. U.S. branches and agencies of foreign banks	RCON0083		0		2.a.
b. Other commercial banks in the U.S. and other depository institutions in the U.S.	RCON0085		92,123		2.b.
3. Balances due from banks in foreign countries and foreign central banks:					
a. Foreign branches of other U.S. banks	RCON0073		0		3.a.
b. Other banks in foreign countries and foreign central banks	RCON0074		0		3.b.
4. Balances due from Federal Reserve Banks	RCON0090		691		4.
5. Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)	RCON0010		374,704		5.

Schedule RC-B - Securities

Exclude assets held for trading.

Dollar Amounts in Thousands					
	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for- sale Amortized Cost	(Column D) Available-for- sale Fair Value	
1. U.S. Treasury securities	RCON0211 638	RCON0213 637	RCON1286 0	RCON1287 0	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities):					
a. Issued by U.S. Government agencies ⁽¹⁾	RCON1289 0	RCON1290 0	RCON1291 0	RCON1293 0	2.a.
b. Issued by U.S. Government-sponsored agencies ⁽²⁾	RCON1294 0	RCON1295 0	RCON1297 0	RCON1298 0	2.b.
3. Securities issued by states and political subdivisions in the U.S.	RCON8496 31,795	RCON8497 30,535	RCON8498 0	RCON8499 0	3.
4. Mortgage-backed securities (MBS):					
a. Pass-through securities:					
(1) Guaranteed by GNMA	RCON1698 809	RCON1699 806	RCON1701 0	RCON1702 0	4.a.(1)
(2) Issued by FNMA and FHLMC	RCON1703 21,379	RCON1705 20,658	RCON1706 0	RCON1707 0	4.a.(2)
(3) Other pass-through securities	RCON1709 0	RCON1710 0	RCON1711 0	RCON1713 0	4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	RCON1714 0	RCON1715 0	RCON1716 0	RCON1717 0	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	RCON1718 0	RCON1719 0	RCON1731 0	RCON1732 0	4.b.(2)
(3) All other mortgage-backed securities	RCON1733 0	RCON1734 0	RCON1735 0	RCON1736 0	4.b.(3)
5. Asset-backed securities (ABS)	RCONC026 0	RCONC988 0	RCONC989 0	RCONC027 0	5.
6. Other debt securities:					
a. Other domestic debt securities	RCON1737 0	RCON1738 0	RCON1739 0	RCON1741 0	6.a.
b. Foreign debt securities	RCON1742 0	RCON1743 0	RCON1744 0	RCON1746 0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values ⁽³⁾			RCONA510 2,000	RCONA511 2,004	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.)	RCON1754 54,621	RCON1771 52,636	RCON1772 2,000	RCON1773 2,004	8.

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.
 (2) Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.
 (3) 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

		Bil	Mil	Thou	
1. Pledged securities ⁽¹⁾	RCON0416			638	M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status): ⁽¹⁾ ⁽²⁾					
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	RCONA549			0	M.2.a.(1)
(2) Over three months through 12 months	RCONA550			638	M.2.a.(2)
(3) Over one year through three years	RCONA551			0	M.2.a.(3)
(4) Over three years through five years	RCONA552			0	M.2.a.(4)
(5) Over five years through 15 years	RCONA553			12,590	M.2.a.(5)
(6) Over 15 years	RCONA554			19,205	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	RCONA555			0	M.2.b.(1)
(2) Over three months through 12 months	RCONA556			0	M.2.b.(2)
(3) Over one year through three years	RCONA557			0	M.2.b.(3)
(4) Over three years through five years	RCONA558			0	M.2.b.(4)
(5) Over five years through 15 years	RCONA559			0	M.2.b.(5)
(6) Over 15 years	RCONA560			22,188	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	RCONA561			0	M.2.c.(1)
(2) Over three years	RCONA562			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)	RCONA248			638	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) ...	RCON1778			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	RCON8782			0	M.4.a.
b. Fair value	RCON8783			0	M.4.b.

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

Schedule RC-B - Continued

Memoranda (continued)

Dollar Amounts in Thousands	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for- sale Amortized Cost	(Column D) Available-for- sale Fair Value	
Memorandum items 5.a through 5.f are to be completed by banks with \$1 billion or more in total assets.⁽¹⁾					
5. Asset-backed securities (ABS) (for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5):					
a. Credit card receivables	RCONB838 0	RCONB839 0	RCONB840 0	RCONB841 0	M.5.a.
b. Home equity lines	RCONB842 0	RCONB843 0	RCONB844 0	RCONB845 0	M.5.b.
c. Automobile loans	RCONB846 0	RCONB847 0	RCONB848 0	RCONB849 0	M.5.c.
d. Other consumer loans	RCONB850 0	RCONB851 0	RCONB852 0	RCONB853 0	M.5.d.
e. Commercial and industrial loans	RCONB854 0	RCONB855 0	RCONB856 0	RCONB857 0	M.5.e.
f. Other	RCONB858 0	RCONB859 0	RCONB860 0	RCONB861 0	M.5.f.

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2005. Report of Condition.

Schedule RC-C -- Loans and Lease Financing Receivables

Part I. Loans and Leases

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

Dollar Amounts in Thousands	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets	(Column B) To Be Completed by All Banks	
1. Loans secured by real estate:			
a. Construction, land development, and other land loans		RCON1415 6	1.a.
b. Secured by farmland (including farm residential and other improvements)		RCON1420 0	1.b.
c. Secured by 1-4 family residential properties:			
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		RCON1797 2,827	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:			
(a) Secured by first liens		RCON5367 72,375	1.c.(2)(a)
(b) Secured by junior liens		RCON5368 7,682	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties		RCON1460 0	1.d.
e. Secured by nonfarm nonresidential properties		RCON1480 0	1.e.
2. Loans to depository institutions and acceptances of other banks		RCON1288 0	2.
a. To commercial banks in the U.S.:			
(1) To U.S. branches and agencies of foreign banks	RCONB532 0		2.a.(1)
(2) To other commercial banks in the U.S.	RCONB533 0		2.a.(2)
b. To other depository institutions in the U.S.	RCONB534 0		2.b.
c. To banks in foreign countries:			
(1) To foreign branches of other U.S. banks	RCONB536 0		2.c.(1)
(2) To other banks in foreign countries	RCONB537 0		2.c.(2)
3. Loans to finance agricultural production and other loans to farmers		RCON1590 0	3.
4. Commercial and industrial loans		RCON1766 325	4.
a. To U.S. addressees (domicile)	RCON1763 325		4.a.
b. To non-U.S. addressees (domicile)	RCON1764 0		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		RCONB538 20,411,698	6.a.
b. Other revolving credit plans		RCONB539 0	6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)		RCON2011 34,192	6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)		RCON2081 0	7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.		RCON2107 0	8.
9. Other loans		RCON1563 943	9.
a. Loans for purchasing or carrying securities (secured and unsecured)	RCON1545 0		9.a.
b. All other loans (exclude consumer loans)	RCON1564 943		9.b.
10. Lease financing receivables (net of unearned income)		RCON2165 0	10.
a. Of U.S. addressees (domicile)	RCON2182 0		10.a.
b. Of non-U.S. addressees (domicile)	RCON2183 0		10.b.
11. LESS:Any unearned income on loans reflected in items 1-9 above ..		RCON2123 0	11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b)		RCON2122 20,530,048	12.

Schedule RC-C - Continued
Part I. Continued

Memoranda

Dollar Amounts in Thousands

	Bil	Mil	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures)				
RCON1616			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 (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:				
(1) (2)				
(1) Three months or less	RCONA564		69	M.2.a.(1)
(2) Over three months through 12 months	RCONA565		720	M.2.a.(2)
(3) Over one year through three years	RCONA566		1,057	M.2.a.(3)
(4) Over three years through five years	RCONA567		344	M.2.a.(4)
(5) Over five years through 15 years	RCONA568		7,257	M.2.a.(5)
(6) Over 15 years	RCONA569		62,659	M.2.a.(6)
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: (3)				
(1) Three months or less	RCONA570		12,741,183	M.2.b.(1)
(2) Over three months through 12 months	RCONA571		3,919,870	M.2.b.(2)
(3) Over one year through three years	RCONA572		3,630,314	M.2.b.(3)
(4) Over three years through five years	RCONA573		58,381	M.2.b.(4)
(5) Over five years through 15 years	RCONA574		8,214	M.2.b.(5)
(6) Over 15 years	RCONA575		633	M.2.b.(6)
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)	RCONA247		3,762	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 B (4)	RCON2746		0	M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)	RCON5370		2,109	M.4.
5. To be completed by banks with \$300 million or more in total assets:				
Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, items 1.a through 1.e, column B) (5)	RCONB837		0	M.5.
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.				
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a	RCONC391		1,295,018	M.6.
Memorandum item 7 is to be completed by all banks.				
7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):				
a. Outstanding balance	RCONC779		0	M.7.a.
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9	RCONC780		0	M.7.b.

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

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

(5) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2005, Report of Condition.

Schedule RC-C - Continued

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 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 origination or the amount currently outstanding as of the report date, whichever is larger.

Loans to Small Businesses

	Yes/No	
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" reported in Schedule RC-C, part I, item 1.e, and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4, have original amounts of \$100,000 or less (If your bank has no loans outstanding in both of these two loan categories, answer this question "NO.") (1)		1.
	RCON6999	YES

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.

	Number	
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" reported in Schedule RC-C, part I, item 1.e (Note: Item 1.e divided by the number of loans should NOT exceed \$100,000.)	RCON5562	0
b. "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4. (Note: Item 4, divided by the number of loans should NOT exceed \$100,000.)	RCON5563	419

Dollar Amounts in Thousands	(Column A) Number of Loans	(Column B) Amount Currently Outstanding	
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e (sum of items 3.a through 3.c must be less than or equal to Schedule RC-C, part I, item 1.e):			
a. With original amounts of \$100,000 or less	RCON5564	RCON5565	3.a.
b. With original amounts of more than \$100,000 through \$250,000	RCON5566	RCON5567	3.b.
c. With original amounts of more than \$250,000 through \$1,000,000	RCON5568	RCON5569	3.c.
4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4 (sum of items 4.a through 4.c must be less than or equal to Schedule RC-C, part I, item 4):			
a. With original amounts of \$100,000 or less	RCON5570	RCON5571	4.a.
b. With original amounts of more than \$100,000 through \$250,000	RCON5572	RCON5573	4.b.
c. With original amounts of more than \$250,000 through \$1,000,000	RCON5574	RCON5575	4.c.

(1) Banks with \$300 million or more in total assets should provide the requested information for "Commercial and industrial loans" based on the loans reported in Schedule RC-C, part I, item 4.a, column A, "Commercial and industrial loans to U.S. addressees."

Schedule RC-C - Continued

Agricultural Loans to Small Farms

	Yes/No
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)" reported in Schedule RC-C, part I, item 1.b, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3, have original amounts of \$100,000 or less (If your bank has no loans outstanding in both of these two loan categories, answer this question "NO.")	RCON6860 NO

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.

	Number
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)" reported in Schedule RC-C, part I, item 1.b. (Note: Item 1.b divided by the number of loans should NOT exceed \$100,000.)	RCON5576 0
b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3 (Note: Item 3 divided by the number of loans should NOT exceed \$100,000.)	RCON5577 0

	(Column A) Number of Loans		(Column B) Amount Currently Outstanding	
Dollar Amounts in Thousands				
7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b (sum of items 7.a through 7.c must be less than or equal to Schedule RC-C, part I, item 1.b):				
a. With original amounts of \$100,000 or less	RCON5578 0	RCON5579 0		7.a.
b. With original amounts of more than \$100,000 through \$250,000	RCON5580 0	RCON5581 0		7.b.
c. With original amounts of more than \$250,000 through \$500,000	RCON5582 0	RCON5583 0		7.c.
8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3 (sum of items 8.a through 8.c must be less than or equal to Schedule RC-C, part I, item 3):				
a. With original amounts of \$100,000 or less	RCON5584 0	RCON5585 0		8.a.
b. With original amounts of more than \$100,000 through \$250,000	RCON5586 0	RCON5587 0		8.b.
c. With original amounts of more than \$250,000 through \$500,000	RCON5588 0	RCON5589 0		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

		Bil	Mil	Thou	
ASSETS					
1. U.S. Treasury securities	RCON3531			N/A	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities)	RCON3532			N/A	2.
3. Securities issued by states and political subdivisions in the U.S.	RCON3533			N/A	3.
4. Mortgage-backed securities (MBS):					
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	RCON3534			N/A	4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	RCON3535			N/A	4.b.
c. All other mortgage-backed securities	RCON3536			N/A	4.c.
5. Other debt securities	RCON3537			N/A	5.
6. Not applicable					
7. Not applicable					
8. Not applicable					
9. Other trading assets	RCON3541			N/A	9.
10. Not applicable					
11. Derivatives with a positive fair value	RCON3543			N/A	11.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)	RCON3545			N/A	12.
LIABILITIES					
13. Liability for short positions	RCON3546			N/A	13.
14. Derivatives with a negative fair value	RCON3547			N/A	14.
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule RC, item 15)	RCON3548			N/A	15.

Schedule RC-E - Deposit Liabilities

Dollar Amounts in Thousands	(Column A) Total transaction accounts (including total demand deposits)	(Column B) Memo: Total demand deposits (included in col A)	(Column C) Total nontransaction accounts (including MMDAs)
Deposits of:			
1. Individuals, partnerships, and corporations (include all certified and official checks)	RCONB549 97,818		RCONB550 13,319,419 1.
2. U.S. Government	RCON2202 3		RCON2520 0 2.
3. States and political subdivisions in the U.S.	RCON2203 179		RCON2530 9,231 3.
4. Commercial banks and other depository institutions in the U.S.	RCONB551 28,303		RCONB552 0 4.
5. Banks in foreign countries	RCON2213 0		RCON2236 0 5.
6. Foreign governments and official institutions (including foreign central banks)	RCON2216 0		RCON2377 0 6.
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	RCON2215 126,303	RCON2210 101,131	RCON2385 13,328,650 7.

Memoranda

Dollar Amounts in Thousands	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	RCON6835	3,711	M.1.a.
b. Total brokered deposits	RCON2365	11,137,069	M.1.b.
c. Fully insured brokered deposits (included in Memorandum item 1.b above): ⁽¹⁾			
(1) Issued in denominations of less than \$100,000	RCON2343	6,071	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	RCON2344	10,860,998	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)	RCONA243	503	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)	RCONA244	7,034,484	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)	RCON5590	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)	RCON6810	1,863,360	M.2.a.(1)
(2) Other savings deposits (excludes MMDAs)	RCON0352	3,141	M.2.a.(2)
b. Total time deposits of less than \$100,000	RCON6648	963,532	M.2.b.
c. Total time deposits of \$100,000 or more	RCON2604	10,498,617	M.2.c.

(1) Report brokered retirement deposit accounts eligible for \$250,000 in deposit insurance coverage in Memorandum item 1.c.(1) only if they have been issued in denominations of less than \$100,000. Report brokered retirement deposit accounts in Memorandum item 1.c.(2) if they have been issued either in denominations of exactly \$100,000 through exactly \$250,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$250,000 or less.

Schedule RC-E - Continued

Memoranda (continued)

Dollar Amounts in Thousands

		Bil	Mil	Thou	
3. Maturity and repricing data for time deposits of less than \$100,000:					
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of: (1) (2)					
(1) Three months or less	RCONA579		237,074		M.3.a.(1)
(2) Over three months through 12 months	RCONA580		399,402		M.3.a.(2)
(3) Over one year through three years	RCONA581		202,530		M.3.a.(3)
(4) Over three years	RCONA582		124,526		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)					
	RCONA241		636,476		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	RCONA584		1,578,392		M.4.a.(1)
(2) Over three months through 12 months	RCONA585		4,722,264		M.4.a.(2)
(3) Over one year through three years	RCONA586		2,423,853		M.4.a.(3)
(4) Over three years	RCONA587		1,774,108		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)					
	RCONA242		6,300,656		M.4.b.

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

Schedule RC-F - Other Assets

Dollar Amounts in Thousands

		Bil	Mil	Thou	
1. Accrued interest receivable ⁽¹⁾	RCONB556		110,317		1.
2. Net deferred tax assets ⁽²⁾	RCON2148		37,589		2.
3. Interest-only strips receivable (not in the form of a security) on: ⁽³⁾					
a. Mortgage loans	RCONA519		0		3.a.
b. Other financial assets	RCONA520		307,177		3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁽⁴⁾	RCON1752		25,290		4.
5. Life insurance assets	RCONC009		0		5.
6. All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)	RCON2168		1,098,415		6.
a. Prepaid expenses	RCON2166		0		6.a.
b. Repossessed personal property (including vehicles)	RCON1578		0		6.b.
c. Derivatives with a positive fair value held for purposes other than trading	RCONC010		0		6.c.
d. Retained interests in accrued interest receivable related to securitized credit cards	RCONC436		487,201		6.d.
e. TEXT3549 Other amounts due from securitization	RCON3549		492,298		6.e.
f. TEXT3550	RCON3550		0		6.f.
g. TEXT3551	RCON3551		0		6.g.
7. Total (sum of items 1 through 6) (must equal Schedule RC, item 11)	RCON2160		1,578,788		7.

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

Schedule RC-G - Other Liabilities

Dollar Amounts in Thousands

		Bil	Mill	Thou	
1.					
a.	Interest accrued and unpaid on deposits ⁽¹⁾	RCON3645	99,988		1.a.
b.	Other expenses accrued and unpaid (includes accrued income taxes payable)	RCON3646	1,142,730		1.b.
2.	Net deferred tax liabilities ⁽²⁾	RCON3049	0		2.
3.	Allowance for credit losses on off-balance sheet credit exposures	RCONB557	0		3.
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)	RCON2938	74,941		4.
a.	Accounts payable	RCON3066	0		4.a.
b.	Deferred compensation liabilities	RCONC011	0		4.b.
c.	Dividends declared but not yet payable	RCON2932	0		4.c.
d.	Derivatives with a negative fair value held for purposes other than trading	RCONC012	65,377		4.d.
e.	TEXT3552	RCON3552	0		4.e.
f.	TEXT3553	RCON3553	0		4.f.
g.	TEXT3554	RCON3554	0		4.g.
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)	RCON2930	1,317,659		5.

(1) For savings banks, include "dividends" accrued and unpaid on deposits.
 (2) See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule RC-K - Quarterly Averages⁽¹⁾

Dollar Amounts in Thousands

		Bil	Mil	Thou	
ASSETS					
1. Interest-bearing balances due from depository institutions	RCON3381			156	1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities) ⁽²⁾	RCONB558			641	2.
3. Mortgage-backed securities ⁽²⁾	RCONB559			22,642	3.
4. All other securities (includes securities issued by states and political subdivisions in the U.S.) ⁽²⁾ ⁽³⁾	RCONB560			26,795	4.
5. Federal funds sold and securities purchased under agreements to resell	RCON3365			470,132	5.
6. Items 6.a through 6.d.(2) are to be completed by all banks.					
Loans:					
a. Total loans	RCON3360			18,044,183	6.a.
b. Loans secured by real estate	RCON3385			88,091	6.b.
c. Commercial and industrial loans	RCON3387			17	6.c.
d. Loans to individuals for household, family, and other personal expenditures:					
(1) Credit cards	RCONB561			17,884,571	6.d.(1)
(2) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	RCONB562			37,665	6.d.(2)
7. To be completed by banks with \$100 million or more in total assets:					
Trading assets ⁽⁴⁾	RCON3401			0	7.
8. Lease financing receivables (net of unearned income)	RCON3484			0	8.
9. Total assets ⁽⁵⁾	RCON3368			20,604,935	9.
LIABILITIES					
10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)	RCON3485			23,831	10.
11. Nontransaction accounts:					
a. Savings deposits (includes MMDAs)	RCONB563			1,800,218	11.a.
b. Time deposits of \$100,000 or more	RCONA514			10,986,305	11.b.
c. Time deposits of less than \$100,000	RCONA529			1,039,643	11.c.
12. Federal funds purchased and securities sold under agreements to repurchase	RCON3353			31,604	12.
13. To be completed by banks with \$100 million or more in total assets:					
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) ⁽⁴⁾	RCON3355			1,301,285	13.

Memorandum

Dollar Amounts in Thousands

		Bil	Mil	Thou	
1. Memorandum item 1 is to be completed by: ⁽⁴⁾					
• banks with \$300 million or more in total assets, and					
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.					
Loans to finance agricultural production and other loans to farmers	RCON3386			0	M.1.

(1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).
 (2) Quarterly averages for all debt securities should be based on amortized cost.
 (3) Quarterly averages for all equity securities should be based on historical cost.
 (4) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2005, Report of Condition.
 (5) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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

		Bil	Mil	Thou	
1. Unused commitments:					
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines	RCON3814		3,728		1.a.
b. Credit card lines	RCON3815	239,315,945			1.b.
c.					
(1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate	RCON3816		0		1.c.(1)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	RCON6550		0		1.c.(2)
d. Securities underwriting	RCON3817		0		1.d.
e. Other unused commitments	RCON3818		31,153		1.e.
2. Financial standby letters of credit	RCON3819		0		2.
a. Amount of financial standby letters of credit conveyed to others	RCON3820		0		2.a.
3. Performance standby letters of credit	RCON3821		0		3.
a. Amount of performance standby letters of credit conveyed to others	RCON3822		0		3.a.
4. Commercial and similar letters of credit	RCON3411		0		4.
5. Not applicable					
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)	RCON3433		0		6.

Dollar Amounts in Thousands	(Column A) Guarantor		(Column B) Beneficiary		
7. Credit derivatives					
a. Notional amounts:					
(1) Credit default swaps	RCONC968	0	RCONC969	0	7.a.(1)
(2) Total return swaps	RCONC970	0	RCONC971	0	7.a.(2)
(3) Credit options	RCONC972	0	RCONC973	0	7.a.(3)
(4) Other credit derivatives	RCONC974	0	RCONC975	0	7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value	RCONC219	0	RCONC221	0	7.b.(1)
(2) Gross negative fair value	RCONC220	0	RCONC222	0	7.b.(2)

Dollar Amounts in Thousands

		Bil	Mil	Thou	
8. Spot foreign exchange contracts	RCON8765		0		8.
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")	RCON3430		0		9.
a. Securities borrowed	RCON3432		0		9.a.
b. Commitments to purchase when-issued securities	RCON3434		0		9.b.
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf ..	RCONC978		0		9.c.
d. TEXT3555	RCON3555		0		9.d.
e. TEXT3556	RCON3556		0		9.e.
f. TEXT3557	RCON3557		0		9.f.
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")	RCON5591		0		10.
a. Commitments to sell when-issued securities	RCON3435		0		10.a.
b. TEXT5592	RCON5592		0		10.b.
c. TEXT5593	RCON5593		0		10.c.
d. TEXT5594	RCON5594		0		10.d.
e. TEXT5595	RCON5595		0		10.e.
11. Year-to-date merchant credit card sales volume:					
a. Sales for which the reporting bank is the acquiring bank	RCONC223		0		11.a.
b. Sales for which the reporting bank is the agent bank with risk	RCONC224		0		11.b.

Schedule RC-L - Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
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	RCON8693 0	RCON8694 0	RCON8695 0	RCON8696 0	12.a.
b. Forward contracts	RCON8697 0	RCON8698 0	RCON8699 0	RCON8700 0	12.b.
c. Exchange-traded option contracts:					
(1) Written options	RCON8701 0	RCON8702 0	RCON8703 0	RCON8704 0	12.c.(1)
(2) Purchased options	RCON8705 0	RCON8706 0	RCON8707 0	RCON8708 0	12.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	RCON8709 0	RCON8710 0	RCON8711 0	RCON8712 0	12.d.(1)
(2) Purchased options	RCON8713 0	RCON8714 0	RCON8715 0	RCON8716 0	12.d.(2)
e. Swaps	RCON3450 2,326,371	RCON3826 0	RCON8719 0	RCON8720 0	12.e.
13. Total gross notional amount of derivative contracts held for trading	RCONA126 0	RCONA127 0	RCON8723 0	RCON8724 0	13.
14. Total gross notional amount of derivative contracts held for purposes other than trading	RCON8725 2,326,371	RCON8726 0	RCON8727 0	RCON8728 0	14.
a. Interest rate swaps where the bank has agreed to pay a fixed rate	RCONA589 0				14.a.
15. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	RCON8733 0	RCON8734 0	RCON8735 0	RCON8736 0	15.a.(1)
(2) Gross negative fair value	RCON8737 0	RCON8738 0	RCON8739 0	RCON8740 0	15.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	RCON8741 0	RCON8742 0	RCON8743 0	RCON8744 0	15.b.(1)
(2) Gross negative fair value	RCON8745 65,377	RCON8746 0	RCON8747 0	RCON8748 0	15.b.(2)

Schedule RC-M - Mem oranda

Dollar Amounts in Thousands

		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	RCON6164		473		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	RCON6165		0		1.b.
2. Intangible assets other than goodwill:					
a. Mortgage servicing assets	RCON3164		0		2.a.
(1) Estimated fair value of mortgage servicing assets	RCONA590		0		2.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	RCONB026		0		2.b.
c. All other identifiable intangible assets	RCON5507		0		2.c.
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)	RCON0426		0		2.d.
3. Other real estate owned:					
a. Direct and indirect investments in real estate ventures	RCON5372		0		3.a.
b. All other real estate owned:					
(1) Construction, land development, and other land	RCON5508		0		3.b.(1)
(2) Farmland	RCON5509		0		3.b.(2)
(3) 1-4 family residential properties	RCON5510		53		3.b.(3)
(4) Multifamily (5 or more) residential properties	RCON5511		0		3.b.(4)
(5) Nonfarm nonresidential properties	RCON5512		0		3.b.(5)
(6) Foreclosed properties from "GNMA loans"	RCONC979		0		3.b.(6)
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7)	RCON2150		53		3.c.
4. Investments in unconsolidated subsidiaries and associated companies:					
a. Direct and indirect investments in real estate ventures	RCON5374		0		4.a.
b. All other investments in unconsolidated subsidiaries and associated companies	RCON5375		0		4.b.
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8)	RCON2130		0		4.c.
5. Other borrowed money:					
a. Federal Home Loan Bank advances:					
(1) With a remaining maturity of one year or less ⁽¹⁾	RCON2651		0		5.a.(1)
(2) With a remaining maturity of more than one year through three years	RCONB565		0		5.a.(2)
(3) With a remaining maturity of more than three years	RCONB566		0		5.a.(3)
b. Other borrowings:					
(1) With a remaining maturity of one year or less	RCONB571		3,191,275		5.b.(1)
(2) With a remaining maturity of more than one year through three years	RCONB567		249,687		5.b.(2)
(3) With a remaining maturity of more than three years	RCONB568		39,700		5.b.(3)
c. Total (sum of items 5.a.(1) through 5.b.(3)) (must equal Schedule RC, item 16)	RCON3190		3,480,662		5.c.
6. Does the reporting bank sell private label or third party mutual funds and annuities?	RCONB569	NO			6.
7. Assets under the reporting bank's management in proprietary mutual funds and annuities	RCONB570		0		7.
8. Primary Internet Web site address of the bank (home page), if any (Example: www.examplebank.com)	TEXT4087	www.discovercard.com			8.
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?	RCON4088	YES			9.

(1) Includes overnight Federal Home Loan Bank advances.

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
1. Loans secured by real estate:							
a. Construction, land development, and other land loans	RCON2759	0	RCON2769	0	RCON3492	0	1.a.
b. Secured by farmland	RCON3493	0	RCON3494	0	RCON3495	0	1.b.
c. Secured by 1-4 family residential properties:							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCON5398	0	RCON5399	0	RCON5400	0	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	RCONC236	917	RCONC237	0	RCONC229	269	1.c.(2)(a)
(b) Secured by junior liens	RCONC238	0	RCONC239	0	RCONC230	0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties	RCON3499	0	RCON3500	0	RCON3501	0	1.d.
e. Secured by nonfarm nonresidential properties	RCON3502	0	RCON3503	0	RCON3504	0	1.e.
2. Loans to depository institutions and acceptances of other banks	RCONB834	0	RCONB835	0	RCONB836	0	2.
3. Not applicable							
4. Commercial and industrial loans.	RCON1606	0	RCON1607	0	RCON1608	0	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	RCONB575	298,900	RCONB576	225,304	RCONB577	98,974	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	RCONB578	535	RCONB579	294	RCONB580	104	5.b.
6. Loans to foreign governments and official institutions	RCON5389	0	RCON5390	0	RCON5391	0	6.
7. All other loans ⁽¹⁾	RCON5459	0	RCON5460	0	RCON5461	0	7.
8. Lease financing receivables	RCON1226	0	RCON1227	0	RCON1228	0	8.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	RCON3505	0	RCON3506	0	RCON3507	0	9.

(1) Includes past due and nonaccrual "Loans to finance agricultural production and other loans to farmers" "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

Schedule RC-N - Continued

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	RCON5612 0	RCON5613 0	RCON5614 0	10.
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans")	RCON5615 0	RCON5616 0	RCON5617 0	10.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above	RCONC866 0	RCONC867 0	RCONC868 0	10.b.

Memoranda

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
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)	RCON1658 0	RCON1659 0	RCON1661 0	M.1.
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	RCON6558 0	RCON6559 0	RCON6560 0	M.2.
3. <i>Memorandum items 3.a. through 3.d are to be completed by banks with \$300 million or more in total assets: (1)</i>				
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	RCON1248 0	RCON1249 0	RCON1250 0	M.3.a.
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)	RCON5380 0	RCON5381 0	RCON5382 0	M.3.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above)	RCON1254 0	RCON1255 0	RCON1256 0	M.3.c.
d. Lease financing receivables of non-U.S. addressees (domicile) (included in Schedule RC-N, item 8, above)	RCON1271 0	RCON1272 0	RCON1791 0	M.3.d.

(1) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2005. Report of Condition.

Schedule RC-N - Continued

Memoranda-Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual
4. Memorandum item 4 is to be completed by: ⁽¹⁾ • banks with \$300 million or more in total assets • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans: Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above) ⁽¹⁾ ...	RCON1594 0	RCON1597 0	RCON1583 0
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above)	RCONC240 43,562	RCONC241 32,720	RCONC226 13,262

M.4.

M.5.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days	(Column B) Past due 90 days or more
Memorandum item 6 is to be completed by banks with \$300 million or more in total assets: 6. Interest rate, foreign exchange rate, and other commodity and equity contracts: Fair value of amounts carried as assets ⁽¹⁾	RCON3529 0	RCON3530 0

M.6.

(1) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2005, Report of Condition.

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

Dollar Amounts in Thousands

		Bil	Mil	Thou	
1. Unposted debits (see instructions):					
a. Actual amount of all unposted debits	RCON0030			0	1.a.
OR					
b. Separate amount of unposted debits:					
(1) Actual amount of unposted debits to demand deposits	RCON0031			0	1.b.(1)
(2) Actual amount of unposted debits to time and savings deposits ⁽¹⁾	RCON0032			0	1.b.(2)
2. Unposted credits (see instructions):					
a. Actual amount of all unposted credits	RCON3510			0	2.a.
OR					
b. Separate amount of unposted credits:					
(1) Actual amount of unposted credits to demand deposits	RCON3512			0	2.b.(1)
(2) Actual amount of unposted credits to time and savings deposits	RCON3514			0	2.b.(2)
3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits) .	RCON3520			0	3.
4. Deposits of consolidated subsidiaries (not included in total deposits):					
a. Demand deposits of consolidated subsidiaries	RCON2211			0	4.a.
b. Time and savings deposits of consolidated subsidiaries	RCON2351			0	4.b.
c. Interest accrued and unpaid on deposits of consolidated subsidiaries	RCON5514			0	4.c.
5. Not applicable					
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, item 7, column B)	RCON2314			0	6.a.
b. Amount reflected in time and savings deposits (included in Schedule RC-E, item 7, column A or C, but not column B) ⁽¹⁾	RCON2315			0	6.b.
7. Unamortized premiums and discounts on time and savings deposits: ⁽¹⁾ ⁽²⁾					
a. Unamortized premiums	RCON5516			0	7.a.
b. Unamortized discounts	RCON5517		64,870		7.b.
8. Not applicable					
9. Deposits in lifeline accounts					
10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits)	RCON8432			0	10.

(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		Bil	Mil	Thou	
11. Adjustments to demand deposits 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					
	RCON8785			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					
	RCONA181			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					
	RCONA182			0	11.c.
12. Amount of assets netted against deposit liabilities 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					
	RCONA527			0	12.a.
b. Amount of assets netted against time and savings deposits					
	RCONA528			0	12.b.

Memoranda (to be completed each quarter except as noted)

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Total deposits of the bank (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC, item 13.a):					
a. Deposit accounts (excluding retirement accounts) of \$100,000 or less: (1)					
(1) Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less					
	RCONF049		1,704,161		M.1.a.(1)
(2) Number of deposit accounts (excluding retirement accounts) of \$100,000 or less (to be completed for the June report only)					
	RCONF050		70177		M.1.a.(2)
b. Deposit accounts (excluding retirement accounts) of more than \$100,000: (1)					
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$100,000					
	RCONF051		11,747,081		M.1.b.(1)
(2) Number of deposit accounts (excluding retirement accounts) of more than \$100,000					
	RCONF052		5034		M.1.b.(2)
c. Retirement deposit accounts of \$250,000 or less: (1)					
(1) Amount of retirement deposit accounts of \$250,000 or less					
	RCONF045		3,711		M.1.c.(1)
(2) Number of retirement deposit accounts of \$250,000 or less (to be completed for the June report only)					
	RCONF046		266		M.1.c.(2)
d. Retirement deposit accounts of more than \$250,000: (1)					
(1) Amount of retirement deposit accounts of more than \$250,000					
	RCONF047		0		M.1.d.(1)
(2) Number of retirement deposit accounts of more than \$250,000					
	RCONF048		0		M.1.d.(2)
Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets (2)					
2. Estimated amount of uninsured deposits (see instructions)					
	RCON5597		483,754		M.2.

(1) The dollar amounts used as the basis for reporting in Memoranda items 1.a and 1.d reflect the deposit insurance limits in effect on the report date.
 (2) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2005. Report of Condition.

Schedule RC-O - Continued

Memoranda (continued)

Dollar Amounts in Thousands

		Bil	Mil	Thou
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent saving association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:				
a. Legal title	TEXTA545			
b. FDIC Certificate Number	RCONA545		00000	

M.3.a.

M.3.b.

Schedule RC-R - Regulatory Capital

Dollar Amounts in Thousands

		Bil	Mil	Thou	
Tier 1 capital					
1. Total equity capital (from Schedule RC, item 28)	RCON3210		3,903,581		1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value) ⁽¹⁾	RCON8434		2		2.
3. LESS: Net unrealized loss on available-for-sale EQUITY securities (report loss as a positive value)	RCONA221		0		3.
4. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value)	RCON4336		0		4.
5. LESS: Nonqualifying perpetual preferred stock	RCONB588		0		5.
6. Qualifying minority interests in consolidated subsidiaries	RCONB589		0		6.
7. LESS: Disallowed goodwill and other disallowed intangible assets	RCONB590		0		7.
8. Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, and 7)	RCONC227		3,903,579		8.
9.					
a. LESS: Disallowed servicing assets and purchased credit card relationships	RCONB591		0		9.a.
b. LESS: Disallowed deferred tax assets	RCON5610		0		9.b.
10. Other additions to (deductions from) Tier 1 capital	RCONB592		0		10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	RCON8274		3,903,579		11.
Tier 2 capital					
12. Qualifying subordinated debt and redeemable preferred stock	RCON5306		0		12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital	RCONB593		0		13.
14. Allowance for loan and lease losses includible in Tier 2 capital	RCON5310		376,517		14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	RCON2221		1		15.
16. Other Tier 2 capital components	RCONB594		0		16.
17. Tier 2 capital (sum of items 12 through 16)	RCON5311		376,518		17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	RCON8275		376,518		18.
19. Tier 3 capital allocated for market risk	RCON1395		0		19.
20. Deductions for total risk-based capital	RCONB595		0		20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	RCON3792		4,280,097		21.
Total assets for leverage ratio					
22. Average total assets (from Schedule RC-K, item 9)	RCON3368		20,604,935		22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above)	RCONB590		0		23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	RCONB591		0		24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	RCON5610		0		25.
26. LESS: Other deductions from assets for leverage capital purposes	RCONB596		0		26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	RCONA224		20,604,935		27.
Adjustments for financial subsidiaries					
28.					
a. Adjustment to Tier 1 capital reported in item 11	RCONC228		0		28.a.
b. Adjustment to total risk-based capital reported in item 21	RCONB503		0		28.b.
29. Adjustment to risk-weighted assets reported in item 62	RCONB504		0		29.
30. Adjustment to average total assets reported in item 27	RCONB505		0		30.

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

Schedule RC-R - Continued

Capital ratios

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

	(Column A) Percentage (Banks with Financial Subsidiaries)		(Column B) Percentage (All Banks)		
31. Tier 1 leverage ratio ⁽²⁾	RCON7273	0	RCON7204	18.94	31.
32. Tier 1 risk-based capital ratio ⁽³⁾	RCON7274	0	RCON7206	15.40	32.
33. Total risk-based capital ratio ⁽⁴⁾	RCON7275	0	RCON7205	16.89	33.

(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).

Balance Sheet Asset Categories

Dollar Amounts in Thousands						
	(Column A) Totals (from Schedule RC)	(Column B) Items Not Subject to Risk- Weighting	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC items 1.a and 1.b)	RCON0010 374,704	RCONC869 0	RCONB600 1,360	RCONB601 373,344		RCONB602 0
35. Held-to-maturity securities	RCON1754 54,621	RCONB603 0	RCONB604 1,447	RCONB605 21,379	RCONB606 0	RCONB607 31,795
36. Available-for-sale securities	RCON1773 2,004	RCONB608 3	RCONB609 0	RCONB610 0	RCONB611 0	RCONB612 2,001
37. Federal funds sold and securities purchased under agreements to resell	RCONC225 650,000		RCONC063 0	RCONC064 650,000		RCONB520 0
38. Loans and leases held for sale	RCON5369 2,412,162	RCONB617 0	RCONB618 0	RCONB619 0	RCONB620 0	RCONB621 2,412,162
39. Loans and leases, net of unearned income	RCONB528 18,117,886	RCONB622 0	RCONB623 0	RCONB624 0	RCONB625 66,396	RCONB626 18,051,490
40. LESS: Allowance for loan and lease losses	RCON3123 642,812	RCON3123 642,812				
41. Trading assets	RCON3545 0	RCONB627 0	RCONB628 0	RCONB629 0	RCONB630 0	RCONB631 0
42. All other assets ⁽¹⁾	RCONB639 1,588,290	RCONB640 794,378	RCONB641 89	RCONB642 977	RCONB643 463	RCON5339 792,383
43. Total assets (sum of items 34 through 42)	RCON2170 22,556,855	RCONB644 151,569	RCON5320 2,896	RCON5327 1,045,700	RCON5334 66,859	RCON5340 21,289,831

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, intangible assets, and other assets.

Schedule RC-R - Continued

Derivatives and Off-Balance Sheet Items

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
44. Financial standby letters of credit	RCONB546	1.00 or 12.5 (2)	RCONB547	RCONB548	RCONB581	RCONB582	RCONB583	
	0	1.00	0	0	0	0	0	44.
45. Performance standby letters of credit	RCON3821		RCONB650	RCONB651	RCONB652	RCONB653	RCONB654	
	0	.50	0	0	0	0	0	45.
46. Commercial and similar letters of credit	RCON3411		RCONB655	RCONB656	RCONB657	RCONB658	RCONB659	
	0	.20	0	0	0	0	0	46.
47. Risk participations in bankers acceptances acquired by the reporting institution	RCON3429		RCONB660	RCONB661	RCONB662		RCONB663	
	0	1.00	0	0	0		0	47.
48. Securities lent	RCON3433		RCONB664	RCONB665	RCONB666	RCONB667	RCONB668	
	0	1.00	0	0	0	0	0	48.
49. Retained recourse on small business obligations sold with recourse	RCONA250		RCONB669	RCONB670	RCONB671	RCONB672	RCONB673	
	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	RCONB541	12.5 (3)	RCONB542				RCONB543	
	685,283	5.92	4,056,875				4,056,875	50.
51. All other financial assets sold with recourse	RCONB675		RCONB676	RCONB677	RCONB678	RCONB679	RCONB680	
	0	1.00	0	0	0	0	0	51.
52. All other off-balance sheet liabilities	RCONB681		RCONB682	RCONB683	RCONB684	RCONB685	RCONB686	
	0	1.00	0	0	0	0	0	52.
53. Unused commitments with an original maturity exceeding one year	RCON3833		RCONB687	RCONB688	RCONB689	RCONB690	RCONB691	
	34,881	.50	17,441	0	0	0	17,441	53.
54. Derivative contracts			RCONA167	RCONB693	RCONB694	RCONB695		
			13,253	0	3,675	9,578		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

Dollar Amounts in Thousands	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	RCONB696 2,896	RCONB697 1,049,375	RCONB698 76,437	RCONB699 25,364,147	55.
56. Risk weight factor	x 0%	x 20%	x 50%	x 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCONB700 0	RCONB701 209,875	RCONB702 38,219	RCONB703 25,364,147	57.
58. Market risk equivalent assets				RCON1651 0	58.
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)				RCONB704 25,612,241	59.
60. LESS: Excess allowance for loan and lease losses				RCONA222 266,295	60.
61. LESS: Allocated transfer risk reserve				RCON3128 0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)				RCONA223 25,345,946	62.

Memoranda

Dollar Amounts in Thousands	Bil	Mil	Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards	RCON8764		0	M.1.

Dollar Amounts in Thousands	(Column A) With a remaining maturity of one year of less		(Column B) With a remaining maturity of over one year through five years		(Column C) With a remaining maturity of over five years		
2. Notional principal amounts of derivative contracts: ⁽¹⁾							
a. Interest rate contracts	RCON3809	1,325,871	RCON8766	175,500	RCON8767	825,000	M.2.a.
b. Foreign exchange contracts	RCON3812	0	RCON8769	0	RCON8770	0	M.2.b.
c. Gold contracts	RCON8771	0	RCON8772	0	RCON8773	0	M.2.c.
d. Other precious metals contracts	RCON8774	0	RCON8775	0	RCON8776	0	M.2.d.
e. Other commodity contracts	RCON8777	0	RCON8778	0	RCON8779	0	M.2.e.
f. Equity derivative contracts	RCONA000	0	RCONA001	0	RCONA002	0	M.2.f.
g. Credit derivative contracts:							
(1) Investment grade	RCONC980	0	RCONC981	0	RCONC982	0	M.2.a.(1)
(2) Subinvestment grade	RCONC983	0	RCONC984	0	RCONC985	0	M.2.a.(2)

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

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

Bank Securitization Activities

Dollar Amounts in Thousands	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases and All Other Assets
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements	RCONB705	RCONB706	RCONB707	RCONB708	RCONB709	RCONB710	RCONB711
0	0	23,504,726	0	0	0	0	0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5) .	RCONB712	RCONB713	RCONB714	RCONB715	RCONB716	RCONB717	RCONB718
0	0	307,177	0	0	0	0	0
b. Subordinated securities and other residual interests	RCONC393	RCONC394	RCONC395	RCONC396	RCONC397	RCONC398	RCONC399
0	0	487,201	0	0	0	0	0
c. Standby letters of credit and other enhancements	RCONC400	RCONC401	RCONC402	RCONC403	RCONC404	RCONC405	RCONC406
0	0	0	0	0	0	0	0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1	RCONB726	RCONB727	RCONB728	RCONB729	RCONB730	RCONB731	RCONB732
0	0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:							
a. 30-89 days past due	RCONB733	RCONB734	RCONB735	RCONB736	RCONB737	RCONB738	RCONB739
0	0	426,815	0	0	0	0	0
b. 90 days or more past due	RCONB740	RCONB741	RCONB742	RCONB743	RCONB744	RCONB745	RCONB746
0	0	320,219	0	0	0	0	0
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs	RIADB747	RIADB748	RIADB749	RIADB750	RIADB751	RIADB752	RIADB753
0	0	824,048	0	0	0	0	0
b. Recoveries	RIADB754	RIADB755	RIADB756	RIADB757	RIADB758	RIADB759	RIADB760
0	0	163,810	0	0	0	0	0

Schedule RC-S - Continued

Bank Asset Sales

Dollar Amounts in Thousands	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases and All Other Assets
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCONB790	RCONB791	RCONB792	RCONB793	RCONB794	RCONB795	RCONB796
	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	RCONB797	RCONB798	RCONB799	RCONB800	RCONB801	RCONB802	RCONB803
	0	0	0	0	0	0	0

Dollar Amounts in Thousands

		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	RCONA249			0
b. Amount of retained recourse on these obligations as of the report date	RCONA250			0
2. Outstanding principal balance of assets serviced for others:				
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	RCONB804			0
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	RCONB805			0
c. Other financial assets ⁽¹⁾	RCONA591		23,504,726	
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	RCONB806			0
(2) Conduits sponsored by other unrelated institutions	RCONB807			0
b. Unused commitments to provide liquidity to conduit structures:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	RCONB808			0
(2) Conduits sponsored by other unrelated institutions	RCONB809			0
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, col C ⁽²⁾	RCONC407		1,944,905	

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

Schedule RC-T - Fiduciary and Related Services

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

		Yes/No	
1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T.)	RCONA345	NO	1.
2. Does the institution exercise the fiduciary powers it has been granted?	RCONA346	NO	2.
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.)	RCONB867	NO	3.

If the answer to item 3 is "YES," complete the applicable items of Schedule RC-T, as follows:

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$250 million (as of the preceding December 31) or with gross fiduciary and related services income greater than 10% of revenue (net interest income plus noninterest income) for the preceding calendar year must complete:

- Items 4 through 19 quarterly,
- Items 20 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$100 million but less than or equal to \$250 million (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) of \$100 million or less (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 10 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.

FIDUCIARY AND RELATED ASSETS

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
Dollar Amounts in Thousands					
4. Personal trust and agency accounts	RCONB868	RCONB869	RCONB870	RCONB871	4.
	N/A	N/A	N/A	N/A	
5. Retirement related trust and agency accounts:					
a. Employee benefit - defined contribution	RCONB872	RCONB873	RCONB874	RCONB875	5.a.
	N/A	N/A	N/A	N/A	
b. Employee benefit - defined benefit	RCONB876	RCONB877	RCONB878	RCONB879	5.b.
	N/A	N/A	N/A	N/A	
c. Other retirement accounts	RCONB880	RCONB881	RCONB882	RCONB883	5.c.
	N/A	N/A	N/A	N/A	
6. Corporate trust and agency accounts	RCONB884	RCONB885	RCONC001	RCONC002	6.
	N/A	N/A	N/A	N/A	
7. Investment management agency accounts	RCONB886		RCONB888		7.
	N/A		N/A		
8. Other fiduciary accounts	RCONB890	RCONB891	RCONB892	RCONB893	8.
	N/A	N/A	N/A	N/A	
9. Total fiduciary accounts (sum of items 4 through 8)	RCONB894	RCONB895	RCONB896	RCONB897	9.
	N/A	N/A	N/A	N/A	
10. Custody and safekeeping accounts		RCONB898		RCONB899	10.
		N/A		N/A	

Schedule RC-T - Continued

FIDUCIARY AND RELATED SERVICES INCOME

Dollar Amounts in Thousands		Bil	Mil	Thou	
11. Not applicable					
12. Personal trust and agency accounts	RIADB904			N/A	12.
13. Retirement related trust and agency accounts:					
a. Employee benefit - defined contribution	RIADB905			N/A	13.a.
b. Employee benefit - defined benefit	RIADB906			N/A	13.b.
c. Other retirement accounts	RIADB907			N/A	13.c.
14. Corporate trust and agency accounts	RIADA479			N/A	14.
15. Investment management agency accounts	RIADB908			N/A	15.
16. Other fiduciary accounts	RIADA480			N/A	16.
17. Custody and safekeeping accounts	RIADB909			N/A	17.
18. Other fiduciary and related services income	RIADB910			N/A	18.
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)	RIAD4070			N/A	19.
20. Less: Expenses	RIADC058			N/A	20.
21. Less: Net losses from fiduciary and related services	RIADA488			N/A	21.
22. Plus: Intracompany income credits for fiduciary and related services	RIADB911			N/A	22.
23. Net fiduciary and related services income	RIADA491			N/A	23.

Memoranda

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Managed assets held in personal trust and agency accounts:					
a. Noninterest-bearing deposits	RCONB913			N/A	M.1.a.
b. Interest-bearing deposits	RCONB914			N/A	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations	RCONB915			N/A	M.1.c.
d. State, county and municipal obligations	RCONB916			N/A	M.1.d.
e. Money market mutual funds	RCONB917			N/A	M.1.e.
f. Other short-term obligations	RCONB918			N/A	M.1.f.
g. Other notes and bonds	RCONB919			N/A	M.1.g.
h. Common and preferred stocks	RCONB920			N/A	M.1.h.
i. Real estate mortgages	RCONB921			N/A	M.1.i.
j. Real estate	RCONB922			N/A	M.1.j.
k. Miscellaneous assets	RCONB923			N/A	M.1.k.
l. Total managed assets held in personal trust and agency accounts (sum of Memorandum items 1.a through 1.k) (must equal Schedule RC-T, item 4, column A)	RCONB868			N/A	M.1.l.

Dollar Amounts in Thousands		(Column A) Number of Issues		(Column B) Principal Amount Outstanding		
2. Corporate trust and agency accounts:						
a. Corporate and municipal trusteeships	RCONB927		N/A	RCONB928	N/A	M.2.a.
b. Transfer agent, registrar, paying agent, and other corporate agency	RCONB929		N/A			M.2.b.

Schedule RC-T - Continued

Memoranda--Continued

Dollar Amounts in Thousands	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
3. Collective investment funds and common trust funds:					
a. Domestic equity	RCONB931	N/A	RCONB932	N/A	M.3.a.
b. International/Global equity	RCONB933	N/A	RCONB934	N/A	M.3.b.
c. Stock/Bond blend	RCONB935	N/A	RCONB936	N/A	M.3.c.
d. Taxable bond	RCONB937	N/A	RCONB938	N/A	M.3.d.
e. Municipal bond	RCONB939	N/A	RCONB940	N/A	M.3.e.
f. Short term investments/Money market	RCONB941	N/A	RCONB942	N/A	M.3.f.
g. Specialty/Other	RCONB943	N/A	RCONB944	N/A	M.3.g.
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	RCONB945	N/A	RCONB946	N/A	M.3.h.

Dollar Amounts in Thousands	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non- Managed Accounts		(Column C) Recoveries		
4. Fiduciary settlements, surcharges, and other losses:							
a. Personal trust and agency accounts	RIADB947	N/A	RIADB948	N/A	RIADB949	N/A	M.4.a.
b. Retirement related trust and agency accounts	RIADB950	N/A	RIADB951	N/A	RIADB952	N/A	M.4.b.
c. Investment management agency accounts	RIADB953	N/A	RIADB954	N/A	RIADB955	N/A	M.4.c.
d. Other fiduciary accounts and related services	RIADB956	N/A	RIADB957	N/A	RIADB958	N/A	M.4.d.
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 21)	RIADB959	N/A	RIADB960	N/A	RIADB961	N/A	M.4.e.

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

N/A
Name and Title (TEXT B962)

N/A
E-mail Address (TEXT B926)

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

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

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

The management of the reporting bank ~~may~~ ^{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 Report 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~~ ^{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 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~~ ^{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~~ ^{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 CONTAIN THEREIN. A STATEMENT TO THIS EFFECT WILL APPEAR ON ANY PUBLIC RELEASE OF THE OPTIONAL STATEMENT SUBMITTED BY THE MANAGEMENT OF THE REPORTING BANK.

Comments NO

(RCON 6979)

BANK MANAGEMENT STATEMENT (Please type or print clearly):
(TEXT 6980)

[Empty box for Bank Management Statement]

THIS PAGE IS TO BE COMPLETED BY ALL BANKS

NAME AND ADDRESS OF BANK Discover Bank New Castle, DE 19720-	OMB No. For OCC: 1557-0081 OMB No. For FDIC: 3064-0052 OMB No. for Federal Reserve: 7100-0036 Expiration Date: 3/31/2009 SPECIAL REPORT (Dollar Amounts in Thousands)		
	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">CLOSE OF BUSINESS DATE June 30, 2006</td> <td style="width: 50%;">FDIC Certificate Number 05649</td> </tr> </table>	CLOSE OF BUSINESS DATE June 30, 2006	FDIC Certificate Number 05649
CLOSE OF BUSINESS DATE June 30, 2006	FDIC Certificate Number 05649		

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 **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.....	RCON3561	0	a.
b. Total dollar amount of above loans (in thousands of dollars).....	RCON3562	0	b.

	from	to			
c. Range of interest charged on above loans (example: 9 3/4% = 9.75).....	RCON7701	0	RCON7702	0	c.

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