

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re : Chapter 11
:
ADVANTA CORP., et al., : Case No. 09-13931 (KJC)
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Debtors.¹ : (Jointly Administered)
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: Re: Docket No. 323
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**OBJECTION TO MOTION TO COMPEL ADVANTA CORP. TO (I) TIMELY FILE
A REQUEST FOR AN EXTENSION OF TIME TO FILE 2009 CONSOLIDATED
FEDERAL INCOME TAX RETURN; OR, IN THE ALTERNATIVE, (II) ELECT TO
CARRY BACK 2009 CONSOLIDATED NET OPERATING LOSSES FIVE YEARS**

¹ The Debtors in these jointly administered chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5, Las Vegas, Nevada 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801. Additional information regarding the Debtors' businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009 (the "**Rosoff Declaration**"), the date the majority of Debtors filed their petitions under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BizEquity Corp., Ideablob Corp. and Advanta Credit Card Receivables Corp. filed their chapter 11 cases. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors' cases are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**").

Advanta Corp. (“**Advanta**”), as debtor and debtor in possession in the above-referenced jointly administered chapter 11 cases, as and for its objection (the “**Objection**”) to the emergency motion (the “**Motion**”) of Advanta Bank Corp. (“**ABC**”) for an order compelling Advanta to (i) timely request an extension of time to file the 2009 federal income tax return for its consolidated group (the “**Tax Return**”), or, in the alternative, (ii) elect to carry back five years the consolidated group’s net operating loss (“**NOL**”) for its 2009 taxable year (the “**Carryback**”) [Docket No. 323], respectfully represents as follows:

Preliminary Statement

1. Advanta’s election to forgo the Carryback and to waive the carryback of any portion of the consolidated group’s 2009 NOL on behalf of all members of Advanta’s consolidated tax group – which even ABC acknowledges Advanta has the sole right to do – is a valid exercise of Advanta’s business judgment that is beyond reproach or rebuttal. And, such exercise of business judgment is unopposed by Advanta’s statutory committee of unsecured creditors (the “**Creditors’ Committee**”), which, together with its advisors, has spent many hours over the past three months discussing the carryback waiver with Advanta and its advisors.

2. In an effort to escape this reality and place its interests ahead of the general interests of Advanta’s creditors, ABC has filed the Motion, attempting to supplant Advanta’s business judgment with its own, and positing two alternative avenues of relief. Both avenues would deprive Advanta of its ability to exercise its business judgment to make the tax election that will provide the greatest benefit to its estate. Even more extraordinarily, ABC would further require Advanta to take affirmative action it has not elected to take. In support of this extraordinary judicial relief, ABC raises two principal arguments: (i) forgoing the Carryback is detrimental to Advanta’s estate, and therefore manifestly unreasonable, and (ii) the

Carryback is needed to prop up ABC, stave off regulatory action (which it would not prevent), and ultimately protect Advanta's de minimis equity position in ABC. However, ABC is flatly mistaken — as discussed further below, there is simply no way to rationalize that the potential liability Advanta would incur by electing the Carryback would positively impact its estate.

3. There is no basis in statute or the case law for the relief requested in the Motion. In fact, the Motion is procedurally flawed and utterly lacking in authorities to substantiate the requested relief. Moreover, the posture of requesting relief on an emergency basis is the product of a situation entirely of ABC's own making by delaying action until the eleventh hour. Even though ABC has been aware of the carryback issue for months, and the March 15 deadline to file the Tax Return is no secret (as evidenced by ABC's filing of the Motion), ABC now seeks the Court's intervention to grant extraordinary relief on a complex issue while allowing minimal time for Advanta to brief and the Court to digest the issue. Accordingly, Advanta respectfully requests that the Motion be denied in all respects.

Background

4. As acknowledged in ABC's filing, Advanta is the common parent of an affiliated group of corporations, including ABC, that files consolidated returns for federal income tax purposes. In connection with such filings, Advanta and ABC have contractually set forth the terms of their relationship in that certain Fourth Amended and Restated Tax Sharing Agreement, dated as of May 1, 1995, by and between Advanta and its wholly-owned direct and indirect subsidiaries (the "**TSA**"). A copy of the TSA is attached as "Exhibit A" to the Motion.

5. It is also undisputed that Advanta, as the common parent corporation, has sole authority to act on behalf of the members of the group in matters relating to the tax liability for the consolidated return years. (Mot. ¶ 16.)

6. In the exercise of such authority, on Sunday, March 14, 2010, Advanta filed the Tax Return, waiving the carryback of any portion of the consolidated group's 2009 NOL, and filed an amended 2008 federal income tax return for its consolidated group electing the five-year carryback of its 2008 NOL. March 15, 2010 is the deadline to file the Tax Return. Consequently, March 14, 2010, was the last day to prudently file the Tax Return to avoid the risk of technical errors in transmitting the Tax Return electronically to the Internal Revenue Service ("**IRS**") (Advanta is required to file the Tax Return electronically). Because of these concerns, Advanta's consistent practice is, and has been, to avoid waiting to file its tax returns on the actual IRS deadline. If Advanta did not timely file the Tax Return, the default result would be that the carryback of the 2009 NOL would not be waived (absent obtaining an extension of time to file the Tax Return, which Advanta determined was not in the estate's best interests), as 26 U.S.C. § 172(b)(3) and 26 C.F.R. § 1.1502-21(b)(3)(i) require the election waiving the carryback of a NOL to be made on a timely-filed tax return for the year in which the NOL arises.

7. Advanta's timely filing of the Tax Return likely precludes any extension of time to file the consolidated group's 2009 federal income tax return. Requesting an extension of time to file a return after the return has been filed, but before the original due date for filing the return, was in an analogous circumstance determined to be ineffective to extend the time for filing. See IRS Technical Advice Memorandum 8336006 (May 26, 1983).

8. As ABC indicates in the Motion, had Advanta carried the consolidated group's 2009 NOL back five years, the group would have been entitled to an approximately \$54 million federal income tax refund (the "**Refund**"). However, as discussed below, by electing the Carryback, Advanta would also have exposed itself to assertion by ABC under the TSA of a

general unsecured claim in the amount of approximately \$170 million.² ABC attempts to gloss over this critical fact in its Motion by mentioning it in a footnote (Mot. ¶ 17 n.2) and omitting the fact that the existence of such claim is significantly dependent on Advanta claiming the Carryback. Yet, the dilutive effect of this potential \$170 million claim on general unsecured creditors' recovery was a key consideration in Advanta's well-reasoned decision to waive the carryback of the consolidated group's 2009 NOL.

9. Now, on the eve of the Tax Return filing deadline, and notwithstanding that ABC has been aware of the deadline and NOL carryback issues for months,³ ABC seeks on an emergency basis the entry of an order that would compel Advanta to make the Carryback election. For the reasons discussed below, this eleventh hour attempt to supplant Advanta's sound business judgment with ABC's, and to compel Advanta to take affirmative action that benefits neither its estate nor any creditor other than ABC, is neither justified by the facts and circumstances nor supported by case law.

Objection

I. The Motion Fails on Procedural Grounds

10. As a preliminary matter, the Motion must be denied because it is procedurally defective. Pursuant to Bankruptcy Rule 7001(7), a proceeding to obtain an injunction or other equitable relief, except when a chapter 9, chapter 11, chapter 12, or chapter 13 plan provides for the relief, constitutes an adversary proceeding. An adversary proceeding is commenced by filing a complaint with the Court. Fed. R. Bankr. P. 7003; see In re Zale Corp.,

² Nothing in this Objection is an admission by Advanta that ABC has or would under any circumstances have any valid claims of any priority against Advanta under the TSA.

³ The NOL issues, for example, have been raised in email correspondence dated December 15, 2009, a copy of which is annexed hereto as **Exhibit A**. In addition, ABC purportedly sought "on a number of occasions" to ascertain Advanta's intentions with respect to the Tax Return. (Mot. ¶ 11.)

62 F.3d 746, 763 (5th Cir. 1995) (“In order to initiate an adversary proceeding, a party seeking equitable relief must file a complaint and serve each affected party.”). Advanta would then have 30 days to answer the complaint, rather than the weekend afforded by the timing of the Motion. Fed. R. Bankr. P. 7012(a).

11. Because the Motion seeks equitable and injunctive relief, ABC’s requested relief may only be obtained by filing and serving an adversary complaint. Instead of complying with the requirements of Bankruptcy Rules 7001(7) and 7003, ABC filed the instant Motion. ABC has failed to initiate properly its request for equitable and injunctive relief, and, therefore, the Motion must be denied.⁴ See In re Perkins, 902 F.2d 1254, 1258 (7th Cir. 1990) (stating that an adversary proceeding “must be commenced by a properly filed and served complaint,” and a Rule 7001 matter initiated by motion rather than by complaint “fail[s] on procedural grounds”); In re Van Ness, 399 B.R. 900, 905 (Bankr. E.D. Cal. 2009) (holding that request of creditor to prohibit debtor from filing a bankruptcy case affecting certain property, since not grounded on specific provisions of the Bankruptcy Code, must be brought by adversary proceeding, not motion).

II. Alternatively, Cause Does Not Exist to Grant The Extraordinary Relief ABC Has Requested

12. Even if the Court overlooks the Motion’s procedural flaws, ample grounds exist to deny the Motion on the merits. ABC predicates the relief requested in the Motion solely

⁴ On March 14, 2010, ABC initiated an adversary proceeding before this Court, effectively admitting that its eleventh hour filing of the Motion on an emergency basis was procedurally improper. Filing a complaint to initiate an adversary proceeding does not cure the procedural infirmities in the Motion, as Advanta has thirty days after service is completed to respond to the complaint. Fed. R. Bankr. P. 70012(a). Advanta submits that ABC’s attempt to seek judicial intervention at the last possible minute, when relief could have been sought earlier without undue hardship to ABC, is manifestly inequitable. Regardless, the relief sought in the complaint, which is virtually identical to the relief sought in the Motion, should be denied for all the reasons set forth in this Objection.

on the Court's equitable powers pursuant to section 105(a) of the Bankruptcy Code. However, ABC fails to cite any case law that clearly demonstrates that entry of the order requested by the Motion – which constitutes truly extraordinary relief – is within the scope of such authority. Indeed, contrary to ABC's contentions, cause does not exist to grant the Motion. First, as stated above, a creditor's request that a court compel a debtor to take affirmative action that is contrary to a determination the debtor has made pursuant to its business judgment constitutes extraordinary relief that exceeds the Court's equitable powers under section 105(a) of the Bankruptcy Code. Second, the relief requested in the Motion is contrary to tax law regarding Advanta's sole authority, as common parent corporation of the consolidated tax group, to make elections on behalf of the group for the consolidated return year.

A. The Judicial Relief Requested Is Extraordinary

13. First and foremost, Advanta submits that the Motion requests relief that lies outside the confines of the Court's authority under the Bankruptcy Code. Section 105 of the Bankruptcy Code provides, in relevant part, that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” 11 U.S.C. § 105(a). It is well established, however, that section 105(a) merely supplements the Bankruptcy Court's specifically enumerated bankruptcy powers. See, e.g., In re Continental Airlines, 203 F.3d 203, 211 (3d Cir. 2000). Thus, section 105(a) “has a limited scope. It does not create substantive rights that would otherwise be unavailable under the Bankruptcy Code.” See Joubert v. ABN Mortg. Group, Inc. (In re Joubert), 411 F.3d 452, 456 (3d Cir. 2005); see also In re Morristown & Erie R.R. Co., 885 F.2d 98 (3d Cir. 1990) (same); Chiasson v. J. Louis Matherne & Assocs. (In re Oxford Mgmt.), 4 F.3d 1329, 1334 (5th Cir. 1993) (holding that section 105(a) of the Bankruptcy Code “does not authorize the bankruptcy courts to create

substantive rights that are otherwise unavailable under applicable law, or constitute a roving commission to do equity”).

14. Where, as here, no substantive right under the Bankruptcy Code is implicated, courts have declined to grant a creditor’s request to compel a debtor to take affirmative actions. See, e.g., Indian Motorcycle Assocs. III Ltd. P’ship v. Mass. Hous. Fin. Agency, 66 F.3d 1246 (1st Cir. 1995) (denying creditor’s request to direct debtor to turn over diverted cash collateral where there was no showing that such relief was necessary or appropriate to carry out any provision of the Bankruptcy Code, as such request sought “extraordinary judicial relief under Bankruptcy Code § 105(a)”); Dep’t of Treasury v. Pagán, 279 B.R. 43, 47 (D.P.R. 2002) (denying the IRS’s motion to compel a debtor to file tax returns because the IRS could not identify which provision of the Bankruptcy Code would be furthered by granting the relief requested).

15. Like the requests for relief in Indian Motorcycle and Pagán, which were found to lie outside the constraints of the Bankruptcy Code, Advanta submits that the Motion requests extraordinary judicial relief under section 105(a) that would not further relief warranted under any other provision of the Bankruptcy Code. Indeed, a glaring flaw in the Motion is that ABC does not cite to a single case where a court granted a creditor’s request to compel a debtor to take affirmative action. Likewise, Advanta’s research has not uncovered any cases where a court provided relief similar to that requested by ABC in the Motion. This is because ABC has requested extraordinary injunctive and equitable relief under section 105(a) of the Bankruptcy Code, without any showing (and with mistaken assertions) that such relief is either necessary or appropriate to carry out the provisions of the Bankruptcy Code. On that basis alone, the Motion should be denied.

B. Advanta Has Sole Authority to Make the Instant Tax Election, and the Motion Attempts to Usurp That Authority

16. In addition, tax law does not provide a basis for the relief ABC has requested. Advanta's decision not to elect the Carryback and to waive its 2009 NOL is a proper exercise of its exclusive authority to make elections for the consolidated group with respect to the filing of the Tax Return. It is black letter law that a parent corporation filing the consolidated return is authorized to act in all matters relating to the tax liability for the consolidated return year.⁵ 26 C.F.R. § 1.1502-77(a)(1)(i) (stating that, subject to exceptions not relevant here, "the common parent . . . for a consolidated return year is the sole agent (agent for the group) that is authorized to act in its own name with respect to all matters relating to the tax liability for that consolidated return year, for--(A) Each member in the group . . ."). "With respect to any consolidated return year for which it is the common parent—(i) [t]he common parent makes any election (or similar choice of a permissible option) that is available to a subsidiary in the computation of its separate taxable income..." Id. § 1.1502-77(a)(2). Moreover, "[a] group may make an irrevocable election... to relinquish the entire carryback period with respect to a [consolidated net operating loss] for any consolidated return year. Except [for an exception not relevant here], the election may not be made separately for any member..." Id. § 1.1502-21(b)(3)(i).

17. ABC concedes that only Advanta, as common parent of the consolidated tax group, has sole authority to make any election for a consolidated return year, and that "ABC cannot make this election itself." (Mot. ¶ 16.) Moreover, the TSA does not give ABC any rights

⁵ "Though the IRS regulations provide that the parent corporation is the agent for each subsidiary in the affiliated group, . . . this agency relationship is for the convenience and protection of the IRS only and does not extend further." Jump v. Manchester Life & Cas. Mgmt. Corp., 579 F.2d 449, 452 (8th Cir. 1978) (citations omitted).

with respect to controlling tax elections of the consolidated group. Accordingly, there is simply no basis in law or contract for ABC to contend that it may, through entry of the order requested by the Motion, usurp Advanta's exclusive authority to decide whether or not to elect the Carryback or to otherwise waive the 2009 NOL carryback for the consolidated group.

18. In sum, neither tax law, the TSA, nor the Bankruptcy Code itself so much as intimates that a bankruptcy court may fashion the extraordinary relief sought by ABC in the Motion.

III. Waiver of the Carryback Is a Valid Exercise of Advanta's Business Judgment

19. ABC also attempts to rebut the presumption that forgoing the Carryback was a valid exercise of Advanta's business judgment. By doing so, ABC in essence seeks to supersede Advanta's sound business judgment. The Motion is unpersuasive in this respect. Advanta's decision to waive the carryback of the group's 2009 NOL was within its sole authority, and was supported by sound economic analysis of the costs and benefits of the election for its estate and its unsecured creditors.

A. Advanta's Business Judgment is Presumptively Reasonable

20. Courts generally accord a debtor's reasonable business judgment a high level of deference. See, e.g., In re Dura Auto. Sys., 2007 Bankr. LEXIS 2764, at *259-60 (Bankr. D. Del. Aug. 15, 2007) (“[O]nce ‘the debtor articulates a reasonable basis for its business decisions . . . courts will generally not entertain objections to the debtor’s conduct.’” (quoting Committee of Asbestos-Related Litigants and/or Creditors v. Johns-Manville Corp. (In re Johns-Manville Corp.), 60 B.R. 612, 616 (Bankr. S.D.N.Y. 1986))). Under the business judgment standard, the debtor does not even need to show that it is making the best or even a good business decision. See In re Trans World Airlines, Inc., 261 B.R. 103, 121-22 (Bankr. D. Del. 2001) (citing Wheeling-Pittsburgh Steel Corp. v. W. Penn. Power Co. (In re Wheeling-Pittsburgh

Steel Corp.), 72 B.R. 845, 849 (Bankr. W.D. Pa. 1987) (“[W]hether the debtor is making the best or even a good business decision is not a material issue of fact under the business judgment test.”); In re Old Carco LLC, 406 B.R. 180, 193 (Bankr. S.D.N.Y. 2009) (same). It is a presumption that in making a business decision, the directors of a corporation acted on an informed basis, in good faith, and in the honest belief that the action taken was in the best interests of the company. Kaplan v. Centex Corp., 284 A.2d 119, 124 (Del. Ch. 1971) (citations omitted); accord Johns-Manville, 60 B.R. at 616 (“[A] presumption of reasonableness attaches to a debtor’s management decisions.” (citations omitted)). In particular, debtors enjoy significant latitude when undertaking transactions in the ordinary course of a debtor’s business. See Johns-Manville, 60 B.R. at 616 (noting that a debtor in possession’s authority to use estate property in the ordinary course without a prior hearing “necessarily includes the concomitant discretion to exercise reasonable judgment in ordinary business matters”). The burden is on the party challenging the decision to establish facts rebutting the presumption. See Kaplan, 284 A.2d at 124. “[I]f a debtor’s actions satisfy the business judgment rule, then the transaction in question should be approved” Dura, 2007 Bankr. LEXIS 2764, at *260 (finding debtors’ decision to sell assets and reject leases were proper exercises of the debtors’ business judgment).

21. Moreover, under the business judgment standard, the Court need not consider the equities of the situation, as advocated by ABC. In analyzing whether a debtor has exercised its business judgment, courts refuse to balance the potential burden imposed on a nondebtor party as “such an inquiry [is] irrelevant and unnecessary.” In re Trans World Airlines, Inc., 261 B.R. at 123 (declining to take into account the harm to the nondebtor party that would result from the rejection of a ticket sale agreement (citing In re Federated Dep’t Stores, Inc., 131 B.R. 808, 812-13 (S.D. Ohio 1991) (rejecting In re Meehan, 46 B.R. 96 (Bankr. E.D.N.Y. 1985)

and In re Chi-Feng Huang, 23 B.R. 798 (B.A.P. 9th Cir. 1982) to the extent the cases stand for a “balancing of interests” test)); see also Lubrizol Enters., Inc. v. Richmond Metal Finishers, Inc. (In re Richmond Metal Finishers, Inc.), 756 F.2d 1043, 1047-48 (4th Cir. 1985) (adopting business judgment standard and rejecting balancing of equities test); Borman’s, Inc. v. Allied Supermarkets, Inc., 706 F.2d 187 (6th Cir. 1983) (“The burden or hardship which rejection would impose on other parties to such a contract is not a factor to be weighed by the bankruptcy court in ruling upon the debtor's application.” (citing In re Mammoth Mart, 536 F.2d 950, 954 (1st Cir. 1976)); In re Old Carco LLC, 406 B.R. at 193 (“[C]ourts have held that absent Congressional authority, such as through a separate section of the Bankruptcy Code (e.g., § 1113) or a specific carve-out within § 365 itself, the court is not free to deviate from the business judgment standard and weigh the effect of rejection on debtor’s counterparty or the counterparty’s customers.”); In re Pilgrim’s Pride Corp., 403 B.R. 413, 427 (Bankr. N.D. Tex. 2009) (declining to consider harm to growers and their communities when approving debtors’ rejection of grower contracts); In re Exide Techs., 340 B.R. 222, 245 (Bankr. D. Del. 2006) (declining to take into account harm to a nondebtor party from debtor’s rejection of contract); In re Patterson, 119 B.R. 59, 61 (E.D. Pa. 1990) (finding that fairness to the nondebtor party is irrelevant in determining whether debtor may reject contract); In re Wheeling-Pittsburgh Steel Corp., 72 B.R. at 849 (stating that effect of contract rejection on nondebtor party is unnecessary in determining propriety of debtor’s decision to reject contract).

22. Therefore, ABC cannot rebut the presumption that disinterested members of Advanta’s board of directors reasonably exercised their business judgment in authorizing the waiver of the carryback of the consolidated group’s 2009 NOL by pointing to the importance of the potential recovery of any portion of the Refund to ABC’s liquidity or capital position. (See

Mot. ¶ 18.) Such arguments are, in fact, “irrelevant and unnecessary.” In re Trans World Airlines, Inc., 261 B.R. at 123.

B. Waiver of the Carryback Is in the Economic Interest of Advanta, Its Estate, and Its Unsecured Creditors

23. Advanta’s election to waive the carryback of the consolidated group’s 2009 NOL is the product of a well-reasoned, comprehensive analysis. Admittedly, if the consolidated group’s 2009 NOL is carried back five years, the group would be entitled to an approximately \$54 million Refund. However, the Carryback may result in ABC having a Separate Member Refund, as defined in section 1 and as used in section 3(b) of the TSA, and hence a claim by ABC against Advanta, in an amount of approximately \$170 million. (See Mot. ¶ 6 n.2 (“ABC believes that it may hold a general unsecured claim in excess of \$170 million, based on certain assumptions considered reasonable and depending on the amount of tax refunds that ABC ultimately may receive”).) Moreover, although Advanta believes that the Refund monies would be property of its estate, if the Carryback were made, ABC has also laid claim to all or a portion of the potential refund.⁶ (See Mot. ¶ 9 (“ABC believes that it may be entitled to a significant portion of the Anticipated Refund pursuant to and in accordance with the [TSA].”).) But, under the TSA, if Advanta waives the carryback of the consolidated group’s 2009 NOL, ABC has no valid \$170 million claim under the TSA. (TSA § 1.)

24. Given these facts, Advanta, after lengthy consultation with its advisors and the Creditors’ Committee and its advisors, concluded that it is to the benefit of its estate and creditors to waive the carryback of the consolidated group’s 2009 NOL and forgo the right to the Refund in order to mitigate the possibility of incurring a \$170 million claim. Even if the Refund

⁶ If Advanta were to have elected the Carryback, Advanta submits that ABC would not have had any right to recover any portion of the Refund. Under the terms of the TSA, Advanta contends that, at most, ABC would have a general unsecured claim.

were to inure to the benefit of Advanta's estate, an increase of assets of only \$54 million would not compensate general unsecured creditors for the dilution of the general unsecured creditor recovery pool by as much as \$170 million, given current expectations of potential recoveries to unsecured claimants. Therefore, under any realistic scenario, the Carryback would have an adverse impact on Advanta's estate. As a result, Advanta determined that the \$54 million asset was worth forgoing to mitigate the impact of additional claims to the estate, and maximize creditor recovery.

25. Advanta and its advisors have expended significant time over the past several months weighing the costs and benefits of any election made in connection with the filing of the Tax Return, including the options of a two-year carryback, five-year carryback, and waiver of carryback. Moreover, Advanta has engaged in discussions with the Creditors' Committee and its advisors regarding the potential impact of the 2009 tax election on Advanta's estate. Advanta's decision – which was made by its fully-informed Board of Directors – to waive the carryback of the consolidated group's 2009 NOL, forgo the Refund, and eliminate the potential \$170 million claim by ABC under the TSA was a reasonable exercise of its business judgment, and is unopposed by the Creditors' Committee. Accordingly, Advanta submits that its filing of the Tax Return should not be unwound by ABC for its sole benefit, and to the detriment of other creditors in the bankruptcy case.

C. Carryforward of the 2009 NOL Has Value to Advanta and Its Estate

26. If the consolidated group waives the carryback of the 2009 NOL, the 2009 NOL is carried forward for up to 20 years to offset future income, see 26 U.S.C. § 172(b)(1)(A)(ii), and Advanta's tax basis in the stock of ABC is preserved. See 26 C.F.R. §§ 1.1502-32(b)(2), (3)(i) (providing that utilization of subsidiary's tax loss results in a corresponding decrease in the parent's tax basis in its stock in the subsidiary). That stock basis

may ultimately make available to Advanta a worthless stock loss (in lieu of the portion of the consolidated group's net operating losses incurred by ABC). See 26 U.S.C. § 165(g). The use of the worthless stock loss, unlike the use of any net operating losses incurred by ABC, would not result in a claim under the TSA. This stock loss could offset in whole or in part any gains triggered during Advanta's chapter 11 case, pursuant to the terms of its chapter 11 plan or, potentially, after consummation of the chapter 11 plan.

D. The Carryback and Potential Recovery of the Refund Are of No Benefit to Advanta as Shareholder of ABC

27. ABC's argument that its potential recovery of at least a substantial portion of the Refund is in the best interests of Advanta, its estate, and its creditors is premised on the faulty assumption that Advanta currently has a meaningful equity position in ABC. In fact, Advanta believes there is little or no value for creditors of its estate in Advanta's equity position in ABC. Advanta believes that any equity position that it has in ABC is quickly dissipating in light of ABC's liquidity position and inability to generate new business. Additionally, under an existing FDIC order, ABC cannot even make equity distributions to Advanta without prior FDIC consent, which Advanta believes will not be provided. (See In re Advanta Bank Corp. Draper, Utah, FDIC-09-266b, Order to Cease and Desist ¶ 7(a), dated June 30, 2009 (annexed hereto as **Exhibit B**.) Rather than gamble that provision of some or all of the Refund to ABC will benefit Advanta as ABC's equity holder more than Advanta will be damaged by the potential incurrence of \$170 million of additional claims against Advanta, the more prudent course of action is the one taken by Advanta: to maximize creditor recoveries by forgoing the Carryback. Such reasoning clearly meets the business judgment standard. See In re Old Carco LLC, 406 B.R. at 193; In re Trans World Airlines, Inc., 261 B.R. at 121-22.

28. Moreover, ABC argues without any support that forgoing the Carryback “poses a grave and immediate threat to ABC’s continued operations.” (Mot. ¶ 19.) If termination of ABC’s banking charter by the Federal Deposit Insurance Corporation (“**FDIC**”) is imminent, it is unlikely that recovery by ABC of all or some portion of the Refund would sufficiently capitalize ABC to alter such a result. The FDIC has stated that it is a foregone conclusion that it will become the receiver for ABC and that there will be inadequate funds to pay the ABC creditors. (See Advanta Bank v. FDIC, No. 10-5051, FDIC’s Reply to Advanta’s Response to Mot. for Stay Pending Appeal, at 1-2 (D.C. Cir. Mar. 8, 2010) (“The Bank argues only that ABC’s closing is nothing more than a ‘theoretical possibility’ that is too speculative to demonstrate irreparable harm. But this argument conflicts with the overwhelming and undisputed evidence of ABC’s precarious financial condition.” (internal footnote omitted)), annexed hereto as Exhibit C.) The most recent call report for ABC, annexed as Exhibit D to this Objection, shows total bank equity capital of negative \$40.6 million, which includes a tax receivable for a substantial part of the tax claim (to which Advanta maintains ABC is not entitled). To the extent that any funds would flow to ABC, it is highly likely that any recovery ultimately would be paid to the FDIC, as receiver for ABC, to reduce the amount of the FDIC’s deposit guarantee, and not to help ABC survive. As such, ABC’s arguments are wholly insufficient to demonstrate that Advanta’s waiver of the carryback of the consolidated group’s 2009 NOL was “manifestly unreasonable.” (Mot. ¶ 27.)

E. Waiver of the Carryback Does Not Constitute a Breach of Fiduciary Duty

1. Advanta Owes No Fiduciary Duty To ABC to Make or Wave Tax Elections

29. ABC’s argument that Advanta owes a fiduciary duty to ABC, as a member of a consolidated tax group, to elect the Carryback (Mot. ¶ 17) is unsupported by case law. In

fact, Advanta owes no fiduciary duty to ABC to make or waive tax elections. It is well-established that a parent's decision regarding allocation of tax savings among affiliated group members should be reviewed under the deferential business judgment rule. See Meyerson v. El Paso Natural Gas Co., 246 A.2d 789 (Del. Ch. 1967); Case v. N.Y. Cent. R.R. Co., 204 N.E.2d 643 (N.Y. 1965); W. Pac. R.R. Corp. v. W. Pac. R.R. Co., 197 F.2d 994 (9th Cir. 1951), vacated on procedural grounds, 345 U.S. 247 (1953). As a result of cases such as Meyerson, Western Pacific, and Case, a per se rule has evolved that a parent's decisions concerning the allocation of tax savings among consolidated group members (including a parent's entitlement to retain or take all tax savings for itself) is a business judgment with which courts generally will not interfere. See also Marvel Entm't Group, Inc. v. Mafco Holdings, Inc. (In re Marvel Entm't Group, Inc.), 273 B.R. 58, 78-79 (D. Del. 2002) (applying business judgment rule to analysis of breach of fiduciary duty claims in connection with subsidiary's entry into consolidated group tax sharing agreement).

30. As discussed in Marvel, "the question of which standard to apply in parent/subsidiary tax sharing situations was settled in Meyerson and confirmed again in Wolfensohn v. Madison Fund, Inc., 253 A.2d 72 (Del. 1969)." Id. In Meyerson, the plaintiff, a minority stockholder of the parent corporation's 80%-owned subsidiary, alleged the parent had breached its fiduciary duties by including the subsidiary in its consolidated tax group without implementing a "fair" tax sharing agreement. 246 A.2d at 790. The plaintiff alleged that the parent's use of NOLs generated by the subsidiary in calculating the tax liability of the consolidated group was unfair because the parent received tax benefits without sharing any of the corresponding tax benefits with the subsidiary. The plaintiff sought payment for the NOLs generated by the subsidiary and a "fair allocation" of future tax benefits. The court granted

summary judgment to the parent corporation, holding that the allocation of tax benefits between the parent and subsidiary in a tax sharing agreement is governed by the parent's business judgment. *Id.* at 794. The Delaware Supreme Court subsequently approved the Meyerson holding. Wolfensohn, 253 A.2d at 76; see also Getty Oil Co. v. Skelly Oil Co., 267 A.2d 883, 888 (Del. 1970) (applying business judgment rule to parent-subsidiary allocation agreement and finding that subsidiary failed to demonstrate "gross and palpable overreaching.").

31. If a parent has no fiduciary duty to allocate tax benefits to its subsidiary within a consolidated tax group, by logical extension, a parent has no fiduciary duty to make an election that will result in a tax benefit that could be allocated to the subsidiary for the benefit of that subsidiary's creditors, at the expense of the debtor parent's creditors. Significantly, ABC does not assert that the TSA is invalid, or that the execution of the TSA – which has governed the tax relationship between the parties for almost 15 years prior to the commencement of Advanta's chapter 11 case – is invalid. Yet, there is nothing in the TSA that imposes any fiduciary duty or equivalent obligation on Advanta. But even were there such a duty, by contract or otherwise, the decision to waive the carryback of the consolidated group's 2009 NOL serves a rational purpose, and is a valid exercise of Advanta's business judgment. The Court should not substitute its judgment – or ABC's judgment – regarding the proper allocation of tax benefits among the consolidated group. Marvel, 273 B.R. at 80.

2. Advanta Owes No Fiduciary Duty To ABC as an Individual Creditor

32. ABC also asserts that Advanta owes a fiduciary duty to ABC because ABC is purportedly one of Advanta's largest unsecured creditors. (Mot. ¶ 17.) This argument is fatally flawed. A chapter 11 debtor owes a fiduciary duty to the estate, rather than to one vocal creditor, no matter how large that creditor's claim may be. See Committee of Equity Security

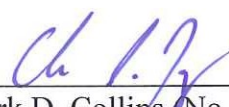
Holdings v. The Lionel Corp. (In re The Lionel Corp.), 722 F.2d 1063 (2d Cir. 1983) (stating that “a bankruptcy judge must not blindly follow the hue and cry of the most vocal special interest groups; rather, [a court] should consider all salient factors pertaining to the proceeding and, accordingly, act to further the diverse interests of the debtor, creditors and equity holders, alike”); In re Jasmine, Ltd., 258 B.R. 119, 128 (D.N.J. 1999) (“The trustee has a fiduciary duty towards all creditors of the estate, not just the limited class of creditors comprising the objectors herein.”). Moreover, Advanta certainly owes no duty to undertake a transaction that would trigger the contingency of increasing a creditor’s potential claim against the estate, to the detriment of all other creditors in the case. Rather, Advanta would arguably be breaching the fiduciary duty it owes to all creditors of its estate by electing the Carryback, and triggering ABC’s alleged \$170 million general unsecured claim, since Advanta is obligated to act in a way that mitigates claims against the estate and maximizes recovery for all creditors. See, e.g., In re Pinnacle Brands, Inc., 259 B.R. 46, 54 (Bankr. D. Del. 2001) (“A debtor’s fiduciary duty is to maximize the value of the estate for distribution to creditors, not to minimize the exposure of an individual creditor while increasing the liability of the estate.”); Pacificorp Ky. Energy Corp. v. Big Rivers Elec. Corp. (In re Big Rivers Elec. Corp.), 233 B.R. 739, 752 (W.D. Ky. 1998) (“[the] duty to maximize the estate [for all creditors] often trumps other duties the debtor may owe to individual creditors or third parties” (citing In re Wintex, 158 B.R. 540, 543 (D. Mass. 1992) (holding duty of debtor to act in good faith and fair dealing in furthering contract was limited by debtor’s obligation to maximize value for its creditors))); Carter v. Schott (In re Carter Paper Co.), 220 B.R. 276, 301 (Bankr. M.D. La. 1998) (finding that debtor’s obligation to maximize value of debtor’s assets “includes a fiduciary duty to the estate to rid the estate of any property that operates as a net reduction in the value of the res”).

Conclusion

33. Based upon the foregoing, Advanta submits that the relief requested in the Motion is not warranted by the facts, circumstances, or applicable law, and that to compel Advanta to request an extension of time to file the Tax Return or elect the Carryback, would adversely impact Advanta's estate and its creditors.

WHEREFORE, Advanta respectfully requests that the Court deny the Motion in all respects, and grant such other and further relief as it deems just and proper.

Dated: March 15, 2010
Wilmington, Delaware



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ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

EXHIBIT A

Browne, Phil

From: Browne, Phil
Sent: Tuesday, December 15, 2009 10:51 AM
To: Goldman, Ken
Cc: Browne, Phil
Subject: Accounting Items

Ken,

I wanted to mention a few things on accounting items.

1. The entry you made at the Bank for amounts that may become due under the tax sharing agreement seems inappropriate. No decision has been made about NOL carrybacks. This factor combined with the bankruptcy draws any accrual into question let alone an increase net of reserves.
2. As Jay and I mentioned yesterday, even if we are able to get comfortable quickly about payment and security from ABC, Shared Services and Advanta Corp. personnel will not be able to participate in any matters where there is a potential conflict between ABC and non ABC affiliates.
3. You should consult with Bank employees, KPMG and any other outside experts you choose about the new accounting rules relating to securitizations effective 1/1/10. We are not comfortable to have Shared Services and Advanta Corp. involved given the uniqueness of the issues and the tentative results you have shared with me. However, you may with appropriate advice conclude that you are on solid ground.

Thanks Phil

EXHIBIT B

FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, D.C.

_____)	
In the Matter of)	ORDER TO CEASE AND DESIST
)	
)	
ADVANTA BANK CORP.)	
DRAPER, UTAH)	FDIC-09-266b
)	
(Insured State Nonmember Bank))	
_____)	

Advanta Bank Corp., Draper, Utah (“Bank”), through its board of directors, having been advised of its right to the issuance and service of a NOTICE OF CHARGES AND OF HEARING detailing the unsafe or unsound banking practices alleged to have been committed by the Bank and of its right to a hearing on the alleged charges under section 8(b) of the Federal Deposit Insurance Act (“FDI Act”), 12 U.S.C. § 1818(b), and having waived those rights, entered into a STIPULATION AND CONSENT TO THE ISSUANCE OF AN ORDER TO CEASE AND DESIST (“CONSENT AGREEMENT”) with counsel for the Federal Deposit Insurance Corporation (“FDIC”) dated June 24, 2009, whereby, solely for the purpose of this proceeding and without admitting or denying the alleged charges of unsafe or unsound banking practices, the Bank consented to the issuance of an ORDER TO CEASE AND DESIST (“ORDER”) by the FDIC.

The FDIC considered the matter and determined that they had reason to believe that the Bank may engage in unsafe or unsound banking practices. The FDIC, therefore, accepted the CONSENT AGREEMENT and issued the following:

ORDER TO CEASE AND DESIST

IT IS ORDERED, that the Bank, institution-affiliated parties, as that term is defined in section 3(u) of the Act, 12 U.S.C. § 1813(u), of the Bank and its successors and assigns, cease and desist from the following unsafe or unsound banking practices:

1. The Bank's Board of Directors and Management operating the Bank in a manner that causes the Bank's significant financial deterioration;
2. Operating with inadequate capital for the Bank's risk profile; and
3. Operating in a manner that does not sustain satisfactory earnings performance to maintain sufficient capital in relation to the Bank's risk profile.

IT IS FURTHER ORDERED, that the Bank, its institution-affiliated parties and its successors and assigns take affirmative action as follows:

MANAGEMENT

1. (a) The Bank shall have and retain qualified management. Each member of management shall possess qualifications and experience commensurate with his or her duties and responsibilities at the Bank. The qualifications of management personnel shall be evaluated on their ability to:

- (1) Comply with the requirements of the ORDER;
- (2) Operate all aspects of the Bank in a safe and sound manner, giving due consideration to the Bank's asset quality, capital adequacy, earnings, management effectiveness, liquidity, and its sensitivity to market risk; and
- (3) Comply with applicable laws and regulations.

(b) While this ORDER is in effect, the Bank shall notify the New York Regional Director (“Regional Director”) in writing of any resignations and/or terminations of any members of its board of directors and/or any of its senior executive officer(s) within 15 days of the event. The Bank shall also establish procedures to ensure compliance with section 32 of the FDI Act, 12 U.S.C. § 1831i and Subpart F of Part 303 of the FDIC’s Rules and Regulations, 12 C.F.R. §§ 303.100 through 303.103. In addition, the Bank shall notify the Regional Director in writing when it proposes to add any individual to the Bank’s board of directors or employ any individual as a senior executive officer. The notification must be received at least 30 days before such addition or employment is intended to become effective and should include a description of the background and experience of the individual(s) to be added or employed.

MANAGEMENT – BOARD SUPERVISION

2. Within 30 days after the effective date of this ORDER, the Bank’s board of directors shall increase its participation in the affairs of the Bank by assuming full responsibility for the approval of the Bank’s policies and objectives and for the supervision of the Bank’s management, including all the Bank’s activities. The board’s participation in the Bank’s affairs shall include, at a minimum, monthly meetings in which the following areas shall be reviewed and approved by the board: reports of income and expenses; insider, charged-off, delinquent, nonaccrual, and recovered loans; investment activities; material changes to policies; and individual committee actions impacting the aforementioned. The Bank’s board of directors’ minutes shall document the board’s reviews and approvals, including the names of any dissenting directors.

STRATEGIC PLAN AND BUDGET/EXECUTIVE COMPENSATION

3. (a) Within 30 days of this ORDER, the Bank shall submit to the Regional Director for review and approval a written strategic plan and budget providing for the orderly discontinuance of deposit-taking operations and the voluntary termination of deposit insurance after the repayment in full of all deposits. In connection therewith, the Bank shall provide the Regional Director with pro forma financial statements for the period necessary to complete the orderly liquidation of assets. This plan shall, at a minimum, provide for: (i) the responsibilities of the Bank's board of directors regarding the definition, approval, implementation, and monitoring of the strategic plan and budget, and the procedures designed to ensure that the board of directors fulfills such responsibilities; (ii) the repayment in full of all deposits; (iii) the operating assumptions that form the bases for major projected income and expense components; (iv) financial performance objectives, including plans for earnings, liquidity, and capital supported by detailed quarterly and annual pro forma financial statements, including projected budgets, balance sheets, and income statements; and (v) the establishment of a monthly review process to monitor the actual income and expenses of the Bank in comparison to budgetary projections. Notwithstanding the above, the Bank may submit a plan for future activities during the years in which the Bank is implementing the orderly discontinuation of deposit taking operations contemplated by this provision. The plan, subject to the prior approval of the FDIC, may permit the continuation of deposit taking activities.

(b) Within 30 days from the effective date of this ORDER, the Bank shall submit to the Regional Director for review and approval an Executive Compensation Plan which incorporates qualitative as well as profitability performance standards. For purposes of this paragraph, "compensation" refers to any and all salaries, bonus and other benefits of every kind

and nature whatsoever, whether paid directly or indirectly. Executive officers are defined as any officer designated as chairman of the board, vice-chairman of the board, president, chief executive officer, executive vice president, senior vice president, or chief financial officer.

CAPITAL ADEQUACY

4. (a) Within 30 days of the effective date this ORDER, the Bank shall submit to the Regional Director, for review and approval, an acceptable written plan to achieve and maintain sufficient capital at the Bank. The plan shall, at a minimum, address: (i) the Bank's current and future capital requirements; (ii) the Bank's level of concentrations of credit; (iii) the volume of the Bank's adversely classified assets; (iv) the Bank's anticipated level of retained earnings; (v) the collectability of on-book account receivables and other assets associated with securitized assets; and (vi) source and timing of additional funds to fulfill the future capital needs of the Bank.

(b) Notwithstanding the provisions of paragraph 4(a) the Bank shall at all times during the term of this ORDER, maintain its Tier 1 Leverage Capital ratio at a level of no less than 5 percent and Total Risk-Based Capital ratio equal to or greater than 10 percent, which during the term of this Order shall be calculated and reported in writing to the Regional Director within 15 days of the end of each month. For the purpose of reporting the Tier 1 Leverage Capital ratio at the end of months which do not represent the end of a quarter, the Tier 1 Leverage Capital ratio shall be calculated by substituting month-end Total Assets for quarterly Average Assets.

(c) After the Regional Director approves the capital plan, the Bank's board of directors shall adopt the capital plan, including any modifications or amendments requested by

the Regional Director. Thereafter, the Bank shall immediately initiate measures detailed in the capital plan, to the extent such measures have not previously been initiated, to effect compliance with the plan within thirty (30) days after the Regional Director responds to the capital plan.

(d) In addition, the Bank shall comply with the FDIC's Statement of Policy on Risk-Based Capital found in Appendix A to Part 325 of the FDIC's Rules and Regulations, 12 C.F.R. Part 325, App. A.

(e) For purposes of this ORDER, all terms in this Order relating to capital shall be calculated according to call report instructions, FIL-20-2009, and the methodology set forth in Part 325 of the FDIC's Rules and Regulations, 12 C.F.R. Part 325.

FUNDS MANAGEMENT AND LIQUIDITY

5. Within 30 days of this Order, the Bank shall submit to the Regional Director an acceptable, comprehensive liquidity contingency plan. The written plan shall, at a minimum,

(a) assess possible liquidity events that the Bank may encounter and identify responses to the potential impact of such events on the Bank's short-term, intermediate-term, and long-term liquidity profile;

(b) provide for weekly review of the Bank's deposit structure, including volume and trend of total deposits, maturity distribution of all time deposits; and

(c) provide for weekly calculation and reporting of the Bank's liquidity posture in a format acceptable to the Regional Director.

PARENT COMPANY/AFFILIATE RELATIONS

6. Without the prior written consent of the Regional Director, the Bank shall not directly or indirectly enter into, participate in, or otherwise engage in or allow any extension of

credit to Advanta Corp. (the "Parent Company") or to any other "affiliate" of the Bank and/or directly or indirectly enter into, participate in, or otherwise engage in or allow any "covered transaction" or "transaction covered" with the Parent Company or with any "affiliate" of the Bank regardless of whether such "extension of credit", "covered transaction" or "transaction covered" would be prohibited, limited or otherwise regulated by Sections 23A or 23B of the Federal Reserve Act ("Sections 23A and 23B"), 12 U.S.C. §§ 371c and 371c-1.

For purposes of this ORDER, "extension of credit" shall be defined as set forth at 12 C.F.R. § 215.3 and "affiliate," "covered transaction" and "transaction covered" shall have the meanings set forth in Sections 23A and 23B; provided, however, that the terms "covered transactions" and "transactions covered" shall not include the continued provision of and payments for operational services provided by affiliates under pre-existing contracts in the normal course of business, including the provision of technology platforms and dual employees. Additionally, for purposes of this ORDER, any transaction by the Bank with any person or entity shall be deemed to be a transaction with an "affiliate" of the Bank if any of the proceeds of the transaction are used for the benefit of, or transferred to any Bank affiliate.

7. (a) As of the effective date of this ORDER, the Bank shall not make any payment, directly or indirectly, to or for the benefit of the Parent Company or any other Bank affiliate, without the prior written consent of the Regional Director, except for the continued provision of and payments for operational services provided by affiliates under reasonable pre-existing contracts and arrangements in the normal course of business.

(b) As of the effective date of this ORDER, the Bank shall not enter into any contract or modification of an existing contract with its Parent Company or any other Bank affiliate, or increase the periodic payments under any existing contract with its Parent Company

or any other Bank affiliate without submitting the new contract, modification, or information concerning the proposed increase in any existing contract with its Parent Company or any other Bank affiliate to the Regional Director for review and comment.

CASH TRANSACTIONS

8. As of the effective date of this Order, all transactions for the withdrawal, transfer or other utilization of Bank cash assets must be approved in writing by a Bank officer.

DIVIDEND RESTRICTION

9. As of the effective date of this ORDER, the Bank shall not declare or pay any dividends without the prior written consent of the Regional Director. Requests for approval shall be received at least 30 days prior to the proposed date for the declaration of dividends and shall contain, but not be limited to, information on consolidated earnings for the most recent annual period and the last quarter.

CONTINUED SERVICING OF CREDIT CARD ACCOUNTS

10. (a) The Bank shall take all steps necessary to ensure that the Bank infrastructure, staffing, and contracts necessary to service the Bank credit card accounts and related Bank owned and Bank managed (owned by Advanta Business Card Master Trust or the Parent Company) account receivables (collectively, "account receivables") remain in place.

(b) Any materially adverse changes to the servicing of the account receivables, including but not limited to new contracts with vendors, and amendments to or cancellation of existing contracts with vendors that materially adversely affect the servicing of the account receivables must receive prior written non-objection by the Regional Director.

(c) Any unavoidable changes to the servicing of the credit card accounts must be reported by the Bank to the Regional Director within 5 days of the Bank receiving notice of the changes.

CHANGE IN BALANCE SHEET STRUCTURE OR OPERATIONS

11. Without prior written non-objection from the Regional Director, the Bank shall not engage in any transaction that would materially alter its balance sheet composition, including growth in total assets, significant changes in funding sources, or entering into or exiting existing contracts for services provided by the Bank or to the Bank.

BROKERED DEPOSITS

12. As of the effective date of this Order the Bank shall not renew, rollover, or accept "Brokered Deposits" (as such term is defined at 12 C.F.R. § 337.6).

COMPLIANCE WITH LAWS AND REGULATIONS

13. Within 30 days from the effective date of this ORDER, the Bank shall take steps necessary, consistent with sound banking practices, to ensure future compliance with all applicable laws, rules, and regulations.

PROGRESS REPORTS

14. Within thirty (30) days after the end of the calendar quarter following the effective date of this ORDER, and by the 30th day after the end of every calendar quarter thereafter, the Bank shall furnish written progress reports to the Regional Director detailing the

form, content, and manner of any actions taken to secure compliance with this ORDER, and the results thereof.

NOTICE TO SHAREHOLDERS

15. Within thirty (30) days of the effective date of this ORDER, the Bank shall send to its shareholders or otherwise furnish a description of this ORDER. The description shall fully describe the ORDER in all material respects. The description and any accompanying communication, statement, or notice shall be sent to the FDIC, Division of Supervision and Consumer Protection, Accounting and Securities Disclosure Section, 550 17th Street, N.W., Washington, D.C. 20429 for review at least 20 days prior to dissemination to shareholders. Any changes requested to be made by the FDIC shall be made prior to dissemination of the description, communication, notice or statement.

OTHER ACTIONS

16. It is expressly and clearly understood that if, at any time, the Regional Director shall deem it appropriate in fulfilling the responsibilities placed upon the Regional Director under applicable law to undertake any further action affecting the Bank, nothing in this ORDER shall in any way inhibit, estop, bar or otherwise prevent the Regional Director from doing so, including, but not limited to, the imposition of civil money penalties.

17. It is expressly and clearly understood that nothing herein shall preclude any proceedings brought by the Regional Director to enforce the terms of this ORDER, and that nothing herein constitutes, nor shall the Bank contend that it constitutes, a waiver of any right, power, or authority of any other representatives of the United States, departments or agencies

thereof, Department of Justice or any other representatives of the State of Utah or any other departments or agencies thereof, including any prosecutorial agency, to bring other actions deemed appropriate.

REGIONAL DIRECTOR

18. Whenever a provision of this ORDER shall require the Bank to submit a proposed letter, report, or other matter to the Regional Director for review, comment and/or non-objection, the Bank shall make such submission to the Regional Director at 20 Exchange Place, New York, New York 10005.

ORDER EFFECTIVE

19. The effective date of this ORDER shall be the date of issuance.

20. The provisions of this ORDER shall be binding upon the Bank, its institution-affiliated parties, successors and assigns.

21. The provisions of this ORDER shall remain effective and enforceable except to the extent that, and until such time as, any provision of this ORDER has been modified, terminated, or set aside in writing by the FDIC.

Pursuant to delegated authority.

Dated: June 30, 2009

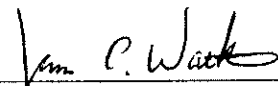

James C. Watkins
Deputy Regional Director
Division of Supervision
and Consumer Protection

EXHIBIT C

IN THE UNITED STATES COURT OF APPEALS FOR
THE DISTRICT OF COLUMBIA CIRCUIT

No. 10-5051

ADVANTA BANK,
Plaintiff-Appellant,

v.

FEDERAL DEPOSIT INSURANCE CORPORATION,
Defendant-Appellee.

ON APPEAL FROM THE UNITED STATES DISTRICT
COURT FOR THE DISTRICT OF COLUMBIA

**FDIC'S REPLY TO ADVANTA'S RESPONSE TO
EMERGENCY MOTION FOR STAY PENDING APPEAL**

COLLEEN J. BOLES
Assistant General Counsel
LAWRENCE H. RICHMOND
Senior Counsel
BARBARA SARSHIK
Counsel
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March 8, 2010

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INTRODUCTION

A stay is warranted to prevent Advanta Bank from dissipating its assets to its bankrupt parent corporation while the FDIC's appeal is pending. The Bank has failed to overcome the Magistrate's finding that the FDIC has shown irreparable injury. The Bank has also failed to overcome the FDIC's showing that it is likely to succeed on the merits of this appeal, and that the public interest and relative harm to the parties strongly favor a stay.

ARGUMENT

A. The Bank Has Failed To Overcome The Magistrate's Finding That The FDIC Has Shown Irreparable Injury.

Disregarding the Magistrate's finding that the FDIC will be irreparably injured if a stay is not granted, the Bank does not allege, let alone show, that this finding is clearly erroneous.¹ The Bank does not dispute that the FDIC will be irreparably harmed if ABC closes, nor could it. As the Magistrate found, if ABC closes, the likelihood that the FDIC "will become at best another creditor in bankruptcy of an insolvent bank establishes a sufficient showing of irreparable harm."²

The Bank argues only that ABC's closing is nothing more than a "theoretical

¹ This finding is subject to the "clearly erroneous" standard of review. *Taylor v. Resolution Trust Corporation*, 56 F.3d 1497, 1508 (D.C. Cir. 1995).

² Magistrate's Memorandum Opinion of February 24, 2010 denying stay ("Magistrate's Memorandum Opinion"), at 8.

possibility” that is too speculative to demonstrate irreparable harm.³ But this argument conflicts with the overwhelming and undisputed evidence of ABC’s precarious financial condition.⁴

B. The FDIC Is Likely To Succeed On The Merits.

The FDIC is likely to succeed on the merits of this case because it satisfied its burden of establishing a *prima facie* case in issuing the Temporary Order. Additionally, the Magistrate wrongly concluded that the FDIC exceeded its statutory authority, and made clearly erroneous factual findings. The Bank has failed to show that the FDIC is unlikely to succeed on the merits.

1. The *Prima Facie* Case Standard Applies To The Merits.

It is undisputed that the FDIC (1) served the Bank with a notice of charges describing the Bank’s actions in detail, and (2) supported those factual allegations with a detailed, sworn declaration. Nor does the Bank dispute that by taking these actions, the FDIC established a *prima facie* case that it properly issued the Temporary Order.

Instead, the Bank attacks the *prima facie* case standard itself, suggesting that

³ Advanta Bank’s Response to Emergency Motion for Stay Pending Appeal (“Bank’s Response”), at 15.

⁴ See, e.g., Howland Dec. ¶ 15 and FDIC Findings ¶¶ 21, 23 (ABC officers proposed that ABC be placed into an FDIC receivership as soon as possible).

it is nothing more than a standard “proposed” by the FDIC.⁵ But the Bank does not address the many cases that have consistently adopted the *prima facie* case standard when bank regulatory agencies issue temporary cease and desist orders.⁶ These cases, unchallenged by the Bank, establish both that the *prima facie* case is the correct standard, and that the FDIC satisfied it.

2. The FDIC Acted Within Its Statutory Authority.

The Bank relies heavily on the Magistrate’s conclusion that the FDIC exceeded its statutory authority in issuing the Temporary Order.⁷ But neither the Magistrate nor the Bank has identified how the FDIC exceeded its statutory authority. In fact, the FDIC acted well within its statutory authority.

Section 1818(c)(1) of Title 12 authorizes the FDIC to issue a temporary cease and desist order to a bank upon satisfying three requirements. The FDIC must:

1. Determine that the bank is engaging, or is about to engage, in unsafe or unsound business practices, or that it is violating or about to violate the law;
2. Serve the bank with a notice of charges that states the facts; and
3. Determine that the bank’s conduct or its continuation “is likely to cause” the bank’s insolvency or significant dissipation of assets or

⁵ Bank’s Response, at 11 (“referring to the “proposed *prima facie* case standard”).

⁶ FDIC’s Emergency Motion for Stay Pending Appeal in the D.C. Circuit (“FDIC’s Emergency Stay Motion”), at 10-11.

⁷ See, e.g., Bank’s Response at 1, 6, 12, 13 and 16.

earnings, “or is likely to weaken” the bank’s condition before administrative proceedings are completed.⁸

Because the FDIC satisfied all three requirements in issuing the Temporary Order, the FDIC acted well within its statutory authority.

The Bank misreads the statute in insisting that the FDIC was required to do something more. Contrary to the Bank’s unsupported assertion,⁹ the statute does not require the FDIC to demonstrate that the Bank’s conduct has already caused a dissipation of the Bank’s assets or weakening of the Bank’s financial condition. Rather, the FDIC must show that *it has determined* that the Bank’s conduct “is likely to cause” these results. Nothing the Bank has offered supports its reading of the statute.

The FDIC made the statutorily required determination. For this reason, no weight should be given to the Magistrate’s finding that the FDIC failed to demonstrate that certain questionable transactions had already caused a dissipation of assets.¹⁰

The Bank’s reliance upon *Anonymous v. FDIC* is misplaced.¹¹ There the district court overturned an interim suspension order that barred an individual from participating in the affairs of federally insured banks on an industry-wide basis. The court held that the relevant statute required the FDIC to make a bank-by-bank analysis of the

⁸ 12 U.S.C. § 1818(c)(1).

⁹ Bank’s Response, at 10.

¹⁰ Magistrate’s Memorandum Opinion, at 6.

¹¹ *Anonymous v. FDIC*, 619 F. Supp. 866 (D.D.C. 1985), cited at Bank’s Response, at 9-10.

individual's misconduct, and that the required analysis had not been made.¹² Here, in contrast, the FDIC met all the requirements of 12 U.S.C. § 1818(c)(1). In particular, the FDIC's detailed factual findings and sworn affidavit belie the Bank's assertion that the FDIC has offered only bare allegations or a parroting of the statutory standards.

Notably, the Bank's reading of the statute is at odds with the nature of temporary cease and desist proceedings. These proceedings are intended to allow banking regulators to prevent unsafe or unsound practices or violations of law that are already in progress or might occur in the future and that would be likely to cause an institution's insolvency or substantial dissipation of assets or earnings if continued or commenced during the pendency of a cease and desist proceeding. This intent would be frustrated by requiring the FDIC to carry a heavy evidentiary burden to sustain a temporary cease and desist order. Here, the Bank's administrative proceeding is going forward, with a hearing scheduled to take place on April 12, 2010.

3. The Magistrate's Decision Rests Upon Clearly Erroneous Factual Findings.

Because the FDIC established a *prima facie* case of wrongdoing, the Magistrate lacked authority to independently consider the FDIC's reasons for issuing the Temporary Order. But even if the Magistrate had that authority, he made clearly erroneous factual findings about the FDIC's reasons.

¹² 619 F. Supp. 868-70.

These erroneous findings are crucial to the Magistrate's conclusion that the FDIC exceeded its statutory authority. The Magistrate stated:

I concluded that . . . the dissipation of the Bank's assets was not the result of the alleged unsafe or unsound banking practices, but instead was *a result of the liquidation of the Bank's assets and termination of its deposit insurance, a process that the FDIC had requested the Bank to undertake*. I concluded that the FDIC's issuance of the Temporary Order was beyond the scope of its statutory authority.¹³

In granting the Bank's request for injunctive relief, the Magistrate relied upon a July 6, 2009 letter from the FDIC to the Bank, which he found "require[ed] the Bank to terminate its insurance and wind up its affairs."¹⁴

This finding is clearly erroneous—the FDIC did not require the Bank to wind up its affairs in that July 6, 2009 letter. Rather, the FDIC told the Bank *either* to formulate a business plan *or* wind up its affairs.¹⁵ The choice was for the Bank to make. Even the Bank does not dispute that it was given this choice.¹⁶

Nor, contrary to the Magistrate's findings, did the FDIC ever declare that the Bank's liquidation was an unsafe or unsound practice that would justify issuing the Temporary Order, or issue the Temporary Order solely because the Bank was

¹³ Magistrate's Memorandum Opinion, at 2-3 (footnote omitted) (emphasis added).

¹⁴ Magistrate's Findings of Fact and Conclusions of Law dated February 16, 2010 ("Magistrate's Findings"), at 10-11 (also saying that the FDIC "asked the Bank to liquidate and terminate its insurance.").

¹⁵ The July 6, 2009 letter "advised the Bank 'that Management must either formulate a plan for offering banking activities to the public or submit a plan for voluntary liquidation and termination of deposit insurance.'" Howland Dec. ¶5.

¹⁶ Bank's Response, at 13.

liquidating.¹⁷ The Bank has not disputed that the FDIC issued the Temporary Order because of its concerns that the Bank was transferring assets to its bankrupt parent corporation.¹⁸ Indeed, when a bank holding company has entered into bankruptcy, the FDIC has often issued a cease and desist order to its subsidiary bank to prevent such transfers. In most cases the banks have stipulated to this order.¹⁹ The FDIC here asked the Bank to stipulate to a cease and desist order after its parent company entered into bankruptcy, but the Bank refused.²⁰

C. The Magistrate Failed To Consider All Of The Required Factors.

In an attempt to excuse the Magistrate's failure to apply the traditional, four-factor preliminary injunction analysis, the Bank characterizes the FDIC's statutory authority as a threshold issue. In the Bank's view, once the Magistrate concluded that the FDIC lacked statutory authority, he could end his inquiry.²¹

Courts have rejected this same argument in other cases like this one, where a plaintiff has challenged a banking agency's authority to issue a temporary cease and desist order. These cases hold that the banking agency's authority is part of the issue of whether the plaintiff is likely to prevail on the merits, rather than a

¹⁷ See Magistrate's Findings, at 10-11.

¹⁸ FDIC's Emergency Stay Motion, at 16.

¹⁹ FDIC's Brief in Opposition to Plaintiff's Motion for a Temporary Restraining Order and/or Preliminary Injunction, at 2 n.1.

²⁰ Howland Dec. ¶¶ 21-24.

²¹ Bank's Response, at 7-8.

threshold issue.²² The Bank fails to refute these cases, except by selectively quoting from two inapposite cases, *Mid America Bancorporation, Inc. v. Board of Governors of the Federal Reserve System* and *Atlantic City Electrical Company v. FERC*.²³

Mid America does not hold or even suggest that a court may end its inquiry without considering the traditional test for injunctive relief. To the contrary, the court stated that it must undertake a two-part inquiry, the first part involving an agency's statutory authority and the second part involving analysis of the traditional injunctive factors.²⁴ The court never suggested that it could skip the second part of its inquiry.

The Bank's reliance upon *Atlantic City Electrical Company v. FERC* is misplaced because that case did not involve injunctive relief. Public utilities petitioned this Court to review certain orders issued by the Federal Energy Regulatory Commission.²⁵ Because the public utilities did not seek injunctive relief, this Court did not consider applying the traditional test for injunctive relief.

²² See cases cited at FDIC's Emergency Stay Motion, at 13.

²³ Bank's Response, at 7-8, citing to *Mid America Bancorporation, Inc. v. Board of Governors of the Federal Reserve System*, 523 F. Supp. 568, 577 (D. Minn. 1980), and *Atl. City Elec. Co. v. FERC*, 295 F.3d 1, 8 (D.C. Cir. 2002).

²⁴ *Mid America*, 523 F. Supp. at 577-578.

²⁵ 295 F.3d at 3.

The case thus provides no support for the Bank's assertion that the Magistrate could bypass the traditional test.

Nor can the Bank justify bypassing the traditional test on the ground that the Magistrate "issued a final decision on the merits" rather than an injunction.²⁶ This is merely semantics. The Magistrate expressly granted the Bank's motion for an injunction, and "enjoined" the FDIC from enforcing its Temporary Order.²⁷ The traditional test was required, regardless of whether the Magistrate treated the Bank's motion as seeking a preliminary or permanent injunction.²⁸

D. The Public Interest and the Relative Harm to the Parties Favor a Stay.

The Bank's arguments depend upon the proposition that the FDIC exceeded its statutory authority in issuing the Temporary Order.²⁹ But as we have shown, this proposition is wrong. The FDIC acted well within the bounds of its statutory authority. The public interest strongly favors the grant of a stay, and a stay will not substantially injure the Bank. And as the Magistrate found, a stay is needed to

²⁶ Bank's Response, at 12.

²⁷ Magistrate's Findings, at 11; District Court Judgment dated February 17, 2010.

²⁸ FDIC's Emergency Stay Motion, at 14-15.

²⁹ Bank's Response, at 17.

protect the FDIC from irreparable injury. Accordingly, the Bank has failed to overcome the FDIC's showing on these factors.

Respectfully submitted,

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/s/ Barbara Sarshik
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March 8, 2010

CERTIFICATE OF SERVICE

I hereby certify that on March 8, 2010, the foregoing document was filed by the ECF system and served upon opposing counsel through that system and via e-mail.

/s/ Barbara Sarshik
Counsel

EXHIBIT D

Federal Financial Institutions Examination Council



1

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

Institution Name	ADVANTA BANK CORP.
City	DRAPER
State	UT
Zip Code	84020
Call Report Quarter End Date	12/31/2009
Report Type	041
RSSD-ID	1916751
FDIC Certificate Number	33535
OCC Charter Number	0
ABA Routing Number	124384848
Last updated on	3/12/2010

Bank Demographic Information

Dollar amounts in thousands

1. Reporting date.....	RCON9999	20091231	1.
2. FDIC certificate number.....	RSSD9050	33535	2.
3. Legal title of bank.....	RSSD9017	Advanta Bank Corp.	3.
4. City.....	RSSD9130	Salt Lake City	4.
5. State abbreviation.....	RSSD9200	UT	5.
6. Zip code.....	RSSD9220	84020	6.

Contact Information

Dollar amounts in thousands

1. Contact Information for the Reports of Condition and Income			1.
a. Chief Financial Officer (or Equivalent) Signing the Reports			1.a.
1. Name.....	TEXTC490	CONF	1.a.1.
2. Title.....	TEXTC491	CONF	1.a.2.
3. E-mail Address.....	TEXTC492	CONF	1.a.3.
4. Telephone.....	TEXTC493	CONF	1.a.4.
5. FAX.....	TEXTC494	CONF	1.a.5.
b. Other Person to Whom Questions about the Reports Should be Directed			1.b.
1. Name.....	TEXTC495	CONF	1.b.1.
2. Title.....	TEXTC496	CONF	1.b.2.
3. E-mail Address.....	TEXT4086	CONF	1.b.3.
4. Telephone.....	TEXT8902	CONF	1.b.4.
5. FAX.....	TEXT9116	CONF	1.b.5.
2. Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed			2.
a. Name and Title.....	TEXTB962	CONF	2.a.
b. E-mail Address.....	TEXTB926	CONF	2.b.
c. Telephone.....	TEXTB963	CONF	2.c.
d. FAX.....	TEXTB964	CONF	2.d.
3. Emergency Contact Information			3.
a. Primary Contact			3.a.
1. Name.....	TEXTC366	CONF	3.a.1.
2. Title.....	TEXTC367	CONF	3.a.2.
3. E-mail Address.....	TEXTC368	CONF	3.a.3.
4. Telephone.....	TEXTC369	CONF	3.a.4.
5. FAX.....	TEXTC370	CONF	3.a.5.
b. Secondary Contact			3.b.
1. Name.....	TEXTC371	CONF	3.b.1.
2. Title.....	TEXTC372	CONF	3.b.2.
3. E-mail Address.....	TEXTC373	CONF	3.b.3.
4. Telephone.....	TEXTC374	CONF	3.b.4.
5. FAX.....	TEXTC375	CONF	3.b.5.
4. USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information			4.
a. Primary Contact			4.a.
1. Name.....	TEXTC437	CONF	4.a.1.
2. Title.....	TEXTC438	CONF	4.a.2.
3. E-mail Address.....	TEXTC439	CONF	4.a.3.
4. Telephone.....	TEXTC440	CONF	4.a.4.
b. Secondary Contact			4.b.

Dollar amounts in thousands

1. Name.....	TEXTC442	CONF	4.b.1.
2. Title.....	TEXTC443	CONF	4.b.2.
3. E-mail Address.....	TEXTC444	CONF	4.b.3.
4. Telephone.....	TEXTC445	CONF	4.b.4.
c. Third Contact			
1. Name.....	TEXTC870	CONF	4.c.1.
2. Title.....	TEXTC871	CONF	4.c.2.
3. E-mail Address.....	TEXTC872	CONF	4.c.3.
4. Telephone.....	TEXTC873	CONF	4.c.4.
d. Fourth Contact			
1. Name.....	TEXTC875	CONF	4.d.1.
2. Title.....	TEXTC876	CONF	4.d.2.
3. E-mail Address.....	TEXTC877	CONF	4.d.3.
4. Telephone.....	TEXTC878	CONF	4.d.4.

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

Dollar amounts in thousands

1. Comments?.....	RCON6979	Yes	1.
2. Bank Management Statement.....	TEXT6980	Click here for value	2.

(TEXT6980) The Bank concluded discussions regarding item 4c on schedule RC and item 6h on schedule RC-F and modified the reported amounts based on the general call report instructions on ?Applicability of Generally Accepted Accounting Principles to Regulatory Reporting Requirements?.

Schedule RI - Income Statement

Dollar amounts in thousands

1. Interest income:			1.
a. Interest and fee income on loans:			1.a.
1. Loans secured by real estate:			1.a.1.
a. Loans secured by 1-4 family residential properties.....	RIAD4435	0	1.a.1.a.
b. All other loans secured by real estate.....	RIAD4436	0	1.a.1.b.
2. Commercial and industrial loans.....	RIAD4012	105,895	1.a.2.
3. Loans to individuals for household, family, and other personal expenditures:			1.a.3.
a. Credit cards.....	RIADB485	0	1.a.3.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB486	0	1.a.3.b.
4. Loans to foreign governments and official institutions.....	RIAD4056	0	1.a.4.
5. All other loans.....	RIAD4058	131	1.a.5.
6. Total interest and fee income on loans.....	RIAD4010	106,026	1.a.6.
b. Income from lease financing receivables.....	RIAD4065	0	1.b.
c. Interest income on balances due from depository institutions.....	RIAD4115	3,512	1.c.
d. Interest and dividend income on securities:			1.d.
1. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RIADB488	1,385	1.d.1.
2. Mortgage-backed securities.....	RIADB489	222	1.d.2.
3. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RIAD4060	6,922	1.d.3.

Dollar amounts in thousands

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	42	1.f.
g. Other interest income.....	RIAD4518	9,010	1.g.
h. Total interest income.....	RIAD4107	127,119	1.h.
2. Interest expense:			2.
a. Interest on deposits:			2.a.
1. Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	RIAD4508	0	2.a.1.
2. Nontransaction accounts:			2.a.2.
a. Savings deposits (includes MMDAs).....	RIAD0093	791	2.a.2.a.
b. Time deposits of \$100,000 or more.....	RIADA517	57,651	2.a.2.b.
c. Time deposits of less than \$100,000.....	RIADA518	28,021	2.a.2.c.
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	RIAD4180	10	2.b.
c. Interest on trading liabilities and other borrowed money.....	RIAD4185	66	2.c.
d. Interest on subordinated notes and debentures.....	RIAD4200	0	2.d.
e. Total interest expense	RIAD4073	86,539	2.e.
3. Net interest income.....	RIAD4074	40,580	3.
4. Provision for loan and lease losses.....	RIAD4230	278,896	4.
5. Noninterest income:			5.
a. Income from fiduciary activities	RIAD4070	0	5.a.
b. Service charges on deposit accounts.....	RIAD4080	0	5.b.
c. Trading revenue.....	RIADA220	0	5.c.
d. Not available			5.d.
1. Fees and commissions from securities brokerage.....	RIADC886	0	5.d.1.
2. Investment banking, advisory, and underwriting fees and commissions.....	RIADC888	0	5.d.2.
3. Fees and commissions from annuity sales.....	RIADC887	0	5.d.3.
4. Underwriting income from insurance and reinsurance activities.....	RIADC386	0	5.d.4.
5. Income from other insurance activities.....	RIADC387	0	5.d.5.
e. Venture capital revenue.....	RIADB491	0	5.e.
f. Net servicing fees.....	RIADB492	62,988	5.f.
g. Net securitization income.....	RIADB493	-98,532	5.g.
h. Not applicable			5.h.
i. Net gains (losses) on sales of loans and leases.....	RIAD5416	0	5.i.
j. Net gains (losses) on sales of other real estate owned.....	RIAD5415	0	5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....	RIADB496	0	5.k.
l. Other noninterest income.....	RIADB497	19,286	5.l.
m. Total noninterest income.....	RIAD4079	-16,258	5.m.
6. Not available			6.
a. Realized gains (losses) on held-to-maturity securities.....	RIAD3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities.....	RIAD3196	-6,580	6.b.
7. Noninterest expense:			7.
a. Salaries and employee benefits.....	RIAD4135	49,063	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	RIAD4217	5,801	7.b.
c. Not available			7.c.
1. Goodwill impairment losses.....	RIADC216	0	7.c.1.
2. Amortization expense and impairment losses for other intangible assets.....	RIADC232	8	7.c.2.
d. Other noninterest expense.....	RIAD4092	172,433	7.d.
e. Total noninterest expense.....	RIAD4093	227,305	7.e.

Dollar amounts in thousands

8. Income (loss) before income taxes and extraordinary items and other adjustments.....	RIAD4301	-488,459	8.
9. Applicable income taxes (on item 8).....	RIAD4302	-37,165	9.
10. Income (loss) before extraordinary items and other adjustments.....	RIAD4300	-451,294	10.
11. Extraordinary items and other adjustments, net of income taxes.....	RIAD4320	0	11.
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11).....	RIADG104	-451,294	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	RIADG103	0	13.
14. Net income (loss) attributable to bank (item 12 minus item 13).....	RIAD4340	-451,294	14.
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	0	M.4.
5. Number of full-time equivalent employees at end of current period.....	RIAD4150	124	M.5.
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5)).....	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.....	RIAD9106	0	M.7.
8. Trading revenue (from cash instruments and derivative instruments):			M.8.
a. Interest rate exposures.....	RIAD8757	NR	M.8.a.
b. Foreign exchange exposures.....	RIAD8758	NR	M.8.b.
c. Equity security and index exposures.....	RIAD8759	NR	M.8.c.
d. Commodity and other exposures.....	RIAD8760	NR	M.8.d.
e. Credit exposures.....	RIADF186	NR	M.8.e.
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			M.9.
a. Net gains (losses) on credit derivatives held for trading.....	RIADC889	0	M.9.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading.....	RIADC890	0	M.9.b.
10. Credit losses on derivatives.....	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.
12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a)).....	RIADF228	NR	M.12.
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			M.13.
a. Net gains (losses) on assets.....	RIADF551	NR	M.13.a.
1. Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	RIADF552	NR	M.13.a.1.
b. Net gains (losses) on liabilities.....	RIADF553	NR	M.13.b.
1. Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	RIADF554	NR	M.13.b.1.

Schedule RI-A - Changes in Bank Equity Capital

Dollar amounts in thousands

1. Total bank equity capital most recently reported for the December 31, 2008, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIAD3217	378,559	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.....	RIADB508	378,559	3.

Dollar amounts in thousands

4. Net income (loss) attributable to bank (must equal Schedule RI, item 14).....	RIAD4340	-451,294	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. Cash dividends declared on preferred stock.....	RIAD4470	0	8.
9. Cash dividends declared on common stock.....	RIAD4460	0	9.
10. Other comprehensive income.....	RIADB511	9,650	10.
11. Other transactions with parent holding company (not included in items 5, 6, 8, or 9 above).....	RIAD4415	22,534	11.
12. Total bank equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 27.a).....	RIAD3210	-40,551	12.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

	(Column A) Charge-offs Calendar year-to-date	(Column B) Recoveries Calendar year-to-date	
1. Loans secured by real estate:			1.
a. Construction, land development, and other land loans:			1.a.
1. 1-4 family residential construction loans.....	RIADC891	0	1.a.1.
2. Other construction loans and all land development and other land loans.....	RIADC893	0	1.a.2.
b. Secured by farmland.....	RIAD3584	0	1.b.
c. Secured by 1-4 family residential properties:			1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RIAD5411	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:			1.c.2.
a. Secured by first liens.....	RIADC234	0	1.c.2.a.
b. Secured by junior liens.....	RIADC235	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....	RIAD3588	0	1.d.
e. Secured by nonfarm nonresidential properties:			1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RIADC895	0	1.e.1.
2. Loans secured by other nonfarm nonresidential properties.....	RIADC897	0	1.e.2.
2. Loans to depository institutions and acceptances of other banks.....	RIAD4481	0	2.
3. Not applicable			3.
4. Commercial and industrial loans.....	RIAD4638	205,697	4.
5. Loans to individuals for household, family, and other personal expenditures:			5.
a. Credit cards.....	RIADB514	0	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB516	0	5.b.
6. Loans to foreign governments and official institutions.....	RIAD4643	0	6.
7. All other loans.....	RIAD4644	11	7.
8. Lease financing receivables.....	RIAD4266	0	8.
9. Total.....	RIAD4635	205,708	9.
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	M.1.
2. Not available			M.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	M.2.a.

	Dollar amounts in thousands				
	(Column A) Charge-offs Calendar year-to-date		(Column B) Recoveries Calendar year-to-date		
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above).....	RIAD4654	0	RIAD4664	0	M.2.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above).....	RIAD4646	0	RIAD4618	0	M.2.c.
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, part I, item 8, above).....	RIADF185	0	RIADF187	0	M.2.d.
3. Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above).....	RIAD4655	0	RIAD4665	0	M.3.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

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	NR	M.4.
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Schedule RI-B Part II - Changes in Allowance for Loan and Lease Losses

Dollar amounts in thousands

1. Balance most recently reported for the December 31, 2008, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIADB522	82,479	1.
2. Recoveries	RIAD4605	4,412	2.
3. Charge-offs.....	RIADC079	205,708	3.
4. Write-downs arising from transfers of loans to a held-for-sale account.....	RIAD5523	0	4.
5. Provision for loan and lease losses.....	RIAD4230	278,896	5.
6. Adjustments.....	RIADC233	0	6.
7. Balance end of current period.....	RIAD3123	160,079	7.
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above	RIADC435	0	M.1.
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	RIADC389	NR	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges.....	RIADC390	NR	M.3.
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.

Schedule RI-E - Explanations

Dollar amounts in thousands

1. Other noninterest income (from Schedule RI, item 5.1) Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 5.1:			1.
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. Net change in the fair values of financial instruments accounted for under a fair value option.....	RIADF229	0	1.f.
g. Bank card and credit card interchange fees.....	RIADF555	9,185	1.g.
h. Gains on bargain purchases.....	RIADJ447	0	1.h.
i. Disclose component and the dollar amount of that component:			1.i.
1. Describe component.....	TEXT4461	Overlimit and cash usage fees	1.i.1.
2. Amount of component.....	RIAD4461	2,887	1.i.2.

Dollar amounts in thousands

j. Disclose component and the dollar amount of that component:			1.j.
1. Describe component.....	TEXT4462	Click here for value	1.j.1.
2. Amount of component.....	RIAD4462	3,872	1.j.2.
k. Disclose component and the dollar amount of that component:			1.k.
1. Describe component.....	TEXT4463	Click here for value	1.k.1.
2. Amount of component.....	RIAD4463	2,799	1.k.2.
2. Other noninterest expense (from Schedule RI, item 7.d) Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 7.d:			2.
a. Data processing expenses.....	RIADC017	28,143	2.a.
b. Advertising and marketing expenses.....	RIAD0497	4,835	2.b.
c. Directors' fees.....	RIAD4136	0	2.c.
d. Printing, stationery, and supplies.....	RIADC018	0	2.d.
e. Postage.....	RIAD8403	4,371	2.e.
f. Legal fees and expenses.....	RIAD4141	5,524	2.f.
g. FDIC deposit insurance assessments.....	RIAD4146	CONF	2.g.
h. Accounting and auditing expenses.....	RIADF556	0	2.h.
i. Consulting and advisory expenses.....	RIADF557	0	2.i.
j. Automated teller machine (ATM) and interchange expenses.....	RIADF558	0	2.j.
k. Telecommunications expenses.....	RIADF559	0	2.k.
l. Disclose component and the dollar amount of that component:			2.l.
1. Describe component.....	TEXT4464	Management fee expense	2.l.1.
2. Amount of component.....	RIAD4464	16,227	2.l.2.
m. Disclose component and the dollar amount of that component:			2.m.
1. Describe component.....	TEXT4467	Cash back and business rewards	2.m.1.
2. Amount of component.....	RIAD4467	35,667	2.m.2.
n. Disclose component and the dollar amount of that component:			2.n.
1. Describe component.....	TEXT4468	Credit card fraud losses	2.n.1.
2. Amount of component.....	RIAD4468	5,928	2.n.2.
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11):			3.
a. Disclose component, the gross dollar amount of that component, and its related income tax:			3.a.
1. Describe component.....	TEXT4469	NR	3.a.1.
2. Amount of component.....	RIAD4469	0	3.a.2.
3. Applicable income tax effect.....	RIAD4486	0	3.a.3.
b. Disclose component, the gross dollar amount of that component, and its related income tax:			3.b.
1. Describe component.....	TEXT4487	NR	3.b.1.
2. Amount of component.....	RIAD4487	0	3.b.2.
3. Applicable income tax effect.....	RIAD4488	0	3.b.3.
c. Disclose component, the gross dollar amount of that component, and its related income tax:			3.c.
1. Describe component.....	TEXT4489	NR	3.c.1.
2. Amount of component.....	RIAD4489	0	3.c.2.
3. Applicable income tax effect.....	RIAD4491	0	3.c.3.
4. Restatements due to corrections of material accounting errors and changes in accounting principles (from Schedule RI-A, item 2):			4.

Dollar amounts in thousands

a. Cumulative effect of the initial application of FSP FAS 115-2 on other-than-temporary impairment.....	RIADG894	0	4.a.
b. Disclose component and the dollar amount of that component:			4.b.
1. Describe component.....	TEXTB527	NR	4.b.1.
2. Amount of component.....	RIADB527	0	4.b.2.
5. Other transactions with parent holding company (from Schedule RI-A, item 11):			5.
a. Disclose component and the dollar amount of that component:			5.a.
1. Describe component.....	TEXT4498	Click here for value	5.a.1.
2. Amount of component.....	RIAD4498	22,534	5.a.2.
b. Disclose component and the dollar amount of that component:			5.b.
1. Describe component.....	TEXT4499	NR	5.b.1.
2. Amount of component.....	RIAD4499	0	5.b.2.
6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6):			6.
a. Disclose component and the dollar amount of that component:			6.a.
1. Describe component.....	TEXT4521	NR	6.a.1.
2. Amount of component.....	RIAD4521	0	6.a.2.
b. Disclose component and the dollar amount of that component:			6.b.
1. Describe component.....	TEXT4522	NR	6.b.1.
2. Amount of component.....	RIAD4522	0	6.b.2.
7. Other explanations:			7.
a. Comments?.....	RIAD4769	No	7.a.
b. Other explanations.....	TEXT4769	NR	7.b.

(TEXT4462) Customer Referral Fees and Partner program income

(TEXT4463) Intercompany Management fees

(TEXT4498) Capital Contribution

Schedule RC - Balance Sheet

Dollar amounts in thousands

1. Cash and balances due from depository institutions (from Schedule RC-A):			1.
a. Noninterest-bearing balances and currency and coin.....	RCON0081	13,620	1.a.
b. Interest-bearing balances.....	RCON0071	624,626	1.b.
2. Securities:			2.
a. Held-to-maturity securities (from Schedule RC-B, column A).....	RCON1754	0	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....	RCON1773	96,902	2.b.
3. Federal funds sold and securities purchased under agreements to resell:			3.
a. Federal funds sold.....	RCONB987	178	3.a.
b. Securities purchased under agreements to resell.....	RCONB989	0	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			4.
a. Loans and leases held for sale.....	RCON5369	0	4.a.
b. Loans and leases, net of unearned income.....	RCONB528	751,918	4.b.
c. LESS: Allowance for loan and lease losses.....	RCON3123	160,079	4.c.
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c).....	RCONB529	591,839	4.d.
5. Trading assets (from Schedule RC-D).....	RCON3545	0	5.
6. Premises and fixed assets (including capitalized leases).....	RCON2145	2,455	6.
7. Other real estate owned (from Schedule RC-M).....	RCON2150	0	7.

Dollar amounts in thousands

8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M).....	RCON2130	0	8.
9. Direct and indirect investments in real estate ventures.....	RCON3656	0	9.
10. Intangible assets:			10.
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	196,311	11.
12. Total assets (sum of items 1 through 11).....	RCON2170	1,525,931	12.
13. Deposits:			13.
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E).....	RCON2200	1,519,471	13.a.
1. Noninterest-bearing.....	RCON6631	20,737	13.a.1.
2. Interest-bearing.....	RCON6636	1,498,734	13.a.2.
b. Not applicable			13.b.
14. Federal funds purchased and securities sold under agreements to repurchase:			14.
a. Federal funds purchased.....	RCONB993	0	14.a.
b. Securities sold under agreements to repurchase.....	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	2,060	16.
17. Not applicable			17.
18. Not applicable			18.
19. Subordinated notes and debentures.....	RCON3200	0	19.
20. Other liabilities (from Schedule RC-G).....	RCON2930	44,951	20.
21. Total liabilities (sum of items 13 through 20).....	RCON2948	1,566,482	21.
22. Not applicable			22.
23. Perpetual preferred stock and related surplus.....	RCON3838	0	23.
24. Common stock.....	RCON3230	0	24.
25. Surplus (exclude all surplus related to preferred stock).....	RCON3839	93,207	25.
26. Not available			26.
a. Retained earnings.....	RCON3632	-130,055	26.a.
b. Accumulated other comprehensive income.....	RCONB530	-3,703	26.b.
c. Other equity capital components.....	RCONA130	0	26.c.
27. Not available			27.
a. Total bank equity capital (sum of items 23 through 26.c).....	RCON3210	-40,551	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries.....	RCON3000	0	27.b.
28. Total equity capital (sum of items 27.a and 27.b).....	RCONG105	-40,551	28.
29. Total liabilities and equity capital (sum of items 21 and 28).....	RCON3300	1,525,931	29.
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2008.....	RCON6724	NR	M.1.
2. Bank's fiscal year-end date.....	RCON8678	NR	M.2.

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

Dollar amounts in thousands

1. Cash items in process of collection, unposted debits, and currency and coin:			1.
a. Cash items in process of collection and unposted debits.....	RCON0020	727	1.a.
b. Currency and coin.....	RCON0080	0	1.b.
2. Balances due from depository institutions in the U.S.:			2.
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	19,182	2.b.

Dollar amounts in thousands

3. Balances due from banks in foreign countries and foreign central banks:			3.
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	618,337	4.
5. Total.....	RCON0010	638,246	5.

Schedule RC-B - Securities

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
RCON0211	RCON0213	RCON1286	RCON1287
0	0	0	0
RCON1289	RCON1290	RCON1291	RCON1293
0	0	34	34
RCON1294	RCON1295	RCON1297	RCON1298
0	0	0	0
RCON8496	RCON8497	RCON8498	RCON8499
0	0	14,850	14,477
RCONG300	RCONG301	RCONG302	RCONG303
0	0	0	0
RCONG304	RCONG305	RCONG306	RCONG307
0	0	4,133	4,288
RCONG308	RCONG309	RCONG310	RCONG311
0	0	0	0
RCONG312	RCONG313	RCONG314	RCONG315
0	0	0	0
RCONG316	RCONG317	RCONG318	RCONG319
0	0	0	0
RCONG320	RCONG321	RCONG322	RCONG323
0	0	15,719	13,239
RCONG324	RCONG325	RCONG326	RCONG327
0	0	0	0
RCONG328	RCONG329	RCONG330	RCONG331
0	0	0	0

1. U.S. Treasury securities.....

2. U.S. Government agency obligations (exclude mortgage-backed securities):

 a. Issued by U.S. Government agencies.....

 b. Issued by U.S. Government-sponsored agencies.....

3. Securities issued by states and political subdivisions in the U.S.....

4. Mortgage-backed securities (MBS):

 a. Residential mortgage pass-through securities:

 1. Guaranteed by GNMA.....

 2. Issued by FNMA and FHLMC.....

 3. Other pass-through securities.....

 b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):

 1. Issued or guaranteed by FNMA, FHLMC, or GNMA.....

 2. Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....

 3. All other residential MBS.....

 c. Commercial MBS:

 1. Commercial mortgage pass-through securities.....

 2. Other commercial MBS.....

Dollar amounts in thousands

5. Asset-backed securities and structured financial products:

- a. Asset-backed securities (ABS).....
- b. Structured financial products:
 - 1. Cash.....
 - 2. Synthetic.....
 - 3. Hybrid.....

6. Other debt securities:

- a. Other domestic debt securities.....
- b. Foreign debt securities.....

7. Investments in mutual funds and other equity securities with readily determinable fair values.....

8. Total.....

(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
RCONC026	RCONC988	RCONC989	RCONC027
0	0	50,656	47,690
RCONG336	RCONG337	RCONG338	RCONG339
0	0	0	0
RCONG340	RCONG341	RCONG342	RCONG343
0	0	0	0
RCONG344	RCONG345	RCONG346	RCONG347
0	0	0	0
RCON1737	RCON1738	RCON1739	RCON1741
0	0	10,306	10,341
RCON1742	RCON1743	RCON1744	RCON1746
0	0	0	0
		RCONA510	RCONA511
		6,900	6,833
RCON1754	RCON1771	RCON1772	RCON1773
0	0	102,598	96,902

Schedule RC-B - Securities

Dollar amounts in thousands

1. Pledged securities.....	RCON0416	18,688	M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status):			M.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:			M.2.a.
1. Three months or less.....	RCONA549	997	M.2.a.1.
2. Over three months through 12 months.....	RCONA550	100	M.2.a.2.
3. Over one year through three years.....	RCONA551	56,968	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	4,889	M.2.a.5.
6. Over 15 years.....	RCONA554	9,587	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:			M.2.b.
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	4,288	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:			M.2.c.
1. Three years or less.....	RCONA561	13,238	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	13,585	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):			M.4.
a. Amortized cost.....	RCON8782	0	M.4.a.
b. Fair value.....	RCON8783	0	M.4.b.

Schedule RC-B - Securities

Dollar amounts in thousands

5. Asset-backed securities (ABS) (for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5.a):

- a. Credit card receivables.....
- b. Home equity lines.....
- c. Automobile loans.....
- d. Other consumer loans.....
- e. Commercial and industrial loans.....
- f. Other.....
- 6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule RC-B, sum of items 5.b(1) through(3)):
- a. Trust preferred securities issued by financial institutions.....
- b. Trust preferred securities issued by real estate investment trusts.....
- c. Corporate and similar loans.....
- d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....
- e. 1-4 family residential MBS not issued or guaranteed by GSEs.....
- f. Diversified (mixed) pools of structured financial products.....
- g. Other collateral or reference assets.....

(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	
				M.5.
RCONB838	RCONB839	RCONB840	RCONB841	
0	0	49,411	46,940	M.5.a.
RCONB842	RCONB843	RCONB844	RCONB845	
0	0	1,245	750	M.5.b.
RCONB846	RCONB847	RCONB848	RCONB849	
0	0	0	0	M.5.c.
RCONB850	RCONB851	RCONB852	RCONB853	
0	0	0	0	M.5.d.
RCONB854	RCONB855	RCONB856	RCONB857	
0	0	0	0	M.5.e.
RCONB858	RCONB859	RCONB860	RCONB861	
0	0	0	0	M.5.f.
				M.6.
RCONG348	RCONG349	RCONG350	RCONG351	
0	0	0	0	M.6.a.
RCONG352	RCONG353	RCONG354	RCONG355	
0	0	0	0	M.6.b.
RCONG356	RCONG357	RCONG358	RCONG359	
0	0	0	0	M.6.c.
RCONG360	RCONG361	RCONG362	RCONG363	
0	0	0	0	M.6.d.
RCONG364	RCONG365	RCONG366	RCONG367	
0	0	0	0	M.6.e.
RCONG368	RCONG369	RCONG370	RCONG371	
0	0	0	0	M.6.f.
RCONG372	RCONG373	RCONG374	RCONG375	
0	0	0	0	M.6.g.

Schedule RC-C Part I - Loans and Leases

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets		(Column B) To Be Completed by All Banks	
Dollar amounts in thousands				
1. Loans secured by real estate:				1.
a. Construction, land development, and other land loans:				1.a.
1. 1-4 family residential construction loans.....		RCONF158	0	1.a.1.
2. Other construction loans and all land development and other land loans.....		RCONF159	0	1.a.2.
b. Secured by farmland (including farm residential and other improvements).....		RCON1420	0	1.b.
c. Secured by 1-4 family residential properties:				1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....		RCON1797	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:				1.c.2.
a. Secured by first liens.....		RCON5367	0	1.c.2.a.
b. Secured by junior liens.....		RCON5368	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....		RCON1460	0	1.d.
e. Secured by nonfarm nonresidential properties:				1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....		RCONF160	0	1.e.1.
2. Loans secured by other nonfarm nonresidential properties.....		RCONF161	0	1.e.2.
2. Loans to depository institutions and acceptances of other banks.....		RCON1288	0	2.
a. To commercial banks in the U.S.:				2.a.
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:				2.c.
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	748,880	4.
a. To U.S. addressees (domicile).....	RCON1763	748,880		4.a.
b. To non-U.S. addressees (domicile).....	RCON1764	0		4.b.
5. Not applicable				5.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				6.
a. Credit cards.....		RCONB538	0	6.a.
b. Other revolving credit plans.....		RCONB539	0	6.b.
c. Other consumer loans (includes single payment, installment, and all student loans).....		RCON2011	0	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	3,039	9.
a. Loans for purchasing or carrying securities (secured and unsecured).....	RCON1545	0		9.a.
b. All other loans (exclude consumer loans).....	RCON1564	3,039		9.b.
10. Lease financing receivables (net of unearned income).....		RCON2165	0	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	RCONF162	0		10.a.

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets		(Column B) To Be Completed by All Banks	
Dollar amounts in thousands				
b. All other leases.....	RCONF163	0		10.b.
11. Any unearned income on loans reflected in items 1-9 above.....			RCON2123	0 11.
12. Total loans and leases, net of unearned income.....			RCON2122	751,919 12.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands

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):					
a. Loans secured by 1-4 family residential properties.....	RCONF576	0			M.1.a.
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures).....	RCON1616	34,932			M.1.b.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):					M.2.
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:					M.2.a.
1. Three months or less.....	RCONA564	0			M.2.a.1.
2. Over three months through 12 months.....	RCONA565	0			M.2.a.2.
3. Over one year through three years.....	RCONA566	0			M.2.a.3.
4. Over three years through five years.....	RCONA567	0			M.2.a.4.
5. Over five years through 15 years.....	RCONA568	0			M.2.a.5.
6. Over 15 years.....	RCONA569	0			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:					M.2.b.
1. Three months or less.....	RCONA570	694,659			M.2.b.1.
2. Over three months through 12 months.....	RCONA571	0			M.2.b.2.
3. Over one year through three years.....	RCONA572	500			M.2.b.3.
4. Over three years through five years.....	RCONA573	0			M.2.b.4.
5. Over five years through 15 years.....	RCONA574	0			M.2.b.5.
6. Over 15 years.....	RCONA575	2,539			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	0			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.....	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	0			M.4.
5. 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).....	RCONB837	0			M.5.
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.....	RCONC391	NR			M.6.
7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					M.7.
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.
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:					M.8.

Dollar amounts in thousands

a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and 1.c.(2)(b)).....	RCONF230	0	M.8.a.
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties.....	RCONF231	NR	M.8.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 8.a above.....	RCONF232	NR	M.8.c.
9. Loans secured by 1-4 family residential properties in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).....	RCONF577	0	M.9.
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):			M.10.
a. Loans secured by real estate:			M.10.a.
1. Construction, land development, and other land loans.....	RCONF578	NR	M.10.a.1.
2. Secured by farmland (including farm residential and other improvements).....	RCONF579	NR	M.10.a.2.
3. Secured by 1-4 family residential properties:			M.10.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONF580	NR	M10a3a
b. Closed-end loans secured by 1-4 family residential properties:			M10a3b
1. Secured by first liens.....	RCONF581	NR	M10a3b1.
2. Secured by junior liens.....	RCONF582	NR	M10a3b2.
4. Secured by multifamily (5 or more) residential properties.....	RCONF583	NR	M.10.a.4.
5. Secured by nonfarm nonresidential properties.....	RCONF584	NR	M.10.a.5.
b. Commercial and industrial loans.....	RCONF585	NR	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			M.10.c.
1. Credit cards.....	RCONF586	NR	M.10.c.1.
2. Other revolving credit plans.....	RCONF587	NR	M.10.c.2.
3. Other consumer loans (includes single payment, installment, and all student loans).....	RCONF588	NR	M.10.c.3.
d. Other loans.....	RCONF589	NR	M.10.d.
11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum item 10):			M.11.
a. Loans secured by real estate:			M.11.a.
1. Construction, and land development, and other land loans.....	RCONF590	NR	M.11.a.1.
2. Secured by farmland (including farm residential and other improvements).....	RCONF591	NR	M.11.a.2.
3. Secured by 1-4 family residential properties:			M.11.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONF592	NR	M11a3a
b. Closed-end loans secured by 1-4 family residential properties:			M11a3b
1. Secured by first liens.....	RCONF593	NR	M11a3b1.
2. Secured by junior liens.....	RCONF594	NR	M11a3b2.
4. Secured by multifamily (5 or more) residential properties.....	RCONF595	NR	M.11.a.4.
5. Secured by nonfarm nonresidential properties.....	RCONF596	NR	M.11.a.5.
b. Commercial and industrial loans.....	RCONF597	NR	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			M.11.c.
1. Credit cards.....	RCONF598	NR	M.11.c.1.
2. Other revolving credit plans.....	RCONF599	NR	M.11.c.2.
3. Other consumer loans (includes single payment, installment, and all student loans).....	RCONF600	NR	M.11.c.3.
d. Other loans.....	RCONF601	NR	M.11.d.

Schedule RC-C Part I - Loans and Leases

	(Column A) Fair value of acquired loans and leases at acquisition date	(Column B) Gross contractual amounts receivable at acquisition date	(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected
Dollar amounts in thousands			
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that were acquired in business combinations with acquisition dates in the current calendar year:			
			M.12.
	RCONG091	RCONG092	RCONG093
a. Loans secured by real estate.....	0	0	0
	RCONG094	RCONG095	RCONG096
b. Commercial and industrial loans.....	0	0	0
	RCONG097	RCONG098	RCONG099
c. Loans to individuals for household, family, and other personal expenditures.....	0	0	0
	RCONG100	RCONG101	RCONG102
d. All other loans and all leases.....	0	0	0

Schedule RC-C Part I - Loans and Leases

	(Column A) Fair value of acquired loans and leases at acquisition date	(Column B) Gross contractual amounts receivable at acquisition date	(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected
Dollar amounts in thousands			
13. Construction, land development, and other land loans in domestic offices with interest reserves:			
			M.13.
a. Amount of loans that provide for the use of interest reserves (included in Schedule RC-C, part I, item 1.a, column B).....	RCONG376		NR
			M.13.a.
b. Amount of interest capitalized from interest reserves on construction, land development, and other land loans that is included in interest and fee income on loans during the quarter (included in Schedule RI, item 1.a.(1)(a)(2)).....	RIADG377		NR
			M.13.b.
14. Pledged loans and leases.....	RCONG378		14,581
			M.14.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

	(Column A) Number of Loans	(Column B) Amount Currently Outstanding
Dollar amounts in thousands		
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, items 1.e.(1) and 1.e.(2), 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.....	RCON6999	NR
		M.1.
2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:		
		M.2.
a. "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2).....	RCON5562	NR
		M.2.a.
b. "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4.....	RCON5563	NR
		M.2.b.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

	(Column A) Number of Loans	(Column B) Amount Currently Outstanding
Dollar amounts in thousands		
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2):		
		M.3.
a. With original amounts of \$100,000 or less.....	RCON5564	NR
		M.3.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5566	NR
		M.3.b.

Dollar amounts in thousands		(Column A) Number of Loans	(Column B) Amount Currently Outstanding		
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5568	NR	RCON5569	NR	3.c.
4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4:					4.
a. With original amounts of \$100,000 or less.....	RCON5570	NR	RCON5571	NR	4.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5572	NR	RCON5573	NR	4.b.
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5574	NR	RCON5575	NR	4.c.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

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.....	RCON6860	NR			5.
6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:					6.
a. "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b.....	RCON5576	NR			6.a.
b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3.....	RCON5577	NR			6.b.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

Dollar amounts in thousands		(Column A) Number of Loans	(Column B) Amount Currently Outstanding		
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:					7.
a. With original amounts of \$100,000 or less.....	RCON5578	NR	RCON5579	NR	7.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5580	NR	RCON5581	NR	7.b.
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5582	NR	RCON5583	NR	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:					8.
a. With original amounts of \$100,000 or less.....	RCON5584	NR	RCON5585	NR	8.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5586	NR	RCON5587	NR	8.b.
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5588	NR	RCON5589	NR	8.c.

Schedule RC-D - Trading Assets and Liabilities

Dollar amounts in thousands

1. U.S. Treasury securities.....	RCON3531	NR			1.
2. U.S. Government agency obligations (exclude mortgage-backed securities).....	RCON3532	NR			2.
3. Securities issued by states and political subdivisions in the U.S.....	RCON3533	NR			3.
4. Mortgage-backed securities (MBS):					4.
a. Residential mortgage pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCONG379	NR			4.a.
b. Other residential MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	RCONG380	NR			4.b.
c. All other residential MBS.....	RCONG381	NR			4.c.
d. Commercial MBS.....	RCONG382	NR			4.d.

Dollar amounts in thousands

5. Other debt securities:			5.
a. Structured financial products:			5.a.
1. Cash.....	RCONG383	NR	5.a.1.
2. Synthetic.....	RCONG384	NR	5.a.2.
3. Hybrid.....	RCONG385	NR	5.a.3.
b. All other debt securities.....	RCONG386	NR	5.b.
6. Loans:			6.
a. Loans secured by real estate:			6.a.
1. Construction, land development, and other land loans.....	RCONF604	NR	6.a.1.
2. Secured by farmland (including farm residential and other improvements).....	RCONF605	NR	6.a.2.
3. Secured by 1-4 family residential properties:			6.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONF606	NR	6.a.3.a.
b. Closed-end loans secured by 1-4 family residential properties:			6.a.3.b.
1. Secured by first liens.....	RCONF607	NR	6.a.3.b.1.
2. Secured by junior liens.....	RCONF611	NR	6.a.3.b.2.
4. Secured by multifamily (5 or more) residential properties.....	RCONF612	NR	6.a.4.
5. Secured by nonfarm nonresidential properties.....	RCONF613	NR	6.a.5.
b. Commercial and industrial loans.....	RCONF614	NR	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			6.c.
1. Credit cards.....	RCONF615	NR	6.c.1.
2. Other revolving credit plans.....	RCONF616	NR	6.c.2.
3. Other consumer loans (includes single payment, installment, and all student loans).....	RCONF617	NR	6.c.3.
d. Other loans.....	RCONF618	NR	6.d.
7. Not applicable			7.
8. Not applicable			8.
9. Other trading assets.....	RCON3541	NR	9.
10. Not applicable			10.
11. Derivatives with a positive fair value.....	RCON3543	0	11.
12. Total trading assets.....	RCON3545	0	12.
13. Not available			13.
a. Liability for short positions	RCON3546	NR	13.a.
b. Other trading liabilities.....	RCONF624	NR	13.b.
14. Derivatives with a negative fair value.....	RCON3547	0	14.
15. Total trading liabilities.....	RCON3548	0	15.
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a.(1) through 6.d):			M.1.
a. Loans secured by real estate:			M.1.a.
1. Construction, land development, and other land loans.....	RCONF625	NR	M.1.a.1.
2. Secured by farmland (including farm residential and other improvements).....	RCONF626	NR	M.1.a.2.
3. Secured by 1-4 family residential properties:			M.1.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONF627	NR	M.1.a.3.a.
b. Closed-end loans secured by 1-4 family residential properties:			M.1.a.3.b.
1. Secured by first liens.....	RCONF628	NR	M.1.a.3.b.1.
2. Secured by junior liens.....	RCONF629	NR	M.1.a.3.b.2.
4. Secured by multifamily (5 or more) residential properties.....	RCONF630	NR	M.1.a.4.
5. Secured by nonfarm nonresidential properties.....	RCONF631	NR	M.1.a.5.
b. Commercial and industrial loans.....	RCONF632	NR	M.1.b.

Dollar amounts in thousands

c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			M.1.c.
1. Credit cards.....	RCONF633	NR	M.1.c.1.
2. Other revolving credit plans.....	RCONF634	NR	M.1.c.2.
3. Other consumer loans (includes single payment, installment, and all student loans).....	RCONF635	NR	M.1.c.3.
d. Other loans.....	RCONF636	NR	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:			M.2.
a. Fair value.....	RCONF639	NR	M.2.a.
b. Unpaid principal balance.....	RCONF640	NR	M.2.b.
3. Structured financial products by underlying collateral or reference assets (sum of Memorandum items 3.a through 3.g must equal Schedule RC-D, sum of items 5.a.(1) through (3)):			M.3.
a. Trust preferred securities issued by financial institutions.....	RCONG299	NR	M.3.a.
b. Trust preferred securities issued by real estate investment trusts.....	RCONG332	NR	M.3.b.
c. Corporate and similar loans.....	RCONG333	NR	M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	RCONG334	NR	M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	RCONG335	NR	M.3.e.
f. Diversified (mixed) pools of structured financial products.....	RCONG651	NR	M.3.f.
g. Other collateral or reference assets.....	RCONG652	NR	M.3.g.
4. Pledged trading assets:			M.4.
a. Pledged securities.....	RCONG387	NR	M.4.a.
b. Pledged loans.....	RCONG388	NR	M.4.b.
5. Asset-backed securities:			M.5.
a. Credit card receivables.....	RCONF643	NR	M.5.a.
b. Home equity lines.....	RCONF644	NR	M.5.b.
c. Automobile loans.....	RCONF645	NR	M.5.c.
d. Other consumer loans.....	RCONF646	NR	M.5.d.
e. Commercial and industrial loans.....	RCONF647	NR	M.5.e.
f. Other.....	RCONF648	NR	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches).....	RCONF651	NR	M.6.
7. Equity securities:			M.7.
a. Readily determinable fair values.....	RCONF652	NR	M.7.a.
b. Other.....	RCONF653	NR	M.7.b.
8. Loans pending securitization.....	RCONF654	NR	M.8.
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$25,000 and exceed 25% of the item):			M.9.
a. Disclose component and the dollar amount of that component:			M.9.a.
1. Describe component.....	TEXTF655	NR	M.9.a.1.
2. Amount of component.....	RCONF655	NR	M.9.a.2.
b. Disclose component and the dollar amount of that component:			M.9.b.
1. Describe component.....	TEXTF656	NR	M.9.b.1.
2. Amount of component.....	RCONF656	NR	M.9.b.2.
c. Disclose component and the dollar amount of that component:			M.9.c.
1. Describe component.....	TEXTF657	NR	M.9.c.1.
2. Amount of component.....	RCONF657	NR	M.9.c.2.
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than \$25,000 and exceed 25% of the item):			M.10.
a. Disclose component and the dollar amount of that component:			M.10.a.
1. Describe component.....	TEXTF658	NR	M.10.a.1.
2. Amount of component.....	RCONF658	NR	M.10.a.2.

Dollar amounts in thousands

b. Disclose component and the dollar amount of that component:			M.10.b.
1. Describe component.....	TEXTF659	NR	M.10.b.1.
2. Amount of component.....	RCONF659	NR	M.10.b.2.
c. Disclose component and the dollar amount of that component:			M.10.c.
1. Describe component.....	TEXTF660	NR	M.10.c.1.
2. Amount of component.....	RCONF660	NR	M.10.c.2.

Schedule RC-E - Deposit Liabilities

	(Column A) Transaction Accounts Total transaction accounts (including total demand deposits)	(Column B) Transaction Accounts Memo: Total demand deposits (included in column A)	(Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs)	
Dollar amounts in thousands				
Deposits of:				
1. Individuals, partnerships, and corporations (include all certified and official checks).....	RCONB549 20,737		RCONB550 769,212	1.
2. U.S. Government.....	0		0	2.
3. States and political subdivisions in the U.S.....	0		3,221	3.
4. Commercial banks and other depository institutions in the U.S.....	0		726,301	4.
5. Banks in foreign countries.....	0		0	5.
6. Foreign governments and official institutions (including foreign central banks).....	0		0	6.
7. Total.....	20,737	20,737	1,498,734	7.

Schedule RC-E - Deposit Liabilities

Dollar amounts in thousands

1. Selected components of total deposits:			M.1.
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts.....	RCON6835	0	M.1.a.
b. Total brokered deposits.....	RCON2365	697,823	M.1.b.
c. Fully insured brokered deposits (included in Memorandum item 1.b above):			M.1.c.
1. Brokered deposits issued in denominations of less than \$100,000.....	RCON2343	40,286	M.1.c.1.
2. Brokered deposits issued in denominations of \$100,000 and certain brokered retirement deposit accounts.....	RCON2344	657,537	M.1.c.2.
d. Maturity data for brokered deposits:			M.1.d.
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	34,236	M.1.d.1.
2. Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less.....	RCONA244	322,805	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	0	M.1.e.
2. Components of total nontransaction accounts:			M.2.

Dollar amounts in thousands

a. Savings deposits:			M.2.a.
1. Money market deposit accounts (MMDAs).....	RCON6810	17,141	M.2.a.1.
2. Other savings deposits (excludes MMDAs).....	RCON0352	1,390	M.2.a.2.
b. Total time deposits of less than \$100,000.....	RCON6648	1,104,662	M.2.b.
c. Total time deposits of \$100,000 or more.....	RCON2604	375,541	M.2.c.
1. Individual Retirement Accounts (IRAs) and Keogh Plan accounts included in Memorandum item 2.c, "Total time deposits of \$100,000 or more," above.....	RCONF233	0	M.2.c.1.
3. Maturity and repricing data for time deposits of less than \$100,000:			M.3.
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of:			M.3.a.
1. Three months or less.....	RCONA579	152,544	M.3.a.1.
2. Over three months through 12 months.....	RCONA580	449,899	M.3.a.2.
3. Over one year through three years.....	RCONA581	256,683	M.3.a.3.
4. Over three years.....	RCONA582	245,536	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).....	RCONA241	602,443	M.3.b.
4. Maturity and repricing data for time deposits of \$100,000 or more:			M.4.
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of:			M.4.a.
1. Three months or less.....	RCONA584	76,622	M.4.a.1.
2. Over three months through 12 months.....	RCONA585	209,455	M.4.a.2.
3. Over one year through three years.....	RCONA586	48,554	M.4.a.3.
4. Over three years.....	RCONA587	40,909	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).....	RCONA242	286,077	M.4.b.

Schedule RC-F - Other Assets

Dollar amounts in thousands

1. Accrued interest receivable.....	RCONB556	6,245	1.
2. Net deferred tax assets.....	RCON2148	1,994	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	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values.....	RCON1752	109	4.
5. Life insurance assets.....	RCONC009	0	5.
6. All other assets.....	RCON2168	187,963	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	0	6.d.
e. FDIC loss-sharing indemnification assets.....	RCONJ448	0	6.e.
f. Prepaid deposit insurance assessments.....	RCONJ449	CONF	6.f.
g. Disclose component and the dollar amount of that component:			6.g.
1. Describe component.....	TEXT3549	Due from Trust at Term	6.g.1.
2. Amount of component.....	RCON3549	118,778	6.g.2.
h. Disclose component and the dollar amount of that component:			6.h.
1. Describe component.....	TEXT3550	Taxes Receivable	6.h.1.
2. Amount of component.....	RCON3550	48,173	6.h.2.
i. Disclose component and the dollar amount of that component:			6.i.
1. Describe component.....	TEXT3551	NR	6.i.1.

Dollar amounts in thousands

2. Amount of component.....	RCON3551	0	6.i.2.
7. Total.....	RCON2160	196,311	7.

Schedule RC-G - Other Liabilities

Dollar amounts in thousands

1. Not available			1.
a. Interest accrued and unpaid on deposits.....	RCON3645	6,929	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable).....	RCON3646	36,815	1.b.
2. Net deferred tax liabilities.....	RCON3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	RCONB557	0	3.
4. All other liabilities.....	RCON2938	1,207	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	0	4.d.
e. Disclose component and the dollar amount of that component:			4.e.
1. Describe component.....	TEXT3552	Accrued Severance (RIFF II)	4.e.1.
2. Amount of component.....	RCON3552	603	4.e.2.
f. Disclose component and the dollar amount of that component:			4.f.
1. Describe component.....	TEXT3553	NR	4.f.1.
2. Amount of component.....	RCON3553	0	4.f.2.
g. Disclose component and the dollar amount of that component:			4.g.
1. Describe component.....	TEXT3554	NR	4.g.1.
2. Amount of component.....	RCON3554	0	4.g.2.
5. Total.....	RCON2930	44,951	5.

Schedule RC-K - Quarterly Averages

Dollar amounts in thousands

1. Interest-bearing balances due from depository institutions.....	RCON3381	761,858	1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RCONB558	0	2.
3. Mortgage-backed securities.....	RCONB559	4,353	3.
4. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RCONB560	94,157	4.
5. Federal funds sold and securities purchased under agreements to resell.....	RCON3365	208	5.
6. Loans:			6.
a. Total loans.....	RCON3360	783,631	6.a.
b. Loans secured by real estate:			6.b.
1. Loans secured by 1-4 family residential properties.....	RCON3465	0	6.b.1.
2. All other loans secured by real estate.....	RCON3466	0	6.b.2.
c. Commercial and industrial loans.....	RCON3387	780,623	6.c.
d. Loans to individuals for household, family, and other personal expenditures:			6.d.
1. Credit cards.....	RCONB561	0	6.d.1.
2. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RCONB562	0	6.d.2.
7. Trading assets.....	RCON3401	0	7.
8. Lease financing receivables (net of unearned income).....	RCON3484	0	8.
9. Total assets.....	RCON3368	1,843,375	9.

Dollar amounts in thousands

10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits).....	RCON3485	0	10.
11. Nontransaction accounts:			11.
a. Savings deposits (includes MMDAs).....	RCONB563	23,018	11.a.
b. Time deposits of \$100,000 or more.....	RCONA514	1,068,430	11.b.
c. Time deposits of less than \$100,000.....	RCONA529	570,169	11.c.
12. Federal funds purchased and securities sold under agreements to repurchase.....	RCON3353	0	12.
13. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases).....	RCON3355	2,049	13.
1. Loans to finance agricultural production and other loans to farmers	RCON3386	0	M.1.

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

Dollar amounts in thousands

1. Unused commitments:			1.
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines.....	RCON3814	0	1.a.
b. Credit card lines.....	RCON3815	0	1.b.
c. Commercial real estate, construction, and land development:			1.c.
1. Commitments to fund commercial real estate, construction, and land development loans secured by real estate:			1.c.1.
a. 1-4 family residential construction loan commitments.....	RCONF164	0	1.c.1.a.
b. Commercial real estate, other construction loan, and land development loan commitments.....	RCONF165	0	1.c.1.b.
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	0	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			5.
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank).....	RCON3433	0	6.

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

Dollar amounts in thousands

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

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

Dollar amounts in thousands

c. Notational amounts by regulatory capital treatment:				7.c.
1. Positions covered under the Market Risk Rule:				7.c.1.
a. Sold protection.....	RCONG401	0		7.c.1.a.
b. Purchased protection.....	RCONG402	0		7.c.1.b.
2. All other positions:				7.c.2.
a. Sold protection.....	RCONG403	0		7.c.2.a.
b. Purchased protection that is recognized as a guarantee for regulatory capital purposes.....	RCONG404	0		7.c.2.b.
c. Purchased protection that is not recognized as a guarantee for regulatory capital purposes.....	RCONG405	0		7.c.2.c.

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

Dollar amounts in thousands

	(Column A) Remaining Maturity of One Year or Less	(Column B) Remaining Maturity of Over One Year Through Five Years	(Column C) Remaining Maturity of Over Five Years	
d. Notational amounts by remaining maturity:				7.d.
1. Sold credit protection:				7.d.1.
a. Investment grade.....	RCONG406	RCONG407	RCONG408	7.d.1.a.
	0	0	0	
b. Subinvestment grade.....	RCONG409	RCONG410	RCONG411	7.d.1.b.
	0	0	0	
2. Purchased credit protection:				7.d.2.
a. Investment grade.....	RCONG412	RCONG413	RCONG414	7.d.2.a.
	0	0	0	
b. Subinvestment grade.....	RCONG415	RCONG416	RCONG417	7.d.2.b.
	0	0	0	

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

Dollar amounts in thousands

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 27.a, "Total bank 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. Disclose component and the dollar amount of that component:				9.d.
1. Describe component.....	TEXT3555	NR		9.d.1.
2. Amount of component.....	RCON3555	0		9.d.2.
e. Disclose component and the dollar amount of that component:				9.e.
1. Describe component.....	TEXT3556	NR		9.e.1.
2. Amount of component.....	RCON3556	0		9.e.2.
f. Disclose component and the dollar amount of that component:				9.f.

Dollar amounts in thousands

1. Describe component.....	TEXT3557	NR	9.f.1.
2. Amount of component.....	RCON3557	0	9.f.2.
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital").....	RCON5591	0	10.
a. Commitments to sell when-issued securities.....	RCON3435	0	10.a.
b. Disclose component and the dollar amount of that component:			10.b.
1. Describe component.....	TEXT5592	NR	10.b.1.
2. Amount of component.....	RCON5592	0	10.b.2.
c. Disclose component and the dollar amount of that component:			10.c.
1. Describe component.....	TEXT5593	NR	10.c.1.
2. Amount of component.....	RCON5593	0	10.c.2.
d. Disclose component and the dollar amount of that component:			10.d.
1. Describe component.....	TEXT5594	NR	10.d.1.
2. Amount of component.....	RCON5594	0	10.d.2.
e. Disclose component and the dollar amount of that component:			10.e.
1. Describe component.....	TEXT5595	NR	10.e.1.
2. Amount of component.....	RCON5595	0	10.e.2.
11. Year-to-date merchant credit card sales volume:			11.
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 - Derivatives and Off-Balance Sheet Items

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):				
a. Futures contracts.....	RCON8693 0	RCON8694 0	RCON8695 0	RCON8696 0
b. Forward contracts.....	RCON8697 0	RCON8698 0	RCON8699 0	RCON8700 0
c. Exchange-traded option contracts:				
1. Written options.....	RCON8701 0	RCON8702 0	RCON8703 0	RCON8704 0
2. Purchased options.....	RCON8705 0	RCON8706 0	RCON8707 0	RCON8708 0
d. Over-the-counter option contracts:				
1. Written options.....	RCON8709 0	RCON8710 0	RCON8711 0	RCON8712 0
2. Purchased options.....	RCON8713 0	RCON8714 0	RCON8715 0	RCON8716 0
e. Swaps.....	RCON3450 0	RCON3826 0	RCON8719 0	RCON8720 0
	RCONA126 0	RCONA127 0	RCON8723 0	RCON8724 0
13. Total gross notional amount of derivative contracts held for trading.....	RCON8725 0	RCON8726 0	RCON8727 0	RCON8728 0
14. Total gross notional amount of derivative contracts held for purposes other than trading.....	RCONA589 0			
a. Interest rate swaps where the bank has agreed to pay a fixed rate.....				
15. Not available				
a. Contracts held for trading:				
1. Gross positive fair value.....	RCON8733 0	RCON8734 0	RCON8735 0	RCON8736 0
2. Gross negative fair value.....	RCON8737 0	RCON8738 0	RCON8739 0	RCON8740 0

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
RCON8741	RCON8742	RCON8743	RCON8744
0	0	0	0
RCON8745	RCON8746	RCON8747	RCON8748
0	0	0	0

b. Contracts held for purposes other than trading:

- 1. Gross positive fair value..... 15.b.1.
- 2. Gross negative fair value..... 15.b.2.

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

Dollar amounts in thousands

(Column A) Banks and Securities Firms	(Column B) Monoline Financial Guarantors	(Column C) Hedge Funds	(Column D) Sovereign Governments	(Column E) Corporations and All Other Counterparties
RCONG418	RCONG419	RCONG420	RCONG421	RCONG422
NR	NR	NR	NR	NR
RCONG423	RCONG424	RCONG425	RCONG426	RCONG427
NR	NR	NR	NR	NR
RCONG428	RCONG429	RCONG430	RCONG431	RCONG432
NR	NR	NR	NR	NR
RCONG433	RCONG434	RCONG435	RCONG436	RCONG437
NR	NR	NR	NR	NR
RCONG438	RCONG439	RCONG440	RCONG441	RCONG442
NR	NR	NR	NR	NR
RCONG443	RCONG444	RCONG445	RCONG446	RCONG447
NR	NR	NR	NR	NR
RCONG448	RCONG449	RCONG450	RCONG451	RCONG452
NR	NR	NR	NR	NR
RCONG453	RCONG454	RCONG455	RCONG456	RCONG457
NR	NR	NR	NR	NR
RCONG458	RCONG459	RCONG460	RCONG461	RCONG462
NR	NR	NR	NR	NR

16. Over-the counter derivatives:

- a. Net current credit exposure..... 16.a.
- b. Fair value of collateral:
 - 1. Cash - U.S. dollar..... 16.b.1.
 - 2. Cash - Other currencies..... 16.b.2.
 - 3. U.S. Treasury securities..... 16.b.3.
 - 4. U.S. Government agency and U.S. Government-sponsored agency debt securities..... 16.b.4.
 - 5. Corporate bonds..... 16.b.5.
 - 6. Equity securities..... 16.b.6.
 - 7. All other collateral..... 16.b.7.
 - 8. Total fair value of collateral (sum of items 16.b.(1) through (7)).... 16.b.8.

Schedule RC-M - Memoranda

Dollar amounts in thousands

1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:			1.
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests.....	RCON6164	0	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:			2.
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.....	RCON0426	0	2.d.
3. Other real estate owned:			3.
a. Construction, land development, and other land.....	RCON5508	0	3.a.
b. Farmland.....	RCON5509	0	3.b.
c. 1-4 family residential properties.....	RCON5510	0	3.c.
d. Multifamily (5 or more) residential properties.....	RCON5511	0	3.d.
e. Nonfarm nonresidential properties.....	RCON5512	0	3.e.
f. Foreclosed properties from "GNMA loans".....	RCONC979	0	3.f.
g. Total (sum of items 3.a through 3.f) (must equal Schedule RC, item 7).....	RCON2150	0	3.g.
4. Not applicable			4.
5. Other borrowed money:			5.
a. Federal Home Loan Bank advances:			5.a.
1. Advances with a remaining maturity or next repricing date of:			5.a.1.
a. One year or less.....	RCONF055	0	5.a.1.a.
b. Over one year through three years.....	RCONF056	0	5.a.1.b.
c. Over three years through five years.....	RCONF057	0	5.a.1.c.
d. Over five years.....	RCONF058	0	5.a.1.d.
2. Advances with a remaining maturity of one year or less (included in item 5.a.(1)(a) above).....	RCON2651	0	5.a.2.
3. Structured advances (included in items 5.a.(1)(a) - (d) above).....	RCONF059	0	5.a.3.
b. Other borrowings:			5.b.
1. Other borrowings with a remaining maturity of next repricing date of:			5.b.1.
a. One year or less.....	RCONF060	2,060	5.b.1.a.
b. Over one year through three years.....	RCONF061	0	5.b.1.b.
c. Over three years through five years.....	RCONF062	0	5.b.1.c.
d. Over five years.....	RCONF063	0	5.b.1.d.
2. Other borrowings with a remaining maturity of one year or less (included in item 5.b.(1)(a) above).....	RCONB571	0	5.b.2.
c. Total.....	RCON3190	2,060	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.....	TEXT4087	Click here for value	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.
10. Secured liabilities:			10.
a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a).....	RCONF064	0	10.a.

Dollar amounts in thousands

b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a) - (d)).....	RCONF065	0	10.b.
11. Does the bank act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts?.....	RCONG463	No	11.
12. Does the bank provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities?.....	RCONG464	No	12.

(TEXT4087) <http://www.advantabankcorp.com>

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

	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
Dollar amounts in thousands				
1. Loans secured by real estate:				1.
a. Construction, land development, and other land loans:				1.a.
1. 1-4 family residential construction loans.....	RCONF172	RCONF174	RCONF176	1.a.1.
2. Other construction loans and all land development and other land loans.....	RCONF173	RCONF175	RCONF177	1.a.2.
b. Secured by farmland.....	RCON3493	RCON3494	RCON3495	1.b.
c. Secured by 1-4 family residential properties:				1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCON5398	RCON5399	RCON5400	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:				1.c.2.
a. Secured by first liens.....	RCONC236	RCONC237	RCONC229	1.c.2.a.
b. Secured by junior liens.....	RCONC238	RCONC239	RCONC230	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....	RCON3499	RCON3500	RCON3501	1.d.
e. Secured by nonfarm nonresidential properties:				1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONF178	RCONF180	RCONF182	1.e.1.
2. Loans secured by other nonfarm nonresidential properties.....	RCONF179	RCONF181	RCONF183	1.e.2.
2. Loans to depository institutions and acceptances of other banks.....	RCONB834	RCONB835	RCONB836	2.
3. Not applicable				3.
4. Commercial and industrial loans.....	RCON1606	RCON1607	RCON1608	4.
5. Loans to individuals for household, family, and other personal expenditures:	63,838	16,922	54,220	5.

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	
		RCONB575	RCONB576	RCONB577	
a. Credit cards.....	0	0	0		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	0	0	0		5.b.
6. Loans to foreign governments and official institutions.....	0	0	0		6.
7. All other loans.....	0	0	0		7.
8. Lease financing receivables.....	0	0	0		8.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	0	0	0		9.
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (including loans and leases covered by FDIC loss-sharing agreements).....	0	0	0		10.
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans").....	0	0	0		10.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above.....	0	0	0		10.b.
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):					M.1.
a. Loans secured by 1-4 family residential properties.....	0	0	0		M.1.a.
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures).....	15,932	2,573	46,999		M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above.....	0	0	0		M.2.
3. Not available					M.3.
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above).....	0	0	0		M.3.a.
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above).....	0	0	0		M.3.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above).....	0	0	0		M.3.c.
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above).....	0	0	0		M.3.d.
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above).....	0	0	0		M.4.
5. Loans and leases held for sale and loans measured at fair value (included in Schedule RC-N, items 1 through 8, above):					M.5.
a. Loans and leases held for sale.....	0	0	0		M.5.a.
b. Loans measured at fair value:					M.5.b.
1. Fair value.....	0	0	0		M.5.b.1.

	(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
Dollar amounts in thousands	RCONF667	RCONF668	RCONF669
2. Unpaid principal balance.....	0	0	0

M.5.b.2.

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

	(Column A) Past due 30 through 89 days	(Column B) Past due 90 days or more
Dollar amounts in thousands	RCON3529	RCON3530
6. Derivative contracts: Fair value of amounts carried as assets.....	0	0

M.6.

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

Dollar amounts in thousands	RCONC410	18,835
7. Additions to nonaccrual assets during the quarter.....		
8. Nonaccrual assets sold during the quarter.....	RCONC411	5,403

M.7.

M.8.

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

Dollar amounts in thousands	RCONF236	1,526,400
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....		
2. Total allowable exclusions.....	RCONF237	0
3. Not applicable		
4. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	RCONF238	1,720,873
5. Total daily average of allowable exclusions.....	RCONF239	0
6. Not applicable		
7. Unsecured "Other borrowings" with a remaining maturity of (sum of items 7.a through 7.d must be less than or equal to Schedule RC-M, items 5.b.(1)(a)-(d) minus item 10.b):		
a. One year or less.....	RCONG465	0
b. Over one year through three years.....	RCONG466	0
c. Over three years through five years.....	RCONG467	0
d. Over five years.....	RCONG468	0
8. Subordinated notes and debentures with a remaining maturity of (sum of items 8.a. through 8.d. must equal Schedule RC, item 19):		
a. One year or less.....	RCONG469	0
b. Over one year through three years.....	RCONG470	0
c. Over three years through five years.....	RCONG471	0
d. Over five years.....	RCONG472	0
9. Reciprocal brokered deposits (included in Schedule RC-E, part I, Memorandum item 1.b.).....	RCONG803	0
1. Total assessable deposits of the bank, including related interest accrued and unpaid (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):		
a. Deposit accounts (excluding retirement accounts) of \$250,000 or less:		
1. Amount of deposit accounts (excluding retirement accounts) of \$250,000 or less..	RCONF049	928,039
2. Number of deposit accounts (excluding retirement accounts) of \$250,000 or less..	RCONF050	125117
b. Deposit accounts (excluding retirement accounts) of more than \$250,000:		
1. Amount of deposit accounts (excluding retirement accounts) of more than \$250,000.....	RCONF051	598,360

1.

2.

3.

4.

5.

6.

7.

7.a.

7.b.

7.c.

7.d.

8.

8.a.

8.b.

8.c.

8.d.

9.

M.1.

M.1.a.

M.1.a.1.

M.1.a.2.

M.1.b.

M.1.b.1.

Dollar amounts in thousands

2. Number of deposit accounts (excluding retirement accounts) of more than \$250,000.....	RCONF052	262	M.1.b.2.
c. Retirement deposit accounts of \$250,000 or less:			M.1.c.
1. Amount of retirement deposit accounts of \$250,000 or less.....	RCONF045	0	M.1.c.1.
2. Number of retirement deposit accounts of \$250,000 or less.....	RCONF046	NR	M.1.c.2.
d. Retirement deposit accounts of more than \$250,000:			M.1.d.
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.
2. Estimated amount of uninsured assessable deposits, including related interest accrued and unpaid.....	RCON5597	17,716	M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			M.3.
a. Legal title.....	TEXTA545	NR	M.3.a.
b. FDIC Certificate Number.....	RCONA545	0	M.3.b.
4. Noninterest-bearing transaction accounts (as defined in Part 370 of the FDIC's regulations) of more than \$250,000 (see instructions):			M.4.
a. Amount of noninterest-bearing transaction accounts of more than \$250,000 (including balances swept from noninterest-bearing transaction accounts to noninterest-bearing savings accounts).....	RCONG167	NR	M.4.a.
b. Number of noninterest-bearing transaction accounts of more than \$250,000.....	RCONG168	NR	M.4.b.

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

Dollar amounts in thousands

1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:			1.
a. Closed-end first liens.....	RCONF066	0	1.a.
b. Closed-end junior liens.....	RCONF067	0	1.b.
c. Open-end loans extended under lines of credit:			1.c.
1. Total commitment under the lines of credit.....	RCONF670	0	1.c.1.
2. Principal amount funded under the lines of credit.....	RCONF671	0	1.c.2.
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:			2.
a. Closed-end first liens.....	RCONF068	0	2.a.
b. Closed-end junior liens.....	RCONF069	0	2.b.
c. Open-end loans extended under lines of credit:			2.c.
1. Total commitment under the lines of credit.....	RCONF672	0	2.c.1.
2. Principal amount funded under the lines of credit.....	RCONF673	0	2.c.2.
3. 1-4 family residential mortgages sold during the quarter:			3.
a. Closed-end first liens.....	RCONF070	0	3.a.
b. Closed-end junior liens.....	RCONF071	0	3.b.
c. Open-end loans extended under lines of credit:			3.c.
1. Total commitment under the lines of credit.....	RCONF674	0	3.c.1.
2. Principal amount funded under the lines of credit.....	RCONF675	0	3.c.2.
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule RC, item 4.a):			4.
a. Closed-end first liens.....	RCONF072	0	4.a.
b. Closed-end junior liens.....	RCONF073	0	4.b.
c. Open-end loans extended under lines of credit:			4.c.
1. Total commitment under the lines of credit.....	RCONF676	0	4.c.1.
2. Principal amount funded under the lines of credit.....	RCONF677	0	4.c.2.

Dollar amounts in thousands

5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.f, 5.g, and 5.i):			5.
a. Closed-end 1-4 family residential mortgage loans.....	RIADF184	0	5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	RIADF560	0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:			6.
a. Closed-end first liens.....	RCONF678	0	6.a.
b. Closed-end junior liens.....	RCONF679	0	6.b.
c. Open-end loans extended under line of credit:			6.c.
1. Total commitment under the lines of credit.....	RCONF680	0	6.c.1.
2. Principal amount funded under the lines of credit.....	RCONF681	0	6.c.2.

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

(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands				
1. Available-for-sale securities.....	RCON1773	RCONG474	RCONG475	RCONG476
	96,902	0	6,833	29,140
2. Federal funds sold and securities purchased under agreements to resell.....	RCONG478	RCONG479	RCONG480	RCONG481
	0	0	0	0
3. Loans and leases held for sale.....	RCONG483	RCONG484	RCONG485	RCONG486
	0	0	0	0
4. Loans and leases held for investment.....	RCONG488	RCONG489	RCONG490	RCONG491
	0	0	0	0
5. Trading assets:				
a. Derivative assets.....	RCON3543	RCONG493	RCONG494	RCONG495
	0	0	0	0
b. Other trading assets.....	RCONG497	RCONG498	RCONG499	RCONG500
	0	0	0	0
1. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 5.b. above).....	RCONF240	RCONF684	RCONF692	RCONF241
	0	0	0	0
6. All other assets.....	RCONG391	RCONG392	RCONG395	RCONG396
	0	0	0	0
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5.b plus item 6).....	RCONG502	RCONG503	RCONG504	RCONG505
	96,902	0	6,833	29,140
8. Deposits.....	RCONF252	RCONF686	RCONF694	RCONF253
	0	0	0	0
9. Federal funds purchased and securities sold under agreements to repurchase.....	RCONG507	RCONG508	RCONG509	RCONG510
	0	0	0	0
10. Trading liabilities:				
a. Derivative liabilities.....	RCON3547	RCONG512	RCONG513	RCONG514
	0	0	0	0
b. Other trading liabilities.....	RCONG516	RCONG517	RCONG518	RCONG519
	0	0	0	0

(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands				
11. Other borrowed money.....	RCONG521 0	RCONG522 0	RCONG523 0	RCONG524 0
12. Subordinated notes and debentures.....	RCONG526 0	RCONG527 0	RCONG528 0	RCONG529 0
13. All other liabilities.....	RCONG805 0	RCONG806 0	RCONG807 0	RCONG808 0
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13).....	RCONG531 0	RCONG532 0	RCONG533 0	RCONG534 0
1. All other assets (itemize and describe amounts included in Schedule RC-Q, item 6, that are greater than \$25,000 and exceed 25% of item 6):				
a. Mortgage servicing assets.....	RCONG536 0	RCONG537 0	RCONG538 0	RCONG539 0
b. Nontrading derivative assets.....	RCONG541 0	RCONG542 0	RCONG543 0	RCONG544 0
				RCONG545 0

11.

12.

13.

14.

M.1.

M.1.a.

M.1.b.

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

Dollar amounts in thousands

c. Disclose component and the dollar amount of that component:

1. Describe component.....

TEXTG546	NR

M.1.c.

M.1.c.1.

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

(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
RCONG546	RCONG547	RCONG548	RCONG549	RCONG550
0	0	0	0	0

Dollar amounts in thousands

2. Amount of component..... M.1.c.2.

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

Dollar amounts in thousands

d. Disclose component and the dollar amount of that component:

1. Describe component.....

TEXTG551	NR

M.1.d.

M.1.d.1.

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

(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
RCONG551	RCONG552	RCONG553	RCONG554	RCONG555
0	0	0	0	0

Dollar amounts in thousands

2. Amount of component..... M.1.d.2.

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

Dollar amounts in thousands

e. Disclose component and the dollar amount of that component:

1. Describe component.....

TEXTG556	NR

M.1.e.

M.1.e.1.

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

(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
RCONG556	RCONG557	RCONG558	RCONG559	RCONG560
0	0	0	0	0

Dollar amounts in thousands

2. Amount of component.....

M.I.e.2.

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

Dollar amounts in thousands

f. Disclose component and the dollar amount of that component:

1. Describe component.....

TEXTG561	NR

M.1.f.

M.1.f.1.

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

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar amounts in thousands					
2. Amount of component.....	0	0	0	0	0
2. All other liabilities (itemize and describe amounts included in Schedule RC-Q, item 13, that are greater than \$25,000 and exceed 25% of item 13):					
a. Loan commitments (not accounted for as derivatives).....	RCONF261	RCONF689	RCONF697	RCONF262	RCONF263
b. Nontrading derivative liabilities.....	RCONG566	RCONG567	RCONG568	RCONG569	RCONG570
	0	0	0	0	0

M.1.f.2.

M.2.

M.2.a.

M.2.b.

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

Dollar amounts in thousands

c. Disclose component and the dollar amount of that component:

1. Describe component.....

TEXTG571	NR

M.2.c.

M.2.c.1.

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

(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
RCONG571	RCONG572	RCONG573	RCONG574	RCONG575
0	0	0	0	0

Dollar amounts in thousands

2. Amount of component.....

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

Dollar amounts in thousands

d. Disclose component and the dollar amount of that component:

1. Describe component.....

TEXTG576	NR

M.2.d.

M.2.d.1.

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

(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
RCONG576	RCONG577	RCONG578	RCONG579	RCONG580
0	0	0	0	0

Dollar amounts in thousands

2. Amount of component..... M.2.d.2.

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

Dollar amounts in thousands

e. Disclose component and the dollar amount of that component:

1. Describe component.....

TEXTG581	NR

M.2.e.

M.2.e.1.

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

(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
RCONG581	RCONG582	RCONG583	RCONG584	RCONG585
0	0	0	0	0

Dollar amounts in thousands

2. Amount of component..... M.2.e.2.

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

Dollar amounts in thousands

f. Disclose component and the dollar amount of that component:

1. Describe component.....

TEXTG586	NR

M.2.f.

M.2.f.1.

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

(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
RCONG586	RCONG587	RCONG588	RCONG589	RCONG590
0	0	0	0	0

Dollar amounts in thousands

2. Amount of component..... M.2.f.2.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Total bank equity capital (from Schedule RC, item 27.a).....	RCON3210	-40,551	1.
2. Net unrealized gains (losses) on available-for-sale securities.....	RCON8434	-3,703	2.
3. Net unrealized loss on available-for-sale equity securities.....	RCONA221	43	3.
4. Accumulated net gains (losses) on cash flow hedges.....	RCON4336	0	4.
5. Nonqualifying perpetual preferred stock.....	RCONB588	0	5.
6. Qualifying noncontrolling (minority) interests in consolidated subsidiaries.....	RCONB589	0	6.
7. Not available			7.
a. Disallowed goodwill and other disallowed intangible assets.....	RCONB590	0	7.a.
b. Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank's own creditworthiness.....	RCONF264	0	7.b.
8. Subtotal.....	RCONC227	-36,891	8.
9. Not available			9.
a. Disallowed servicing assets and purchased credit card relationships.....	RCONB591	0	9.a.
b. Disallowed deferred tax assets.....	RCON5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital.....	RCONB592	0	10.
11. Tier 1 capital.....	RCON8274	-36,891	11.
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	13,173	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....	RCON2221	0	15.
16. Other Tier 2 capital components.....	RCONB594	0	16.
17. Tier 2 capital.....	RCON5311	13,173	17.
18. Allowable Tier 2 capital.....	RCON8275	0	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.....	RCON3792	-36,891	21.
22. Average total assets (from Schedule RC-K, item 9).....	RCON3368	1,843,375	22.
23. Disallowed goodwill and other disallowed intangible assets (from item 7 above).....	RCONB590	0	23.
24. Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	RCONB591	0	24.
25. Disallowed deferred tax assets (from item 9.b above).....	RCON5610	0	25.
26. Other deductions from assets for leverage capital purposes.....	RCONB596	0	26.
27. Average total assets for leverage capital purposes.....	RCONA224	1,843,375	27.
28. Not available			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.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

	(Column A) Percentage (Banks with Financial Subsidiaries)		(Column B) Percentage (All Banks)		
31. Tier 1 leverage ratio.....	RCON7273	0.0000	RCON7204	-0.0200	31.
32. Tier 1 risk-based capital ratio.....	RCON7274	0.0000	RCON7206	-0.0407	32.
33. Total risk-based capital ratio.....	RCON7275	0.0000	RCON7205	-0.0407	33.

Schedule RC-R - Regulatory Capital

(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%
Dollar amounts in thousands					
34. Cash and balances dues from depository institutions.....	RCON0010 638,246	RCONB600 618,337	RCONB601 19,649	RCONB602 260	RCONB602
35. Held-to-maturity securities.....	RCON1754 0	RCONB604 0	RCONB605 0	RCONB606 0	RCONB607
36. Available-for-sale securities.....	RCON1773 96,902	RCONB609 34	RCONB610 19,768	RCONB611 17,350	RCONB612
37. Federal funds sold and securities purchased under agreements to resell.....	RCONC225 178	RCONC063 0	RCONC064 178	RCONB520	RCONB520
38. Loans and leases held for sale.....	RCON5369 0	RCONB618 0	RCONB619 0	RCONB620 0	RCONB621
39. Loans and leases, net of unearned income.....	RCONB528 751,918	RCONB623 0	RCONB624 0	RCONB625 0	RCONB626
40. Allowance for loan and lease losses.....	RCON3123 160,079	RCONB628 0	RCONB629 0	RCONB630 0	RCONB631
41. Trading Assets.....	RCON3545 0	RCONB640 0	RCONB641 0	RCONB643 0	RCON5339
42. All other assets.....	RCON2170 198,766	RCON5320 3,225	RCON5327 118,778	RCON5334 0	RCON5340
43. Total Assets.....	1,525,931	618,371	158,373	17,350	890,185

Schedule RC-R - Regulatory Capital

(Column A) Face Value or Notional Amount	(Column B) Credit Equivalent Amount	(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%
Dollar amounts in thousands					
44. Financial standby letters of credit.....	RCONB546 0	RCONB548 0	RCONB581 0	RCONB582 0	RCONB583
45. Performance standby letters of credit.....	RCON3821 0	RCONB651 0	RCONB652 0	RCONB653 0	RCONB654
46. Commercial and similar letters of credit.....	RCON3411 0	RCONB656 0	RCONB657 0	RCONB658 0	RCONB659

Dollar amounts in thousands	(Column A) Face Value or Notional Amount	(Column B) Credit Equivalent Amount	(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%
62. Total risk-weighted assets.....						RCONA223 906,891

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....	RCO8764	0	M.1.
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Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

	(Column A) With a remaining maturity of one year or 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:				M.2.
a. Interest rate contracts.....	RCO3809	RCO8766	RCO8767	M.2.a.
	0	0	0	
b. Foreign exchange contracts.....	RCO3812	RCO8769	RCO8770	M.2.b.
	0	0	0	
c. Gold contracts.....	RCO8771	RCO8772	RCO8773	M.2.c.
	0	0	0	
d. Other precious metals contracts.....	RCO8774	RCO8775	RCO8776	M.2.d.
	0	0	0	
e. Other commodity contracts.....	RCO8777	RCO8778	RCO8779	M.2.e.
	0	0	0	
f. Equity derivative contracts.....	RCO8777	RCO8778	RCO8779	M.2.f.
	0	0	0	
g. Credit derivative contracts: Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:				M.2.g.
1. Investment grade.....	RCO597	RCO598	RCO599	M.2.g.1.
	0	0	0	
2. Subinvestment grade.....	RCO600	RCO601	RCO602	M.2.g.2.
	0	0	0	

Schedule RC-S - Servicing Securitization and Asset Sale Activities

(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
RCONB705	RCONB706	RCONB707	RCONB708	RCONB709	RCONB710	RCONB711
0	0	0	0	0	1,599,319	0
RCONB712	RCONB713	RCONB714	RCONB715	RCONB716	RCONB717	RCONB718
0	0	0	0	0	0	0
RCONC393	RCONC394	RCONC395	RCONC396	RCONC397	RCONC398	RCONC399
0	0	0	0	0	0	0
RCONC400	RCONC401	RCONC402	RCONC403	RCONC404	RCONC405	RCONC406
0	0	0	0	0	0	0
RCONB726	RCONB727	RCONB728	RCONB729	RCONB730	RCONB731	RCONB732
0	0	0	0	0	0	0
RCONB733	RCONB734	RCONB735	RCONB736	RCONB737	RCONB738	RCONB739
0	0	0	0	0	129,416	0
RCONB740	RCONB741	RCONB742	RCONB743	RCONB744	RCONB745	RCONB746
0	0	0	0	0	37,006	0
RIADB747	RIADB748	RIADB749	RIADB750	RIADB751	RIADB752	RIADB753
0	0	0	0	0	967,695	0
RIADB754	RIADB755	RIADB756	RIADB757	RIADB758	RIADB759	RIADB760
0	0	0	0	0	31,432	0
RCONB761	RCONB762	RCONB763	RCONB764	RCONB765	RCONB766	RCONB767
0	0	0	0	0	0	0

- Dollar amounts in thousands
- Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements.....
 - Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5).....
 - Subordinated securities and other residual interests.....
 - Standby letters of credit and other enhancements.....
 - 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:
 - Reporting bank's unused commitments to provide liquidity to structures reported in item 1.....
 - Past due loan amounts included in item 1:
 - 30-89 days past due.....
 - 90 days or more past due.....
 - 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):
 - Charge-offs.....
 - Recoveries.....
 - Amount of ownership (or seller's) interests carried as:
 - Securities (included in Schedule RC-B or in Schedule RC, item 5).....

Dollar amounts in thousands

- b. Loans (included in Schedule RC-C).....
- 7. Past due loan amounts included in interests reported in item 6.a:
 - a. 30-89 days past due.....
 - b. 90 days or more past due.....
- 8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):
 - a. Charge-offs.....
 - b. Recoveries.....
- 9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....
- 10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures.....
- 11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank.....
- 12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11.....

(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 Leases, and All Other Assets
	RCONB500	RCONB501			RCONB502	
	0	0			722,946	
	RCONB764	RCONB765			RCONB766	
	0	0			0	
	RCONB767	RCONB768			RCONB769	
	0	0			0	
	RIADB770	RIADB771			RIADB772	
	0	0			0	
	RIADB773	RIADB774			RIADB775	
	0	0			0	
	RCONB776	RCONB777	RCONB779	RCONB780	RCONB781	RCONB782
0	0	0	0	0	0	0
	RCONB783	RCONB784	RCONB785	RCONB786	RCONB787	RCONB789
0	0	0	0	0	0	0
	RCONB790	RCONB791	RCONB792	RCONB793	RCONB794	RCONB796
0	0	0	0	0	0	0
	RCONB797	RCONB798	RCONB799	RCONB800	RCONB801	RCONB803
0	0	0	0	0	0	0

Schedule RC-S - Servicing Securitization and Asset Sale Activities

Dollar amounts in thousands

1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			M.1.
a. Outstanding principal balance.....	RCONA249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date.....	RCONA250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):			M.2.
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	RCONB804	0	M.2.a.
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	RCONB805	0	M.2.b.
c. Other financial assets (includes home equity lines).....	RCONA591	1,641,991	M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans).....	RCONF699	0	M.2.d.
3. Asset-backed commercial paper conduits:			M.3.
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:			M.3.a.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RCONB806	0	M.3.a.1.
2. Conduits sponsored by other unrelated institutions.....	RCONB807	0	M.3.a.2.
b. Unused commitments to provide liquidity to conduit structures:			M.3.b.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RCONB808	0	M.3.b.1.
2. Conduits sponsored by other unrelated institutions.....	RCONB809	0	M.3.b.2.
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C.....	RCONC407	NR	M.4.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

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.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts
RCONB868	RCONB869	RCONB870	RCONB871
NR	NR	NR	NR
RCONB872	RCONB873	RCONB874	RCONB875
NR	NR	NR	NR
RCONB876	RCONB877	RCONB878	RCONB879
NR	NR	NR	NR
RCONB880	RCONB881	RCONB882	RCONB883
NR	NR	NR	NR
RCONB884	RCONB885	RCONC001	RCONC002
NR	NR	NR	NR
RCONB886	RCONJ253	RCONB888	RCONJ254
NR	NR	NR	NR
RCONJ255	RCONJ256	RCONJ257	RCONJ258
NR	NR	NR	NR
RCONB890	RCONB891	RCONB892	RCONB893
NR	NR	NR	NR
RCONB894	RCONB895	RCONB896	RCONB897
NR	NR	NR	NR
	RCONB898		RCONB899
	NR		NR
RCONJ259	RCONJ260	RCONJ261	RCONJ262
NR	NR	NR	NR

- 4. Personal trust and agency accounts.....
- 5. Employee benefit and retirement-related trust and agency accounts:
 - a. Employee benefit - defined contribution.....
 - b. Employee benefit - defined benefit.....
 - c. Other employee benefit and retirement-related accounts.....
- 6. Corporate trust and agency accounts.....
- 7. Investment management and investment advisory agency accounts.....
- 8. Foundation and endowment trust and agency accounts.....
- 9. Other fiduciary accounts.....
- 10. Total fiduciary accounts (sum of items 4 through 9).....
- 11. Custody and safekeeping accounts.....
- 12. Not applicable
- 13. Individual Retirement Accounts, Health Savings Accounts, and other similar accounts (included in items 5.c and 11).....

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

14. Personal trust and agency accounts.....	RIADB904	NR	14.
15. Employee benefit and retirement-related trust and agency accounts:			15.
a. Employee benefit - defined contribution.....	RIADB905	NR	15.a.
b. Employee benefit - defined benefit.....	RIADB906	NR	15.b.
c. Other employee benefit and retirement-related accounts.....	RIADB907	NR	15.c.
16. Corporate trust and agency accounts.....	RIADA479	NR	16.
17. Investment management and investment advisory agency accounts.....	RIADJ315	NR	17.
18. Foundation and endowment trust and agency accounts.....	RIADJ316	NR	18.
19. Other fiduciary accounts.....	RIADA480	NR	19.
20. Custody and safekeeping accounts.....	RIADB909	NR	20.
21. Other fiduciary and related services income.....	RIADB910	NR	21.
22. Total gross fiduciary and related services income (sum of items 14 through 21) (must equal Schedule RI, item 5.a).....	RIAD4070	0	22.
23. Less: Expenses.....	RIADC058	NR	23.
24. Less: Net losses from fiduciary and related services.....	RIADA488	NR	24.
25. Plus: Intracompany income credits for fiduciary and related services.....	RIADB911	NR	25.
26. Net fiduciary and related services income.....	RIADA491	NR	26.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Personal Trust and Agency and Investment Management Agency Accounts	(Column B) Employee Benefit and Retirement-Related Trust and Agency Accounts	(Column C) All Other Accounts	
1. Managed assets held in fiduciary accounts:				M.1.
a. Noninterest-bearing deposits.....	RCONJ263 NR	RCONJ264 NR	RCONJ265 NR	M.1.a.
b. Interest-bearing deposits.....	RCONJ266 NR	RCONJ267 NR	RCONJ268 NR	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations.....	RCONJ269 NR	RCONJ270 NR	RCONJ271 NR	M.1.c.
d. State, county, and municipal obligations.....	RCONJ272 NR	RCONJ273 NR	RCONJ274 NR	M.1.d.
e. Money market mutual funds.....	RCONJ275 NR	RCONJ276 NR	RCONJ277 NR	M.1.e.
f. Equity mutual funds.....	RCONJ278 NR	RCONJ279 NR	RCONJ280 NR	M.1.f.
g. Other mutual funds.....	RCONJ281 NR	RCONJ282 NR	RCONJ283 NR	M.1.g.
h. Common trust funds and collective investment funds.....	RCONJ284 NR	RCONJ285 NR	RCONJ286 NR	M.1.h.
i. Other short-term obligations.....	RCONJ287 NR	RCONJ288 NR	RCONJ289 NR	M.1.i.
j. Other notes and bonds.....	RCONJ290 NR	RCONJ291 NR	RCONJ292 NR	M.1.j.

	(Column A) Personal Trust and Agency and Investment Management Agency Accounts	(Column B) Employee Benefit and Retirement-Related Trust and Agency Accounts	(Column C) All Other Accounts	
Dollar amounts in thousands				
k. Investments in unregistered funds and private equity investments.....	RCONJ293 NR	RCONJ294 NR	RCONJ295 NR	M.1.k.
l. Other common and preferred stocks.....	RCONJ296 NR	RCONJ297 NR	RCONJ298 NR	M.1.l.
m. Real estate mortgages.....	RCONJ299 NR	RCONJ300 NR	RCONJ301 NR	M.1.m.
n. Real estate.....	RCONJ302 NR	RCONJ303 NR	RCONJ304 NR	M.1.n.
o. Miscellaneous assets.....	RCONJ305 NR	RCONJ306 NR	RCONJ307 NR	M.1.o.
p. Total managed assets held in fiduciary accounts (for each column, sum of Memorandum items 1.a through 1.o).....	RCONJ308 NR	RCONJ309 NR	RCONJ310 NR	M.1.p.

Schedule RC-T - Fiduciary and Related Services

	(Column A) Managed Assets		(Column B) Number of Managed Accounts		
Dollar amounts in thousands					
q. Investments of managed fiduciary accounts in advised or sponsored mutual funds.....	RCONJ311	NR	RCONJ312	NR	M.1.q.

Schedule RC-T - Fiduciary and Related Services

	(Column A) Number of Issues		(Column B) Principal Amount Outstanding		
Dollar amounts in thousands					
2. Corporate trust and agency accounts:					M.2.
a. Corporate and municipal trusteeships.....	RCONB927	NR	RCONB928	NR	M.2.a.
1. Issues reported in Memorandum item 2.a that are in default.....	RCONJ313	NR	RCONJ314	NR	M.2a.1.
b. Transfer agent, registrar, paying agent, and other corporate agency.....	RCONB929	NR			M.2.b.

Schedule RC-T - Fiduciary and Related Services

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

Schedule RC-T - Fiduciary and Related Services

	(Column A) Gross Losses Managed Accounts	(Column B) Gross Losses Non-Managed Accounts	(Column C) Recoveries
Dollar amounts in thousands			
4. Fiduciary settlements, surcharges, and other losses:			
	RIADB947	RIADB948	RIADB949
a. Personal trust and agency accounts.....	NR	NR	NR
b. Employee benefit and retirement-related trust and agency accounts.....	NR	NR	NR
c. Investment management agency accounts.....	NR	NR	NR
d. Other fiduciary accounts and related services.....	NR	NR	NR
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 24).....	NR	NR	NR

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	Dollar amounts in thousands	
1. Who Must Report on What Forms		
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b. Frequency of Reporting		
c. Differences in Detail of Reports		
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2. Organization of the Instruction Books		
3. Preparation of the Reports		
4. Signatures		
a. Officer Declaration		
b. Director Attestation		
5. Submission of the Reports		
a. Submission Date		
b. Amended Reports		
6. Retention of Reports		
7. Scope of the "Consolidated Bank" Required to be Reported in the Submitted Reports		
a. Exclusions from the Coverage of the Consolidated Report		
8. Rules of Consolidation		
9. Reporting by Type of Office (For banks with foreign offices)		
10. Publication Requirements for the Report of Condition		
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12. Applicability of Generally Accepted Accounting Principles to Regulatory Reporting Requirements		
13. Accrual Basis Reporting		
14. Miscellaneous General Instructions		
a. Rounding		
b. Negative Entries		
c. Verification		
d. Transactions Occurring Near the End of a Reporting Period		
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Dollar amounts in thousands

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Dollar amounts in thousands

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Dollar amounts in thousands

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