
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NIKE, Inc.

(Exact name of registrant as specified in its charter)

Oregon
(State or other jurisdiction of
incorporation or organization)

93-0584541
(I.R.S. Employer
Identification Number)

One Bowerman Drive
Beaverton, Oregon 97005-6453
(503) 671-6453
(Address and telephone number of registrant's principal executive offices)

Mary I. Hunter
Vice President and Corporate Secretary
One Bowerman Drive
Beaverton, Oregon 97005-6453
(503) 671-6453
(Name, address, including ZIP code, and telephone number, including area code, of agent for service)

Copies to:

Catherine M. Clarkin
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004-2497
(212) 558-4000

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement, as determined by the registrant.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging Growth Company

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(b) of the Securities Act:

PROSPECTUS



NIKE, Inc.

Debt Securities

This prospectus provides you with a general description of our debt securities that we may offer and sell from time to time. These debt securities may consist of notes, debentures or other types of debt. We will provide the specific terms of these debt securities in supplements to this prospectus. You should read this prospectus and any prospectus supplement carefully before you invest.

We may offer these debt securities directly to investors, through agents designated from time to time by us, or to or through underwriters or dealers. If any agents, underwriters, or dealers are involved in the sale of these debt securities, their names, and any applicable purchase price, fee, commission, or discount arrangement with, between, or among them, will be set forth, or will be calculable from the information set forth, in an accompanying prospectus supplement.

Investing in our debt securities involves various risks. Please read carefully “[Risk Factors](#)” on page 5 of this prospectus, the “Risk Factors” section contained in the applicable prospectus supplement as well as the risk factors contained in documents we file with the Securities and Exchange Commission and which are incorporated by reference in this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is July 21, 2022.

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ABOUT THIS PROSPECTUS

This prospectus is part of an “automatic shelf” registration statement that we filed with the SEC as a “well-known seasoned issuer” as described in Rule 405 under the Securities Act of 1933, as amended (the “Securities Act”), utilizing a “shelf” registration process.

Under this shelf registration process, we may sell the debt securities described in this prospectus from time to time in one or more offerings. This prospectus provides you with a general description of the debt securities we may offer. Each time we sell debt securities pursuant to this prospectus, we will provide a prospectus supplement that will contain specific information about that offering and the terms of the particular debt securities to be offered. The applicable prospectus supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between the information in this prospectus and any prospectus supplement, you should rely on the information in the prospectus supplement. As permitted under the rules of the SEC, this prospectus incorporates important business information about NIKE, Inc. that is contained in documents that we file with the SEC, but that is not included in or delivered with this prospectus. You may obtain copies of these documents, without charge, from the web site maintained by the SEC at www.sec.gov, as well as other sources. You should read both this prospectus and any prospectus supplement together with additional information described under the heading “Where You Can Find More Information.”

We have not authorized anyone to provide you with information other than that contained or incorporated by reference in this prospectus or any accompanying prospectus supplement or in any related free writing prospectus filed by us with the SEC. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not making an offer to sell these securities or soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus, any prospectus supplement, the documents incorporated herein or therein by reference and any related free writing prospectus is accurate only as of its respective date. Our business, financial condition, results of operations and prospects may have changed materially since that date.

In this prospectus and any accompanying prospectus supplement, unless otherwise indicated, “NIKE,” the “Company,” “we,” “us” and “our” refer to NIKE, Inc. and its predecessors, subsidiaries and affiliates.

NIKE

Our principal business activity is the design, development and worldwide marketing and selling of athletic footwear, apparel, equipment, accessories and services. NIKE is the largest seller of athletic footwear and apparel in the world. We sell our products through NIKE Direct operations, which are comprised of both NIKE-owned retail stores and sales through our digital platforms (also referred to as “NIKE Brand Digital”), to retail accounts and to a mix of independent distributors, licensees and sales representatives in virtually all countries around the world. We also offer interactive consumer services and experiences through our digital platforms. Virtually all of our products are manufactured by independent contractors. Nearly all footwear and apparel products are produced outside the United States, while equipment products are produced both in the United States and abroad. We were incorporated in 1967 under the laws of the state of Oregon.

Our principal executive offices are located at One Bowerman Drive, Beaverton, Oregon 97005-6453, and our telephone number is (503) 671-6453. We maintain a web site at www.nike.com. Except for documents specifically incorporated by reference into this prospectus, information contained on our website or that can be accessed through our website does not constitute part of this prospectus. We have included our website address only as an inactive textual reference and do not intend it to be an active link to our website.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. We have filed a registration statement and related exhibits with the SEC under the Securities Act. The registration statement contains additional information about us and the securities. Our SEC filings, including the registration statement and the related exhibits to the registration statement, are available to the public at the SEC's web site at www.sec.gov, as well as our web site at investors.nike.com. However, the information on our web site is not a part of, or incorporated by reference in, this prospectus. You can inspect reports and other information we file at the office of the New York Stock Exchange, Inc., 11 Wall Street, New York, New York 10005.

The SEC allows us to “incorporate by reference” the information we file with it, which means that we can disclose important information to you by referring to those documents. The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and supersede that information. We incorporate by reference the following documents we filed with the SEC pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (SEC file number 1-10635) (other than information in such documents that is deemed not to be filed):

- Annual Report on [Form 10-K](#) for the year ended May 31, 2022

We also incorporate by reference each of the documents that we file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, on or after the date of this prospectus and prior to the termination of the offerings under this prospectus and any prospectus supplement. We will not, however, incorporate by reference in this prospectus any documents or portions thereof that are not deemed “filed” with the SEC, including any information furnished pursuant to Item 2.02 or Item 7.01 of our Current Reports on Form 8-K after the date of this prospectus unless, and except to the extent, specified in such Current Reports.

Each person, including any beneficial owner, to whom a copy of this prospectus is delivered may request a copy of these filings (other than exhibits to such filings, unless such exhibits are specifically incorporated by reference herein) at no cost, by writing or telephoning us at the following address:

NIKE Investor Relations
One Bowerman Drive
Beaverton, Oregon 97005-6453
(503) 671-6453

FORWARD-LOOKING STATEMENTS

Certain written and oral statements, other than purely historic information, including estimates, projections, statements relating to NIKE's business plans, objectives and expected operating or financial results and the assumptions upon which those statements are based, made or incorporated by reference from time to time by NIKE or its representatives in this report, other reports, filings with the SEC, press releases, conferences or otherwise, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 21E of the Exchange Act. Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain the words "believe," "anticipate," "expect," "estimate," "project," "will be," "will continue," "will likely result" or words or phrases of similar meaning. Forward-looking statements involve risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. The risks and uncertainties are detailed from time to time in reports filed by NIKE with the SEC, including reports filed on Forms 8-K, 10-Q and 10-K, and include, among others, the following: health epidemics, pandemics and similar outbreaks, including the COVID-19 pandemic; international, national and local political, civil, economic and market conditions; the size and growth of the overall athletic or leisure footwear, apparel and equipment markets; intense competition among designers, marketers, distributors and sellers of athletic or leisure footwear, apparel and equipment for consumers and endorsers; demographic changes; changes in consumer preferences; popularity of particular designs, categories of products and sports; seasonal and geographic demand for NIKE products; difficulties in anticipating or forecasting changes in consumer preferences, consumer demand for NIKE products and the various market factors described above; our ability to execute on our sustainability strategy and achieve our sustainability-related goals and targets, including sustainable product offerings; difficulties in implementing, operating and maintaining NIKE's increasingly complex information technology systems and controls, including, without limitation, the systems related to demand and supply planning and inventory control; interruptions in data and information technology systems; consumer data security; fluctuations and difficulty in forecasting operating results, including, without limitation, the fact that advance orders may not be indicative of future revenues due to changes in shipment timing, the changing mix of orders with shorter lead times, and discounts, order cancellations and returns; the ability of NIKE to sustain, manage or forecast its growth and inventories; the size, timing and mix of purchases of NIKE's products; increases in the cost of materials, labor and energy used to manufacture products; new product development and introduction; the ability to secure and protect trademarks, patents and other intellectual property; product performance and quality; customer service; adverse publicity and an inability to maintain NIKE's reputation and brand image, including without limitation, through social media or in connection with brand damaging events; the loss of significant customers or suppliers; dependence on distributors and licensees; business disruptions; increased costs of freight and transportation to meet delivery deadlines; increases in borrowing costs due to any decline in NIKE's debt ratings; changes in business strategy or development plans; general risks associated with doing business outside of the United States, including, without limitation, exchange rate fluctuations, inflation, import duties, tariffs, quotas, sanctions, political and economic instability, conflicts and terrorism; the potential impact of new and existing laws, regulations or policy, including, without limitation, tariffs, import/export, trade, wage and hour or labor and immigration regulations or policies; changes in government regulations; the impact of, including business and legal developments relating to, climate change, extreme weather conditions and natural disasters; litigation, regulatory proceedings, sanctions or any other claims asserted against NIKE; the ability to attract and retain qualified employees, and any negative public perception with respect to key personnel or our corporate culture, values or purpose; the effects of NIKE's decision to invest in or divest of businesses or capabilities and other factors referenced or incorporated by reference in this report and other reports.

For a further discussion of these and other factors that could impact our future results, performance or transactions, see the section entitled "Risk Factors," including the risks incorporated therein, from our most recent Annual Report on Form 10-K, as updated by our subsequent filings, including filings we make after the date of this prospectus.

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We operate in a very competitive and rapidly changing environment. New risks emerge from time to time and it is not possible for management to predict all such risks, nor can it assess the impact of all such risks on our business or the extent to which any risk, or combination of risks, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

RISK FACTORS

Investment in any debt securities offered pursuant to this prospectus involves risks. You should carefully consider the risk factors incorporated by reference from our most recent Annual Report on Form 10-K, any subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K we file after the date of this prospectus, and all other information contained or incorporated by reference into this prospectus, as updated by our subsequent filings under the Exchange Act that are incorporated by reference herein, and the risk factors and other information contained in the applicable prospectus supplement before acquiring any of such securities. See “Where You Can Find More Information.” If any of these risks actually occurs, our business, results of operations and financial condition could suffer and this may cause you to lose all or part of your investment in the offered debt securities. Please also refer to the section above entitled “Forward-Looking Statements.”

USE OF PROCEEDS

Unless we indicate otherwise in the applicable prospectus supplement, we intend to use the net proceeds from the sale of the securities for general corporate purposes, which may include, but are not limited to, discharging or refinancing debt, working capital, capital expenditures, share repurchases, as yet unplanned acquisitions of assets or businesses and investments in subsidiaries.

DESCRIPTION OF DEBT SECURITIES

We may offer debt securities under this prospectus. The following description summarizes the general terms and provisions of the debt securities. We will describe the specific terms of the debt securities and the extent, if any, to which the general provisions summarized below apply to any series of debt securities in the prospectus supplement relating to the series and any applicable free writing prospectus that we authorize to be delivered.

We may issue debt securities from time to time, in one or more series, under an indenture between us and Deutsche Bank Trust Company Americas, as trustee, entered into on April 26, 2013, as supplemented by any applicable supplemental indenture entered into concurrently with the issuance of the debt securities in a particular offering. The indenture is included as an exhibit to the registration statement of which this prospectus forms a part. This prospectus briefly outlines some of the provisions of the indenture. The following summary of the material provisions of the indenture is qualified in its entirety by the provisions of the indenture, including definitions of certain terms used in the indenture. Wherever we refer to particular sections or defined terms of the indenture, those sections or defined terms are incorporated by reference in this prospectus or the applicable prospectus supplement. You should review the indenture that is filed as an exhibit to the registration statement of which this prospectus forms a part for additional information.

The indenture does not limit the amount of debt securities that we may issue. The indenture provides that debt securities may be issued up to an aggregate principal amount authorized from time to time by us and may be payable in any currency or currency unit designated by us in the indenture or in amounts determined by reference to an index.

As used in this section of the prospectus, the terms “we,” “us” and “our” refer only to NIKE, Inc. and not to any of our existing or future subsidiaries.

General

Unless otherwise described in an applicable prospectus supplement, the debt securities will constitute our unsecured and unsubordinated general obligations and will rank pari passu with our other unsecured and unsubordinated obligations from time to time outstanding. Any secured debt or other secured obligations will be effectively senior to the debt securities to the extent of the value of the assets securing such debt or other obligations.

The applicable prospectus supplement will describe any additional or different terms of the debt securities being offered, including the following terms, as applicable:

- the title of the debt securities;
- any limit upon the aggregate principal amount of the debt securities;
- the percentage of their principal amount (i.e., price) at which the debt securities will be issued;
- the date or dates on which the principal and premium, if any, of the debt securities is payable;
- the rate or rates (which may be fixed or variable) at which the debt securities will bear interest, or the manner of calculating such rate or rates, if applicable;
- the date or dates from which such interest will accrue, the interest payment dates on which such interest will be payable or the manner of determination of such interest payment dates, and the related record dates;
- any trustees, authenticating agents or paying agents, if different from those set forth in this prospectus;
- the right, if any, to extend the interest payment periods or defer the payment of interest and the duration of that extension or deferral;

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- the period or periods within which, the price or prices at which and the terms and conditions upon which debt securities may be redeemed, in whole or in part, at our option;
- our obligation, if any, to redeem, purchase or repay debt securities pursuant to any sinking fund or analogous provisions at the option of a holder thereof;
- the form of the debt securities;
- if other than denominations of \$2,000 or any integral multiple of \$1,000 in excess thereof, the denominations in which the debt securities will be issuable;
- the currencies and/or currency units in which payment of the principal of, and premium, if any, and interest on, the debt securities will be payable;
- if the principal amount payable at the stated maturity of the debt securities will not be determinable as of any one or more dates prior to such stated maturity, the amount which will be deemed to be such principal amount as of any such date for any purpose;
- the terms of any repurchase or remarketing rights;
- whether the debt securities will be issued in global form, the terms upon which the debt securities will be exchanged for definitive form, the depository for the debt securities and the form of legend;
- if other than the principal amount thereof, the portion of the principal amount of the debt securities which shall be payable upon declaration of acceleration of the maturity thereof;
- any restrictive covenants or events of default in addition to or in lieu of those set forth in this prospectus;
- any provisions granting special rights to holders when a specified event occurs;
- if the amount of principal or any premium or interest on the debt securities may be determined with reference to an index or pursuant to a formula, the manner in which such amounts will be determined;
- any special tax implications of the debt securities;
- whether and upon what terms the debt securities may be defeased if different from the provisions set forth in this prospectus;
- with regard to the debt securities that do not bear interest, the dates for certain required reports to the applicable trustee; and
- any and all additional, eliminated or changed terms that will apply to the debt securities.

Certain Covenants

The indenture contains certain covenants regarding, among other matters, corporate existence and reports to holders of debt securities. Unless we indicate otherwise in a prospectus supplement, the debt securities will not contain any additional financial or restrictive covenants, including covenants relating to total indebtedness, interest coverage, stock repurchases, recapitalizations, dividends and distributions to shareholders or current ratios. The provisions of the indenture do not afford holders of debt securities issued thereunder protection in the event of a sudden or significant decline in our credit quality or in the event of a takeover, recapitalization or highly leveraged or similar transaction involving us or any of our affiliates that may adversely affect such holders except that any takeover transaction must comply with “—Consolidation, Merger and Sale of Assets.”

Consolidation, Merger and Sale of Assets

Unless we indicate otherwise in a prospectus supplement, we will not consolidate with, merge with or into, or sell, convey, transfer, lease or otherwise dispose of all or substantially all of our and our subsidiaries' property and assets, taken as a whole, to another Person (as defined in the indenture) unless:

- (x) the person (if other than us) formed by such consolidation, merger, sale, conveyance, transfer or lease or disposition (the "Surviving Person") shall be a corporation or other entity organized and validly existing under the laws of the United States of America or any jurisdiction thereof, (y) if such Surviving Person is not a corporation, a co-obligor of the debt securities (a "Co-Obligor") is a corporation organized and validly existing under the laws of the United States of America or any jurisdiction thereof, and (z) such Surviving Person and, if applicable, Co-Obligor (if other than us) shall expressly assume, by a supplemental indenture, executed and delivered to the trustee, all of our obligations under the indenture and the debt securities;
- immediately after giving effect to such transaction, no Default or Event of Default (each as defined in the indenture) shall have occurred and be continuing; and
- we deliver to the trustee an officer's certificate and opinion of counsel, in each case stating that any such supplemental indenture complies with this provision and that all conditions precedent provided for in the indenture or any applicable supplemental indenture relating to such transaction have been complied with.

The restrictions in the second and third bullets shall not apply to:

- the merger or consolidation of us with an affiliate of ours if our board of directors determines in good faith that the purpose of such transaction is principally to change our jurisdiction of incorporation or convert our form of organization to another form; or
- the merger of us with or into a single direct or indirect wholly owned subsidiary of ours pursuant to Section 251(g) (or any successor provision) of the General Corporation Law of the State of Delaware (or similar provision of our state of incorporation).

The Surviving Person will succeed to, and be substituted for, us under the indenture and the debt securities and, except in the case of a lease, we shall be released of all obligations under the indenture and the debt securities.

No Protection in the Event of a Change of Control

Unless we indicate otherwise in a prospectus supplement with respect to a particular series of debt securities, the debt securities will not contain any provisions that may afford holders of the debt securities protection in the event we have a change of control, any recapitalization transaction or in the event of a highly leveraged transaction (whether or not such transaction results in a change of control).

Events of Default

The indenture defines an Event of Default with respect to any series of debt securities issued pursuant to the indenture. Events of Default on the debt securities are any of the following:

- default in the payment of any interest on debt securities when it becomes due and payable, and the continuance of such default for a period of 30 days (unless the entire amount of such payment is deposited by us with the trustee or a paying agent prior to the expiration of such 30-day period);
- default in the payment of the principal of, or any premium on, debt securities when due and payable;
- default in the performance or breach of any other covenant by us in the indenture (other than a covenant that has been included in the indenture solely for the benefit of another series of debt

securities), which default continues uncured for a period of 90 days after (i) we receive, by registered or certified mail, written notice from the trustee, or (ii) we and the trustee receive, by registered or certified mail, written notice from the holders of not less than 25% in principal amount of the debt securities of the affected series outstanding as provided in the indenture;

- certain events in bankruptcy, insolvency or reorganization with respect to us; and
- any other Event of Default provided for in such series of debt securities as may be specified in the applicable prospectus supplement.

An Event of Default under one series of debt securities issued pursuant to the indenture does not necessarily constitute an Event of Default under any other series of debt securities. The indenture provides that the trustee may withhold notice to the holders of any series of debt securities issued thereunder of any default (other than payment defaults of which it has knowledge) if it in good faith determine it is in the interest of such holders to do so.

Remedies If an Event of Default Occurs

The indenture provides that if an Event of Default has occurred with respect to a series of debt securities and has not been cured, the trustee or the holders of not less than 25% in principal amount of the debt securities of that series may declare the entire principal amount of all the debt securities of that series to be due and immediately payable. This is called a declaration of acceleration of maturity. If an Event of Default occurs because of certain events in bankruptcy, insolvency or reorganization with respect to us, the principal amount of all the debt securities will be automatically accelerated, without any action by the trustee or any holder. At any time after the principal of a series of debt securities shall have been declared due and payable, and before any judgment or decree for the payment of the amount due shall have been obtained or entered for such series of debt securities as provided in the indenture, the holders of a majority in aggregate principal amount of the debt securities of the affected series may by written notice to us and the trustee may, on behalf of the holders of the debt securities of the affected series, rescind and annul such acceleration and its consequences if:

- we have paid or caused to be paid or deposited with the trustee an amount sufficient to pay all matured installments of interest upon the series of debt securities and the principal of and premium, if any, on the series of debt securities that shall have become due otherwise than by acceleration (with interest upon such principal and premium, if any, and, to the extent that such payment is enforceable under applicable law, upon overdue installments of interest, at the rate expressed in the series of debt securities to the date of such payment or deposit); and
- any and all Events of Default under the indenture with respect to such series, other than the nonpayment of principal on the series of debt securities that shall have become due solely by such declaration of acceleration, shall have been remedied or waived as provided in the indenture.

The indenture provides that, except during the continuance of an Event of Default, the trustee is to perform only such duties as are specifically set forth in the indenture. During the existence of an Event of Default, the trustee must exercise such rights and powers vested in it as a prudent person would exercise under the circumstances in the conduct of such person's own affairs. Subject to such provisions, the trustee will be under no obligation to exercise any of its rights or powers under the indenture at the request of any holder of the notes, unless such holder shall have offered to the trustee security and indemnity satisfactory to it against any loss, liability or expense.

Before you bypass the trustee and bring your own lawsuit or other formal legal action or take other steps to enforce your rights or protect your interests relating to the debt securities, the following must occur:

- you must give the trustee written notice that an Event of Default has occurred and remains uncured;
- the holders of not less than 25% in principal amount of all outstanding debt securities of the affected series must make a written request that the trustee take action because of the Event of Default, and

must offer indemnity reasonably satisfactory to the trustee against the costs, expenses and other liabilities of taking that action; and

- the trustee must have failed to take action for 60 days after receipt of the above notice and offer of indemnity and during such 60-day period, the trustee has not received a contrary instruction from holders of a majority in principal amount of all outstanding debt securities.

However, you are entitled at any time to bring a lawsuit for the payment of money due on your debt securities on or after the due date of that payment.

We will furnish to the trustee every year a written statement of an executive officer certifying that to his or her knowledge we are in compliance with the indenture and the debt securities, or else specifying any default. Additionally, upon becoming aware of any default, we will deliver a statement specifying such default to the trustee within thirty (30) days.

Satisfaction and Discharge

The indenture will automatically cease to be of further effect as to any series of debt securities and the trustee, upon our demand and at our expense, will execute appropriate instruments acknowledging the satisfaction and discharge of the indenture with respect to such series upon compliance with the following conditions:

- (1) either
 - our having delivered or caused to be delivered to the trustee for cancellation all debt securities of a series theretofore authenticated under the indenture other than any debt securities that have been destroyed, lost or stolen and that have been replaced or paid as provided in the indenture;
 - all debt securities of any series outstanding under the indenture not theretofore delivered to the trustee for cancellation shall have become due and payable or are by their terms to become due and payable within one year or are to be called for redemption within one year under arrangements satisfactory to the trustee and we shall have deposited with the trustee sufficient cash, U.S. government or U.S. government agency notes or bonds, or a combination thereof, that will generate sufficient funds to pay, at maturity or upon redemption, all such debt securities of any series outstanding under the indenture; or
 - our having properly fulfilled any other means of satisfaction and discharge that may be set forth in the terms of the debt securities of such series;
- (2) our having paid all sums payable by us under the indenture, as and when the same shall be due and payable; and
- (3) our having delivered to the trustee an officer's certificate and an opinion of counsel, each stating that all conditions relating to the satisfaction and discharge of the indenture have been satisfied.

Defeasance

Unless the applicable prospectus supplement provides otherwise, the following discussion of legal defeasance and discharge and covenant defeasance will apply to any series of debt securities issued under the indenture.

Full Defeasance

We can legally release ourselves from any payment or other obligations on the debt securities of any series (called "full defeasance") if the following conditions are met:

- we deposit in trust for your benefit and the benefit of all other direct holders of the debt securities of the same series a combination of cash or U.S. government or U.S. government agency notes or bonds

that will generate sufficient funds to make interest, principal, any premium and any other payments on the debt securities of that series on their various due dates;

- there is a change in current U.S. federal income tax law or an IRS ruling that permits us to make the above deposit without causing you to be taxed on the debt securities any differently than if we did not make the deposit and instead repaid the debt securities ourselves when due;
- we deliver to the trustee an opinion of counsel confirming the tax law change or ruling described above;
- we deliver to the trustee an officer's certificate and an opinion of counsel, each stating that all conditions precedent relating to such full defeasance have been fulfilled; and
- no Event of Default shall have occurred and be continuing, and no event which with notice or lapse of time or both would become an Event of Default shall have occurred and be continuing, on the date of such deposit.

If we ever accomplished full defeasance, as described above, you would have to rely solely on the trust deposit for repayment of the debt securities. You could not look to us for repayment in the event of any shortfall.

However, even if we make the deposit in trust and deliver an opinion as discussed above, a number of our obligations relating to the debt securities will remain. These include, among others, our obligations to:

- register the transfer and exchange of debt securities;
- replace mutilated, destroyed, lost or stolen debt securities;
- maintain paying agencies; and
- hold money for payment in trust.

Purchasers of the debt securities should consult their own advisers with respect to the tax consequences to them of any deposit and discharge, including the applicability and effect of tax laws other than the U.S. federal income tax law.

Covenant Defeasance

Without any change in current U.S. federal income tax law, we can make the same type of deposit described above and be released from some of the covenants on the debt securities of any series. This is called "covenant defeasance." In that event, you would lose the protection of those covenants but would gain the protection of having money and securities set aside in trust to repay the debt securities. In order to achieve covenant defeasance, the following conditions must be met:

- we deposit in trust for your benefit and the benefit of all other direct holders of the debt securities of the same series a combination of cash, U.S. government or U.S. government agency notes or bonds that will generate sufficient funds to make interest, principal, any premium and any other payments on the debt securities of that series on their various due dates;
- we deliver to the trustee an opinion of counsel confirming that under current U.S. federal income tax law we may make the above deposit and be released from the relevant covenants without causing you to be taxed on the debt securities any differently than if we did not make the deposit and were not released from the covenants and instead repaid the debt securities ourselves when due;
- we deliver to the trustee an officer's certificate and an opinion of counsel, each stating that all conditions precedent relating to such full defeasance have been fulfilled; and
- no Event of Default shall have occurred and be continuing, and no event which with notice or lapse of time or both would become an Event of Default shall have occurred and be continuing, on the date of such deposit.

If we accomplish covenant defeasance, you can still look to us for repayment of the debt securities if there were a shortfall in the trust deposit. In fact, if one of the Events of Default occurred (such as our bankruptcy) and the debt securities become immediately due and payable, there may be such a shortfall. Depending on the event causing the default, you may not be able to obtain payment of the shortfall.

Modification and Waiver

There are three types of changes we can make to the indenture.

Changes Requiring Approval of the Holder

First, there are changes that cannot be made to the debt securities without specific approval of the holder affected thereby. The following is a list of those types of changes:

- reduce the percentage in principal amount of debt securities of a series, the consent of whose holders is required to amend, modify or supplement, or waive compliance with, the indenture or the terms of the debt securities of such series;
- reduce the rate of or change the time for payment of interest on the debt securities;
- reduce the principal payable on or change the stated maturity of the debt securities of any series;
- reduce any premium payable on the redemption of any debt security;
- change the terms of or waive any redemption provisions;
- change the currency in which principal, any premium or interest is paid on any debt security;
- impair the holder's right to institute suit for the enforcement of any payment on any debt security; or
- waive a continuing default or event of default regarding any payment on the debt securities.

Changes Not Requiring Approval

The second type of change does not require any approval of or vote by holders of the debt securities. This type is limited to the following types of changes:

- cure any ambiguity, omission, defect or inconsistency as evidenced in an officer's certificate;
- make any change that does not adversely affect the rights of any holder of outstanding debt securities in any material respect;
- comply with covenants in the indenture regarding consolidation, merger and sale of assets;
- provide for uncertificated debt securities in addition to or in place of certificated debt securities;
- add to our covenants or add any additional Events of Default for the benefit of any series of debt securities, to surrender any of our rights under the indenture, secure or guarantee the obligations under any series of the debt securities or add an additional obligor of the debt securities;
- provide for the issuance of debt securities and establish the form, terms and conditions of any series, or issue additional debt securities of any series;
- to change or eliminate any of the provisions of the indenture; provided that any such change or elimination shall not become effective with respect to any outstanding debt security of any series created prior to such change or elimination;
- to facilitate the defeasance and discharge of any series of debt securities otherwise in accordance with the defeasance provisions of the indenture; provided that any such action does not adversely affect the rights of any holder of outstanding debt securities of such series in any material respect;

- evidence and provide for a successor trustee; and
- comply with requirements of the SEC in order to effect or maintain the qualification of the indenture under the Trust Indenture Act of 1939, as amended (the “Trust Indenture Act”).

We may also make changes that affect only debt securities to be issued under the indenture at any time after the changes take effect without the approval of holders of debt securities previously issued under the indenture. We may make changes or obtain waivers that affect only certain series of debt securities without the approval of holder of unaffected debt securities under the indenture.

Changes Requiring a Majority Vote

Any other change to the indenture and the debt securities would require the following approval:

- if the change affects only debt securities of one series, it must be approved by the holders of a majority in outstanding principal amount of the debt securities of that series;
- if the change affects the debt securities of one or more other series issued under the indenture, it must be approved by the holders of a majority in outstanding principal amount of each series of debt securities affected by the change; and
- in each case, the required approval must be given by written consent.

The same vote would be required for us to obtain a waiver of a past default. However, we cannot obtain a waiver of a payment default or a waiver with respect to any other aspect of the indenture and the debt securities listed in the first category described previously under “Changes Requiring Approval of the Holder” unless we obtain your individual consent to the waiver.

Further Details Concerning Voting

The debt securities will not be considered outstanding, and therefore will not be eligible to vote, if we have deposited or set aside in trust for you money for their payment or redemption. The debt securities will also not be eligible to vote if they have been fully defeased as described above under “—Defeasance—Full Defeasance.”

We will generally be entitled to set any day as a record date for the purpose of determining the holders of outstanding debt securities that are entitled to vote or take other action under the indenture. In certain limited circumstances, the trustee will be entitled to set a record date for action by holders. If we or the trustee sets a record date for a vote or other action to be taken by holders of debt securities, that vote or action may be taken only by persons who are holders of outstanding debt securities on the record date and must be taken within 180 days following the record date or another period that we may specify (or as the trustee may specify, if it set the record date). We may shorten this period from time to time.

Form, Exchange and Transfer

Each senior debt security will be represented either by a certificate issued in definitive form to a particular investor or by one or more global securities representing the entire issuance of debt securities. Unless the applicable prospectus supplement provides otherwise, certificated debt securities will be issued in definitive form and global securities will be issued in registered form. Definitive debt securities name you or your nominee as the owner of the senior debt security, and in order to transfer or exchange these debt securities or to receive payments other than interest or other interim payments, you or your nominee must physically deliver the debt securities to the trustee, registrar, paying agent or other agent, as applicable. Global debt securities name a depository or its nominee as the owner of the debt securities represented by these global debt securities. The depository maintains a computerized system that will reflect each investor’s beneficial ownership of the debt securities through an account maintained by the investor with its broker/dealer, bank, trust company or other representative, as we explain more fully below.

Global Securities

We may issue the registered debt securities of a series in whole or in part in the form of one or more fully registered global debt securities that will be deposited with a depository or its nominee identified in the applicable prospectus supplement and registered in the name of that depository or nominee. In those cases, one or more registered global debt securities will be issued in a denomination or aggregate denominations equal to the portion of the aggregate principal or face amount of the debt securities to be represented by registered global securities. Unless and until it is exchanged in whole or in part for debt securities in definitive registered form, a registered global security may not be transferred except as a whole by and among the depository for the registered global security, the nominees of the depository or any successors to the depository or those nominees.

Any specific terms of the depository arrangement with respect to any debt securities to be represented by a registered global security will be described in the prospectus supplement relating to those debt securities. We anticipate that the following provisions will apply to all depository arrangements.

Ownership of beneficial interests in a registered global security will be limited to persons, called participants, that have accounts with the depository or persons that may hold interests through participants. Upon the issuance of a registered global security, the depository will credit, on its book-entry registration and transfer system, the participants' accounts with the respective principal or face amounts of the debt securities beneficially owned by the participants. Any dealers, underwriters or agents participating in the distribution of the debt securities will designate the accounts to be credited. Ownership of beneficial interests in a registered global security will be shown on, and the transfer of ownership interests will be effected only through, records maintained by the depository, with respect to interests of participants, and on the records of participants, with respect to interests of persons holding through participants. The laws of some states may require that some purchasers of debt securities take physical delivery of these debt securities in definitive form. These laws may limit your ability to own, transfer or pledge beneficial interests in registered global securities.

So long as the depository, or its nominee, is the registered owner of a registered global security, that depository or its nominee, as the case may be, will be considered the sole owner or holder of the debt securities represented by the registered global security for all purposes under the indenture. Except as described below, owners of beneficial interests in a registered global security will not be entitled to have the debt securities represented by the registered global security registered in their names, will not receive or be entitled to receive physical delivery of the debt securities in definitive form and will not be considered the owners or holders of the debt securities under the indenture. Accordingly, each person owning a beneficial interest in a registered global security must rely on the procedures of the depository for that registered global security and, if that person is not a participant, on the procedures of the participant through which the person owns its interest, to exercise any rights of a holder under the indenture. The depository may grant proxies and otherwise authorize participants to give or take any request, demand, authorization, direction, notice, consent, waiver or other action which a holder is entitled to give or take under the applicable indenture. We understand that under existing industry practices, if we request any action of holders or if an owner of a beneficial interest in a registered global security desires to give or take any action that a holder is entitled to give or take under the indenture, the depository for the registered global security would authorize the participants holding the relevant beneficial interests to give or take that action, and the participants would authorize beneficial owners owning through them to give or take that action or would otherwise act upon the instructions of beneficial owners holding through them.

Unless otherwise indicated in a prospectus supplement, principal, premium, if any, and interest payments on debt securities represented by a registered global security registered in the name of a depository or its nominee will be made to the depository or its nominee, as the case may be, as the registered owner of the registered global security. None of us, the trustees, or any agent of ours or agent of the trustees will have any responsibility or liability for any aspect of the records relating to payments made on account of beneficial ownership interests in the registered global security or for maintaining, supervising or reviewing any records relating to those beneficial ownership interests.

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We expect that the depository for any of the debt securities represented by a registered global security, upon receipt of any payment of principal, premium, interest or other distribution of underlying debt securities or other property to holders on that registered global security, will immediately credit participants' accounts in amounts proportionate to their respective beneficial interests in that registered global security as shown on the records of the depository. We also expect that payments by participants to owners of beneficial interests in a registered global security held through participants will be governed by standing customer instructions and customary practices, as is now the case with the debt securities held for the accounts of customers or registered in "street name," and will be the responsibility of those participants.

If the depository for any of the debt securities represented by a registered global security is at any time unwilling or unable to continue as depository or ceases to be a clearing agency registered under the Exchange Act, and a successor depository registered as a clearing agency under the Exchange Act is not appointed by us within 90 days, we will issue debt securities in definitive form in exchange for the registered global security that had been held by the depository. Any debt securities issued in definitive form in exchange for a registered global security will be registered in the name or names that the depository gives to the relevant trustee or other relevant agent of ours or theirs. It is expected that the depository's instructions will be based upon directions received by the depository from participants with respect to ownership of beneficial interests in the registered global security that had been held by the depository.

No Personal Liability of Incorporators, Shareholders, Officers or Directors

The indenture provides that no recourse shall be had under any obligation, covenant or agreement of ours in the indenture or in any of the debt securities or because of the creation of any indebtedness represented thereby, against any of our incorporators, shareholders, officers or directors, past, present or future, or any predecessor or successor entity thereof under any law, statute or constitutional provision or by the enforcement of any assessment or by any legal or equitable proceeding or otherwise. Each holder, by accepting the debt securities, waives and releases all such liability.

Concerning the Trustee

The trustee has been appointed by us as paying agent, registrar and custodian under the indenture. The trustee or its affiliates may from time to time in the future provide banking and other services to us in exchange for a fee.

The indenture and the provisions of the Trust Indenture Act incorporated by reference therein contain limitations on the rights of the trustee thereunder, should it become a creditor of ours or any of our subsidiaries, to obtain payment of claims in certain cases or to realize on certain property received by it in respect of any such claims, as security or otherwise. The trustee is permitted to engage in other transactions, provided that if it acquires any conflicting interest (as defined in the Trust Indenture Act), it must eliminate such conflict or resign.

Unclaimed Funds

All funds deposited with the trustee or any paying agent for the payment of principal, interest, premium or additional amounts in respect of the debt securities that remain unclaimed for a period ending on the earlier of 10 business days prior to the date the money would be turned over to the applicable state and two years after the date upon which the principal of, or premium, if any, or interest on such debt securities shall have become due and payable will be repaid to us. Thereafter, any right of any holder of debt securities to such funds shall be enforceable only against us, and the trustee and paying agent will have no liability therefor.

Governing Law

The indenture is and any series of debt securities will be governed by, and construed in accordance with, the laws of the State of New York.

PLAN OF DISTRIBUTION

We may sell securities to or through underwriters and also may sell securities directly to other purchasers, brokers, dealers or through agents.

We may distribute the securities from time to time in one or more transactions:

- at a fixed price or prices, which may be changed;
- at market prices prevailing at the time of sale;
- at prices related to such prevailing market prices; or
- at negotiated prices.

In connection with the sale of securities, we, or the purchasers of securities for whom the underwriters may act as agents, may compensate underwriters in the form of discounts, concessions or commissions. Underwriters may sell the securities to or through dealers, and those dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters and/or commissions from the purchasers for whom they may act as agent. Underwriters, dealers and agents participating in the distribution of securities may be deemed to be underwriters under the Securities Act, and any discounts or commissions they receive from us and any profit they realize on resale of the securities may be deemed to be underwriting discounts and commissions under the Securities Act.

We will identify the specific plan of distribution, including any underwriters, dealers, agents or direct purchasers and their compensation in a prospectus supplement. The applicable prospectus supplement will set forth whether or not an underwriter may engage in stabilizing transactions, over-allotment transactions, syndicate covering transactions and penalty bids. We will describe in the applicable prospectus supplement any compensation we pay to underwriters or agents in connection with the offering of securities, and any discounts, concessions or commissions allowed by underwriters to participating dealers.

We may enter into agreements to indemnify underwriters, dealers and agents who participate in the distribution of securities against certain liabilities, including liabilities under the Securities Act.

VALIDITY OF SECURITIES

The validity of the securities offered hereby will be passed upon for us by Sullivan & Cromwell LLP, New York, New York. Certain legal matters in connection with Oregon law will be passed upon by Mary I. Hunter, NIKE's Vice President and Corporate Secretary.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus by reference to the Annual Report on Form 10-K for the year ended May 31, 2022 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

Securities and Exchange Commission registration fee	\$ *
Printing expenses	**
Trustee fees and expenses	**
Legal fees and expenses	**
Accounting fees and expenses	**
Rating agency fees	**
Miscellaneous	**
Total	<u>\$ **</u>

* In accordance with Rules 456(b) and 457(r), the registrant is deferring payment of the registration fee for the securities offered by this prospectus.

** These fees are calculated based on the securities offered and the number of issuances and accordingly cannot be estimated at this time.

Item 15. Indemnification of Directors and Officers

The Oregon Business Corporation Act (the "OBCA") permits a corporation to include in its articles of incorporation a provision indemnifying a director if (a) the conduct of the individual was in good faith; (b) the individual reasonably believed that the individual's conduct was in the best interests of the corporation, or at least not opposed to the corporation's best interests; and (c) in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful. In addition, the OBCA provides that, unless limited by its articles of incorporation, a corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the corporation against reasonable expenses incurred by the director in connection with the proceedings. The Company's articles of incorporation do not limit such right of indemnification. Section 60.411 of the OBCA also provides that a corporation has the power to purchase and maintain insurance on behalf of an individual against any liability asserted against or incurred by the individual who is or was a director, officer, employee or agent of the corporation or who, while a director, officer, employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, even if the corporation had no power to indemnify the individual against such liability under the provisions of Sections 60.391 or 60.394 of the OBCA.

Article VIII of the Restated Articles of Incorporation of the Company provides as follows:

A. The Corporation shall have the power to indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative, investigative, legislative, formal or informal, internal or external or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. Any indemnification provided pursuant to this Article VIII shall not be exclusive of any rights to which the person indemnified may otherwise be entitled under any articles of incorporation, bylaw, agreement, statute, policy of insurance, vote of shareholders or Board of Directors, or otherwise, which exists at or subsequent to the time such person incurs or becomes subject to such liability and expense.

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B. To the fullest extent not prohibited by law, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director. No amendment or repeal of this Article VIII, nor the adoption of any provision of these Restated Articles of Incorporation inconsistent with this Article VIII, nor a change in the law, shall adversely affect any right or protection that is based upon this Paragraph B and pertains to conduct that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law shall reduce or eliminate the rights and protections set forth in this Paragraph B unless the change in the law specifically requires such reduction or elimination. If the Oregon Business Corporation Act is amended after this Article VIII becomes effective to authorize corporate action further eliminating or limiting the personal liability of directors of the Corporation, then the liability of directors of the Corporation shall be eliminated or limited to the fullest extent not prohibited by the Oregon Business Corporation Act as so amended.

Article 9 of the Company's Fifth Restated Bylaws (the "Company's Bylaws") provides for indemnification of the Company's officers and directors to the fullest extent permitted by law. However, the Company is not obligated to make any indemnification in connection with any claim made against any director or officer (i) for which payment is required to be made to or on behalf of the director or officer under any insurance policy, except with respect to any excess amount to which the director or officer is entitled beyond the amount of payment under such insurance policy, (ii) if a court having jurisdiction in the matter finally determines that such indemnification is not lawful under any applicable statute or policy, (iii) any proceeding initiated by the director or officer, or any proceeding by the director or officer against the Company or its directors, officers, employees or other persons entitled to be indemnified by the Company, unless the Company is expressly required by law to make the indemnification or certain other requirements are met, or (iv) for an accounting of profits made from the purchase and sale by the director or officer of securities of the Company within the meaning of Section 16(b) of the Exchange Act, or similar provision of any state statutory law or common law. Article 9, Section (k) of the Company's Bylaws provides that the Company may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to Article 9 of the Company's Bylaws upon approval by the Company's Board of Directors.

The Company has entered into indemnity agreements with all directors and executive officers of the Company relating to their positions as such. The agreements provide generally that the Company will indemnify the party thereto for liability arising from third-party proceedings, for proceedings by or in the right of the Company and otherwise to the fullest extent not prohibited by law, subject to certain exclusions. The Company also maintains liability insurance for directors and officers of the Company acting within their capacities as such.

Item 16. Exhibits

Exhibit Number	Description
1.1*	Form of Underwriting Agreement.
4.1	Indenture (including form of note), dated April 26, 2013, between NIKE, Inc., as Issuer, and Deutsche Bank Trust Company Americas, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on April 26, 2013).
5.1	Opinion of Sullivan & Cromwell LLP.
5.2	Opinion of Mary I. Hunter.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).
23.3	Consent of Mary I. Hunter (included in Exhibit 5.2).
24.1	Powers of Attorney (included on the signature page).
25.1	Statement of Eligibility of Trustee on Form T-1.
107	Calculation of Filing Fee Table.

* To be filed by amendment or by report on Form 8-K pursuant to Item 601(b) of Regulation S-K.

Item 17. Undertakings

(a) We hereby undertake:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that: paragraphs (a)(1)(i), (ii) and (iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made

in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering thereof.

(7) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Beaverton, Oregon, on July 21, 2022.

NIKE, INC.

By: /s/ John J. Donahoe II
John J. Donahoe II
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Mary I. Hunter as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any and all further amendments (including post-effective amendments) to this registration statement (and any additional registration statement related hereto permitted by Rule 462(b) promulgated under the Securities Act of 1933 (and all further amendments, including post-effective amendments, thereto)), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John J. Donahoe II</u> John J. Donahoe II	President and Chief Executive Officer (Principal Executive Officer)	July 21, 2022
<u>/s/ Matthew Friend</u> Matthew Friend	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 21, 2022
<u>/s/ Chris L. Abston</u> Chris L. Abston	Vice President and Corporate Controller (Principal Accounting Officer)	July 21, 2022
<u>/s/ Mark G. Parker</u> Mark G. Parker	Director, Chairman of the Board	July 21, 2022
<u>/s/ Cathleen A. Benko</u> Cathleen A. Benko	Director	July 21, 2022
<u>/s/ Elizabeth J. Comstock</u> Elizabeth J. Comstock	Director	July 21, 2022
<u>/s/ Timothy D. Cook</u> Timothy D. Cook	Director	July 21, 2022

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thasunda B. Duckett</u> Thasunda B. Duckett	Director	July 21, 2022
<u>/s/ Alan B. Graf, Jr.</u> Alan B. Graf, Jr.	Director	July 21, 2022
<u>/s/ Peter B. Henry</u> Peter B. Henry	Director	July 21, 2022
<u>/s/ Travis A. Knight</u> Travis A. Knight	Director	July 21, 2022
<u>/s/ Michelle A. Peluso</u> Michelle A. Peluso	Director	July 21, 2022
<u>/s/ John W. Rogers, Jr.</u> John W. Rogers, Jr.	Director	July 21, 2022

[Letterhead of Sullivan & Cromwell LLP]

July 21, 2022

NIKE, Inc.,
One Bowerman Drive,
Beaverton, Oregon 97005.

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933 (the “Act”) of debt securities (the “Securities”) of NIKE, Inc., an Oregon corporation (the “Company”), we, as your counsel, have examined such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion.

Upon the basis of such examination, it is our opinion that, when the Registration Statement has become effective under the Act, the terms of the Securities and of their issuance and sale have been duly established pursuant to an existing or subsequent corporate authorization and in conformity with the Indenture relating to the Securities so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, and the Securities have been duly executed and authenticated in accordance with the Indenture and issued and sold as contemplated in the Registration Statement, the Securities will constitute valid and legally binding obligations of the Company, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors’ rights and to general equity principles.

In rendering the foregoing opinion, we are not passing upon, and assume no responsibility for, any disclosure in any registration statement or any related prospectus or other offering material relating to the offer and sale of the Securities.

We note that, as of the date of this opinion, a judgment for money in an action based on a Security denominated in a foreign currency or currency unit in a Federal or state court in the United States ordinarily would be enforced in the United States only in United States dollars. The date used to determine the rate of conversion of the foreign currency or currency unit in which a particular Security is denominated into United States dollars will depend upon various factors, including which court renders the judgment. Under Section 27 of the New York Judiciary Law, a state court in the State of New York rendering a judgment on a Security would be required to render such judgment in the foreign currency in which the Security is denominated, and such judgment would be converted into United States dollars at the exchange rate prevailing on the date of entry of the judgment.

The foregoing opinion is limited to the Federal laws of the United States and the laws of the State of New York and we are expressing no opinion as to the effect of the laws of any other jurisdiction. With respect to all matters of Oregon law, we note that you have received an opinion, dated July 21, 2022, of Mary I. Hunter, Vice President and Corporate Secretary of the Company. In rendering the foregoing opinion, we have assumed, without independent verification, that the Company has been duly incorporated and is an existing corporation in good standing under the laws of the State of Oregon, that the Indenture was and any supplemental indenture will be duly authorized, executed and delivered by the Company insofar as the laws of the State or Oregon are concerned and that all corporate action taken by the Company related to the Securities was or will be duly authorized as a matter of Oregon law.

We have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible, and we have assumed that the Indenture has been duly authorized, executed and delivered by the Trustee thereunder, an assumption which we have not independently verified.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to us under the heading "Validity of Securities" in the Prospectus. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Sullivan & Cromwell LLP

[Letterhead of NIKE, Inc.]

July 21, 2022

NIKE, Inc.,
One Bowerman Drive,
Beaverton, Oregon 97005.

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933 (the “Act”) of debt securities (the “Securities”) of NIKE, Inc., an Oregon corporation (the “Company”), I, as the Company’s Vice President and Corporate Secretary, have examined such corporate records, certificates and other documents, and such questions of law, as I have considered necessary or appropriate for the purposes of this opinion.

Upon the basis of such examination, it my opinion that:

- (1) The Company has been duly incorporated and is an existing corporation in good standing under the laws of the State of Oregon.
- (2) The Indenture relating to the Securities has been duly authorized, executed and delivered by the Company.

The foregoing opinion is limited to the laws of the State of Oregon, and I am expressing no opinion as to the effect of the laws of any other jurisdiction.

I have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by me to be responsible.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to me under the heading “Validity of Securities” in the Prospectus. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Mary I. Hunter

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of NIKE, Inc. of our report dated July 21, 2022 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in NIKE, Inc.'s Annual Report on Form 10-K for the year ended May 31, 2022. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

Portland, Oregon

July 21, 2022

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM T-1

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

- CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)**

DEUTSCHE BANK TRUST COMPANY AMERICAS

(formerly BANKERS TRUST COMPANY)
(Exact name of trustee as specified in its charter)

NEW YORK
(Jurisdiction of Incorporation or
organization if not a U.S. national bank)

13-4941247
(I.R.S. Employer
Identification no.)

**60 WALL STREET
NEW YORK, NEW YORK**
(Address of principal executive offices)

10005
(Zip Code)

**Deutsche Bank Trust Company Americas
Attention: Mirko Mieth
Legal Department
1 Columbus Circle, 19th Floor
New York, New York 10019
(212) 250 – 1663**
(Name, address and telephone number of agent for service)

NIKE, INC.
(Exact name of obligor as specified in its charter)

Oregon
(State or other jurisdiction of
incorporation or organization)

93-0584541
(I.R.S. Employer
Identification No.)

**One Bowerman Drive
Beaverton, Oregon**
(Address of principal executive offices)

97005-6453
(Zip code)

Debt Securities
(Title of the Indenture securities)

Item 1. General Information.

Furnish the following information as to the trustee.

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

Name

Federal Reserve Bank (2nd District)
Federal Deposit Insurance Corporation
New York State Banking Department

Address

New York, NY
Washington, D.C.
Albany, NY

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

Item 2. Affiliations with Obligor.

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

None.

Item 3. -15. Not Applicable**Item 16. List of Exhibits.**

- Exhibit 1 -** Restated Organization Certificate of Bankers Trust Company dated August 31, 1998; Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated September 25, 1998; Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated December 18, 1998; Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated September 3, 1999; and Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated March 14, 2002, incorporated herein by reference to Exhibit 1 filed with Form T-1 Statement, Registration No. 333-201810.
- Exhibit 2 -** Certificate of Authority to commence business, incorporated herein by reference to Exhibit 2 filed with Form T-1 Statement, Registration No. 333-201810.
- Exhibit 3 -** Authorization of the Trustee to exercise corporate trust powers, incorporated herein by reference to Exhibit 3 filed with Form T-1 Statement, Registration No. 333-201810.
- Exhibit 4 -** A copy of existing By-Laws of Deutsche Bank Trust Company Americas, dated April 29, 2021, incorporated herein by reference to Exhibit 4 filed with Form T-1 Statement, Registration No. 333-262943.

-
- Exhibit 5 -** Not applicable.
- Exhibit 6 -** Consent of Bankers Trust Company required by Section 321(b) of the Act, incorporated herein by reference to Exhibit 6 filed with Form T-1 Statement, Registration No. 333-201810.
- Exhibit 7 -** A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority.
- Exhibit 8 -** Not Applicable.
- Exhibit 9 -** Not Applicable.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Deutsche Bank Trust Company Americas, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on this 12th day of July, 2022.

DEUTSCHE BANK TRUST COMPANY AMERICAS

By: /s/ Irina Golovashchuk

Name: Irina Golovashchuk

Title: Vice President

Board of Governors of the Federal Reserve System
Federal Deposit Insurance Corporation
Office of the Comptroller of the Currency

OMB Number 7100-0036
OMB Number 3064-0052
OMB Number 1557-0081
Approval expires December 31, 2024
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Federal Financial Institutions Examination Council



Consolidated Reports of Condition and Income for
a Bank with Domestic Offices Only—FFIEC 041

Report at the close of business March 31, 2022

This report is required by law: 12 U.S.C. § 324 (State member banks); 12 U.S.C. §1817 (State nonmember banks); 12 U.S.C. §161 (National banks); and 12 U.S.C. §1464 (Savings associations).

Unless the context indicates otherwise, the term “bank” in this report form refers to both banks and savings associations.

20220331

(RCON 9999)

This report form is to be filed by banks with domestic offices only and total consolidated assets of less than \$100 billion, except those banks that file the FFIEC 051, and those banks that are advanced approaches institutions for regulatory capital purposes that are required to file the FFIEC 031.

NOTE: Each bank’s board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for state nonmember banks and three directors for state member banks, national banks, and savings associations.

schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

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

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting

Director (Trustee)

Signature of Chief Financial Officer (or Equivalent)

4/30/2022

Date of Signature

Director (Trustee)

Director (Trustee)

Submission of Reports

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

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

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

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

DEUTSCHE BANK TRUST COMPANY AMERICAS

Legal Title of Bank (RSSD 9017)

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (703) 774-3946, or by e-mail at cdr.help@cdr.ffiec.gov.

New York

City (RSSD 9130)

FDIC Certificate Number

623
(RSSD 9050)

NY
State Abbreviation (RSSD 9200)

10019
Zip Code (RSSD 9220)

Legal Entity Identifier (LEI)
8EWQ2UQKS07AKK8ANH81
(Report only if your institution already has an LEI.) (RCON 9224)

The estimated average burden associated with this information collection is 55.53 hours per respondent and is expected to vary by institution, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503, and to one of the following: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Legislative and Regulatory Analysis Division, Office of the Comptroller of the Currency, Washington, DC 20219; Assistant Executive Secretary, Federal Deposit Insurance Corporation, Washington, DC 20429.

03/2022

06/2012

**Consolidated Reports of Condition and Income for a Bank
with Domestic Offices Only**

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For information or assistance, national banks, state nonmember banks, and savings associations should contact the FDIC’s Data Collection and Analysis Section, 550 17th Street, NW, Washington, DC 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern Time. State member banks should contact their Federal Reserve District Bank.

Contact Information for the Reports of Condition and Income

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

**Chief Financial Officer (or Equivalent)
Signing the Reports****Mona Nag**

Name (TEXT C490)

CFO

Title (TEXT C491)

mona.nag@db.com

E-mail Address (TEXT C492)

212-250-0302

Area Code / Phone Number / Extension (TEXT C493)

212-797-5376

Area Code / FAX Number (TEXT C494)

**Other Person to Whom Questions about the Reports Should be
Directed****Scott Iacono**

Name (TEXT C495)

Director

Title (TEXT C496)

Scott.Iacono@db.com

E-mail Address (TEXT 4086)

212-250-8948

Area Code / Phone Number / Extension (TEXT 8902)

212-797-5376

Area Code / FAX Number (TEXT 9116)

Chief Executive Officer Contact Information

This information is being requested so the Agencies can distribute notifications about policy initiatives, deposit insurance assessments, and other matters directly to the Chief Executive Officers of reporting institutions. Notifications about other matters may include emergency notifications that may or may not also be sent to the institution’s emergency contacts listed below. Please provide contact information for the Chief Executive Officer of the reporting institution. Enter “none” for the Chief Executive Officer’s e-mail address or fax number if not available. Chief Executive Officer contact information is for the confidential use of the Agencies and will not be released to the public.

Chief Executive Officer**Arjun Nagarkatti**

Name (TEXT FT42)

arjun.nagarkatti@db.com

E-mail Address (TEXT FT44)

212-250-2677

Area Code / Phone Number / Extension (TEXT FT43)

646-403-3306

Area Code / FAX Number (TEXT FT45)

Emergency Contact Information

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

Primary Contact**Vincent Porta**

Name (TEXT C366)

COO

Title (TEXT C367)

Arjun.Nagarkatti@db.com

E-mail Address (TEXT C368)

212-250-2677**Secondary Contact****Kristen Ciccimarra**

Name (TEXT C371)

Director

Title (TEXT C372)

Kristen.Ciccimarra@db.com

E-mail Address (TEXT C373)

212-250-3051

Area Code / Phone Number / Extension (TEXT C369)

646-867-1835

Area Code / FAX Number (TEXT C370)

Area Code / Phone Number / Extension (TEXT C374)

212-553-2456

Area Code / FAX Number (TEXT C375)

06/2012

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

This information is being requested to identify points-of-contact who are in charge of your bank's USA PATRIOT Act Section 314(a) information requests. Bank personnel listed could be contacted by law enforcement officers or the Financial Crimes Enforcement Network (FinCEN) for additional information related to specific Section 314(a) search requests or other anti-terrorist financing and anti-money-laundering matters. Communications sent by FinCEN to the bank for purposes other than Section 314(a) notifications will state the intended purpose and should be directed to the appropriate bank personnel for review. Any disclosure of customer records to law enforcement officers or FinCEN must be done in compliance with applicable law, including the Right to Financial Privacy Act (12 U.S.C. 3401 et seq.).

Please provide information for a primary and secondary contact. Information for a third and fourth contact may be provided at the bank's option. Enter "none" for the contact's e-mail address if not available. This contact information is for the confidential use of the Agencies, FinCEN, and law enforcement officers and will not be released to the public.

Primary Contact

Aaron Wolf

Name (TEXT C437)

Managing Director

Title (TEXT C438)

Aaron.Wolf@db.com

E-mail Address (TEXT C439)

212-250-1530

Area Code / Phone Number / Extension (TEXT C440)

Secondary Contact

Jeffrey Harwin

Name (TEXT C442)

Managing Director

Title (TEXT C443)

Jeffrey.Harwin@db.com

E-mail Address (TEXT C444)

212-250-7106

Area Code / Phone Number / Extension (TEXT C445)

Third Contact

Hatton Hillin

Name (TEXT C870)

Assistant Vice President

Title (TEXT C871)

Hatton.Hillin@db.com

E-mail Address (TEXT C872)

904-520-5106

Area Code / Phone Number / Extension (TEXT C873)

Fourth Contact

Kyle Pandorf

Name (TEXT C875)

Vice President

Title (TEXT C876)

Kyle.Pandorf@db.com

E-mail Address (TEXT C877)

904-645-4811

Area Code / Phone Number / Extension (TEXT C878)

Consolidated Report of Income
for the period January 1, 2022–March 31, 2022

Schedule RI—Income Statement

Dollar Amounts in Thousands	RIAD	Amount	
1. Interest income:			
a. Interest and fee income on loans:			
(1) Loans secured by real estate:			
(a) Loans secured by 1–4 family residential properties	4435	12,000	1.a.(1)(a)
(b) All other loans secured by real estate	4436	17,000	1.a.(1)(b)
(2) Commercial and industrial loans	4012	8,000	1.a.(2)
(3) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B485	0	1.a.(3)(a)
(b) Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans)	B486	2,000	1.a.(3)(b)
(4) Not applicable			
(5) All other loans ⁽¹⁾	4058	24,000	1.a.(5)
(6) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5))	4010	<u>63,000</u>	1.a.(6)
b. Income from lease financing receivables	4065	0	1.b.
c. Interest income on balances due from depository institutions ⁽²⁾	4115	10,000	1.c.
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	B488	1,000	1.d.(1)
(2) Mortgage-backed securities	B489	0	1.d.(2)
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	0	1.d.(3)
e. Not applicable			
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	3,000	1.f.
g. Other interest income	4518	<u>1,000</u>	1.g.
h. Total interest income (sum of items 1.a.(6) through 1.g)	4107	<u>78,000</u>	1.h.
2. Interest expense:			
a. Interest on deposits:			
(1) Transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	1,000	2.a.(1)
(2) Nontransaction accounts:			
(a) Savings deposits (includes MMDAs)	0093	2,000	2.a.(2)(a)
(b) Time deposits of \$250,000 or less	HK03	0	2.a.(2)(b)
(c) Time deposits of more than \$250,000	HK04	0	2.a.(2)(c)
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	0	2.b.
c. Interest on trading liabilities and other borrowed money	4185	0	2.c.
d. Interest on subordinated notes and debentures	4200	0	2.d.
e. Total interest expense (sum of items 2.a through 2.d)	4073	<u>3,000</u>	2.e.
3. Net interest income (item 1.h minus 2.e)	4074	75,000	3.
4. Provision for loan and lease losses ⁽³⁾	JJ33	0	4.

- Includes interest and fee income on “Loans to depository institutions and acceptances of other banks,” “Loans to finance agricultural production and other loans to farmers,” “Obligations (other than securities and leases) of states and political subdivisions in the U.S.,” and “Loans to nondepository financial institutions and other loans.”
- Includes interest income on time certificates of deposit not held for trading.
- Institutions that have adopted ASU 2016-13 should report in item 4 the provisions for credit losses on all financial assets and off-balance-sheet credit exposures that fall within the scope of the standard.

03/2022

06/2012

Schedule RI—Continued

Dollar Amounts in Thousands	Year-to-date		
	RIAD	Amount	
5. Noninterest income:			
a. Income from fiduciary activities ⁽¹⁾	4070	69,000	5.a.
b. Service charges on deposit accounts	4080	38,000	5.b.
c. Trading revenue ⁽²⁾	A220	0	5.c.
d. Income from securities-related and insurance activities:			
(1) Fees and commissions from securities brokerage	C886	0	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888	0	5.d.(2)
(3) Fees and commissions from annuity sales	C887	0	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.(4)
(5) Income from other insurance activities	C387	0	5.d.(5)
e. Venture capital revenue	B491	0	5.e.
f. Net servicing fees	B492	0	5.f.
g. Net securitization income	B493	0	5.g.
h. Not applicable			
i. Net gains (losses) on sales of loans and leases	5416	0	5.i.
j. Net gains (losses) on sales of other real estate owned	5415	0	5.j.
k. Net gains (losses) on sales of other assets ⁽³⁾	B496	0	5.k.
l. Other noninterest income*	B497	<u>(37,000)</u>	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	<u>70,000</u>	5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521	0	6.a.
b. Realized gains (losses) on available-for-sale debt securities	3196	0	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	36,000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	7,000	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	1,000	7.c.(2)
d. Other noninterest expense*	4092	<u>144,000</u>	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	<u>188,000</u>	7.e.
8. a. Income (loss) before change in net unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)	HT69	<u>(43,000)</u>	8.a.
b. Change in net unrealized holding gains (losses) on equity securities not held for trading ⁽⁴⁾	HT70	0	8.b.
c. Income (loss) before applicable income taxes and discontinued operations (sum of items 8.a and 8.b)	4301	<u>(43,000)</u>	8.c.
9. Applicable income taxes (on item 8.c)	4302	(10,000)	9.
10. Income (loss) before discontinued operations (item 8.c minus item 9)	4300	<u>(33,000)</u>	10.
11. Discontinued operations, net of applicable income taxes*	FT28	0	11.
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11)	G104	<u>(33,000)</u>	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103	0	13.
14. Net income (loss) attributable to bank (item 12 minus item 13)	4340	<u>(33,000)</u>	14.

* Describe on Schedule RI-E—Explanations.

- For banks required to complete Schedule RC-T, items 14 through 22, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 22.
- For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c, must equal the sum of Memorandum items 8.a through 8.e.
- Exclude net gains (losses) on sales of trading assets and held-to-maturity and available-for-sale debt securities.
- Item 8.b is to be completed by all institutions. See the instructions for this item and the Glossary entry for “Securities Activities” for further detail on accounting for investments in equity securities.

Schedule RI—Continued

Memoranda

Dollar Amounts in Thousands	Year-to-date		
	RIAD	Amount	
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes	4513	0	M.1.
<i>Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets (1)</i>			
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)	8431	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)	4313	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))	4507	0	M.4.
		<u>Number</u>	
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	426	M.5.
<i>Memorandum item 6 is to be completed by:</i> (1)			
• banks with \$300 million or more in total assets, and			
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans			
		<u>Amount</u>	
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5))	4024	0	M.6.
7. If the reporting institution has applied push down accounting this calendar year, report the date of the institution's acquisition (see instructions) (2)	RIAD	Date	
8. Not applicable	9106	00000000	M.7.
<i>Memorandum items 9.a and 9.b are to be completed by banks with \$10 billion or more in total assets. (1)</i>			
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:		<u>Amount</u>	
a. Net gains (losses) on credit derivatives held for trading	C889	0	M.9.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890	0	M.9.b.
<i>Memorandum item 10 is to be completed by banks with \$300 million or more in total assets. (1)</i>			
10. Credit losses on derivatives (see instructions)	A251	0	M.10.
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?	RIAD	Yes	No
	A530	x	M.11.
<i>Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, Part I, Memorandum items 8.b and 8.c. and is to be completed semiannually in the June and December reports only.</i>			
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))	F228	NA	M.12.

- The asset-size tests and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2021, Report of Condition.**
- Report the date in YYYYMMDD format. For example, a bank acquired on March 1, 2022, would report 20220301.

Schedule RI—Continued

Memoranda—Continued

Dollar Amounts in Thousands	Year-to-date		
	RIAD	Amount	
<i>Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.</i>			
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets	F551	0	M.13.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	0	M.13.a.(1)
b. Net gains (losses) on liabilities	F553	0	M.13.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554	0	M.13.b.(1)
14. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities recognized in earnings (included in Schedule RI, items 6.a and 6.b) ⁽¹⁾	J321	NA	M.14.
<i>Memorandum item 15 is to be completed by institutions with \$1 billion or more in total assets ⁽²⁾ that answered "Yes" to Schedule RC-E, Memorandum item 5.</i>			
15. Components of service charges on deposit accounts (sum of Memorandum items 15.a through 15.d must equal Schedule RI, item 5.b):			
a. Consumer overdraft-related service charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use	H032	NA	M.15.a.
b. Consumer account periodic maintenance charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use	H033	NA	M.15.b.
c. Consumer customer automated teller machine (ATM) fees levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use	H034	NA	M.15.c.
d. All other service charges on deposit accounts	H035	NA	M.15.d.

1. Memorandum item 14 is to be completed only by institutions that have not adopted ASU 2016-13.

2. **The \$1 billion asset-size test is based on the total assets reported on the June 30, 2021, Report of Condition.**

Schedule RI-A—Changes in Bank Equity Capital

Dollar Amounts in Thousands	RIAD	Amount	
1. Total bank equity capital most recently reported for the <i>December 31, 2021</i> , Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217	9,334,000	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors*	B507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	9,334,000	3.
4. Net income (loss) attributable to bank (must equal Schedule RI, item 14)	4340	(33,000)	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	B509	1,000	5.
6. Treasury stock transactions, net	B510	0	6.
7. Changes incident to business combinations, net	4356	0	7.
8. LESS: Cash dividends declared on preferred stock	4470	0	8.
9. LESS: Cash dividends declared on common stock	4460	0	9.
10. Other comprehensive income ⁽¹⁾	B511	(22,000)	10.
11. Other transactions with stockholders (including a parent holding company)* (not included in items 5, 6, 8, or 9 above)	4415	0	11.
12. Total bank equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 27.a)	3210	9,280,000	12.

* Describe on Schedule RI-E—Explanations.

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

**Schedule RI-B—Charge-offs and Recoveries on Loans and Leases
and Changes in Allowances for Credit Losses**

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

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

Dollar Amounts in Thousands	(Column A) Charge-offs ⁽¹⁾		(Column B) Recoveries		
	Calendar Year-to-date				
	RIAD	Amount	RIAD	Amount	
1. Loans secured by real estate:					
a. Construction, land development, and other land loans:					
(1) 1–4 family residential construction loans	C891	0	C892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	0	C894	0	1.a.(2)
b. Secured by farmland	3584	0	3585	0	1.b.
c. Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411	0	5412	0	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens	C234	0	C217	1,000	1.c.(2)(a)
(b) Secured by junior liens	C235	0	C218	0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties	3588	0	3589	0	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	0	C896	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	0	C898	0	1.e.(2)
2. and 3. Not applicable					
4. Commercial and industrial loans	4638	0	4608	0	4.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	0	B515	0	5.a.
b. Automobile loans	K129	0	K133	0	5.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans)	K205	0	K206	0	5.c.
6. Not applicable					
7. All other loans ⁽²⁾	4644	0	4628	0	7.
8. Lease financing receivables	4266	0	4267	0	8.
9. Total (sum of items 1 through 8)	4635	0	4605	1,000	9.

1. Include write-downs arising from transfers of loans to a held-for-sale account.
2. Includes charge-offs and recoveries on “Loans to depository institutions and acceptances of other banks,” “Loans to finance agricultural production and other loans to farmers,” “Obligations (other than securities and leases) of states and political subdivisions in the U.S.,” and “Loans to nondepository financial institutions and other loans.”

Schedule RI-B—Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Charge-offs ⁽¹⁾		(Column B) Recoveries		
	Calendar		Year-to-date		
	RIAD	Amount	RIAD	Amount	
1. Loans to finance commercial real estate, construction, and land development activities (<i>not secured by real estate</i>) included in Schedule RI-B, Part I, items 4 and 7, above	5409	0	5410	0	M.1.
2. Memorandum items 2.a. through 2.d. are to be completed by banks with \$300 million or more in total assets: ⁽²⁾					
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, Part I, item 1, above)	4652	0	4662	0	M.2.a.
b. Not applicable					
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, Part I, item 4 above)	4646	0	4618	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)	F185	0	F187	0	M.2.d.
Memorandum item 3 is to be completed by: ⁽²⁾					
• banks with \$300 million or more in total assets, and					
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans:					
3. Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, Part I, item 7, above)	4655	0	4665	0	M.3.
Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.					
			Calendar	Year-to-date	
			RIAD	Amount	
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) ⁽³⁾			C388	NA	M.4.

1. Include write-downs arising from transfers of loans to a held-for-sale account.
2. **The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2021, Report of Condition.**
3. Institutions that have adopted ASU 2016-13 should report in Memorandum item 4 uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for credit losses on loans and leases).

Schedule RI-B—Continued

Part II. Changes in Allowances for Credit Losses ⁽¹⁾

Dollar Amounts in Thousands	(Column A) Loans and Leases Held for Investment		(Column B) Held-to-Maturity Debt Securities ⁽²⁾		(Column C) Available-for-Sale Debt Securities ⁽²⁾		
	RIAD	Amount	RIAD	Amount	RIAD	Amount	
1. Balance most recently reported for the <i>December 31, 2021</i> , Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	B522	13,000	JH88	0	JH94	0	1.
2. Recoveries (column A must equal Part I, item 9, column B, above)	4605	1,000	JH89	0	JH95	0	2.
3. LESS: Charge-offs (column A must equal Part I, item 9, column A, above less Schedule RI-B, Part II, item 4, column A)	C079	0	JH92	0	JH98	0	3.
4. LESS: Write-downs arising from transfers of financial assets ⁽³⁾	5523	0	JJ00	0	JJ01	0	4.
5. Provisions for credit losses ^(4,5)	4230	1,000	JH90	0	JH96	0	5.
6. Adjustments* (see instructions for this schedule)	C233	0	JH91	0	JH97	0	6.
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (column A must equal Schedule RC, item 4.c)	3123	15,000	JH93	0	JH99	0	7.

* Describe on Schedule RI-E—Explanations.

- Institutions that have not adopted ASU 2016-13 should report changes in the allowance for loan and lease losses in column A.
- Columns B and C are to be completed only by institutions that have adopted ASU 2016-13.
- Institutions that have not yet adopted ASU 2016-13 should report write-downs arising from transfers of loans to a held-for-sale account in item 4, column A.
- Institutions that have not yet adopted ASU 2016-13 should report the provision for loan and lease losses in item 5, column A, and the amount reported must equal Schedule RI, item 4.
- For institutions that have adopted ASU 2016-13, the sum of item 5, columns A through C, plus schedule RI-B, Part II, Memorandum items 5 and 7, below, must equal Schedule RI, item 4.

Memoranda

Dollar Amounts in Thousands	RIAD	Amount	
1. Allocated transfer risk reserve included in Schedule RI-B, Part II, item 7, column A, above	C435	0	M.1.
<i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	NA	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges ⁽¹⁾	C390	NA	M.3.
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (included in Schedule RI-B, Part II, item 7, column A, above) ⁽²⁾	C781	NA	M.4.
5. Provisions for credit losses on other financial assets measured at amortized cost (not included in item 5, above) ⁽³⁾	JJ02	0	M.5.
6. Allowance for credit losses on other financial assets measured at amortized cost (not included in item 7, above) ⁽³⁾	RCON JJ03	0	M.6.
7. Provisions for credit losses on off-balance-sheet credit exposures ⁽³⁾	RIAD MG93	(1,000)	M.7.
8. Estimated amount of expected recoveries of amounts previously written off included within the allowance for credit losses on loans and leases held for investment (included in item 7, column A, "Balance end of current period," above) ⁽³⁾	MG94	0	M.8.

- Institutions that have adopted ASU 2016-13 should report in Memorandum item 3 the amount of allowance for credit losses on loans and leases attributable to retail credit card fees and finance charges.
- Memorandum item 4 is to be completed only by institutions that have not yet adopted ASU 2016-13.
- Memorandum items 5, 6, 7, and 8 are to be completed only by institutions that have adopted ASU 2016-13.

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

Part I. Disaggregated Data on the Allowance for Loan and Lease Losses ⁽¹⁾

Schedule RI-C. Part I, is to be completed by institutions with \$1 billion or more in total assets. ⁽²⁾

Dollar Amounts in Thousands	(Column A) Recorded Investment: Individually Evaluated for Impairment and Determined to be Impaired (ASC 310-10-35)		(Column B) Allowance Balance: Individually Evaluated for Impairment and Determined to be Impaired (ASC 310-10-35)		(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)		(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)		(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)		(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)		
	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
1. Real estate loans:													
a.													
Construction loans	M708	NA	M709	NA	M710	NA	M711	NA	M712	NA	M713	NA	1.a.
b. Commercial real estate loans	M714	NA	M715	NA	M716	NA	M717	NA	M719	NA	M720	NA	1.b.
c. Residential real estate loans	M721	NA	M722	NA	M723	NA	M724	NA	M725	NA	M726	NA	1.c.
2. Commercial loans (3)	M727	NA	M728	NA	M729	NA	M730	NA	M731	NA	M732	NA	2.
3. Credit cards	M733	NA	M734	NA	M735	NA	M736	NA	M737	NA	M738	NA	3.
4. Other consumer loans	M739	NA	M740	NA	M741	NA	M742	NA	M743	NA	M744	NA	4.
5. Unallocated, if any							M745	NA					5.
6. Total (sum of items 1.a. through 5) (4)	M746	NA	M747	NA	M748	NA	M749	NA	M750	NA	M751	NA	6.

- Only institutions that have not yet adopted ASU 2016-13 are to complete Schedule RI-C, Part I.
- The \$1 billion asset-size test is based on the total assets reported on the June 30, 2021, Report of Condition.**
- Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in items 1, 3, or 4 of Schedule RI-C.
- The sum of item 6, columns B, D, and F, must equal Schedule RC, item 4.c. Item 6, column E, must equal Schedule RC-C, Part I, Memorandum item 7.b. Item 6, column F, must equal Schedule RI-B, Part II, Memorandum item 4.

Schedule RI-C—Continued

Part II. Disaggregated Data on the Allowances for Credit Losses ⁽¹⁾Schedule RI-C, Part II, is to be completed by institutions with \$1 billion or more in total assets. ⁽²⁾

Dollar Amounts in Thousands	(Column A) Amortized Cost		(Column B) Allowance Balance		
	RCON	Amount	RCON	Amount	
Loans and Leases Held for Investment:					
1. Real estate loans:					
a. Construction loans	JJ04	120,000	JJ12	0	1.a.
b. Commercial real estate loans	JJ05	3,556,000	JJ13	2,000	1.b.
c. Residential real estate loans	JJ06	2,265,000	JJ14	6,000	1.c.
2. Commercial loans ⁽³⁾	JJ07	7,404,000	JJ15	7,000	2.
3. Credit cards	JJ08	0	JJ16	0	3.
4. Other consumer loans	JJ09	310,000	JJ17	0	4.
5. Unallocated, if any			JJ18	0	5.
6. Total (sum of items 1.a. through 5) ⁽⁴⁾	JJ11	13,655,000	JJ19	15,000	6.

Dollar Amounts in Thousands	Allowance Balance		
	RCON	Amount	
Held-to-Maturity Securities:			
7. Securities issued by states and political subdivisions in the U.S	JJ20	0	7.
8. Mortgage-backed securities (MBS) (including CMOs, REMICs, and stripped MBS)	JJ21	0	8.
9. Asset-backed securities and structured financial products	JJ23	0	9.
10. Other debt securities	JJ24	0	10.
11. Total (sum of items 7 through 10) ⁽⁵⁾	JJ25	0	11.

- Only institutions that have adopted ASU 2016-13 are to complete Schedule RI-C, Part II.
- The \$1 billion asset-size test is based on the total assets reported on the June 30, 2021, Report of Condition.**
- Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in items 1, 3, or 4 of Schedule RI-C, Part II.
- Item 6, column B, must equal Schedule RC, item 4.c.
- Item 11 must equal Schedule RI-B, Part II, item 7, column B.

Schedule RI-E—Explanations

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

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

Dollar Amounts in Thousands	Year-to-date		
	RIAD	Amount	
1. Other noninterest income (from Schedule RI, item 5.1)			
Itemize and describe amounts greater than \$100,000 that exceed 7 percent of Schedule RI, item 5.1:			
a. Income and fees from the printing and sale of checks	C013	0	1.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014	0	1.b.
c. Income and fees from automated teller machines (ATMs)	C016	0	1.c.
d. Rent and other income from other real estate owned	4042	0	1.d.
e. Safe deposit box rent	C015	0	1.e.
f. Bank card and credit card interchange fees	F555	0	1.f.
g. Income and fees from wire transfers not reportable as service charges on deposit accounts	T047	0	1.g.
TEXT			
h. 4461 Net gains (losses) on non-trading derivatives	4461	(78,000)	1.h.
TEXT			
i. 4462 Revenue from Services rendered to affiliates	4462	37,000	1.i.
TEXT			
j. 4463	4463	0	1.j.
2. Other noninterest expense (from Schedule RI, item 7.d)			
Itemize and describe amounts greater than \$100,000 that exceed 7 percent of Schedule RI, item 7.d:			
a. Data processing expenses	C017	0	2.a.
b. Advertising and marketing expenses	0497	0	2.b.
c. Directors' fees	4136	0	2.c.
d. Printing, stationery, and supplies	C018	0	2.d.
e. Postage	8403	0	2.e.
f. Legal fees and expenses	4141	0	2.f.
g. FDIC deposit insurance assessments	4146	0	2.g.
h. Accounting and auditing expenses	F556	0	2.h.
i. Consulting and advisory expenses	F557	0	2.i.
j. Automated teller machine (ATM) and interchange expenses	F558	0	2.j.
k. Telecommunications expenses	F559	0	2.k.
l. Other real estate owned expenses	Y923	0	2.l.
m. Insurance expenses (not included in employee expenses, premises and fixed asset expenses, and other real estate owned expenses)	Y924	0	2.m.
TEXT			
n. 4464 Services rendered by affiliates	4464	129,000	2.n.
TEXT			
o. 4467	4467	0	2.o.
TEXT			
p. 4468	4468	0	2.p.
3. Discontinued operations and applicable income tax effect (from Schedule RI, item 11)			
(itemize and describe each discontinued operation):			
TEXT			
a. (1) FT29	FT29	0	3.a.(1)
(2) Applicable income tax effect	FT30	0	3.a.(2)
TEXT			
b. (1) FT31	FT31	0	3.b.(1)
(2) Applicable income tax effect	FT32	0	3.b.(2)

Schedule RI-E—Continued

Dollar Amounts in Thousands	Year-to-date		
	RIAD	Amount	
4. Cumulative effect of changes in accounting principles and corrections of material accounting errors (from Schedule RI-A, item 2) (itemize and describe all such effects):			
a. Effect of adoption of current expected credit losses methodology - ASU 2016-13 ^(1, 2)	JJ26	0	4.a.
b. Effect of adoption of lease accounting standard - ASC Topic 842	KW17	NA	4.b.
TEXT			
c. B526	B526	0	4.c.
TEXT			
d. B527	B527	0	4.d.
5. Other transactions with stockholders (including a parent holding company) (from Schedule RI-A, item 11) (itemize and describe all such transactions):			
TEXT			
a. 4498	4498	0	5.a.
TEXT			
b. 4499	4499	0	5.b.
6. Adjustments to allowances for credit losses (3) (from Schedule RI-B, Part II, item 6) (itemize and describe all adjustments):			
a. Initial allowances for credit losses recognized upon the acquisition of purchased credit-deteriorated assets on or after the effective date of ASU 2016-13 ⁽¹⁾	JJ27	0	6.a.
b. Effect of adoption of current expected credit losses methodology on allowances for credit losses ^(1, 2)	JJ28	0	6.b.
TEXT			
c. 4521	4521	0	6.c.
TEXT			
d. 4522	4522	0	6.d.
7. Other explanations (the space below is provided for the bank to briefly describe, at its option, any other significant items affecting the Report of Income):	RIAD	Yes	No
Comments?	4769	x	7.

Other explanations (please type or print clearly; 750 character limit):

(TEXT 4769)

1. Only institutions that have adopted ASU 2016-13 should report amounts in items 4.a, 6.a, and 6.b, if applicable.
2. An institution should complete item 4.a and item 6.b in the quarter that it adopts ASU 2016-13 and in the quarter-end Call Reports for the remainder of that calendar year only.
3. Institutions that have not adopted ASU 2016-13 should report adjustments to the allowance for loan and lease losses in items 6.c and 6.d, if applicable.

**Consolidated Report of Condition for Insured Banks
and Savings Associations for March 31, 2022**

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

Schedule RC—Balance Sheet

<u>Dollar Amounts in Thousands</u>		<u>RCON</u>	<u>Amount</u>	
Assets				
1.	Cash and balances due from depository institutions (from Schedule RC-A):			
a.	Noninterest-bearing balances and currency and coin ⁽¹⁾	0081	29,000	1.a.
b.	Interest-bearing balances ⁽²⁾	0071	20,368,000	1.b.
2.	Securities:			
a.	Held-to-maturity securities (from Schedule RC-B, column A) ⁽³⁾	JJ34	0	2.a.
b.	Available-for-sale debt securities (from Schedule RC-B, column D)	1773	743,000	2.b.
c.	Equity securities with readily determinable fair values not held for trading ⁽⁴⁾	JA22	6,000	2.c.
3.	Federal funds sold and securities purchased under agreements to resell:			
a.	Federal funds sold	B987	0	3.a.
b.	Securities purchased under agreements to resell ^(5, 6)	B989	5,916,000	3.b.
4.	Loans and lease financing receivables (from Schedule RC-C):			
a.	Loans and leases held for sale	5369	0	4.a.
b.	Loans and leases held for investment	B528	13,655,000	4.b.
c.	LESS: Allowance for loan and lease losses	3123	15,000	4.c.
d.	Loans and leases held for investment, net of allowance (item 4.b minus 4.c) ⁽⁷⁾	B529	13,640,000	4.d.
5.	Trading assets (from Schedule RC-D)	3545	0	5.
6.	Premises and fixed assets (including capitalized leases)	2145	0	6.
7.	Other real estate owned (from Schedule RC-M)	2150	2,000	7.
8.	Investments in unconsolidated subsidiaries and associated companies	2130	0	8.
9.	Direct and indirect investments in real estate ventures	3656	0	9.
10.	Intangible assets (from Schedule RC-M)	2143	7,000	10.
11.	Other assets (from Schedule RC-F) ⁽⁶⁾	2160	2,007,000	11.
12.	Total assets (sum of items 1 through 11)	2170	42,718,000	12.
Liabilities				
13.	Deposits:			
a.	In domestic offices (sum of totals of columns A and C from Schedule RC-E)	2200	31,307,000	13.a.
(1)	Noninterest-bearing ⁽⁸⁾	6631	13,423,000	13.a.(1)
(2)	Interest-bearing	6636	17,884,000	13.a.(2)
b.	Not applicable			
14.	Federal funds purchased and securities sold under agreements to repurchase:			
a.	Federal funds purchased ⁽⁹⁾	B993	0	14.a.
b.	Securities sold under agreements to repurchase ⁽¹⁰⁾	B995	0	14.b.
15.	Trading liabilities (from Schedule RC-D)	3548	0	15.
16.	Other borrowed money (includes mortgage indebtedness) (from Schedule RC-M)	3190	73,000	16.
17.	and 18. Not applicable			
19.	Subordinated notes and debentures ⁽¹¹⁾	3200	0	19.

1. Includes cash items in process of collection and unposted debits.

2. Includes time certificates of deposit not held for trading.

3. Institutions that have adopted ASU 2016-13 should report in item 2.a amounts net of any applicable allowance for credit losses, and item 2.a should equal Schedule RC-B, item 8, column A, less Schedule RI-B, Part II, item 7, column B.

4. Item 2.c is to be completed by all institutions. See the instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.

5. Includes all securities resale agreements, regardless of maturity.

6. Institutions that have adopted ASU 2016-13 should report in items 3.b and 11 amounts net of any applicable allowance for credit losses.

7. Institutions that have adopted ASU 2016-13 should report in item 4.c the allowance for credit losses on loans and leases.

8. Includes noninterest-bearing demand, time, and savings deposits.

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

10. Includes all securities repurchase agreements, regardless of maturity.

11. Includes limited-life preferred stock and related surplus.

Schedule RC—Continued

	Dollar Amounts in Thousands	RCON	Amount	
Liabilities—continued				
20. Other liabilities (from Schedule RC-G)		2930	2,058,000	20.
21. Total liabilities (sum of items 13 through 20)		2948	33,438,000	21.
22. Not applicable				
Equity Capital				
Bank Equity Capital				
23. Perpetual preferred stock and related surplus		3838	0	23.
24. Common stock		3230	2,127,000	24.
25. Surplus (exclude all surplus related to preferred stock)		3839	942,000	25.
26. a. Retained earnings		3632	6,241,000	26.a.
b. Accumulated other comprehensive income ⁽¹⁾		B530	(30,000)	26.b.
c. Other equity capital components ⁽²⁾		A130	0	26.c.
27. a. Total bank equity capital (sum of items 23 through 26.c)		3210	9,280,000	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries		3000	0	27.b.
28. Total equity capital (sum of items 27.a and 27.b)		G105	9,280,000	28.
29. Total liabilities and equity capital (sum of items 21 and 28)		3300	42,718,000	29.

Memoranda

To be reported with the March Report of Condition.

	RCON	Number	
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2021	6724	2a	M.1.

- | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1a = An integrated audit of the reporting institution's financial statements and its internal control over financial reporting conducted in accordance with the standards of the American Institute of Certified Public Accountants (AICPA) or Public Company Accounting Oversight Board (PCAOB) by an independent public accountant that submits a report on the institution</p> <p>1b = An audit of the reporting institution's financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the institution</p> <p>2a = An integrated audit of the reporting institution's parent holding company's consolidated financial statements and its internal control over financial reporting conducted in accordance with the standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)</p> | <p>2b = An audit of the reporting institution's parent holding company's consolidated financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)</p> <p>3 = This number is not to be used</p> <p>4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state-chartering authority)</p> <p>5 = Directors' examination of the bank performed by other external auditors (may be required by state-chartering authority)</p> <p>6 = Review of the bank's financial statements by external auditors</p> <p>7 = Compilation of the bank's financial statements by external auditors</p> <p>8 = Other audit procedures (excluding tax preparation work)</p> <p>9 = No external audit work</p> |
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To be reported with the March Report of Condition.

	RCON	Date	
2. Bank's fiscal year-end date (report the date in MMDD format)	8678	1231	M.2.

1. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and accumulated defined benefit pension and other postretirement plan adjustments.
2. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule RC-A—Cash and Balances Due from Depository Institutions

Schedule RC-A is to be completed only by banks with \$300 million or more in total assets. ⁽¹⁾

Exclude assets held for trading.

Dollar Amounts in Thousands	RCON		Amount	
1. Cash items in process of collection, unposted debits, and currency and coin:				
a. Cash items in process of collection and unposted debits	0020		29,000	1.a.
b. Currency and coin	0080		0	1.b.
2. Balances due from depository institutions in the U.S.	0082		8,000	2.
3. Balances due from banks in foreign countries and foreign central banks	0070		0	3.
4. Balances due from Federal Reserve Banks	0090		20,360,000	4.
5. Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)	0010		20,397,000	5.

1. The \$300 million asset-size test is based on the total assets reported on the *June 30, 2021, Report of Condition*.

Schedule RC-B—Securities

Exclude assets held for trading.

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	
	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
1. U.S. Treasury securities	0211	0	0213	0	1286	782,000	1287	743,000	1.
2. U.S. Government agency and sponsored agency obligations (exclude mortgage-backed securities) ⁽¹⁾	HT50	0	HT51	0	HT52	0	HT53	0	2.
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	0	8499	0	3.

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

Schedule RC-B—Continued

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	
	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
4. Mortgage-backed securities (MBS):									
a. Residential mortgage pass-through securities:									
(1) Guaranteed by GNMA	G300	0	G301	0	G302	0	G303	0	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	0	G305	0	G306	0	G307	0	4.a.(2)
(3) Other pass-through securities	G308	0	G309	0	G310	0	G311	0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies ⁽¹⁾	G312	0	G313	0	G314	0	G315	0	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ⁽¹⁾	G316	0	G317	0	G318	0	G319	0	4.b.(2)
(3) All other residential MBS	G320	0	G321	0	G322	0	G323	0	4.b.(3)
c. Commercial MBS									
(1) Commercial mortgage pass-through securities:									
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142	0	K143	0	K144	0	K145	0	4.c.(1)(a)
(b) Other pass-through securities	K146	0	K147	0	K148	0	K149	0	4.c.(1)(b)

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

Schedule RC-B—Continued

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	
	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
4. c. (2) Other commercial MBS:									
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies ⁽¹⁾	K150	0	K151	0	K152	0	K153	0	4.c.(2)(a)
(b) All other commercial MBS	K154	0	K155	0	K156	0	K157	0	4.c.(2)(b)
5. Asset-backed securities and structured financial products:									
a. Asset-backed securities (ABS)	C026	0	C988	0	C989	0	C027	0	5.a.
b. Structured financial products	HT58	0	HT59	0	HT60	0	HT61	0	5.b.
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	0	1741	0	6.a.
b. Other foreign debt securities	1742	0	1743	0	1744	0	1746	0	6.b.
7. Not applicable									
8. Total (sum of items 1 through 6.b) ⁽²⁾	1754	<u>0</u>	1771	<u>0</u>	1772	<u>782,000</u>	1773	<u>743,000</u>	8.

- U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).
- For institutions that have adopted ASU 2016-13, the total reported in column A must equal Schedule RC, item 2.a, plus Schedule RI-B, Part II, item 7, column B. For institutions that have not adopted ASU 2016-13, the total reported in column A must equal Schedule RC, item 2.a. For all institutions, the total reported in column D must equal Schedule RC, item 2.b.

Schedule RC-B—Continued

Memoranda

Dollar Amounts in Thousands	RCN	Amount	M.I.
1. Pledged securities ⁽¹⁾	0416	0	M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status):			
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1–4 family residential mortgages with a remaining maturity or next repricing date of: ^{(2), (3)}			
(1) Three months or less	A549	10,000	M.2.a.(1)
(2) Over three months through 12 months	A550	0	M.2.a.(2)
(3) Over one year through three years	A551	342,000	M.2.a.(3)
(4) Over three years through five years	A552	0	M.2.a.(4)
(5) Over five years through 15 years	A553	391,000	M.2.a.(5)
(6) Over 15 years	A554	0	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: ^{(2), (4)}			
(1) Three months or less	A555	0	M.2.b.(1)
(2) Over three months through 12 months	A556	0	M.2.b.(2)
(3) Over one year through three years	A557	0	M.2.b.(3)
(4) Over three years through five years	A558	0	M.2.b.(4)
(5) Over five years through 15 years	A559	0	M.2.b.(5)
(6) Over 15 years	A560	0	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: ⁽⁵⁾			
(1) Three years or less	A561	0	M.2.c.(1)
(2) Over three years	A562	0	M.2.c.(2)
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)	A248	10,000	M.2.d.
<i>Memorandum item 3 is to be completed semiannually in the June and December reports only.</i>			
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	0	M.4.a.
b. Fair value	8783	0	M.4.b.

- Includes held-to-maturity securities at amortized cost, available-for-sale debt securities at fair value, and equity securities with readily determinable fair values not held for trading (reported in Schedule RC, item 2.c) at fair value.
- Report fixed-rate debt securities by remaining maturity and floating-rate debt securities by next repricing date.
- Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 10, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 4.c.(1), 5, and 6, columns A and D, plus residential mortgage pass-through securities other than those backed by closed-end first lien 1–4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1–4 family residential mortgages included in Schedule RC-N, item 10, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of residential mortgage pass-through securities other than those backed by closed-end first lien 1–4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual “Other mortgage-backed securities” included in Schedule RC-N, item 10, column C, must equal Schedule RC-B, sum of items 4.b and 4.c.(2), columns A and D.

Schedule RC-B—Continued

Memoranda—Continued

	Held-to-maturity				Available-for-sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost		Fair Value		Amortized Cost		Fair Value		
Dollar Amounts in Thousands	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
<i>Memorandum items 5.a through 5.f and 6.a through 6.g are to be completed by banks with \$10 billion or more in total assets. (1)</i>									
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	B838	0	B839	0	B840	0	B841	0	M.5.a.
b. Home equity lines	B842	0	B843	0	B844	0	B845	0	M.5.b.
c. Automobile loans	B846	0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans	B850	0	B851	0	B852	0	B853	0	M.5.d.
e. Commercial and industrial loans	B854	0	B855	0	B856	0	B857	0	M.5.e.
f. Other	B858	0	B859	0	B860	0	B861	0	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule RC-B, item 5.b):									
a. Trust preferred securities issued by financial institutions	G348	0	G349	0	G350	0	G351	0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352	0	G353	0	G354	0	G355	0	M.6.b.
c. Corporate and similar loans	G356	0	G357	0	G358	0	G359	0	M.6.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. Government-sponsored enterprises (GSEs)	G360	0	G361	0	G362	0	G363	0	M.6.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G364	0	G365	0	G366	0	G367	0	M.6.e.
f. Diversified (mixed) pools of structured financial products	G368	0	G369	0	G370	0	G371	0	M.6.f.
g. Other collateral or reference assets	G372	0	G373	0	G374	0	G375	0	M.6.g.

1. The \$10 billion asset-size test is based on the total assets reported on the June 30, 2021, Report of Condition.

Schedule RC-C—Loans and Lease Financing Receivables

Part I. Loans and Leases

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve from amounts reported in this schedule.⁽¹⁾ Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets (2)		(Column B) To Be Completed by All Banks		
	RCON	Amount	RCON	Amount	
1. Loans secured by real estate:					
a. Construction, land development, and other land loans:					
(1) 1–4 family residential construction loans			F158	0	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	120,000	1.a.(2)
b. Secured by farmland (including farm residential and other improvements)			1420	0	1.b.
c. Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			1797	312,000	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens			5367	1,937,000	1.c.(2)(a)
(b) Secured by junior liens			5368	16,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	1,783,000	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			F160	19,000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties			F161	1,754,000	1.e.(2)
2. Loans to depository institutions and acceptances of other banks			1288	1,282,000	2.
a. To commercial banks in the U.S.	B531	3,000			2.a.
b. To other depository institutions in the U.S.	B534	0			2.b.
c. To banks in foreign countries	B535	1,279,000			2.c.
3. Loans to finance agricultural production and other loans to farmers			1590	0	3.
4. Commercial and industrial loans			1766	2,867,000	4.
a. To U.S. addressees (domicile)	1763	2,224,000			4.a.
b. To non-U.S. addressees (domicile)	1764	643,000			4.b.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
a. Credit cards			B538	0	6.a.
b. Other revolving credit plans			B539	0	6.b.
c. Automobile loans			K137	0	6.c.
d. Other consumer loans (includes single payment and installment, loans other than automobile loans, and all student loans)			K207	310,000	6.d.
7. Not applicable					
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S			2107	0	8.

- Institutions that have adopted ASU 2016-13 should not deduct the allowance for credit losses on loans and leases or the allocated transfer risk reserve from amounts reported on this schedule.
- The \$300 million asset-size test is based on the total assets reported on the *June 30, 2021, Report of Condition*.

Schedule RC-C—Continued

Part I—Continued

Dollar Amounts in Thousands	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets ⁽¹⁾		(Column B) To Be Completed by All Banks		
	RCON	Amount	RCON	Amount	
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions			J454	85,000	9.a.
b. Other loans			J464	3,116,000	9.b.
(1) Loans for purchasing or carrying securities (secured and unsecured)	1545	1,311,000			9.b.(1)
(2) All other loans (exclude consumer loans)	J451	1,805,000			9.b.(2)
10. Lease financing receivables (net of unearned income)			2165	54,000	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	0			10.a.
b. All other leases	F163	54,000			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above			2123	0	11.
12. Total loans and leases held for investment and held for sale (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b)			2122	<u>13,655,000</u>	12.

Memoranda

Dollar Amounts in Thousands	RCON	Amount	
1. Loans restructured in troubled debt restructurings that are in compliance with their 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. Construction, land development, and other land loans:			
(1) 1 - 4 family residential construction loans	K158	0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K159	0	M.1.a.(2)
b. Loans secured by 1 - 4 family residential properties	F576	10,000	M.1.b.
c. Secured by multifamily (5 or more) residential properties	K160	0	M.1.c.
d. Secured by nonfarm nonresidential properties:			
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K162	0	M.1.d.(2)
e. Commercial and industrial loans	K256	0	M.1.e.
<i>Memorandum items 1.e.(1) and (2) are to be completed by banks with \$300 million or more in total assets ⁽¹⁾ (sum of Memorandum items 1.e(1) and (2) must equal Memorandum item 1.e):</i>			
(1) To U.S. addressees (domicile)	K163	0	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K164	0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)			
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.e plus 1.f):</i>			
(1) Loans secured by farmland			M.1.f.(1)
(2) and (3) Not applicable	K166	0	

1. The \$300 million asset-size test is based on the total assets reported on the June 30, 2021, Report of Condition.

Schedule RC-C—Continued

Part I—Continued

Memoranda—Continued

Dollar Amounts in Thousands	RCON	Amount	RCON	Amount
1.f. (4) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards	K098	0		M.1.f.(4)(a)
(b) Automobile loans	K203	0		M.1.f.(4)(b)
(c) Other (includes revolving credit plans other than credit cards and other consumer loans)	K204	0		M.1.f.(4)(c)
<i>Memorandum item 1.f.(5) is to be completed by: ⁽¹⁾</i>				
• Banks with \$300 million or more in total assets				
• Banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans				
(5) Loans to finance agricultural production and other loans to farmers included in Schedule RC-C, Part I, Memorandum item 1.f, above	K168	0		M.1.f.(5)
g. Total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a.(1) through 1.e plus 1.f)			HK25	10,000 M.1.g.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):				
a. Closed-end loans secured by first liens on 1–4 family residential properties (reported in Schedule RC-C, Part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of: ^{(2), (3)}				
(1) Three months or less			A564	119,000 M.2.a.(1)
(2) Over three months through 12 months			A565	270,000 M.2.a.(2)
(3) Over one year through three years			A566	186,000 M.2.a.(3)
(4) Over three years through five years			A567	326,000 M.2.a.(4)
(5) Over five years through 15 years			A568	965,000 M.2.a.(5)
(6) Over 15 years			A569	11,000 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: ^{(2), (4)}				
(1) Three months or less			A570	10,112,000 M.2.b.(1)
(2) Over three months through 12 months			A571	1,212,000 M.2.b.(2)
(3) Over one year through three years			A572	60,000 M.2.b.(3)
(4) Over three years through five years			A573	10,000 M.2.b.(4)
(5) Over five years through 15 years			A574	10,000 M.2.b.(5)
(6) Over 15 years			A575	306,000 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)			A247	11,331,000 M.2.c.

- The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2021, Report of Condition.**
- Report fixed-rate loans and leases by remaining maturity and floating rate loans by next repricing date.
- Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1–4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1–4 family residential properties from Schedule RC-C, Part I, item 1.c.(2)(a), column B.
- Sum of Memorandum items 2.b.(1) through 2.b.(6), plus total nonaccrual loans and leases from Schedule RC-N, item 9, column C, minus nonaccrual closed-end loans secured by first liens on 1–4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, Part I, sum of items 1 through 10, column B, minus total closed-end loans secured by first liens on 1–4 family residential properties from Schedule RC-C, Part I, item 1.c.(2)(a), column B.

Schedule RC-C—Continued

Part I—Continued

Memoranda—Continued

Dollar Amounts in Thousands	RCON	Amount	
3. Loans to finance commercial real estate, construction, and land development activities (<i>not secured by real estate</i>) included in Schedule RC-C, Part I, items 4 and 9, column B ⁽¹⁾	2746	128,000	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)	5370	1,926,000	M.4.
5. <i>To be completed by banks with \$300 million or more in total assets:</i> ⁽²⁾ 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)	B837	136,000	M.5.
<i>Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>			
6. Outstanding credit card fees and finance charges included in Schedule RC-C, Part I, item 6.a.	C391	NA	M.6.
<i>Memorandum items 7.a, 7.b, and 8.a are to be completed by all banks semiannually in the June and December reports only.</i>			
⁽³⁾			
7. Purchased credit-impaired loans held for investment accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (exclude loans held for sale):			
a. Outstanding balance	C779	NA	M.7.a.
b. Amount included in Schedule RC-C, Part I, items 1 through 9	C780	NA	M.7.b.
8. Closed-end loans with negative amortization features secured by 1–4 family residential properties:			
a. Total 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 (b))	F230	NA	M.8.a.
<i>Memorandum items 8.b and 8.c are to be completed semiannually in the June and December reports only by banks that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule RC-C, Part I, Memorandum item 8.a) as of the preceding December 31 report date, that exceeded the lesser of \$100 million or 5 percent of total loans and leases held for investment and held for sale (as reported in Schedule RC-C, Part I, item 12, column B).</i>			
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231	NA	M.8.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the amount reported in Memorandum item 8.a above	F232	NA	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))	F577	17,000	M.9.
10. and 11. Not applicable			

1. Exclude loans secured by real estate that are included in Schedule RC-C, Part I, items 1.a through 1.e, column B.
2. **The \$300 million asset-size test is based on the total assets reported on the June 30, 2021, Report of Condition.**
3. Memorandum item 7 is to be completed only by institutions that have not yet adopted ASU 2016-13.

Schedule RC-C—Continued

Part I—Continued

Memoranda—Continued

	(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		
	RCON	Amount	RCON	Amount	RCON	Amount	
<i>Dollar Amounts in Thousands</i>							
<i>Memorandum items 12.a, 12.b, 12.c, and 12.d are to be completed semiannually in the June and December reports only.</i>							
12. Loans (not subject to the requirements of FASB ASC 310-30 (former 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: ⁽¹⁾							
a. Loans secured by real estate	G091	0	G092	0	G093	0	M.12.a.
b. Commercial and industrial loans	G094	0	G095	0	G096	0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097	0	G098	0	G099	0	M.12.c.
d. All other loans and all leases	G100	0	G101	0	G102	0	M.12.d.

	RCON		Amount		
	RCON	Amount	RCON	Amount	
<i>Dollar Amounts in Thousands</i>					
<i>Memorandum item 13 is to be completed by banks that had construction, land development, and other land loans (as reported in Schedule RC-C, Part I, item 1.a, column B) that exceeded the sum of tier 1 capital (as reported in Schedule RC-R, Part I, item 26) plus the allowance for loan and lease losses or the allowance for credit losses on loans and leases, as applicable (as reported in Schedule RC, item 4.c) as of the preceding December 31 report date.</i>					
13. Construction, land development, and other land loans with interest reserves:					
a. Amount of loans that provide for the use of interest reserves (included in Schedule RC-C, Part I, item 1.a, column B)			G376	0	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)(b))			RIAD		
			G377	0	M.13.b.
<i>Memorandum item 14 is to be completed by all banks.</i>					
14. Pledged loans and leases			RCON		
			G378	188,000	M.14.
<i>Memorandum item 15 is to be completed for the December report only.</i>					
15. Reverse mortgages:					
a. Reverse mortgages outstanding that are held for investment (included in Schedule RC-C, item 1.c, above):					
(1) Home Equity Conversion Mortgage (HECM) reverse mortgages			J466	NA	M.15.a.(1)
(2) Proprietary reverse mortgages			J467	NA	M.15.a.(2)
b. Estimated number of reverse mortgage loan referrals to other lenders during the year from whom compensation has been received for services performed in connection with the origination of the reverse mortgages:					
				Number	
(1) Home Equity Conversion Mortgage (HECM) reverse mortgages			J468	NA	M.15.b.(1)
(2) Proprietary reverse mortgages			J469	NA	M.15.b.(2)

1. Institutions that have adopted ASU 2016-13 should report only loans held for investment not considered purchased credit-deteriorated in Memorandum item 12.

Schedule RC-C—Continued

Part I—Continued

Memoranda—Continued

<u>Dollar Amounts in Thousands</u>	<u>RCON</u>	<u>Amount</u>	
15.c. Principal amount of reverse mortgage originations that have been sold during the year:			
(1) Home Equity Conversion Mortgage (HECM) reverse mortgages	J470	NA	M.15.c.(1)
(2) Proprietary reverse mortgages	J471	NA	M.15.c.(2)
<i>Memorandum item 16 is to be completed by all banks.</i>			
16. Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit that have converted to non-revolving closed-end status (included in item 1.c.(1) above)	LE75	0	M.16.
<i>Amounts reported in Memorandum items 17.a and 17.b will not be made available to the public on an individual institution basis.</i>			
17. Eligible loan modifications under Section 4013, <i>Temporary Relief from Troubled Debt Restructurings</i> , of the 2020 Coronavirus Aid, Relief, and Economic Security Act:			
a. Number of Section 4013 loans outstanding	LG24	0	M.17.a.
		Amount	
b. Outstanding balance of Section 4013 loans	LG25	0	M.17.b.

06/2012

Schedule RC-C—Continued

Part II. Loans to Small Businesses and Small Farms

Report the number and amount currently outstanding as of the report date of business loans with “original amounts” of \$1,000,000 or less and farm loans with “original amounts” of \$500,000 or less. The following guidelines should be used to determine the “original amount” of a loan:

- (1) For loans drawn down under lines of credit or loan commitments, the “original amount” of the loan is the size of the line of credit or loan commitment when the line of credit or loan commitment was *most recently* approved, extended, or renewed prior to the report date. However, if the amount currently outstanding as of the report date exceeds this size, the “original amount” is the amount currently outstanding on the report date.
- (2) For loan participations and syndications, the “original amount” of the loan participation or syndication is the entire amount of the credit originated by the lead lender.
- (3) For all other loans, the “original amount” is the total amount of the loan at origination or the amount currently outstanding as of the report date, whichever is larger.

Loans to Small Businesses

1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank’s “Loans secured by nonfarm nonresidential properties” 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, (1) have <i>original amounts</i> of \$100,000 or less (If your bank has no loans outstanding in <i>both</i> of these two loan categories, place an “X” in the box marked “NO.”)	<u>RCON</u> 6999	<u>Yes</u>	<u>No</u> x	1.
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If YES, complete items 2.a and 2.b below, skip items 3 and 4, and go to item 5.

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

If NO and your bank has no loans outstanding in both loan categories, skip items 2 through 4, and go to item 5.

	<u>Number of Loans</u>		
	<u>RCON</u>	<u>Number</u>	
2. Report the total <i>number</i> of loans <i>currently outstanding</i> for each of the following Schedule RC-C, Part I, loan categories:			
a. “Loans secured by nonfarm nonresidential properties” reported in Schedule RC-C, Part I, items 1.e.(1) and 1.e.(2) (Note: Sum of items 1.e.(1) and 1.e.(2) divided by the number of loans should NOT exceed \$100,000.)	5562	NA	2.a.
b. “Commercial and industrial loans” reported in Schedule RC-C, Part I, item 4 (1) (Note: Item 4, (1) divided by the number of loans should NOT exceed \$100,000.)	5563	NA	2.b.

Dollar Amounts in Thousands	(Column A)		(Column B)		
	<u>Number of Loans</u>		<u>Amount</u>		
	<u>RCON</u>	<u>Number</u>	<u>RCON</u>	<u>Amount</u>	
3. Number and amount <i>currently outstanding</i> of “Loans secured by nonfarm nonresidential properties” reported in Schedule RC-C, Part I, items 1.e.(1) and 1.e.(2) (sum of items 3.a through 3.c must be less than or equal to Schedule RC-C, Part I, sum of items 1.e.(1) and 1.e.(2)):					
a. With <i>original amounts</i> of \$100,000 or less	5564	0	5565	0	3.a.
b. With <i>original amounts</i> of more than \$100,000 through \$250,000	5566	0	5567	0	3.b.
c. With <i>original amounts</i> of more than \$250,000 through \$1,000,000	5568	0	5569	0	3.c.
4. Number and amount <i>currently outstanding</i> of “Commercial and industrial loans” reported in Schedule RC-C, Part I, item 4 ⁽¹⁾ (sum of items 4.a through 4.c must be less than or equal to Schedule RC-C, Part I, item 4 ⁽¹⁾):					
a. With <i>original amounts</i> of \$100,000 or less	5570	2	5571	0	4.a.
b. With <i>original amounts</i> of more than \$100,000 through \$250,000	5572	1	5573	0	4.b.
c. With <i>original amounts</i> of more than \$250,000 through \$1,000,000	5574	0	5575	0	4.c.

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

Schedule RC-C—Continued

Part II—Continued

Agricultural Loans to Small Farms

5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" 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" in reported in Schedule RC-C, Part I, item 3, have *original amounts* of \$100,000 or less (If your bank has no loans outstanding in both of these two loan categories, place an "X" in the box marked "NO.")

	<u>RCON</u>	<u>Yes</u>	<u>No</u>	
	6860	x		5.

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

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

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

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

	<u>Number of Loans</u>		
	<u>RCON</u>	<u>Number</u>	
a. "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, Part I, item 1.b (Note: Item 1.b, divided by the number of loans should NOT exceed \$100,000.)	5576	NA	6.a.
b. "Loans to finance agricultural production and other loans to farmers" in reported in Schedule RC-C, Part I, item 3 (Note: Item 3 divided by the number of loans should NOT exceed \$100,000.)	5577	NA	6.b.

Dollar Amounts in Thousands	<u>(Column A) Number of Loans</u>		<u>(Column B) Amount Currently Outstanding</u>		
	<u>RCON</u>	<u>Number</u>	<u>RCON</u>	<u>Amount</u>	
7. Number and amount <i>currently outstanding</i> of "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, Part I, item 1.b (sum of items 7.a through 7.c must be less than or equal to Schedule RC-C, Part I, item 1.b):					
a. With <i>original amounts</i> of \$100,000 or less	5578	NA	5579	NA	7.a.
b. With <i>original amounts</i> of more than \$100,000 through \$250,000	5580	NA	5581	NA	7.b.
c. With <i>original amounts</i> of more than \$250,000 through \$500,000	5582	NA	5583	NA	7.c.
8. Number and amount <i>currently outstanding</i> of "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, Part I, item 3 (sum of items 8.a through 8.c must be less than or equal to Schedule RC-C, Part I, item 3):					
a. With <i>original amounts</i> of \$100,000 or less	5584	NA	5585	NA	8.a.
b. With <i>original amounts</i> of more than \$100,000 through \$250,000	5586	NA	5587	NA	8.b.
c. With <i>original amounts</i> of more than \$250,000 through \$500,000	5588	NA	5589	NA	8.c.

Schedule RC-D—Trading Assets and Liabilities

Schedule RC-D is to be completed by banks that (1) reported total trading assets of \$10 million or more in any of the four preceding calendar quarters, or (2) meet the FDIC's definition of a large or highly complex institution for deposit insurance assessment purposes.

Dollar Amounts in Thousands	RCON	Amount	
Assets			
1. U.S. Treasury securities	3531	0	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities)	3532	0	2.
3. Securities issued by states and political subdivisions in the U.S	3533	0	3.
4. Mortgage-backed securities (MBS):			
a. Residential mortgage pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	G379	0	4.a.
b. Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (1) (include CMOs, REMICs, and stripped MBS)	G380	0	4.b.
c. All other residential MBS	G381	0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (1)	K197	0	4.d.
e. All other commercial MBS	K198	0	4.e.
5. Other debt securities:			
a. Structured financial products	HT62	0	5.a.
b. All other debt securities	G386	0	5.b.
6. Loans:			
a. Loans secured by real estate:			
(1) Loans secured by 1-4 family residential properties	HT63	0	6.a.(1)
(2) All other loans secured by real estate	HT64	0	6.a.(2)
b. Commercial and industrial loans	F614	0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	HT65	0	6.c.
d. Other loans	F618	0	6.d.
7. and 8. Not applicable			
9. Other trading assets	3541	0	9.
10. Not applicable			
11. Derivatives with a positive fair value	3543	0	11.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)	3545	0	12.
Liabilities			
13. a. Liability for short positions	3546	0	13.a.
b. Other trading liabilities	F624	0	13.b.
14. Derivatives with a negative fair value	3547	0	14.
15. Total trading liabilities (sum of items 13.a through 14) (must equal Schedule RC, item 15)	3548	0	15.

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

Memoranda

Dollar Amounts in Thousands	RCON	Amount	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a through 6.d):			
a. Loans secured by real estate:			
(1) Loans secured by 1-4 family residential properties	HT66	0	M.1.a.(1)
(2) All other loans secured by real estate	HT67	0	M.1.a.(2)
b. Commercial and industrial loans	F632	0	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	HT68	0	M.1.c.
d. Other loans	F636	0	M.1.d.

Schedule RC-E—Deposit Liabilities

Dollar Amounts in Thousands	Transaction Accounts				Nontransaction Accounts	
	(Column A) Total Transaction Accounts (Including Total Demand Deposits)		(Column B) Memo: Total Demand Deposits (1) (Included in Column A)		(Column C) Total Nontransaction Accounts (Including MMDAs)	
	RCON	Amount	RCON	Amount	RCON	Amount
Deposits of:						
1. Individuals, partnerships, and corporations	B549	15,523,000			B550	5,534,000 1.
2. U.S. Government	2202	0			2520	0 2.
3. States and political subdivisions in the U.S.	2203	157,000			2530	0 3.
4. Commercial banks and other depository institutions in the U.S.	B551	301,000			B552	114,000 4.
5. Banks in foreign countries	2213	8,894,000			2236	65,000 5.
6. Foreign governments and official institutions (including foreign central banks)	2216	719,000			2377	0 6.
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	25,594,000	2210	25,593,000	2385	5,713,000 7.

Memoranda

Dollar Amounts in Thousands	RCON	Amount	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):			
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835	29,000	M.1.a.
b. Total brokered deposits	2365	557,000	M.1.b.
c. Brokered deposits of \$250,000 or less (fully insured brokered deposits) (2)	HK05	439,000	M.1.c.
d. Maturity data for brokered deposits:			
(1) Brokered deposits of \$250,000 or less with a remaining maturity of one year or less (included in Memorandum item 1.c above)	HK06	439,000	M.1.d.(1)
(2) Not applicable			
(3) Brokered deposits of more than \$250,000 with a remaining maturity of one year or less (included in Memorandum item 1.b above)	K220	118,000	M.1.d.(3)
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only)	5590	NA	M.1.e.
f. Estimated amount of deposits obtained through the use of deposit listing services that are not brokered deposits	K223	0	M.1.f.
g. Total reciprocal deposits	JH83	0	M.1.g.
h. Sweep deposits:			
(1) Fully insured, affiliate sweep deposits	MT87	150,000	M.1.h.(1)
(2) Not fully insured, affiliate sweep deposits	MT89	926,000	M.1.h.(2)
(3) Fully insured, non-affiliate sweep deposits	MT91	0	M.1.h.(3)
(4) Not fully insured, non-affiliate sweep deposits	MT93	0	M.1.h.(4)
i. Total sweep deposits that are not brokered deposits	MT95	912,000	M.1.i.

1. Includes interest-bearing and noninterest-bearing demand deposits.
2. The dollar amount used as the basis for reporting in Memorandum item 1.c reflects the deposit insurance limits in effect on the report date.

Schedule RC-E—Continued

Memoranda—Continued

Dollar Amounts in Thousands	RCON	Amount	
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.d must equal item 7, column C above):			
a. Savings deposits:			
(1) Money market deposit accounts (MMDAs)	6810	5,591,000	M.2.a.(1)
(2) Other savings deposits (excludes MMDAs)	0352	0	M.2.a.(2)
b. Total time deposits of less than \$100,000	6648	0	M.2.b.
c. Total time deposits of \$100,000 through \$250,000	J473	0	M.2.c.
d. Total time deposits of more than \$250,000	J474	122,000	M.2.d.
e. Individual Retirement Accounts (IRAs) and Keogh Plan accounts of \$100,000 or more included in Memorandum items 2.c and 2.d above	F233	0	M.2.e.
3. Maturity and repricing data for time deposits of \$250,000 or less:			
a. Time deposits of \$250,000 or less with a remaining maturity or next repricing date of: (1), (2)			
(1) Three months or less	HK07	0	M.3.a.(1)
(2) Over three months through 12 months	HK08	0	M.3.a.(2)
(3) Over one year through three years	HK09	0	M.3.a.(3)
(4) Over three years	HK10	0	M.3.a.(4)
b. Time deposits of \$250,000 or less with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above) (3)	HK11	0	M.3.b.
4. Maturity and repricing data for time deposits of more than \$250,000:			
a. Time deposits of more than \$250,000 with a remaining maturity or next repricing date of: (1), (4)			
(1) Three months or less	HK12	122,000	M.4.a.(1)
(2) Over three months through 12 months	HK13	0	M.4.a.(2)
(3) Over one year through three years	HK14	0	M.4.a.(3)
(4) Over three years	HK15	0	M.4.a.(4)
b. Time deposits of more than \$250,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above) (3)	K222	122,000	M.4.b.
5. Does your institution offer one or more consumer deposit account products, i.e., transaction account or nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use?	RCON P752	Yes No	x M.5.

Memorandum items 6 and 7 are to be completed by institutions with \$1 billion or more in total assets (5) that answered "Yes" to Memorandum item 5 above.

Dollar Amounts in Thousands	RCON	Amount	
6. Components of total transaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 6.a and 6.b must be less than or equal to item 1, column A above):			
a. Total deposits in those noninterest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use	P753	NA	M.6.a.
b. Total deposits in those interest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use	P754	NA	M.6.b.

- Report fixed-rate time deposits by remaining maturity and floating rate time deposits by next repricing date.
- Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, sum of Memorandum items 2.b and 2.c.
- Report both fixed- and floating-rate time deposits by remaining maturity. Exclude floating-rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.
- Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.d.
- The \$1 billion asset-size test is based on the total assets reported on the June 30, 2021, Report of Condition.**

Schedule RC-E—Continued

Memoranda—Continued

<u>Dollar Amounts in Thousands</u>	<u>RCON</u>	<u>Amount</u>	
7. Components of total nontransaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1), 7.a.(2), 7.b.(1), and 7.b.(2) plus all time deposits of individuals, partnerships, and corporations must equal item 1, column C, above):			
a. Money market deposit accounts (MMDAs) of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1) and 7.a.(2) must be less than or equal to Memorandum item 2.a.(1) above):			
(1) Total deposits in those MMDA deposit products intended primarily for individuals for personal, household, or family use	P756	NA	M.7.a.(1)
(2) Deposits in all other MMDAs of individuals, partnerships, and corporations	P757	NA	M.7.a.(2)
b. Other savings deposit accounts of individuals, partnerships, and corporations (sum of Memorandum items 7.b.(1) and 7.b.(2) must be less than or equal to Memorandum item 2.a.(2) above):			
(1) Total deposits in those other savings deposit account deposit products intended primarily for individuals for personal, household, or family use	P758	NA	M.7.b.(1)
(2) Deposits in all other savings deposit accounts of individuals, partnerships, and corporations	P759	NA	M.7.b.(2)

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Schedule RC-F—Other Assets (1)

Dollar Amounts in Thousands		RCON	Amount	
1.	Accrued interest receivable (2)	B556	36,000	1.
2.	Net deferred tax assets (3)	2148	287,000	2.
3.	Interest-only strips receivable (not in the form of a security) (4)	HT80	0	3.
4.	Equity investments without readily determinable fair values (5)	1752	92,000	4.
5.	Life insurance assets:			
a.	General account life insurance assets	K201	0	5.a.
b.	Separate account life insurance assets	K202	0	5.b.
c.	Hybrid account life insurance assets	K270	0	5.c.
6.	All other assets			
	(itemize and describe amounts greater than \$100,000 that exceed 25 percent of this item)	2168	1,592,000	6.
a.	Prepaid expenses	2166	0	6.a.
b.	Repossessed personal property (including vehicles)	1578	0	6.b.
c.	Derivatives with a positive fair value held for purposes other than trading..	C010	0	6.c.
d.	FDIC loss-sharing indemnification assets	J448	0	6.d.
e.	Computer software	FT33	0	6.e.
f.	Accounts receivable	FT34	1,210,000	6.f.
g.	Receivables from foreclosed government-guaranteed mortgage loans	FT35	0	6.g.
h.	TEXT	3549		
	3549		0	6.h.
i.	TEXT	3550		
	3550		0	6.i.
j.	TEXT	3551		
	3551		0	6.j.
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11)	2160	2,007,000	7.

1. Institutions that have adopted ASU 2016-13 should report asset amounts in Schedule RC-F net of any applicable allowance for credit losses.
2. Include accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets. Exclude accrued interest receivable on interest-bearing assets that is reported elsewhere on the balance sheet.
3. See discussion of deferred income taxes in Glossary entry on “income taxes.”
4. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.
5. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers’ bank stock.

Schedule RC-G—Other Liabilities

Dollar Amounts in Thousands		RCON	Amount	
1.	a. Interest accrued and unpaid on deposits (1).	3645	0	1.a.
	b. Other expenses accrued and unpaid (includes accrued income taxes payable)	3646	419,000	1.b.
2.	Net deferred tax liabilities (2)	3049	0	2.
3.	Allowance for credit losses on off-balance-sheet credit exposures (3)..	B557	2,000	3.
4.	All other liabilities			
	(itemize and describe amounts greater than \$100,000 that exceed 25 percent of this item)	2938	1,637,000	4.
a.	Accounts payable..	3066	728,000	4.a.
b.	Deferred compensation liabilities	C011	0	4.b.
c.	Dividends declared but not yet payable	2932	0	4.c.
d.	Derivatives with a negative fair value held for purposes other than trading	C012	0	4.d.
e.	Operating lease liabilities	LB56	0	4.e.
f.	TEXT	3552		
	3552		0	4.f.
g.	TEXT	3553		
	3553		0	4.g.
h.	TEXT	3554		
	3554		0	4.h.
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20).	2930	2,058,000	5.

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

3. Institutions that have adopted ASU 2016-13 should report in item 3 the allowance for credit losses on those off-balance sheet credit exposures that fall within the scope of the standard.

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Schedule RC-K—Quarterly Averages ⁽¹⁾

<u>Dollar Amounts in Thousands</u>	<u>RCON</u>	<u>Amount</u>	
Assets			
1. Interest-bearing balances due from depository institutions	3381	21,790,000	1.
2. U.S. Treasury securities and U.S. Government agency obligations ⁽²⁾ (excluding mortgage-backed securities)	B558	758,000	2.
3. Mortgage-backed securities ⁽²⁾	B559	0	3.
4. All other debt securities ⁽²⁾ and equity securities with readily determinable fair values not held for trading ⁽³⁾	B560	6,000	4.
5. Federal funds sold and securities purchased under agreements to resell	3365	5,917,000	5.
6. Loans:			
a. Total loans	3360	12,276,000	6.a.
b. Loans secured by real estate:			
(1) Loans secured by 1–4 family residential properties	3465	2,323,000	6.b.(1)
(2) All other loans secured by real estate	3466	3,360,000	6.b.(2)
c. Commercial and industrial loans	3387	1,498,000	6.c.
d. Loans to individuals for household, family, and other personal expenditures:			
(1) Credit cards	B561	0	6.d.(1)
(2) Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans)	B562	306,000	6.d.(2)
<i>Item 7 is to be completed by (1) banks that reported total trading assets of \$10 million or more in any of the four preceding calendar quarters and (2) all banks meeting the FDIC's definition of a large or highly complex institution for deposit insurance assessment purposes.</i>			
7. Trading assets	3401	0	7.
8. Lease financing receivables (net of unearned income)	3484	60,000	8.
9. Total assets ⁽⁴⁾	3368	42,140,000	9.
Liabilities			
10. Interest-bearing transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	3485	5,980,000	10.
11. Nontransaction accounts:			
a. Savings deposits (includes MMDAs)	B563	4,926,000	11.a.
b. Time deposits of \$250,000 or less	HK16	0	11.b.
c. Time deposits of more than \$250,000	HK17	138,000	11.c.
12. Federal funds purchased and securities sold under agreements to repurchase	3353	0	12.
13. <i>To be completed by banks with \$100 million or more in total assets: ⁽⁵⁾</i>			
Other borrowed money (includes mortgage indebtedness)	3355	81,000	13.

1. For all items, banks have the option of reporting either (1) an average of *DAILY* figures for the quarter, or (2) an average of *WEEKLY* figures (i.e., the Wednesday of each week of the quarter).
2. Quarterly averages for all debt securities should be based on amortized cost.
3. Quarterly averages for equity securities with readily determinable fair values should be based on fair value.
4. The quarterly average for total assets should reflect securities not held for trading as follows:
 - a) Debt securities at amortized cost.
 - b) Equity securities with readily determinable fair values at fair value.
 - c) Equity investments without readily determinable fair values at their balance sheet carrying values (i.e., fair value or, if elected, cost minus impairment, if any, plus or minus changes resulting from observable price changes).
5. **The \$100 million asset-size test is based on the total assets reported on the *June 30, 2021, Report of Condition.***

Schedule RC-K—Quarterly Averages ⁽¹⁾—Continued

Memorandum

Dollar Amounts in Thousands

RCON Amount

Memorandum item 1 is to be completed by: (2)

- banks with \$300 million or more in total assets, and
- banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part 1, item 3) exceeding 5 percent of total loans.

1. Loans to finance agricultural production and other loans to farmers	3386	0	M.1.
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1. For all items, banks have the option of reporting either (1) an average of *DAILY* figures for the quarter, or (2) an average of *WEEKLY* figures (i.e., the Wednesday of each week of the quarter).

2. **The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2021, Report of Condition.**

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

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

<u>Dollar Amounts in Thousands</u>		<u>RCON</u>	<u>Amount</u>			
1. Unused commitments:						
a.	Revolving, open-end lines secured by 1–4 family residential properties, e.g., home equity lines	3814	142,000	1.a.		
<i>Item 1.a.(1) is to be completed for the December report only.</i>						
(1)	Unused commitments for reverse mortgages outstanding that are held for investment (included in item 1.a. above)	HT72	NA	1.a.(1)		
b.	Credit card lines	3815	0	1.b.		
<i>Items 1.b.(1) and 1.b.(2) are to be completed semiannually in the June and December reports only by banks with either \$300 million or more in total assets or \$300 million or more in credit card lines (1) (sum of items 1.b.(1) and 1.b.(2) must equal item 1.b.).</i>						
(1)	Unused consumer credit card lines	J455	0	1.b.(1)		
(2)	Other unused credit card lines	J456	0	1.b.(2)		
c.	Commitments to fund commercial real estate, construction, and land development loans:					
(1)	Secured by real estate:					
(a)	1–4 family residential construction loan commitments	F164	0	1.c.(1)(a)		
(b)	Commercial real estate, other construction loan, and land development loan commitments	F165	174,000	1.c.(1)(b)		
(2)	NOT secured by real estate	6550	0	1.c.(2)		
d.	Securities underwriting	3817	0	1.d.		
e.	Other unused commitments:					
(1)	Commercial and industrial loans	J457	442,000	1.e.(1)		
(2)	Loans to financial institutions	J458	245,000	1.e.(2)		
(3)	All other unused commitments	J459	7,000,000	1.e.(3)		
2.	Financial standby letters of credit	3819	516,000	2.		
<i>Item 2.a is to be completed by banks with \$1 billion or more in total assets. (1)</i>						
a.	Amount of financial standby letters of credit conveyed to others	3820	159,000	2.a.		
3.	Performance standby letters of credit	3821	49,000	3.		
<i>Item 3.a is to be completed by banks with \$1 billion or more in total assets. (1)</i>						
a.	Amount of performance standby letters of credit conveyed to others	3822	0	3.a.		
4.	Commercial and similar letters of credit	3411	0	4.		
5.	Not applicable					
6.	Securities lent and borrowed:					
a.	Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)		3433	6.a.		
b.	Securities borrowed		3432	6.b.		
7.	Credit derivatives:					
a.	Notional amounts:					
(1)	Credit default swaps	C968	0	C969	0	7.a.(1)
(2)	Total return swaps	C970	0	C971	0	7.a.(2)
(3)	Credit options	C972	0	C973	0	7.a.(3)
(4)	Other credit derivatives	C974	0	C975	0	7.a.(4)

1. The asset-size tests and the \$300 million credit card lines test are based on the total assets and credit card lines reported on the June 30, 2021, Report of Condition.

Schedule RC-L—Continued

Dollar Amounts in Thousands

Items 11.a and 11.b are to be completed semiannually in the June and December reports only.

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

	RCON	Amount	
a. Sales for which the reporting bank is the acquiring bank	C223	0	11.a.
b. Sales for which the reporting bank is the agent bank with risk	C224	0	11.b.

Dollar Amounts in Thousands

Derivatives Position Indicators

12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):

	(Column A) Interest Rate Contracts Amount	(Column B) Foreign Exchange Contracts Amount	(Column C) Equity Derivative Contracts Amount	(Column D) Commodity and Other Contracts Amount	
a. Futures contracts	RCON 8693 0	RCON 8694 0	RCON 8695 0	RCON 8696 0	12.a.
b. Forward contracts	RCON 8697 0	RCON 8698 0	RCON 8699 0	RCON 8700 0	12.b.
c. Exchange-traded option contracts:	RCON 8701	RCON 8702	RCON 8703	RCON 8704	
(1) Written options	0	0	0	0	12.c.(1)
(2) Purchased options	0	0	0	0	12.c.(2)
d. Over-the-counter option contracts:	RCON 8709	RCON 8710	RCON 8711	RCON 8712	
(1) Written options	0	0	0	0	12.d.(1)
(2) Purchased options	0	0	0	0	12.d.(2)
e. Swaps	RCON 3450 31,164,000	RCON 3826 0	RCON 8719 0	RCON 8720 0	12.e.
13. Total gross notional amount of derivative contracts held for trading	RCON A126 0	RCON A127 0	RCON 8723 0	RCON 8724 0	13.
14. Total gross notional amount of derivative contracts held for purposes other than trading	RCON 8725 31,164,000	RCON 8726 0	RCON 8727 0	RCON 8728 0	14.
a. Interest rate swaps where the bank has agreed to pay a fixed rate	RCON A589 0				14.a.

Schedule RC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts Amount	(Column B) Foreign Exchange Contracts Amount	(Column C) Equity Derivative Contracts Amount	(Column D) Commodity and Other Contracts Amount	
Derivatives Position Indicators					
15. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	RCON 8733 0	RCON 8734 0	RCON 8735 0	RCON 8736 0	15.a.(1)
(2) Gross negative fair value	RCON 8737 0	RCON 8738 0	RCON 8739 0	RCON 8740 0	15.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	RCON 8741 218,000	RCON 8742 0	RCON 8743 0	RCON 8744 0	15.b.(1)
(2) Gross negative fair value	RCON 8745 303,000	RCON 8746 0	RCON 8747 0	RCON 8748 0	15.b.(2)

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms		(Columns B-D) Not applicable		(Column E) Corporations and All Other Counterparties		
	RCON	Amount	RCON	Amount	RCON	Amount	
<i>Item 16 is to be completed only by banks with total assets of \$10 billion or more. (1)</i>							
16. Over-the-counter derivatives:							
a. Net current credit exposure	G418	0			G422	214,000	16.a.
b. Fair value of collateral:							
(1) Cash—U.S. dollar	G423	0			G427	0	16.b.(1)
(2) Cash—Other currencies	G428	0			G432	0	16.b.(2)
(3) U.S. Treasury securities	G433	0			G437	0	16.b.(3)
(4) through (6) Not Applicable							
(7) All other collateral	G453	0			G457	0	16.b.(7)
(8) Total fair value of collateral (sum of items 16.b.(1) through (7))	G458	0			G462	0	16.b.(8)

1. The \$10 billion asset-size test is based on the total assets reported on the *June 30, 2021, Report of Condition*.

Schedule RC-M—Memoranda

<u>Dollar Amounts in Thousands</u>	<u>RCON</u>	<u>Amount</u>	
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:			
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests	6164	1,000	1.a.
	<u>Number</u>		
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations	6165	2	1.b.
2. Intangible assets:			
a. Mortgage servicing assets	3164	0	2.a.
(1) Estimated fair value of mortgage servicing assets	A590	0	2.a.(1)
b. Goodwill	3163	0	2.b.
c. All other intangible assets	JF76	7,000	2.c.
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10)	2143	<u>7,000</u>	2.d.
3. Other real estate owned:			
a. Construction, land development, and other land	5508	0	3.a.
b. Farmland	5509	0	3.b.
c. 1–4 family residential properties	5510	2,000	3.c.
d. Multifamily (5 or more) residential properties	5511	0	3.d.
e. Nonfarm nonresidential properties	5512	0	3.e.
f. Total (sum of items 3.a through 3.e) (must equal Schedule RC, item 7)	2150	<u>2,000</u>	3.f.
4. Cost of equity securities with readily determinable fair values not held for trading (the fair value of which is reported in Schedule RC, item 2.c) ⁽¹⁾	JA29	3,000	4.
5. Other borrowed money:			
a. Federal Home Loan Bank advances:			
(1) Advances with a remaining maturity or next repricing date of: ⁽²⁾			
(a) One year or less	F055	0	5.a.(1)(a)
(b) Over one year through three years	F056	0	5.a.(1)(b)
(c) Over three years through five years	F057	0	5.a.(1)(c)
(d) Over five years	F058	0	5.a.(1)(d)
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above) ⁽³⁾	2651	0	5.a.(2)
(3) Structured advances (included in items 5.a.(1)(a)–(d) above)	F059	0	5.a.(3)
b. Other borrowings:			
(1) Other borrowings with a remaining maturity or next repricing date of: ⁽⁴⁾			
(a) One year or less	F060	73,000	5.b.(1)(a)
(b) Over one year through three years	F061	0	5.b.(1)(b)
(c) Over three years through five years	F062	0	5.b.(1)(c)
(d) Over five years	F063	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) ⁽⁵⁾	B571	<u>73,000</u>	5.b.(2)
c. Total (sum of items 5.a.(1)(a)–(d) and items 5.b.(1)(a)–(d)) (must equal Schedule RC, item 16)	3190	<u>73,000</u>	5.c.

- Item 4 is to be completed only by insured state banks that have been approved by the FDIC to hold grandfathered equity investments. See instructions for this item and the Glossary entry for “Securities Activities” for further detail on accounting for investments in equity securities.
- Report fixed-rate advances by remaining maturity and floating-rate advances by next repricing date.
- Report both fixed- and floating-rate advances by remaining maturity. Exclude floating-rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.
- Report fixed-rate other borrowings by remaining maturity and floating-rate other borrowings by next repricing date.
- Report both fixed- and floating-rate other borrowings by remaining maturity. Exclude floating-rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

Schedule RC-M—Continued

<u>Dollar Amounts in Thousands</u>		<u>RCON</u>	<u>Yes</u>	<u>No</u>
6.	Does the reporting bank sell private label or third-party mutual funds and annuities?	B569		x 6.
7.	Assets under the reporting bank's management in proprietary mutual funds and annuities	RCON B570		Amount 0 7.
8.	Internet website addresses and physical office trade names:			
a.	Uniform Resource Locator (URL) of the reporting institution's primary Internet website (home page), if any (Example: www.examplebank.com):			
	TEXT 4087 http://www.db.com			8.a.
b.	URLs of all other public-facing Internet websites that the reporting institution uses to accept or solicit deposits from the public, if any (Example: www.examplebank.biz): (1)			
(1)	TE01 N528 http:// _____			8.b.(1)
(2)	TE02 N528 http:// _____			8.b.(2)
(3)	TE03 N528 http:// _____			8.b.(3)
(4)	TE04 N528 http:// _____			8.b.(4)
(5)	TE05 N528 http:// _____			8.b.(5)
(6)	TE06 N528 http:// _____			8.b.(6)
(7)	TE07 N528 http:// _____			8.b.(7)
(8)	TE08 N528 http:// _____			8.b.(8)
(9)	TE09 N528 http:// _____			8.b.(9)
(10)	TE10 N528 http:// _____			8.b.(10)
c.	Trade names other than the reporting institution's legal title used to identify one or more of the institution's physical offices at which deposits are accepted or solicited from the public, if any:			
(1)	TE01 N529			8.c.(1)
(2)	TE02 N529			8.c.(2)
(3)	TE03 N529			8.c.(3)
(4)	TE04 N529			8.c.(4)
(5)	TE05 N529			8.c.(5)
(6)	TE06 N529			8.c.(6)

Item 9 is to be completed annually in the December report only.

9.	Do any of the bank's Internet websites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the website?	RCON 4088	<u>Yes</u>	<u>No</u> 9.
10.	Secured liabilities:	RCON	<u>Amount</u>	
a.	Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a)	F064	0	10.a.
b.	Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d))	F065	0	10.b.
11.	Does the bank act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts?	RCON G463	<u>Yes</u> x	<u>No</u> 11.

12. Does the bank provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities?

G464 x 12.

1. Report only highest level URLs (for example, report www.examplebank.biz, but do not also report www.examplebank.biz/checking). Report each top level domain name used (for example, report both www.examplebank.biz and www.examplebank.net).

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Schedule RC-M—Continued

<u>Dollar Amounts in Thousands</u>	<u>RCON</u>	<u>Amount</u>	
13. Assets covered by loss-sharing agreements with the FDIC:			
a. Loans and leases (included in Schedule RC, items 4.a and 4.b):			
(1) Loans secured by real estate:			
(a) Construction, land development, and other land loans:			
(1) 1–4 family residential construction loans	K169	0	13.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans	K170	0	13.a.(1)(a)(2)
(b) Secured by farmland			
(c) Secured by 1–4 family residential properties:			
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K172	0	13.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:			
(a) Secured by first liens	K173	0	13.a.(1)(c)(2)(a)
(b) Secured by junior liens	K174	0	13.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties			
(e) Secured by nonfarm nonresidential properties:			
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K176	0	13.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties	K177	0	13.a.(1)(e)(2)
(2) through (4) Not applicable			
(5) All other loans and all leases	K183	0	13.a.(5)
b. Other real estate owned (included in Schedule RC, item 7):			
(1) Construction, land development, and other land	K187	0	13.b.(1)
(2) Farmland	K188	0	13.b.(2)
(3) 1–4 family residential properties	K189	0	13.b.(3)
(4) Multifamily (5 or more) residential properties	K190	0	13.b.(4)
(5) Nonfarm nonresidential properties	K191	0	13.b.(5)
(6) Not applicable			
(7) Portion of covered other real estate owned included in items 13.b.(1) through (5) above that is protected by FDIC loss-sharing agreements	K192	0	13.b.(7)
c. Debt securities (included in Schedule RC, items 2.a and 2.b)			
d. Other assets (exclude FDIC loss-sharing indemnification assets)			
	J461	0	13.c.
	J462	0	13.d.

Items 14.a and 14.b are to be completed annually in the December report only.

14. Captive insurance and reinsurance subsidiaries:			
a. Total assets of captive insurance subsidiaries ⁽¹⁾	K193	NA	14.a.
b. Total assets of captive reinsurance subsidiaries ⁽¹⁾	K194	NA	14.b.

Item 15 is to be completed by institutions that are required or have elected to be treated as a Qualified Thrift Lender.

15. Qualified Thrift Lender (QTL) test:			
	<u>RCON</u>	<u>Number</u>	
a. Does the institution use the Home Owners' Loan Act (HOLA) QTL test or the Internal Revenue Service Domestic Building and Loan Association (IRS DBLA) test to determine its QTL compliance? (for the HOLA QTL test, enter 1; for the IRS DBLA test, enter 2)	L133	NA	15.a.
		Yes	No
b. Has the institution been in compliance with the HOLA QTL test as of each month end during the quarter or the IRS DBLA test for its most recent taxable year, as applicable?	L135		15.b.

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

Schedule RC-M—Continued

<u>Dollar Amounts in Thousands</u>	<u>RCON</u>	<u>Number</u>	
<i>Item 16.a and, if appropriate, items 16.b.(1) through 16.b.(3) are to be completed annually in the December report only.</i>			
16. International remittance transfers offered to consumers: ⁽¹⁾			
a. Estimated number of international remittance transfers provided by your institution during the calendar year ending on the report date	N523	NA	16.a.

Items 16.b.(1) through 16.b.(3) are to be completed by institutions that reported 501 or more international remittance transfers in item 16.a in either or both of the current report or the most recent prior report in which item 16.a was required to be completed.

	<u>Amount</u>	
b. Estimated dollar value of remittance transfers provided by your institution and usage of regulatory exceptions during the calendar year ending on the report date:		
(1) Estimated dollar value of international remittance transfers	N524	NA 16.b.(1)
	<u>Number</u>	
(2) Estimated number of international remittance transfers for which your institution applied the permanent exchange rate exception	MM07	NA 16.b.(2)
(3) Estimated number of international remittance transfers for which your institution applied the permanent covered third-party fee exception	MQ52	NA 16.b.(3)
17. U.S. Small Business Administration Paycheck Protection Program (PPP) loans (2) and the Federal Reserve PPP Liquidity Facility (PPPLF):		
a. Number of PPP loans outstanding	LG26	0 17.a.
	<u>Amount</u>	
b. Outstanding balance of PPP loans	LG27	0 17.b.
c. Outstanding balance of PPP loans pledged to the PPPLF	LG28	0 17.c.
d. Outstanding balance of borrowings from Federal Reserve Banks under the PPPLF with a remaining maturity of:		
(1) One year or less	LL59	0 17.d.(1)
(2) More than one year	LL60	0 17.d.(2)
e. Quarterly average amount of PPP loans pledged to the PPPLF and excluded from “Total assets for the leverage ratio” reported in Schedule RC-R, Part I, item 30	LL57	0 17.e.
18. Money Market Mutual Fund Liquidity Facility (MMLF):		
a. Outstanding balance of assets purchased under the MMLF	LL61	0 18.a.
b. Quarterly average amount of assets purchased under the MMLF and excluded from “Total assets for the leverage ratio” reported in Schedule RC-R, Part I, item 30	LL58	0 18.b.

1. Report information about international electronic transfers of funds offered to consumers in the United States that:
 - (a) are “remittance transfers” as defined by subpart B of Regulation E (12 CFR § 1005.30(e)), or
 - (b) would qualify as “remittance transfers” under subpart B of Regulation E (12 CFR § 1005.30(e)) but are excluded from that definition only because the provider is not providing those transfers in the normal course of its business. See 12 CFR § 1005.30(f).

For purposes of this item 16, such transfers are referred to as international remittance transfers.

Exclude transfers sent by your institution as a correspondent bank for other providers. Report information only about transfers for which the reporting institution is the provider.

2. Paycheck Protection Program (PPP) covered loans as defined in sections 7(a)(36) and 7(a)(37) of the Small Business Act (15 U.S.C. 636(a) (36) and (37)).

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCON	Amount	RCON	Amount	RCON	Amount	
1. Loans secured by real estate:							
a. Construction, land development, and other land loans:							
(1) 1–4 family residential construction loans	F172	0	F174	0	F176	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	0	F175	0	F177	0	1.a.(2)
b. Secured by farmland	3493	0	3494	0	3495	0	1.b.
c. Secured by 1– 4 family residential properties:							
(1) Revolving, open-end loans secured by 1– 4 family residential properties and extended under lines of credit	5398	6,000	5399	0	5400	3,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C236	0	C237	0	C229	60,000	1.c.(2)(a)
(b) Secured by junior liens	C238	0	C239	0	C230	2,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties	3499	0	3500	0	3501	0	1.d.
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F178	0	F180	0	F182	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	0	F181	0	F183	0	1.e.(2)
2. Loans to depository institutions and acceptances of other banks	B834	0	B835	0	B836	0	2.
3. Not applicable							
4. Commercial and industrial loans	1606	0	1607	0	1608	0	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	0	B576	0	B577	0	5.a.
b. Automobile loans	K213	0	K214	0	K215	0	5.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans)	K216	0	K217	0	K218	0	5.c.
6. Not applicable							
7. All other loans ⁽¹⁾	5459	0	5460	0	5461	0	7.
8. Lease financing receivables	1226	0	1227	0	1228	0	8.
9. Total loans and leases (sum of items 1 through 8)	1406	<u>6,000</u>	1407	0	1403	<u>65,000</u>	9.
10. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	0	10.

1. Includes past due and nonaccrual “Loans to finance agricultural productions and other loans to farmers,” “Obligations (other than securities and leases) of states and political subdivisions in the U.S.,” and “Loans to nondepository financial institutions and other loans.”

Schedule RC-N—Continued

Amounts reported by loan and lease category in Schedule RC-N, items 1 through 8, include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in items 11 and 12 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCON	Amount	RCON	Amount	RCON	Amount	
11. Loans and leases reported in items 1 through 8 above that are wholly or partially guaranteed by the U.S. Government, excluding loans and leases covered by loss-sharing agreements with the FDIC	K036	0	K037	0	K038	0	11.
a. Guaranteed portion of loans and leases included in item 11 above, excluding rebooked “GNMA loans”	K039	0	K040	0	K041	0	11.a.
b. Rebooked “GNMA loans” that have been repurchased or are eligible for repurchase included in item 11 above	K042	0	K043	0	K044	0	11.b.
12. Loans and leases reported in items 1 through 8 above that are covered by loss-sharing agreements with the FDIC:							
a. Loans secured by real estate:							
(1) Construction, land development, and other land loans:							
(a) 1–4 family residential construction loans	K045	0	K046	0	K047	0	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans	K048	0	K049	0	K050	0	12.a.(1)(b)
(2) Secured by farmland	K051	0	K052	0	K053	0	12.a.(2)
(3) Secured by 1–4 family residential properties:							
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K054	0	K055	0	K056	0	12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:							
(1) Secured by first liens	K057	0	K058	0	K059	0	12.a.(3)(b)(1)
(2) Secured by junior liens	K060	0	K061	0	K062	0	12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties	K063	0	K064	0	K065	0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:							
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066	0	K067	0	K068	0	12.a.(5)(a)
(b) Loans secured by other nonfarm nonresidential properties	K069	0	K070	0	K071	0	12.a.(5)(b)
b. through d. Not applicable							
e. All other loans and all leases	K087	0	K088	0	K089	0	12.e.
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	K102	0	K103	0	K104	0	12.f.

Schedule RC-N—Continued

Memoranda

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCON	Amount	RCON	Amount	RCON	Amount	
<i>Dollar Amounts in Thousands</i>							
1. Loans restructured in troubled debt restructurings included in Schedule RC-N, items 1 through 7, above (and not reported in Schedule RC-C, Part I, Memorandum item 1):							
a. Construction, land development, and other land loans:							
(1) 1–4 family residential construction loans	K105	0	K106	0	K107	0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K108	0	K109	0	K110	0	M.1.a.(2)
b. Loans secured by 1–4 family residential properties	F661	0	F662	0	F663	2,000	M.1.b.
c. Secured by multifamily (5 or more) residential properties	K111	0	K112	0	K113	0	M.1.c.
d. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114	0	K115	0	K116	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117	0	K118	0	K119	0	M.1.d.(2)
e. Commercial and industrial loans	K257	0	K258	0	K259	0	M.1.e.
<i>Memorandum items 1.e.(1) and (2) are to be completed by banks with \$300 million or more in total assets (sum of Memorandum items 1.e.(1) and (2) must equal Memorandum item 1.e): ⁽¹⁾</i>							
(1) To U.S. addressees (domicile)	K120	0	K121	0	K122	0	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K123	0	K124	0	K125	0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	K126	0	K127	0	K128	0	M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.e plus 1.f, columns A through C):</i>							
(1) Loans secured by farmland	K130	0	K131	0	K132	0	M.1.f.(1)
(2) and (3) Not applicable							

1. The \$300 million asset-size test is based on the total assets reported on the June 30, 2021, Report of Condition.

Schedule RC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCON	Amount	RCON	Amount	RCON	Amount	
1. f. (4) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K274	0	K275	0	K276	0	M.1.f.(4)(a)
(b) Automobile loans	K277	0	K278	0	K279	0	M.1.f.(4)(b)
(c) Other (includes revolving credit plans other than credit cards and other consumer loans)	K280	0	K281	0	K282	0	M.1.f.(4)(c)
<i>Memorandum item 1.f.(5) is to be completed by: ⁽¹⁾</i>							
• Banks with \$300 million or more in total assets							
• Banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans							
(5) Loans to finance agricultural production and other loans to farmers included in Schedule RC-N, Memorandum item 1.f. above	K138	0	K139	0	K140	0	M.1.f.(5)
1. g. Total loans restructured in troubled debt restructurings included in Schedule RC-N, items 1 through 7, above (sum of Memorandum items 1.a(1) through 1.e plus 1.f) ⁽²⁾	HK26	0	HK27	0	HK28	2,000	M.1.g.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above	6558	0	6559	0	6560	0	M.2.
3. Memorandum items 3.a through 3.d are to be completed by banks with \$300 million or more in total assets: ⁽¹⁾							
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	1248	0	1249	0	1250	5,000	M.3.a.
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)	5380	0	5381	0	5382	0	M.3.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) included in Schedule RC-N, item 4, above	1254	0	1255	0	1256	0	M.3.c.

- The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2021, Report of Condition.**
- Exclude amounts reported in Memorandum items 1.e.(1), 1.e.(2), and 1.f.(1) through 1.f.(5) when calculating the total in Memorandum item 1.g.

Schedule RC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual			
	RCON	Amount	RCON	Amount	RCON	Amount		
3. d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above)	F166	0	F167	0	F168	0	M.3.d.	
<i>Memorandum item 4 is to be completed by:</i> ⁽¹⁾								
<ul style="list-style-type: none"> • banks with \$300 million or more in total assets • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans: 								
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above)	1594	0	1597	0	1583	0	M.4.	
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above)	C240	0	C241	0	C226	0	M.5.	
					<u>RCON</u>	<u>Amount</u>		
6. Not applicable								
<i>Memorandum items 7, 8, 9.a, and 9.b are to be completed semiannually in the June and December reports only.</i>								
7. Additions to nonaccrual assets during the previous six months						C410	9,000	M.7.
8. Nonaccrual assets sold during the previous six months						C411	0	M.8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCON	Amount	RCON	Amount	RCON	Amount	
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3): (2)							
a. Outstanding balance	L183	NA	L184	NA	L185	NA	M.9.a.
b. Amount included in Schedule RC-N, items 1 through 7, above	L186	NA	L187	NA	L188	NA	M.9.b.

1. **The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2021, Report of Condition.**
2. Memorandum items 9.a and 9.b should be completed only by institutions that have not yet adopted ASU 2016-13.

Schedule RC-O—Other Data for Deposit Insurance Assessments

All FDIC-insured depository institutions must complete items 1 and 2, 4 through 9, 10, and 11, Memorandum item 1, and, if applicable, item 9.a, Memorandum items 2, 3, and 5 through 18 each quarter. Unless otherwise indicated, complete items 1 through 11 and Memorandum items 1 through 3 on an “unconsolidated single FDIC certificate number basis” (see instructions) and complete Memorandum items 5 through 18 on a fully consolidated basis.

Dollar Amounts in Thousands		RCON	Amount	
1.	Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	F236	31,488,000	1.
2.	Total allowable exclusions, including interest accrued and unpaid on allowable exclusions	F237	0	2.
3.	Not applicable			
4.	Average consolidated total assets for the calendar quarter	K652	42,140,000	4.
		Number		
a.	Averaging method used (for daily averaging, enter 1, for weekly averaging, enter 2)	K653	1	4.a.
		Amount		
5.	Average tangible equity for the calendar quarter ⁽¹⁾	K654	9,301,000	5.
6.	Holdings of long-term unsecured debt issued by other FDIC-insured depository institutions	K655	0	6.
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	G465	73,000	7.a.
b.	Over one year through three years	G466	0	7.b.
c.	Over three years through five years	G467	0	7.c.
d.	Over five years	G468	0	7.d.
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	G469	0	8.a.
b.	Over one year through three years	G470	0	8.b.
c.	Over three years through five years	G471	0	8.c.
d.	Over five years	G472	0	8.d.
9.	Brokered reciprocal deposits (included in Schedule RC-E, Memorandum item 1.b)	G803	0	9.
<i>Item 9.a is to be completed on a fully consolidated basis by all institutions that own another insured depository institution.</i>				
a.	Fully consolidated brokered reciprocal deposits	L190	NA	9.a.
10.	Banker’s bank certification:			
Does the reporting institution meet both the statutory definition of a banker’s bank and the business conduct test set forth in FDIC regulations?		Yes	No	
		K656	x	10.
		Amount		
<i>If the answer to item 10 is “YES,” complete items 10.a and 10.b.</i>				
a.	Banker’s bank deduction	K657	NA	10.a.
b.	Banker’s bank deduction limit	K658	NA	10.b.
11.	Custodial bank certification:			
Does the reporting institution meet the definition of a custodial bank set forth in FDIC regulations?		Yes	No	
		K659	x	11.
		Amount		
<i>If the answer to item 11 is “YES,” complete items 11.a and 11.b. ⁽²⁾</i>				
a.	Custodial bank deduction	K660	22,565,000	11.a.
b.	Custodial bank deduction limit	K661	8,168,000	11.b.

1. See instructions for averaging methods. For deposit insurance assessment purposes, tangible equity is defined as Tier 1 capital as set forth in the banking agencies’ regulatory capital standards and reported in Schedule RC-R, Part I, item 26, except as described in the instructions.

2. If the amount reported in item 11.b is zero, item 11.a may be left blank.

Schedule RC-O—Continued

Memoranda

Dollar Amounts in Thousands	RCON	Amount	
1. Total deposit liabilities of the bank, including related interest accrued and unpaid, less allowable exclusions, 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⁾			
(1) <i>Amount</i> of deposit accounts (excluding retirement accounts) of \$250,000 or less	F049	138,000	M.1.a.(1)
(2) <i>Number</i> of deposit accounts (excluding retirement accounts) of \$250,000 or less	Number		
	F050	6,455	M.1.a.(2)
b. Deposit accounts (excluding retirement accounts) of more than \$250,000: ⁽¹⁾			
(1) <i>Amount</i> of deposit accounts (excluding retirement accounts) of more than \$250,000	F051	31,321,000	M.1.b.(1)
(2) <i>Number</i> of deposit accounts (excluding retirement accounts) of more than \$250,000	Number		
	F052	3,102	M.1.b.(2)
c. Retirement deposit accounts of \$250,000 or less: ⁽¹⁾			
(1) <i>Amount</i> of retirement deposit accounts of \$250,000 or less	F045	27,000	M.1.c.(1)
(2) <i>Number</i> of retirement deposit accounts of \$250,000 or less	Number		
	F046	206	M.1.c.(2)
d. Retirement deposit accounts of more than \$250,000: ⁽¹⁾			
(1) <i>Amount</i> of retirement deposit accounts of more than \$250,000	F047	2,000	M.1.d.(1)
(2) <i>Number</i> of retirement deposit accounts of more than \$250,000	Number		
	F048	5	M.1.d.(2)
<i>Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. ⁽²⁾</i>			
2. Estimated amount of uninsured deposits including related interest accrued and unpaid (see instructions) ⁽³⁾	5597	30,548,000	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?			
If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			
	RCON	FDIC Cert. No.	
TEXT			
A545	A545	0	M.3.
4. Not applicable			

1. The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date.
2. The \$1 billion asset-size test is based on the total assets reported on the **June 30, 2021**, Report of Condition.
3. Uninsured deposits should be estimated based on the deposit insurance limits set forth in Memorandum items 1.a through 1.d.

Schedule RC-O—Continued

Amounts reported in Memorandum items 6 through 9, 14, and 15 will not be made available to the public on an individual institution basis.

Memoranda—Continued

<u>Dollar Amounts in Thousands</u>	<u>RCON</u>	<u>Amount</u>	
<i>Memorandum items 5 through 12 are to be completed by “large institutions” and “highly complex institutions” as defined in FDIC regulations.</i>			
5. Applicable portion of the CECL transitional amount or modified CECL transitional amount that has been added to retained earnings for regulatory capital purposes as of the current report date and is attributable to loans and leases held for investment	MW53	0	M.5.
6. Criticized and classified items:			
a. Special mention	K663	74,000	M.6.a.
b. Substandard	K664	301,000	M.6.b.
c. Doubtful	K665	6,000	M.6.c.
d. Loss	K666	0	M.6.d.
7. “Nontraditional 1–4 family residential mortgage loans” as defined for assessment purposes only in FDIC regulations:			
a. Nontraditional 1-4 family residential mortgage loans	N025	1,695,000	M.7.a.
b. Securitizations of nontraditional 1-4 family residential mortgage loans	N026	0	M.7.b.
8. “Higher-risk consumer loans” as defined for assessment purposes only in FDIC regulations:			
a. Higher-risk consumer loans	N027	48,000	M.8.a.
b. Securitizations of higher-risk consumer loans	N028	0	M.8.b.
9. “Higher-risk commercial and industrial loans and securities” as defined for assessment purposes only in FDIC regulations:			
a. Higher-risk commercial and industrial loans and securities	N029	0	M.9.a.
b. Securitizations of higher-risk commercial and industrial loans and securities	N030	0	M.9.b.
10. Commitments to fund construction, land development, and other land loans secured by real estate:			
a. Total unfunded commitments	K676	174,000	M.10.a.
b. Portion of unfunded commitments guaranteed or insured by the U.S. government (including the FDIC)	K677	0	M.10.b.
11. Amount of other real estate owned recoverable from the U.S. government under guarantee or insurance provisions (excluding FDIC loss-sharing agreements)	K669	0	M.11.
12. Nonbrokered time deposits of more than \$250,000 in domestic offices (included in Schedule RC-E, Part I, Memorandum item 2.d)	K678	122,000	M.12.
<i>Memorandum item 13.a is to be completed by “large institutions” and “highly complex institutions” as defined in FDIC regulations. Memorandum items 13.b through 13.h are to be completed by “large institutions” only.</i>			
13. Portion of funded loans and securities guaranteed or insured by the U.S. government (including FDIC loss-sharing agreements):			
a. Construction, land development, and other land loans secured by real estate	N177	0	M.13.a.
b. Loans secured by multifamily residential and nonfarm nonresidential properties	N178	0	M.13.b.
c. Closed-end loans secured by first liens on 1–4 family residential properties	N179	0	M.13.c.
d. Closed-end loans secured by junior liens on 1–4 family residential properties and revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	N180	0	M.13.d.
e. Commercial and industrial loans	N181	0	M.13.e.
f. Credit card loans to individuals for household, family, and other personal expenditures	N182	0	M.13.f.
g. All other loans to individuals for household, family, and other personal expenditures	N183	0	M.13.g.
h. Non-agency residential mortgage-backed securities	M963	0	M.13.h.
<i>Memorandum items 14 and 15 are to be completed by “highly complex institutions” as defined in FDIC regulations.</i>			
14. Amount of the institution’s largest counterparty exposure	K673	NA	M.14.
15. Total amount of the institution’s 20 largest counterparty exposures	K674	NA	M.15.

Schedule RC-O—Continued

Memoranda—Continued

Dollar Amounts in Thousands

	<u>RCN</u>	<u>Amount</u>	
<i>Memorandum item 16 is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations.</i>			
16. Portion of loans restructured in troubled debt restructurings that are in compliance with their modified terms and are guaranteed or insured by the U.S. government (including the FDIC) (included in Schedule RC-C, Part I, Memorandum item 1)	L189	0	M.16.
<i>Memorandum item 17 is to be completed on a fully consolidated basis by those "large institutions" and "highly complex institutions" as defined in FDIC regulations that own another insured depository institution.</i>			
17. Selected fully consolidated data for deposit insurance assessment purposes:			
a. Total deposit liabilities before exclusions (gross) as defined in Section 3(I) of the Federal Deposit Insurance Act and FDIC regulations	L194	NA	M.17.a.
b. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions	L195	NA	M.17.b.
c. Unsecured "Other borrowings" with a remaining maturity of one year or less	L196	NA	M.17.c.
d. Estimated amount of uninsured deposits, including related interest accrued and unpaid	L197	NA	M.17.d.

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Schedule RC-O—Continued

Memorandum item 18 is to be completed by “large institutions” and “highly complex institutions” as defined in FDIC regulations. Amounts reported in Memorandum item 18 will not be made available to the public on an individual institution basis.

Dollar Amounts in Thousands	Two-Year Probability of Default (PD)								
	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	
	≤ 1%	1.01–4%	4.01–7%	7.01–10%	10.01–14%	14.01–16%	16.01–18%	18.01–20%	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
18. Outstanding balance of 1-4 family residential mortgage loans, consumer loans, and consumer leases by two-year probability of default:									
a. “Nontraditional 1-4 family residential mortgage loans” as defined for assessment purposes only in FDIC regulations	RCON M964	RCON M965	RCON M966	RCON M967	RCON M968	RCON M969	RCON M970	RCON M971	
	356,000	688,000	347,000	102,000	45,000	5,000	2,000	7,000	M.18.a.
b. Closed-end loans secured by first liens on 1-4 family residential properties	RCON M979	RCON M980	RCON M981	RCON M982	RCON M983	RCON M984	RCON M985	RCON M986	
	27,000	60,000	38,000	3,000	5,000	0	0	0	M.18.b.
c. Closed-end loans secured by junior liens on 1-4 family residential properties	RCON M994	RCON M995	RCON M996	RCON M997	RCON M998	RCON M999	RCON N001	RCON N002	
	5,000	3,000	5,000	1,000	0	0	0	0	M.18.c.
d. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCON N010	RCON N011	RCON N012	RCON N013	RCON N014	RCON N015	RCON N016	RCON N017	
	33,000	98,000	112,000	10,000	9,000	0	3,000	0	M.18.d.
e. Credit cards	RCON N040	RCON N041	RCON N042	RCON N043	RCON N044	RCON N045	RCON N046	RCON N047	
	0	0	0	0	0	0	0	0	M.18.e.
f. Automobile loans	RCON N055	RCON N056	RCON N057	RCON N058	RCON N059	RCON N060	RCON N061	RCON N062	
	0	0	0	0	0	0	0	0	M.18.f.
g. Student loans	RCON N070	RCON N071	RCON N072	RCON N073	RCON N074	RCON N075	RCON N076	RCON N077	
	0	0	0	0	0	0	0	0	M.18.g.
h. Other consumer loans and revolving credit plans other than credit cards	RCON N085	RCON N086	RCON N087	RCON N088	RCON N089	RCON N090	RCON N091	RCON N092	
	133,000	39,000	129,000	2,000	0	0	0	0	M.18.h.
i. Consumer leases	RCON N100	RCON N101	RCON N102	RCON N103	RCON N104	RCON N105	RCON N106	RCON N107	
	0	0	0	0	0	0	0	0	M.18.i.
j. Total	RCON N115	RCON N116	RCON N117	RCON N118	RCON N119	RCON N120	RCON N121	RCON N122	
	554,000	888,000	631,000	118,000	59,000	5,000	5,000	7,000	M.18.j.

Schedule RC-O—Continued

Memorandum item 18 is to be completed by “large institutions” and “highly complex institutions” as defined in FDIC regulations. Amounts reported in Memorandum item 18 will not be made available to the public on an individual institution basis.

Dollar Amounts in Thousands	Two-Year Probability of Default (PD)						(Column O) PDs Were Derived Using ⁽¹⁾ Number	
	(Column I)	(Column J)	(Column K)	(Column L)	(Column M)	(Column N)		
	20.01–22% Amount	22.01–26% Amount	26.01–30% Amount	> 30% Amount	Unscoreable Amount	Total Amount		
18. Outstanding balance of 1-4 family residential mortgage loans, consumer loans, and consumer leases by two-year probability of default:								
a. “Nontraditional 1-4 family residential mortgage loans” as defined for assessment purposes only in FDIC regulations	RCON M972 6,000	RCON M973 2,000	RCON M974 2,000	RCON M975 0	RCON M976 135,000	RCON M977 1,697,000	RCON M978 1	M.18.a.
b. Closed-end loans secured by first liens on 1-4 family residential properties	RCON M987 0	RCON M988 0	RCON M989 0	RCON M990 0	RCON M991 24,000	RCON M992 157,000	RCON M993 1	M.18.b.
c. Closed-end loans secured by junior liens on 1-4 family residential properties	RCON N003 0	RCON N004 0	RCON N005 2,000	RCON N006 0	RCON N007 0	RCON N008 16,000	RCON N009 1	M.18.c.
d. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCON N018 0	RCON N019 0	RCON N020 0	RCON N021 0	RCON N022 47,000	RCON N023 312,000	RCON N024 1	M.18.d.
e. Credit cards	RCON N048 0	RCON N049 0	RCON N050 0	RCON N051 0	RCON N052 0	RCON N053 0	RCON N054 0	M.18.e.
f. Automobile loans	RCON N063 0	RCON N064 0	RCON N065 0	RCON N066 0	RCON N067 0	RCON N068 0	RCON N069 0	M.18.f.
g. Student loans	RCON N078 0	RCON N079 0	RCON N080 0	RCON N081 0	RCON N082 0	RCON N083 0	RCON N084 0	M.18.g.
h. Other consumer loans and revolving credit plans other than credit cards	RCON N093 0	RCON N094 0	RCON N095 0	RCON N096 0	RCON N097 7,000	RCON N098 310,000	RCON N099 1	M.18.h.
i. Consumer leases	RCON N108 0	RCON N109 0	RCON N110 0	RCON N111 0	RCON N112 0	RCON N113 0	RCON N114 0	M.18.i.
j. Total	RCON N123 6,000	RCON N124 2,000	RCON N125 4,000	RCON N126 0	RCON N127 213,000	RCON N128 2,492,000	0	M.18.j.

1. For PDs derived using scores and default rate mappings provided by a third-party vendor, enter 1; for PDs derived using an internal approach, enter 2; for PDs derived using third-party vendor mappings for some loans within a product type and an internal approach for other loans within the same product type, enter 3. If the total reported in Column N for a product type is zero, enter 0.

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

Schedule RC-P is to be completed by banks at which either 1-4 family residential mortgage loan originations and purchases for resale ⁽¹⁾ from all sources, loan sales, or quarter-end loans held for sale or trading exceed \$10 million for two consecutive quarters.

<u>Dollar Amounts in Thousands</u>		<u>RCON</u>	<u>Amount</u>	
1.	Retail originations during the quarter of 1-4 family residential mortgage loans for sale (1)	HT81	0	1.
2.	Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale (1)	HT82	0	2.
3.	1-4 family residential mortgage loans sold during the quarter	FT04	0	3.
4.	1-4 family residential mortgage loans held for sale or trading at quarter-end (included in Schedule RC, items 4.a and 5)	FT05	0	4.
5.	Noninterest income <i>for the quarter</i> from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.c, 5.f, 5.g, and 5.i)	RIAD HT85	0	5.
6.	Repurchases and indemnifications of 1-4 family residential mortgage loans <i>during the quarter</i>	RCON HT86	0	6.
7.	Representation and warranty reserves for 1-4 family residential mortgage loans sold:			
a.	For representations and warranties made to U.S. government agencies and government-sponsored agencies	L191	0	7.a.
b.	For representations and warranties made to other parties	L192	0	7.b.
c.	Total representation and warranty reserves (sum of items 7.a and 7.b)	M288	0	7.c.

1. Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

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

Schedule RC-Q is to be completed by banks that:

- (1) Have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or
- (2) Are required to complete Schedule RC-D, Trading Assets and Liabilities.

Dollar Amounts in Thousands	(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		
	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
Assets											
1. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading ⁽¹⁾	JA36	749,000	G474	0	G475	743,000	G476	6,000	G477	0	1.
2. Not applicable											
3. Loans and leases held for sale	G483	0	G484	0	G485	0	G486	0	G487	0	3.
4. Loans and leases held for investment	G488	0	G489	0	G490	0	G491	0	G492	0	4.
5. Trading assets:											
a. Derivative assets	3543	0	G493	0	G494	0	G495	0	G496	0	5.a.
b. Other trading assets	G497	0	G498	0	G499	0	G500	0	G501	0	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 5.b above)	F240	0	F684	0	F692	0	F241	0	F242	0	5.b.(1)
6. All other assets	G391	214,000	G392	3,000	G395	0	G396	217,000	G804	0	6.
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5.b plus item 6)	G502	963,000	G503	3,000	G504	743,000	G505	223,000	G506	0	7.
Liabilities											
8. Deposits	F252	0	F686	0	F694	0	F253	0	F254	0	8.
9. Not applicable											
10. Trading liabilities:											
a. Derivative liabilities	3547	0	G512	0	G513	0	G514	0	G515	0	10.a.
b. Other trading liabilities	G516	0	G517	0	G518	0	G519	0	G520	0	10.b.
11. and 12. Not applicable											
13. All other liabilities	G805	301,000	G806	3,000	G807	0	G808	304,000	G809	0	13.
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13)	G531	301,000	G532	3,000	G533	0	G534	304,000	G535	0	14.

1. The amount reported in item 1, column A, must equal the sum of Schedule RC, items 2.b and 2.c.

Schedule RC-Q—Continued

Dollar Amounts in Thousands	(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		
	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
Memoranda											
1. All other assets (itemize and describe amounts included in Schedule RC-Q, item 6, that are greater than \$100,000 and exceed 25 percent of item 6):											
a. Mortgage servicing assets	G536	0	G537	0	G538	0	G539	0	G540	0	M.1.a.
b. Nontrading derivative assets	G541	214,000	G542	3,000	G543	0	G544	217,000	G545	0	M.1.b.
c. TEXT G546	G546	0	G547	0	G548	0	G549	0	G550	0	M.1.c.
d. TEXT G551	G551	0	G552	0	G553	0	G554	0	G555	0	M.1.d.
e. TEXT G556	G556	0	G557	0	G558	0	G559	0	G560	0	M.1.e.
f. TEXT G561	G561	0	G562	0	G563	0	G564	0	G565	0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule RC-Q, item 13, that are greater than \$100,000 and exceed 25 percent of item 13):											
a. Loan commitments (not accounted for as derivatives)	F261	0	F689	0	F697	0	F262	0	F263	0	M.2.a.
b. Nontrading derivative liabilities	G566	301,000	G567	3,000	G568	0	G569	304,000	G570	0	M.2.b.
c. TEXT G571	G571	0	G572	0	G573	0	G574	0	G575	0	M.2.c.
d. TEXT G576	G576	0	G577	0	G578	0	G579	0	G580	0	M.2.d.
e. TEXT G581	G581	0	G582	0	G583	0	G584	0	G585	0	M.2.e.
f. TEXT G586	G586	0	G587	0	G588	0	G589	0	G590	0	M.2.f.

Schedule RC-Q—Continued

Memoranda—Continued

<u>Dollar Amounts in Thousands</u>	<u>RCN</u>	<u>Amount</u>	
3. Loans measured at fair value (included in Schedule RC-C, Part I, items 1 through 9):			
a. Loans secured by real estate:			
(1) Secured by 1–4 family residential properties	HT87	0	M.3.a.(1)
(2) All other loans secured by real estate	HT88	0	M.3.a.(2)
b. Commercial and industrial loans	F585	0	M.3.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	HT89	0	M.3.c.
d. Other loans	F589	0	M.3.d.
4. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-Q, Memorandum item 3):			
a. Loans secured by real estate:			
(1) Secured by 1–4 family residential properties	HT91	0	M.4.a.(1)
(2) All other loans secured by real estate	HT92	0	M.4.a.(2)
b. Commercial and industrial loans	F597	0	M.4.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	HT93	0	M.4.c.
d. Other loans	F601	0	M.4.d.

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Schedule RC-R—Regulatory Capital

Part I. Regulatory Capital Components and Ratios

Part I is to be completed on a consolidated basis.

<u>Dollar Amounts in Thousands</u>	<u>RCOA</u>	<u>Amount</u>	
Common Equity Tier 1 Capital			
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	P742	3,069,000	1.
2. Retained earnings ⁽¹⁾	KW00	6,241,000	2.
a. To be completed only by institutions that have adopted ASU 2016-13: Does your institution have a CECL transition election in effect as of the quarter-end report date? (enter "0" for No; enter "1" for Yes with a 3-year CECL transition election; enter "2" for Yes with a 5-year 2020 CECL transition election.)			
	<u>RCOA</u> JJ29	0	2.a.
3. Accumulated other comprehensive income (AOCI)	<u>RCOA</u> B530	<u>Amount</u> (30,000)	3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.)		0=No RCOA 1=Yes P838 0	3.a.
4. Common equity tier 1 minority interest includable in common equity tier 1 capital	<u>RCOA</u> P839	<u>Amount</u> 0	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)	P840	9,280,000	5.
Common Equity Tier 1 Capital: Adjustments and Deductions			
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)	P841	0	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	P842	7,000	7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs	P843	0	8.
9. AOCI-related adjustments (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):			
a. LESS: Net unrealized gains (losses) on available-for-sale debt securities (if a gain, report as a positive value; if a loss, report as a negative value)	P844	NA	9.a.
b. Not applicable			
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value)	P846	NA	9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value)	P847	NA	9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value)	P848	NA	9.e.
f. To be completed only by institutions that entered "0" for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relates to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value)	P849	0	9.f.

1. Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in this item.

Schedule RC-R—Continued

Part I—Continued

Dollar Amounts in Thousands	RCOA	Amount	
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:			
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value)	Q258	0	10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions	P850	0	10.b.
11. Not applicable			
12. Subtotal (item 5 minus items 6 through 10.b)	P852	9,273,000	12.
13. LESS: Investments in the capital of unconsolidated financial institutions, net of associated DTLs, that exceed 25 percent of item 12	LB58	0	13.
14. LESS: MSAs, net of associated DTLs, that exceed 25 percent of item 12	LB59	0	14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed 25 percent of item 12	LB60	0	15.
16. Not applicable			
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital ⁽¹⁾ to cover deductions	P857	0	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858	0	18.
19. Common equity tier 1 capital (item 12 minus item 18)	P859	9,273,000	19.
Additional Tier 1 Capital			
20. Additional tier 1 capital instruments plus related surplus	P860	0	20.
21. Non-qualifying capital instruments subject to phase-out from additional tier 1 capital	P861	0	21.
22. Tier 1 minority interest not included in common equity tier 1 capital	P862	0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	P863	0	23.
24. LESS: Additional tier 1 capital deductions	P864	0	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	P865	0	25.
Tier 1 Capital			
26. Tier 1 capital (sum of items 19 and 25)	8274	9,273,000	26.
Total Assets for the Leverage Ratio			
27. Average total consolidated assets ⁽²⁾	KW03	42,140,000	27.
28. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 13 through 15, 17, and certain elements of item 24 - see instructions)	P875	7,000	28.
29. LESS: Other deductions from (additions to) assets for leverage ratio purposes	B596	0	29.
30. Total assets for the leverage ratio (item 27 minus items 28 and 29)	A224	42,133,000	30.

1. An institution that has a CBLR framework election in effect as of the quarter-end report date is neither required to calculate tier 2 capital nor make any deductions that would have been taken from tier 2 capital as of the report date.
2. Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in item 27.

Schedule RC-R—Continued

Part I—Continued

Leverage Ratio*	RCOA		Percentage		
	RCOA	Amount	RCOA	Percentage	
31. Leverage ratio (item 26 divided by item 30)	7204		22.0089%		31.
a. Does your institution have a community bank leverage ratio (CBLR) framework election in effect as of the quarter-end report date? (enter "1" for Yes; enter "0" for No)			0=No RCOA 1=Yes LE74	0	31.a.

If your institution entered "1" for Yes in item 31.a:

- Complete items 32 through 37 and, if applicable, items 38.a through 38.c,
- Do not complete items 39 through 55.b, and
- Do not complete Part II of Schedule RC-R.

If your institution entered "0" for No in item 31.a:

- Skip (do not complete) items 32 through 38.c,
- Complete items 39 through 55.b, as applicable, and
- Complete Part II of Schedule RC-R.

Item 31.b is to be completed only by non-advanced approaches institutions that elect to use the Standardized Approach for Counterparty Credit Risk (SA-CCR) for purposes of the standardized approach and supplementary leverage ratio.

b. Standardized Approach for Counterparty Credit Risk opt-in election (enter "1" for Yes; leave blank for No)			RCOA 1=Yes NC99	1	31.b.
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Qualifying Criteria and Other Information for CBLR Institutions*

Dollar Amounts in Thousands	Column A		Column B		
	RCOA	Amount	RCOA	Percentage	
32. Total assets (Schedule RC, item 12); (must be less than \$10 billion)	2170	NA			32.
33. Trading assets and trading liabilities (Schedule RC, sum of items 5 and 15). Report as a dollar amount in column A and as a percentage of total assets (5% limit) in column B	KX77	NA	KX78	NA	33.
34. Off-balance sheet exposures:					
a. Unused portion of conditionally cancellable commitments	KX79	NA			34.a.
b. Securities lent and borrowed (Schedule RC-L, sum of items 6.a and 6.b)	KX80	NA			34.b.
c. Other off-balance sheet exposures	KX81	NA			34.c.
d. Total off-balance sheet exposures (sum of items 34.a through 34.c). Report as a dollar amount in column A and as a percentage of total assets (25% limit) in column B	KX82	NA	KX83	NA	34.d.

Dollar Amounts in Thousands	RCOA		Amount		
	RCOA	Amount	RCOA	Amount	
35. Unconditionally cancellable commitments			S540	NA	35.
36. Investments in the tier 2 capital of unconsolidated financial institutions			LB61	NA	36.
37. Allocated transfer risk reserve			3128	NA	37.
38. Amount of allowances for credit losses on purchased credit-deteriorated assets: ⁽¹⁾					
a. Loans and leases held for investment			JJ30	NA	38.a.
b. Held-to-maturity debt securities			JJ31	NA	38.b.
c. Other financial assets measured at amortized cost			JJ32	NA	38.c.

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

1. Items 38.a through 38.c should be completed only by institutions that have adopted ASU 2016-13.

Schedule RC-R—Continued

Part I—Continued

If your institution entered "0" for No in item 31.a, complete items 39 through 55.b, as applicable, and Part II of Schedule RC-R.

If your institution entered "1" for Yes in item 31.a, do not complete items 39 through 55.b or Part II of Schedule RC-R.

<u>Dollar Amounts in Thousands</u>		<u>RCOA</u>	<u>Amount</u>	
Tier 2 Capital (1)				
39.	Tier 2 capital instruments plus related surplus	P866	0	39.
40.	Non-qualifying capital instruments subject to phase-out from tier 2 capital	P867	0	40.
41.	Total capital minority interest that is not included in tier 1 capital	P868	0	41.
42.	Allowance for loan and lease losses includable in tier 2 capital ^(2, 3)	5310	17,000	42.
43.	Not applicable			
44.	Tier 2 capital before deductions (sum of items 39 through 42)	P870	17,000	44.
45.	LESS: Tier 2 capital deductions	P872	0	45.
46.	Tier 2 capital (greater of item 44 minus item 45, or zero)	5311	17,000	46.
Total Capital				
47.	Total capital (sum of items 26 and 46)	3792	9,290,000	47.
Total Risk-Weighted Assets				
48.	Total risk-weighted assets (from Schedule RC-R, Part II, item 31)	A223	15,398,000	48.
Risk-Based Capital Ratios *				
49.	Common equity tier 1 capital ratio (item 19 divided by item 48)	P793	60.2221%	49.
50.	Tier 1 capital ratio (item 26 divided by item 48)	7206	60.2221%	50.
51.	Total capital ratio (item 47 divided by item 48)	7205	60.3325%	51.
Capital Buffer*				
52.	Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:			
a.	Capital conservation buffer	H311	52.3325%	52.a.
b.	Institutions subject to Category III capital standards only: Total applicable capital buffer	<u>RCOW</u> H312	2.5000%	52.b.
53.	Eligible retained income ⁽⁴⁾	<u>RCOA</u> H313	NA	53.
54.	Distributions and discretionary bonus payments during the quarter ⁽⁵⁾	H314	NA	54.
Supplementary Leverage Ratio*				
55.	Institutions subject to Category III capital standards only: Supplementary leverage ratio information:			
a.	Total leverage exposure ⁽⁶⁾	H015	45,024,000	55.a.
b.	Supplementary leverage ratio	H036	<u>Percentage</u> 20.5957%	55.b.

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

1. An institution that has a CBLR framework election in effect as of the quarter-end report date is neither required to calculate tier 2 capital nor make any deductions that would have been taken from tier 2 capital as of the report date.
2. Institutions that have adopted ASU 2016-13 should report the amount of adjusted allowances for credit losses (AACL), as defined in the regulatory capital rule, includable in tier 2 capital in item 42.
3. Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should subtract the applicable portion of the AACL transitional amount or the modified AACL transitional amount, respectively, from the AACL, as defined in the regulatory capital rule, before determining the amount of AACL includable in tier 2 capital. See instructions for further detail on the CECL transition provisions.
4. Non-advanced approaches institutions other than Category III institutions must complete item 53 only if the amount reported in item 52.a above is less than or equal to 2.5000 percent. Category III institutions must complete item 53 only if the amount reported in item 52.a above is less than or equal to the amount reported in item 52.b above.
5. Non-advanced approaches institutions other than Category III institutions must complete item 54 only if the amount reported in Schedule RC-R, Part I, item 52.a, in the Call Report for the previous calendar quarter-end report date was less than or equal to 2.5000 percent. Category III institutions must complete item 54 only if the amount reported in Schedule RC-R, Part I, item 52.a, in the Call Report for the previous calendar quarter-end report date was less than or equal to the amount reported in Schedule RC-R, Part I, item 52.b, in the Call Report for that previous report date.
6. Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in item 55.a.

Schedule RC-R—Continued

Part II. Risk-Weighted Assets

Institutions that entered “1” for Yes in Schedule RC-R, Part I, item 31.a, do not have to complete Schedule RC-R, Part II.

Institutions are required to assign a 100 percent risk weight to all assets not specifically assigned a risk weight under Subpart D of the federal banking agencies’ regulatory capital rules (1) and not deducted from tier 1 or tier 2 capital.

	(Column A) Totals From Schedule RC Amount	(Column B) Adjustments to Totals Reported in Column A Amount	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
			0%	2%	4%	10%	20%	50%	100%	150%
Allocation by Risk-Weight Category										
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Balance Sheet Asset Categories (2)										
1. Cash and balances due from depository institutions	RCON D957 20,397,000	RCON S396 0	RCON D958 20,360,000				RCON D959 37,000	RCON S397 0	RCON D960 0	RCON S398 0
2. Securities:										
a. Held-to-maturity securities (3)	RCON D961 0	RCON S399 0	RCON D962 0	RCON HJ74 0	RCON HJ75 0		RCON D963 0	RCON D964 0	RCON D965 0	RCON S400 0
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading	RCON JA21 749,000	RCON S402 0	RCON D967 743,000	RCON HJ76 0	RCON HJ77 0		RCON D968 0	RCON D969 0	RCON D970 6,000	RCON S403 0
3. Federal funds sold and securities purchased under agreements to resell:										
a. Federal funds sold	RCON D971 0		RCON D972 0				RCON D973 0	RCON S410 0	RCON D974 0	RCON S411 0
b. Securities purchased under agreements to resell	RCON H171 5,916,000	RCON H172 5,916,000								
4. Loans and leases held for sale:										
a. Residential mortgage exposures	RCON S413 0	RCON S414 0	RCON H173 0				RCON S415 0	RCON S416 0	RCON S417 0	
b. High volatility commercial real estate exposures	RCON S419 0	RCON S420 0	RCON H174 0				RCON H175 0	RCON H176 0	RCON H177 0	RCON S421 0

- For national banks and federal savings associations, 12 CFR Part 3; for state member banks, 12 CFR Part 217; and for state nonmember banks and state savings associations 12 CFR Part 324.
- All securitization exposures held as on-balance sheet assets of the reporting institution are to be excluded from items 1 through 8 and are to be reported instead in item 9.
- Institutions that have adopted ASU 2016-13 and have reported held-to-maturity securities net of allowances for credit losses in item 2.a, column A, should report as a negative number in item 2.a, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

Schedule RC-R—Continued

Part II—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches ⁽¹⁾	
	250% Amount	300% Amount	400% Amount	600% Amount	625% Amount	937.5% Amount	1250% Amount	Exposure Amount	Risk-Weighted Asset Amount
Dollar Amounts in Thousands									
Balance Sheet Asset									
Categories (continued)									
1.									1.
2.									
a.									2.a.
b.									
		RCON S405		RCON S406				RCON H271	RCON H272
		0		0				0	0
									2.b.
3.									
a.									3.a.
b.									
									3.b.
4.									
a.									
								RCON H273	RCON H274
								0	0
									4.a.
b.									
								RCON H275	RCON H276
								0	0
									4.b.
1.	Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.								

Schedule RC-R—Continued

Part II—Continued

Dollar Amounts in Thousands	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
	Totals From	Adjustments								
	Schedule	to Totals								
	RC	Reported in	Allocation by Risk-Weight Category							
	Amount	Column A	0%	2%	4%	10%	20%	50%	100%	150%
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
4. Loans and leases held for sale (continued):										
c. Exposures past due 90 days or more or on nonaccrual ⁽¹⁾	RCON S423	RCON S424	RCON S425	RCON HJ78	RCON HJ79		RCON S426	RCON S427	RCON S428	RCON S429
	0	0	0	0	0		0	0	0	0
d. All other exposures	RCON S431	RCON S432	RCON S433	RCON HJ80	RCON HJ81		RCON S434	RCON S435	RCON S436	RCON S437
	0	0	0	0	0		0	0	0	0
5. Loans and leases held for investment: ⁽²⁾										
a. Residential mortgage exposures	RCON S439	RCON S440	RCON H178				RCON S441	RCON S442	RCON S443	
	2,481,000	0	5,000				0	2,226,000	250,000	
b. High volatility commercial real estate exposures	RCON S445	RCON S446	RCON H179				RCON H180	RCON H181	RCON H182	RCON S447
	0	0	0				0	0	0	0
c. Exposures past due 90 days or more or on nonaccrual ⁽³⁾	RCON S449	RCON S450	RCON S451	RCON HJ82	RCON HJ83		RCON S452	RCON S453	RCON S454	RCON S455
	0	0	0	0	0		0	0	0	0
d. All other exposures	RCON S457	RCON S458	RCON S459	RCON HJ84	RCON HJ85		RCON S460	RCON S461	RCON S462	RCON S463
	11,174,000	0	299,000	0	0		593,000	11,000	9,241,000	1,030,000
6. LESS: Allowance for loan and lease losses ⁽⁴⁾	RCON 3123	RCON 3123								
	15,000	15,000								

- For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
- Institutions that have adopted ASU 2016-13 should report as a positive number in column B of items 5.a through 5.d, as appropriate, any allowances for credit losses on purchased credit-deteriorated assets reported in column A of items 5.a through 5.d, as appropriate.
- For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
- Institutions that have adopted ASU 2016-13 should report the allowance for credit losses on loans and leases in item 6, columns A and B.

Schedule RC-R—Continued

Part II—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches ⁽¹⁾	
	250% Amount	300% Amount	400% Amount	600% Amount	625% Amount	937.5% Amount	1250% Amount	Exposure Amount	Risk-Weighted Asset Amount
Dollar Amounts in Thousands									
4. Loans and leases held for sale (continued):									
c. Exposures past due 90 days or more or on nonaccrual ⁽²⁾								RCON H277 0	RCON H278 0
d. All other exposures								RCON H279 0	RCON H280 0
5. Loans and leases held for investment:									
a. Residential mortgage exposures								RCON H281 0	RCON H282 0
b. High volatility commercial real estate exposures								RCON H283 0	RCON H284 0
c. Exposures past due 90 days or more or on nonaccrual ⁽³⁾								RCON H285 0	RCON H286 0
d. All other exposures								RCON H287 0	RCON H288 0
6. LESS: Allowance for loan and lease losses									6.

1. Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.
2. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
3. For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule RC-R—Continued

Part II—Continued

	(Column A) Totals From Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)		
			Allocation by Risk-Weight Category									
			0%	2%	4%	10%	20%	50%	100%	150%		
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount		
7. Trading assets	RCON D976	RCON S466	RCON D977	RCON HJ86	RCON HJ87	RCON D978	RCON D979	RCON D980	RCON S467			
	0	0	0	0	0	0	0	0	0	7.		
8. All other assets ^(1, 2, 3)	RCON D981	RCON S469	RCON D982	RCON HJ88	RCON HJ89	RCON D983	RCON D984	RCON D985	RCON H185			
	2,016,000	495,000	98,000	0	0	70,000	6,000	1,052,000	8,000	8.		
a. Separate account bank-owned life insurance										8.a.		
b. Default fund contributions to central counterparties										8.b.		

- Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.
- Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should report as a positive number in item 8, column B, the applicable portion of the DTA transitional amount as determined in accordance with the 3-year or the 5-year 2020 CECL transitional amount, respectively.
- Institutions that have adopted ASU 2016-13 and have reported any assets net of allowances for credit losses in item 8, column A, should report as a negative number in item 8, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

Schedule RC-R—Continued

Part II—Continued

Dollar Amounts in Thousands	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches ⁽¹⁾	
	250% Amount	300% Amount	400% Amount	600% Amount	625% Amount	937.5% Amount	1250% Amount	Exposure Amount	Risk-Weighted Asset Amount
7. Trading assets		RCON H186 0	RCON H290 0	RCON H187 0				RCON H291 0	RCON H292 0
8. All other assets ⁽²⁾	RCON H293 287,000	RCON H188 0	RCON S470 0	RCON S471 0				RCON H294 0	RCON H295 0
a. Separate account bank-owned life insurance								RCON H296 0	RCON H297 0
b. Default fund contributions to central counterparties								RCON H298 0	RCON H299 0

1. Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.
2. Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

Schedule RC-R—Continued

Part II—Continued

	(Column A)	(Column B)	(Column Q)	(Column T)	(Column U)
	Totals	Adjustments to	Allocation by	Total Risk-Weighted Asset	Total Risk-Weighted Asset
	Amount	Reported in	Risk-Weight	Amount by Calculation	Amount by Calculation
	Amount	Column A	Category	Methodology	Methodology
Dollar Amounts in Thousands	Amount	Amount	1250%	SSFA ⁽¹⁾	Gross-Up
	Amount	Amount	Amount	Amount	Amount
Securitization Exposures: On- and Off-Balance Sheet					
9. On-balance sheet securitization exposures:	RCON S475	RCON S476	RCON S477	RCON S478	RCON S479
a. Held-to-maturity securities ⁽²⁾	0	0	0	0	0 9.a.
	RCON S480	RCON S481	RCON S482	RCON S483	RCON S484
b. Available-for-sale securities	0	0	0	0	0 9.b.
	RCON S485	RCON S486	RCON S487	RCON S488	RCON S489
c. Trading assets	0	0	0	0	0 9.c.
	RCON S490	RCON S491	RCON S492	RCON S493	RCON S494
d. All other on-balance sheet securitization exposures	0	0	0	0	0 9.d.
	RCON S495	RCON S496	RCON S497	RCON S498	RCON S499
10. Off-balance sheet securitization exposures	0	0	0	0	0 10.

1. Simplified Supervisory Formula Approach.
2. Institutions that have adopted ASU 2016-13 and have reported held-to-maturity securities net of allowances for credit losses in item 9.a, column A, should report as a negative number in item 9.a, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

Schedule RC-R—Continued

Part II—Continued

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
	Totals From Schedule RC	Adjustments to Totals Reported in Column A	Allocation by Risk-Weight Category								
Dollar Amounts in Thousands	Amount	Amount	0%	2%	4%	10%	20%	50%	100%	150%	
	RCON 2170	RCON S500	RCON D987	RCON HJ90	RCON HJ91	Amount	Amount	Amount	Amount	Amount	
11. Total balance sheet assets ⁽¹⁾	42,718,000	6,396,000	21,505,000	0	0		700,000	2,243,000	10,549,000	1,038,000	11.

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches	
Dollar Amounts in Thousands	250%	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
	RCON S504	RCON S505	RCON S506	RCON S507			RCON S510	RCON H300	
11. Total balance sheet assets ⁽¹⁾	287,000	0	0	0			0	0	11.

1. For each of columns A through R of item 11, report the sum of items 1 through 9. For item 11, the sum of columns B through R must equal column A. Item 11, column A, must equal Schedule RC, item 12.

Schedule RC-R—Continued

Part II—Continued

Dollar Amounts in Thousands	(Column A) Face, Notional, or Other Amount	CCF (1)	(Column B) Credit Equivalent Amount (2)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
				Allocation by Risk-Weight Category							
				0%	2%	4%	10%	20%	50%	100%	150%
Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk Weighting (Excluding Securitization Exposures) (3)											
12. Financial standby letters of credit	RCON D991	1.0	RCON D992	RCON D993	RCON HJ92	RCON HJ93		RCON D994	RCON D995	RCON D996	RCON S511
	517,000		517,000	8,000	0	0		146,000	0	363,000	0
13. Performance standby letters of credit and transaction-related contingent items	RCON D997	0.5	RCON D998	RCON D999				RCON G603	RCON G604	RCON G605	RCON S512
	46,000		23,000	0				1,000	0	22,000	0
14. Commercial and similar letters of credit with an original maturity of one year or less	RCON G606	0.2	RCON G607	RCON G608	RCON HJ94	RCON HJ95		RCON G609	RCON G610	RCON G611	RCON S513
	0		0	0	0	0		0	0	0	0
15. Retained recourse on small business obligations sold with recourse	RCON G612	1.0	RCON G613	RCON G614				RCON G615	RCON G616	RCON G617	RCON S514
	0		0	0				0	0	0	0

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

Schedule RC-R—Continued

Part II—Continued

Dollar Amounts in Thousands	(Column A)	CCF (1)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
	Face, Notional, or Other Amount		Credit Equivalent Amount (2)	0%	2%	4%	10%	20%	50%	100%	150%	
	Amount		Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
16. Repo-style transactions (3)	RCON S515 52,000	1.0	RCON S516 52,000	RCON S517 0	RCON S518 0	RCON S519 0	RCON S520 0	RCON S521 0	RCON S522 52,000	RCON S523 0	16.	
17. All other off-balance sheet liabilities	RCON G618 0	1.0	RCON G619 0	RCON G620 0			RCON G621 0	RCON G622 0	RCON G623 0	RCON S524 0	17.	
18. Unused commitments (exclude unused commitments to asset-backed commercial paper conduits):												
a. Original maturity of one year or less	RCON S525 20,000	0.2	RCON S526 4,000	RCON S527 0	RCON HJ96 0	RCON HJ97 0		RCON S528 0	RCON S529 0	RCON S530 4,000	RCON S531 0	18.a.
b. Original maturity exceeding one year	RCON G624 2,090,000	0.5	RCON G625 1,045,000	RCON G626 88,000	RCON HJ98 0	RCON HJ99 0		RCON G627 110,000	RCON G628 67,000	RCON G629 780,000	RCON S539 0	18.b.
19. Unconditionally cancelable commitments	RCON S540 0	0.0	RCON S541 0									19.
20. Over-the-counter derivatives			RCON S542 2,000	RCON S543 0	RCON HK00 0	RCON HK01 0	RCON S544 0	RCON S545 2,000	RCON S546 0	RCON S547 0	RCON S548 0	20.
21. Centrally cleared derivatives			RCON S549 320,000	RCON S550 0	RCON S551 320,000	RCON S552 0		RCON S554 0	RCON S555 0	RCON S556 0	RCON S557 0	21.
22. Unsettled transactions (failed trades) (4)	RCON H191 0			RCON H193 0				RCON H194 0	RCON H195 0	RCON H196 0	RCON H197 0	22.

1. Credit conversion factor.
2. For items 16 through 19, column A multiplied by credit conversion factor.
3. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.
4. For item 22, the sum of columns C through Q must equal column A.

Schedule RC-R—Continued

Part II—Continued

	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category			Application of Other Risk-Weighting Approaches ⁽¹⁾		
	625% Amount	937.5% Amount	1250% Amount	Credit Equivalent Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands						
16. Repo-style transactions ⁽²⁾				RCON H301	RCON H302	16.
				0	0	17.
17. All other off-balance sheet liabilities						17.
18. Unused commitments (exclude unused commitments to asset-backed commercial paper conduits):						
a. Original maturity of one year or less				RCON H303	RCON H304	18.a.
				0	0	18.a.
b. Original maturity exceeding one year				RCON H307	RCON H308	18.b.
				0	0	18.b.
19. Unconditionally cancelable commitments						19.
20. Over-the-counter derivatives				RCON H309	RCON H310	20.
				0	0	21.
21. Centrally cleared derivatives						21.
22. Unsettled transactions (failed trades) ⁽³⁾	RCON H198	RCON H199	RCON H200			22.
	0	0	0			

1. Includes, for example, exposures collateralized by securitization exposures or mutual funds.
2. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.
3. For item 22, the sum of columns C through Q must equal column A.

Schedule RC-R—Continued

Part II—Continued

Dollar Amounts in Thousands	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
	Allocation by Risk-Weight Category								
	0%	2%	4%	10%	20%	50%	100%	150%	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)	RCON G630 21,601,000	RCON S558 320,000	RCON S559 0	RCON S560 0	RCON G631 959,000	RCON G632 2,310,000	RCON G633 11,770,000	RCON S561 1,038,000	23.
24. Risk-weight factor	X 0%	X 2%	X 4%	X 10%	X 20%	X 50%	X 100%	X 150%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	RCON G634 0	RCON S569 6,000	RCON S570 0	RCON S571 0	RCON G635 192,000	RCON G636 1,155,000	RCON G637 11,770,000	RCON S572 1,557,000	25.

06/2012

Schedule RC-R—Continued

Part II—Continued

Dollar Amounts in Thousands	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	
	Allocation by Risk-Weight Category							
	250% Amount	300% Amount	400% Amount	600% Amount	625% Amount	937.5% Amount	1250% Amount	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)	RCON S562 287,000	RCON S563 0	RCON S564 0	RCON S565 0	RCON S566 0	RCON S567 0	RCON S568 0	23.
24. Risk-weight factor	X 250%	X 300%	X 400%	X 600%	X 625%	X 937.5%	X 1250%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	RCON S573 718,000	RCON S574 0	RCON S575 0	RCON S576 0	RCON S577 0	RCON S578 0	RCON S579 0	25.

Dollar Amounts in Thousands	Totals		
	RCON	Amount	
26. Risk-weighted assets base for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold ⁽¹⁾	S580	15,398,000	26.
27. Standardized market-risk weighted assets (applicable only to banks that are covered by the market risk capital rules)	S581	0	27.
28. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve ^(2, 3)	B704	15,398,000	28.
29. LESS: Excess allowance for loan and lease losses ^(4, 5)	A222	0	29.
30. LESS: Allocated transfer risk reserve	3128	0	30.
31. Total risk-weighted assets (item 28 minus items 29 and 30)	G641	15,398,000	31.

- For institutions that have adopted ASU 2016-13, the risk-weighted assets base reported in item 26 is for purposes of calculating the adjusted allowances for credit losses (AACL) 1.25 percent threshold.
- Sum of items 2.b through 20, column S; items 9.a, 9.b, 9.c, 9.d, and 10, columns T and U; item 25, columns C through Q; and item 27 (if applicable).
- For institutions that have adopted ASU 2016-13, the risk-weighted assets reported in item 28 represents the amount of risk-weighted assets before deductions for excess AACL and allocated transfer risk reserve.
- Institutions that have adopted ASU 2016-13 should report the excess AACL.
- Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should subtract the applicable portion of the AACL transitional amount or the modified AACL transitional amount, respectively, from the AACL, as defined in the regulatory capital rule, before determining the amount of excess AACL.

Schedule RC-R—Continued

Part II—Continued

Memoranda

<u>Dollar Amounts in Thousands</u>		<u>RCON</u>	<u>Amount</u>	
1.	Current credit exposure across all derivative contracts covered by the regulatory capital rules	G642	214,000	M.1.

<u>Dollar Amounts in Thousands</u>	With a remaining maturity of							
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years			
	<u>RCON</u>	<u>Amount</u>	<u>RCON</u>	<u>Amount</u>	<u>RCON</u>	<u>Amount</u>		
2.	Notional principal amounts of over-the-counter derivative contracts:							
a.	Interest rate	S582	681,000	S583	462,000	S584	144,000	M.2.a.
b.	Foreign exchange rate and gold	S585	0	S586	0	S587	0	M.2.b.
c.	Credit (investment grade reference asset)	S588	0	S589	0	S590	0	M.2.c.
d.	Credit (non-investment grade reference asset)	S591	0	S592	0	S593	0	M.2.d.
e.	Equity	S594	0	S595	0	S596	0	M.2.e.
f.	Precious metals (except gold)	S597	0	S598	0	S599	0	M.2.f.
g.	Other	S600	0	S601	0	S602	0	M.2.g.
3.	Notional principal amounts of centrally cleared derivative contracts:							
a.	Interest rate	S603	17,493,000	S604	7,992,000	S605	4,392,000	M.3.a.
b.	Foreign exchange rate and gold	S606	0	S607	0	S608	0	M.3.b.
c.	Credit (investment grade reference asset)	S609	0	S610	0	S611	0	M.3.c.
d.	Credit (non-investment grade reference asset)	S612	0	S613	0	S614	0	M.3.d.
e.	Equity	S615	0	S616	0	S617	0	M.3.e.
f.	Precious metals (except gold)	S618	0	S619	0	S620	0	M.3.f.
g.	Other	S621	0	S622	0	S623	0	M.3.g.

<u>Dollar Amounts in Thousands</u>		<u>RCON</u>	<u>Amount</u>	
4.	Amount of allowances for credit losses on purchased credit-deteriorated assets: ⁽¹⁾			
a.	Loans and leases held for investment	JJ30	0	M.4.a.
b.	Held-to-maturity debt securities	JJ31	0	M.4.b.
c.	Other financial assets measured at amortized cost	JJ32	0	M.4.c.

1. Memorandum items 4.a through 4.c should be completed only by institutions that have adopted ASU 2016-13.

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

Dollar Amounts in Thousands	(Column A) 1-4 Family Residential Loans		(Column B to Column F) Not applicable		(Column G) All Other Loans, All Leases, and All Other Assets	
	RCON	Amount	RCON	Amount	RCON	Amount
Bank Securitization Activities						
1.						
Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements	B705	0			B711	0 1.
2.						
Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1	HU09	0			HU15	0 2.
3.						
Not applicable						
4.						
Past due loan amounts included in item 1:						
a. 30-89 days past due	B733	0			B739	0 4.a.
b. 90 days or more past due	B740	0			B746	0 4.b.
5.						
Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):	RIAD				RIAD	
a. Charge-offs	B747	0			B753	0 5.a.
b. Recoveries	B754	0			B760	0 5.b.
<i>Item 6 is to be completed by banks with \$10 billion or more in total assets. (1)</i>						
6.						
Total amount of ownership (or seller's) interest carried as securities or loans					RCON HU19	0 6.
7.						
and 8. Not applicable						
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions						
9.						
Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	RCON B776	0			B782	0 9.
<i>Item 10 is to be completed by banks with \$10 billion or more in total assets (1)</i>						
10.						
Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures	B783	0			B789	0 10.
Bank Asset Sales						
11.						
Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	B790	0			B796	0 11.
12.						
Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	B797	0			B803	0 12.

1. The \$10 billion asset-size test is based on the total assets reported on the June 30, 2021, Report of Condition.

Schedule RC-S—Continued

Memoranda

Dollar Amounts in Thousands	RCON	Amount	
1. Not applicable			
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):			
a. Closed-end 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancement	B804	0	M.2.a.
b. Closed-end 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancement	B805	0	M.2.b.
c. Other financial assets (includes home equity lines) ⁽¹⁾	A591	0	M.2.c.
d. 1–4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	F699	0	M.2.d.
<i>Memorandum item 3 is to be completed by banks with \$10 billion or more in total assets. ⁽²⁾</i>			
3. Asset-backed commercial paper conduits:			
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:			
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	B806	0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807	0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:			
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	B808	0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809	0	M.3.b.(2)
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column G ^{(2), (3)}	C407	0	M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.
2. **The \$10 billion asset-size test is based on the total assets reported on the June 30, 2021, Report of Condition.**
3. Memorandum item 4 is to be completed by banks with \$10 billion or more in total assets that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

Schedule RC-T—Fiduciary and Related Services

	RCON	Yes	No
1. Does the institution have fiduciary powers? (If “NO,” do not complete Schedule RC-T.)	A345	x	1.
2. Does the institution exercise the fiduciary powers it has been granted?	A346	x	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.)	B867	x	3.

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

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

- Items 4 through 22 and Memorandum item 3 quarterly,
- Items 23 through 26 annually with the December report, and
- Memorandum items 1, 2, and 4 annually with the December report.

Institutions with total fiduciary assets (item 10, sum of columns A and B) less than or equal to \$250 million (as of the preceding December 31 **report date**) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 13 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.
- Institutions with total fiduciary assets greater than \$100 million but less than or equal to \$250 million (as of the preceding

December 31 **report date**) that do not meet the fiduciary income test for quarterly reporting must also complete Memorandum item 4 annually with the December report.

	(Column A)	(Column B)	(Column C)	(Column D)
	Managed Assets	Non-Managed Assets	Number of Managed Accounts	Number of Non-Managed Accounts
Dollar Amounts in Thousands	Amount	Amount	Number	Number
Fiduciary and Related Assets	RCON B868	RCON B869	RCON B870	RCON B871
4. Personal trust and agency accounts	0	4,000	2	2 4.
5. Employee benefit and retirement-related trust and agency accounts:				
a. Employee benefit—defined contribution	RCON B872 2,000	RCON B873 0	RCON B874 2	RCON B875 0 5.a.
b. Employee benefit—defined benefit	RCON B876 12,000	RCON B877 0	RCON B878 3	RCON B879 0 5.b.
c. Other employee benefit and retirement-related accounts	RCON B880 116,000	RCON B881 0	RCON B882 150	RCON B883 1 5.c.
6. Corporate trust and agency accounts	RCON B884 0	RCON B885 103,502,000	RCON C001 0	RCON C002 64,041 6.
7. Investment management and investment advisory agency accounts	RCON B886 14,824,000	RCON J253 112,000	RCON B888 3,031	RCON J254 18 7.
8. Foundation and endowment trust and agency accounts	RCON J255 662,000	RCON J256 11,000	RCON J257 45	RCON J258 4 8.
9. Other fiduciary accounts	RCON B890 0	RCON B891 0	RCON B892 0	RCON B893 0 9.
10. Total fiduciary accounts (sum of items 4 through 9)	RCON B894 15,616,000	RCON B895 103,629,000	RCON B896 3,233	RCON B897 64,066 10.

Schedule RC-T—Continued

Dollar Amounts in Thousands	(Column A)	(Column B)	(Column C)	(Column D)	
	Managed Assets Amount	Non-Managed Assets Amount	Number of Managed Accounts Number	Number of Non-Managed Accounts Number	
		RCON B898		RCON B899	
11. Custody and safekeeping accounts		27,737,000		3,753	11.
12. Not applicable					
13. Individual Retirement Accounts, Health Savings Accounts, and other similar accounts (included in items 5.c and 11)	RCON J259 112,000	RCON J260 441,000	RCON J261 148	RCON J262 580	13.
Dollar Amounts in Thousands			RIAD	Amount	
Fiduciary and Related Services Income					
14. Personal trust and agency accounts			B904	8,000	14.
15. Employee benefit and retirement-related trust and agency accounts:					
a. Employee benefit—defined contribution			B905	0	15.a.
b. Employee benefit—defined benefit			B906	0	15.b.
c. Other employee benefit and retirement-related accounts			B907	0	15.c.
16. Corporate trust and agency accounts			A479	60,000	16.
17. Investment management and investment advisory agency accounts			J315	0	17.
18. Foundation and endowment trust and agency accounts			J316	0	18.
19. Other fiduciary accounts			A480	0	19.
20. Custody and safekeeping accounts			B909	1,000	20.
21. Other fiduciary and related services income			B910	0	21.
22. Total gross fiduciary and related services income (sum of items 14 through 21) (must equal Schedule RI, item 5.a)			4070	69,000	22.
23. Less: Expenses			C058	NA	23.
24. Less: Net losses from fiduciary and related services			A488	NA	24.
25. Plus: Intracompany income credits for fiduciary and related services			B911	NA	25.
26. Net fiduciary and related services income			A491	NA	26.

Memoranda

Dollar Amounts in Thousands	(Column A)		(Column B)		(Column C)		
	Personal Trust and Agency and Investment Management Agency Accounts		Employee Benefit and Retirement-Related Trust and Agency Accounts		All Other Accounts		
	RCON	Amount	RCON	Amount	RCON	Amount	
1. Managed assets held in fiduciary accounts:							
a. Noninterest-bearing deposits	J263	NA	J264	NA	J265	NA	M.1.a.
b. Interest-bearing deposits	J266	NA	J267	NA	J268	NA	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations	J269	NA	J270	NA	J271	NA	M.1.c.
d. State, county, and municipal obligations	J272	NA	J273	NA	J274	NA	M.1.d.
e. Money market mutual funds	J275	NA	J276	NA	J277	NA	M.1.e.
f. Equity mutual funds	J278	NA	J279	NA	J280	NA	M.1.f.
g. Other mutual funds	J281	NA	J282	NA	J283	NA	M.1.g.
h. Common trust funds and collective investment funds	J284	NA	J285	NA	J286	NA	M.1.h.
i. Other short-term obligations	J287	NA	J288	NA	J289	NA	M.1.i.
j. Other notes and bonds	J290	NA	J291	NA	J292	NA	M.1.j.
k. Investments in unregistered funds and private equity investments	J293	NA	J294	NA	J295	NA	M.1.k.

Schedule RC-T—Continued

Memoranda—Continued

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		
	RCON	Amount	RCON	Amount	RCON	Amount	
	1. l. Other common and preferred stocks	J296	NA	J297	NA	J298	
m. Real estate mortgages	J299	NA	J300	NA	J301	NA	M.1.m.
n. Real estate	J302	NA	J303	NA	J304	NA	M.1.n.
o. Miscellaneous assets	J305	NA	J306	NA	J307	NA	M.1.o.
p. Total managed assets held in fiduciary accounts (for each column, sum of Memorandum items 1.a through 1.o)	J308	NA	J309	NA	J310	NA	M.1.p.

Dollar Amounts in Thousands	(Column A) Managed Assets		(Column B) Number of Managed Accounts		
	RCON	Amount	RCON	Number	
	1. q. Investments of managed fiduciary accounts in advised or sponsored mutual funds	J311	NA	J312	

Dollar Amounts in Thousands	(Column A) Number of Issues		(Column B) Principal Amount Outstanding		
	RCON	Number	RCON	Amount	
	2. Corporate trust and agency accounts:			RCON B928	
a. Corporate and municipal trusteeships	B927	NA	NA	NA	M.2.a.
(1) Issues reported in Memorandum item 2.a that are in default	J313	NA	NA	NA	M.2.a.(1)
b. Transfer agent, registrar, paying agent, and other corporate agency	B929	NA			M.2.b.

Memorandum items 3.a through 3.h are to be completed by banks with collective investment funds and common trust funds with a total market value of \$1 billion or more as of the preceding December 31 report date.

Memorandum item 3.h only is to be completed by banks with collective investment funds and common trust funds with a total market value of less than \$1 billion as of the preceding December 31 report date.

Dollar Amounts in Thousands	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
	RCON	Number	RCON	Amount	
	3. Collective investment funds and common trust funds				
a. Domestic equity	B931	3	B932	552,000	M.3.a.
b. International/Global equity	B933	1	B934	214,000	M.3.b.
c. Stock/Bond blend	B935	0	B936	0	M.3.c.
d. Taxable bond	B937	1	B938	119,000	M.3.d.
e. Municipal bond	B939	1	B940	269,000	M.3.e.
f. Short-term investments/Money market	B941	0	B942	0	M.3.f.
g. Specialty/Other	B943	0	B944	0	M.3.g.
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	B945	6	B946	1,154,000	M.3.h.

Schedule RC-T—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries		
	RIAD	Amount	RIAD	Amount	RIAD	Amount	
4. Fiduciary settlements, surcharges, and other losses:							
a. Personal trust and agency accounts	B947	NA	B948	NA	B949	NA	M.4.a.
b. Employee benefit and retirement-related trust and agency accounts	B950	NA	B951	NA	B952	NA	M.4.b.
c. Investment management and investment advisory agency accounts	B953	NA	B954	NA	B955	NA	M.4.c.
d. Other fiduciary accounts and related services	B956	NA	B957	NA	B958	NA	M.4.d.
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 24)	B959	NA	B960	NA	B961	NA	M.4.e.

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

Scott.Iacono@db.com

Name and Title (TEXT B962)

Scott.Iacono@db.com

E-mail Address (TEXT B926)

212-250-8948

Area Code / Phone Number / Extension (TEXT B963)

212-797-0541

Area Code / FAX Number (TEXT B964)

Schedule RC-V—Variable Interest Entities ⁽¹⁾

Dollar Amounts in Thousands	(Column A) Securitization Vehicles		(Column B) Other VIEs		
	RCON	Amount	RCON	Amount	
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of the consolidated VIEs:					
a. Cash and balances due from depository institutions	J981	0	JF84	0	1.a.
b. Securities not held for trading	HU20	0	HU21	0	1.b.
c. Loans and leases held for investment, net of allowance, and held for sale	HU22	0	HU23	0	1.c.
d. Other real estate owned	K009	0	JF89	0	1.d.
e. Other assets	JF91	0	JF90	0	1.e.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank:					
a. Other borrowed money	JF92	0	JF85	0	2.a.
b. Other liabilities	JF93	0	JF86	0	2.b.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.e above)	K030	0	JF87	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a and 2.b above)	K033	0	JF88	0	4.

Dollar Amounts in Thousands	RCON	Amount	
5. Total assets of asset-backed commercial paper (ABCP) conduit VIEs	JF77	0	5.
6. Total liabilities of ABCP conduit VIEs	JF78	0	6.

1. Institutions that have adopted ASU 2016-13 should report assets net of any applicable allowance for credit losses.

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

The management of the reporting bank may, *if it wishes*, submit a brief narrative statement on the amounts reported in the Consolidated Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Consolidated Reports of Condition and Income, in response to any request for individual bank report data. However, the information reported in Schedule RI-E, item 2.g; Schedule RC-C, Part I, Memorandum items 17.a and 17.b; Schedule RC-O, Memorandum items 6 through 9, 14, 15, and 18; and Schedule RC-P, items 7.a and 7.b, is regarded as confidential and will not be made available to the public on an individual institution basis. BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IDENTIFIED ABOVE, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS. Banks choosing *not* to make a statement may check the "No comment" box below and should make no entries of any kind in the space provided for the narrative statement; i.e., DO NOT enter in this space such phrases as "No statement," "Not applicable," "N/A," "No comment," and "None."

The optional statement must be entered on this sheet. The statement should not exceed 100 words. Further, regardless of the number of words, the statement must not exceed 750 characters, including punctuation, indentation, and standard spacing between words and sentences. If any submission should exceed

750 characters, as defined, it will be truncated at 750 characters with no notice to the submitting bank and the truncated statement will appear as the bank's statement both on agency computerized records and in computer-file releases to the public.

All information furnished by the bank in the narrative statement must be accurate and not misleading. Appropriate efforts shall be taken by the submitting bank to ensure the statement's accuracy.

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

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

	RCON	Yes	No
Comments?	6979		x

BANK MANAGEMENT STATEMENT (please type or print clearly; 750 character limit):
 (TEXT 6980)

Calculation of Filing Fee Table

Form S-3
(Form Type)NIKE, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
Fees to Be Paid	Debt	Debt Securities	Rule 456(b) and Rule 457(r) ⁽¹⁾	(2)	(2)	(2)	(1)	(1)				
Fees Previously Paid	N/A	N/A	N/A	N/A	N/A	N/A		N/A				
Carry Forward Securities												
Carry Forward Securities	N/A	N/A	N/A	N/A		N/A			N/A	N/A	N/A	N/A
	Total Offering Amounts					(2)		(1)				
	Total Fees Previously Paid							N/A				
	Total Fee Offsets							N/A				
	Net Fee Due							(1)				

- (1) The registrant is relying on Rule 456(b) and Rule 457(r) under the Securities Act of 1933, as amended, to defer payment of all of the registration fee.
- (2) The amount to be registered consists of an unspecified amount of the securities as may from time to time be offered at indeterminate prices. Securities may be issued in U.S. dollars or the equivalent thereof in foreign currency or currency units.