

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) March 11, 1998

NORDSTROM, INC.

(Exact name of registrant as specified in its charter)

Washington (State or other jurisdiction of incorporation or organization)	0-6074 (Commission File Number)	91-0515058 (I.R.S. Employer Identification No.)
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1501 Fifth Avenue, Seattle, Washington 98101

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (206) 628-2111

ITEM 5. OTHER EVENTS.

The Registrant entered into an Underwriting Agreement, dated March 11, 1998, with Goldman, Sachs & Co., Credit Suisse First Boston Corporation, and J.P. Morgan Securities Inc. (together, the "Underwriters"), pursuant to which the Underwriters agreed to purchase, and offer for sale to the public, \$300,000,000 of the Registrant's 6.95% Senior Debentures due March 15, 2028 (the "Debentures"). The Debentures are registered for sale under the Registrant's effective Registration Statement on Form S-3, as amended on March 10, 1998 (Registration No. 333-47035) and will be offered pursuant to a Prospectus, dated March 11, 1998, filed with the Securities and Exchange Commission (the "Commission") on March 12, 1998, pursuant to the Securities Act of 1933, as amended, and Rule 424(b)(4) thereunder.

ITEM 7. EXHIBITS.

Filed as Exhibit 25.1 to this Current Report on Form 8-K are the Consolidated Reports of Condition and Income of Norwest Bank Colorado, National Association ("Norwest"), for the period January 1, 1997-December 31, 1997 (the "Reports"), which Reports are Exhibit 4 to the Form T-1 Statement of Eligibility of Norwest, previously filed with the Commission on March 6, 1998, as Exhibit 25.1 to the Amendment No. 1 to Registration Statement on Form S-3 of the Registrant.

SIGNATURES

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

NORDSTROM, INC.

(REGISTRANT)

/s/ John A. Goesling

JOHN A. GOESLING,
EXECUTIVE VICE PRESIDENT AND TREASURER

DATE MARCH 13, 1998

Legal Title of Bank: NORWEST BANK COLORADO, N.A. Call Date: 12/31/97
 Address: 1740 BROADWAY
 City, State Zip: DENVER, CO 80274-8604
 FDIC Certificate No.: 0 3 0 1 1

CONSOLIDATED REPORTS OF CONDITION AND INCOME
 FOR A BANK WITH DOMESTIC AND FOREIGN OFFICES FOR
 THE PERIOD JANUARY 1, 1997-DECEMBER 31, 1997

ALL REPORT OF INCOME SCHEDULES ARE TO BE REPORTED ON A CALENDAR YEAR-TO-DATE BASIS IN THOUSANDS OF DOLLARS.

SCHEDULE RI--INCOME STATEMENT

	DOLLAR AMOUNTS IN THOUSANDS	RIAD	BIL MIL THOU	
				----- I480 -----
1. Interest income:				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by real estate	4001	167,919		1.a. (1) (a)
(b) Loans to depository institutions.....	4019	5,422		1.a. (1) (b)
(c) Loans to finance agricultural production and other loans to farmers.....	4024	7,882		1.a. (1) (c)
(d) Commercial and industrial loans.....	4012	60,817		1.a. (1) (d)
(e) Acceptances of other banks.....	4026	33		1.a. (1) (e)
(f) Loans to individuals for household, family, and other personal expenditures:				
(1) Credit cards and related plans.....	4054	8,435		1.a. (1) (f) (1)
(2) Other.....	4055	88,062		1.a. (1) (f) (2)
(g) Loans to foreign governments and official institutions.....	4056	34		1.a. (1) (g)
(h) Obligations (other than securities and leases) of states and political subdivisions in the U.S.:				
(1) Taxable obligations.....	4503	0		1.a. (1) (h) (1)
(2) Tax-exempt				
obligations.....	4504	1,232		1.a. (1) (h) (2)
(i) All other loans in domestic offices.....	4058	66		1.a. (1) (i)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4059	1		1.a. (2)
b. Income from lease financing receivables:				
(1) Taxable leases.....	4505	76		1.b. (1)
(2) Tax-exempt leases.....	4307	0		1.b. (2)
c. Interest income on balances due from depository institutions: (1)				
(1) In domestic offices.....	4105	13		1.c. (1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4106	39,934		1.c. (2)
d. Interest and dividend income on securities:				
(1) U.S. Treasury securities and U.S. Government agency obligations.....	4027	154,890		1.d. (1)
(2) Securities issued by states and political subdivisions in the U.S.:				
(a) Taxable securities.....	4506	163		1.d. (2) (a)
(b) Tax-exempt securities.....	4507	2,324		1.d. (2) (b)
(3) Other domestic debt securities.....	3657	471		1.d. (3)
(4) Foreign debt securities.....	3658	0		1.d. (4)
(5) Equity securities (including investments in mutual funds).....	3659	578		1.d. (5)
e. Interest income from trading assets.....	4069	0		1.e.

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

SCHEDULE RI--CONTINUED

	Dollar Amounts in Thousands	Year-to-date	
			----- RIAD Bil Mil Thou -----
1. Interest income (continued)			
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	4020	8,760	1.f.
g. Total interest income (sum of items 1.a through 1.f).....	4107	547,112	1.g.
2. Interest expense:			
a. Interest on deposits:			
(1) Interest on deposits in domestic offices:			
(a) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	4508	6,129	2.a. (1) (a)
(b) Nontransaction accounts:			
(1) Money market deposit accounts (MMDAs).....	4509	27,880	2.a. (1) (b) (1)

(2) Other savings deposits.....	4511	63,368	2.a. (1) (b) (2)		
(3) Time deposits of \$100,000 or more.....	A517	19,979	2.a. (1) (b) (3)		
(4) Time deposits of less than \$100,000.....	A518	55,330	2.a. (1) (b) (4)		
(2) Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4172	11,587	2.a. (2)		
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	4180	4,305	2.b.		
c. Interest on demand notes issued to the U.S. Treasury, trading liabilities, and other borrowed money.....	4185	20	2.c.		
d. Not applicable					
e. Interest on subordinated notes and debentures.....	4200	2,737	2.e.		
f. Total interest expense (sum of items 2.a through 2.e).....	4073	191,335	2.f.		
3. Net interest income (item 1.g minus 2.f).....		RIAD 4074	355,777		3.
4. Provisions:					
a. Provision for loan and lease losses.....		RIAD 4230	9,774		4.a.
b. Provision for allocated transfer risk.....		RIAD 4243	0		4.b.
5. Noninterest income:					
a. Income from fiduciary activities.....	4070	28,898	5.a.		
b. Service charges on deposit accounts in domestic offices.....	4080	60,164	5.b.		
c. Trading revenue (must equal Schedule RI, sum of Memorandum items 8.a through 8.d).....	A220	144	5.c.		
d.-e. Not applicable					
f. Other noninterest income:					
(1) Other fee income.....	5407	27,396	5.f. (1)		
(2) All other noninterest income*.....	5408	11,640	5.f. (2)		
g. Total noninterest income (sum of items 5.a through 5.f).....		RIAD 4079	128,239		5.g.
6. a. Realized gains (losses) on held-to-maturity securities.....		RIAD 3521	0		6.a.
b. Realized gains (losses) on available-for-sale securities.....		RIAD 3195	(2,187)		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits.....	4135	111,661	7.a.		
b. Expenses of premises and fixed assets (not of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217	32,435	7.b.		
c. Other noninterest expense*.....	4092	204,659	7.c.		
d. Total noninterest expense (sum of items 7.a through 7.c).....		RIAD 4093	348,755		7.d.
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4.a, 4.b, 5.g, 6.a, 6.b, and 7.d).....		RIAD 4301	123,300		8.
9. Applicable income taxes (on item 8).....		RIAD 4302	39,156		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus 9).....		RIAD 4300	84,144		10.
11. Extraordinary items and other adjustments, net of income taxes*.....		RIAD 4320	0		11.
12. Net income (loss) (sum of items 10 and 11).....		RIAD 4340	84,144		12.

* Describe on Schedule RI-E--Explanations.

SCHEDULE RI--CONTINUED

Memoranda	Dollar Amounts in Thousands	Year-to-date		
		RIAD	Bil Mil Thou	
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes.....	4513		414	M.1.
2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8).....	8431		833	M.2.
3.-4. Not applicable				
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	4150		2,709	M.5.
6. Not applicable				
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition(1).....	9106	CC YY MM DD	00 00 00 00	M.7.
8. Trading revenue (from cash instruments and off-balance sheet derivative instruments) (sum of Memorandum items 8.a. through 8.d must equal Schedule RI, item 5.c):		RIAD	Bil Mil Thou	
a. Interest rate exposures.....	8757		0	M.8.a.
b. Foreign exchange exposures.....	8758		144	M.8.b.
c. Equity security and index exposures.....	8759		0	M.8.c.
d. Commodity and other exposures.....	8760		0	M.8.d.
9. Impact on income of off-balance sheet derivatives held for purposes other than trading:				
a. Net increase (decrease) to interest income.....	8761		0	M.9.a.
b. Net (increase) decrease to interest expense.....	8762		0	M.9.b.
c. Other (noninterest) allocations.....	8763		0	M.9.c.

b. To non-U.S. addressees (domicile).....	4646		0	4618		0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards and related plans.....	4656		1,290	4666		217	5.a.
b. Other (includes single payment, installment, and all student loans).....	4657		14,373	4667		3,922	5.b.
6. Loans to foreign governments and official institutions.....	4643		0	4627		0	6.
7. All other loans.....	4644		1,720	4628		495	7.
8. Lease financing receivables:							
a. Of U.S. addressees (domicile).....	4658		38	4668		7	8.a.
b. Of non-U.S. addressees (domicile).....	4659		0	4669		0	8.b.
9. Total (sum of items 1 through 8).....	4635		21,441	4605		8,594	9.

SCHEDULE RI-B--CONTINUED

PART I. CONTINUED

Memoranda	Dollar Amounts in Thousands	(Column A) Charge-offs				(Column B) Recoveries			
		Calendar year-to-date							
		RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou
1-3. Not applicable									
4. Loans to finance commercial real estate, construction, and land development activities (NOT SECURED BY REAL ESTATE) included in Schedule RI-B, part I, items 4 and 7, above.....	5409			0	5410			0	M.4.
5. Loans secured by real estate in domestic offices (included in Schedule RI-B, part I, item 1, above):									
a. Construction and land development.....	3582			87	3583			321	M.5.a.
b. Secured by farmland.....	3584			65	3585			233	M.5.b.
c. Secured by 1-4 family residential properties:									
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	5411			0	5412			0	M.5.c.(1)
(2) All other loans secured by 1-4 family residential properties.....	5413			1,341	5414			890	M.5.c.(2)
d. Secured by multifamily (5 or more) residential properties....	3588			0	3589			0	M.5.d.
e. Secured by nonfarm nonresidential properties.....	3590			911	3591			861	M.5.e.

PART II. CHANGES IN ALLOWANCE FOR LOAN AND LEASE LOSSES

	Dollar Amounts in Thousands	-----				
		RIAD	Bil	Mil	Thou	
1. Balance originally reported in the December 31, 1996, Reports of Condition and Income.....		3124			83,086	1.
2. Recoveries (must equal part I, item 9, column B above).....		4605			8,594	2.
3. LESS: Charge-offs (must equal part I, item 9, column A above).....		4635			21,441	3.
4. Provision for loan and lease losses (must equal Schedule RI, item 4.a).....		4230			9,774	4.
5. Adjustments* (see instructions for this schedule).....		4815			(624)	5.
6. Balance end of current period (sum of items 1 through 5) (must equal Schedule RC, item 4.b).....		3123			79,389	6.

* Describe on Schedule RI-E--Explanations.

SCHEDULE RI-D--INCOME FROM INTERNATIONAL OPERATIONS

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

PART I. ESTIMATED INCOME FROM INTERNATIONAL OPERATIONS

d.	TEXT 4461	ATM PROCESSING REVENUE	4461	3,329	1.d.

e.	TEXT 4462		4462		1.e.

f.	TEXT 4463		4463		1.f.

2.	Other noninterest expense (from Schedule RI, item 7.c):				
a.	Amortization expense of intangible assets		4531	0	2.a.
Report amounts that exceed 10% of Schedule RI, item 7.c:					
b.	Net (gains) losses on other real estate owned		5418	0	2.b.
c.	Net (gains) losses on sales of loans		5419	0	2.c.
d.	Net (gains) losses on sales of premises and fixed assets		5420	0	2.d.
Itemize and describe the three largest other amounts that exceed 10% of Schedule RI, item 7.c:					

e.	TEXT 4464	COMPUTER PROCESSING FEES	4464	23,689	2.e.

f.	TEXT 4467		4467		2.f.

g.	TEXT 4468		4468		2.g.

3.	Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and other adjustments):				

a.	(1)	TEXT 4469	4469		3.a.(1)

	(2)	Applicable income tax effect	RIAD 4486		3.a.(2)

b.	(1)	TEXT 4487	4487		3.b.(1)

	(2)	Applicable income tax effect	RIAD 4488		3.b.(2)

c.	(1)	TEXT 4489	4489		3.c.(1)

	(2)	Applicable income tax effect	RIAD 4491		3.c.(2)

4.	Equity capital adjustments from amended Reports of Income (from Schedule RI-A, item 2) (itemize and describe all adjustments):				

a.	TEXT 4492		4492		4.a.

b.	TEXT 4493		4493		4.b.

5.	Cumulative effect of changes in accounting principles from prior years (from Schedule RI-A, item 9) (itemize and describe all changes in accounting principles):				

a.	TEXT A546	EFFECT OF CHANGE TO GAAP FROM PREVIOUS NON-GAAP INSTRUCTIONS	A546	0	5.a.

b.	TEXT 4495		4495		5.b.

6.	Corrections of material accounting errors from prior years (from Schedule RI-A, item 10) (itemize and describe all corrections):				

a.	TEXT 4496		4496		6.a.

b.	TEXT 4497		4497		6.b.

SCHEDULE RI-E--CONTINUED

			Year-to-date			

			Dollar Amounts in Thousands			
			RIAD	Bil	Mil	Thou

7.	Other transactions with parent holding company (from Schedule RI-A, item 13) (itemize and describe all transactions):					

a.	TEXT 4498	CAPITAL INFUSION FROM HOLDING COMPANY	4498	18,000	7.a.	

b.	TEXT 4499		4499		7.b.	

8.	Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 5) (itemize and describe all adjustments):					

a.	TEXT 4521	ADDITIONAL CREDIT LOSS CURRENT YEAR	4521	(624)	8.a.	

b.	TEXT 4522		4522		8.b.	

9.	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):					
			I498	I499		
No comment \ \ (RIAD 4769)			-----			
Other explanations (please type or print clearly):			-----			
(TEXT 4769)			-----			

CONSOLIDATED REPORT OF CONDITION FOR INSURED COMMERCIAL AND STATE-CHARTERED SAVINGS BANKS FOR DECEMBER 31, 1997

All schedules are to be reported in thousands of dollars. Unless otherwise

indicated, report the amount outstanding as of the last business day of the quarter.

SCHEDULE RC--BALANCE SHEET

	Dollar Amounts in Thousands	RCFD	C400	
			Bil	Mil Thou
ASSETS				
1. Cash and balances due from depository institutions (from Schedule RC-A):				
a. Noninterest-bearing balances and currency and coin(1)		0081	883,189	1.a.
b. Interest-bearing balances(2)		0071	699,102	1.b.
2. Securities:				
a. Held-to-maturity securities (from Schedule RC-B, column A)		1754	0	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D)		1773	2,368,868	2.b.
3. Federal funds sold and securities purchased under agreements to resell		1350	536,350	3.
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income (from Schedule RC-C)	RCFD 2122	3,820,596		4.a.
b. LESS: Allowance for loan and lease losses	RCFD 3123	79,389		4.b.
c. LESS: Allocated transfer risk reserve	RCFD 3128	0		4.c.
d. Loans and leases, net of unearned income, allowance, and reserve (item 4.a minus 4.b and 4.c)		2125	3,741,207	4.d.
5. Trading assets (from Schedule RC-D)		3545	0	5.
6. Premises and fixed assets (including capitalized leases)		2145	108,737	6.
7. Other real estate owned (from Schedule RC-M)		2150	1,019	7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)		2130	0	8.
9. Customers' liability to this bank on acceptances outstanding		2155	3,412	9.
10. Intangible assets (from Schedule RC-M)		2143	82	10.
11. Other assets (from Schedule RC-F)		2160	153,491	11.
12. Total assets (sum of items 1 through 11)		2170	8,495,457	12.

- (1) Includes cash items in process of collection and unposted debits.
- (2) Includes time certificates of deposit not held for trading.

SCHEDULE RC--CONTINUED

	Dollar Amounts in Thousands	RCFD	Bil Mil Thou	
			Bil	Mil Thou
LIABILITIES				
13. Deposits:				
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)		RCON 2200	7,354,574	13.a.
(1) Noninterest-bearing(1)	RCON 6631	2,517,407		13.a.(1)
(2) Interest-bearing	RCON 6636	4,837,167		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBPs (from Schedule RC-E, part II)		RCFN 2200	297,011	13.b.
(1) Noninterest-bearing	RCFN 6631	0		13.b.(1)
(2) Interest-bearing	RCFN 6636	297,011		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase		RCFD 2800	123,867	14.
15. a. Demand notes issued to the U.S. Treasury		RCON 2840	0	15.a.
b. Trading liabilities (from Schedule RC-D)		RCFD 3548	0	15.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases:				
a. With a remaining maturity of one year or less		RCFD 2332	23,569	16.a.
b. With a remaining maturity of more than one year through three years		RCFD A547	0	16.b.
c. With a remaining maturity of more than three years		RCFD A548	0	16.c.
17. Not applicable				
18. Bank's liability on acceptances executed and outstanding		RCFD 2920	3,412	18.
19. Subordinated notes and debentures(2)		RCFD 3200	42,000	19.
20. Other liabilities (from Schedule RC-G)		RCFD 2930	201,475	20.
21. Total liabilities (sum of items 13 through 20)		RCFD 2948	8,045,908	21.
22. Not applicable				
EQUITY CAPITAL				
23. Perpetual preferred stock and related surplus		RCFD 3838	0	23.
24. Common stock		RCFD 3230	100,000	24.
25. Surplus (exclude all surplus related to preferred stock)		RCFD 3839	222,057	25.
26. a. Undivided profits and capital reserves		RCFD 3632	100,906	26.a.
b. Net unrealized holding gains (losses) on available-for-sale securities		RCFD 8434	26,586	26.b.
27. Cumulative foreign currency translation adjustments		RCFD 3284	0	27.
28. Total equity capital (sum of items 23 through 27)		RCFD 3210	449,549	28.
29. Total liabilities and equity capital (sum of items 21 and 28)		RCFD 3300	8,495,457	29.

Memorandum

TO BE REPORTED ONLY WITH THE MARCH REPORT OF CONDITION.

	Number
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 1996	RCFD 6724 N/A M.1.

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = 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)
- 4 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 5 = Review of the bank's financial statements by external auditors
- 6 = Compilation of the bank's financial statements by external auditors
- 7 = Other audit procedures (excluding tax preparation work)
- 8 = No external audit work

- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
- (2) Includes limited-life preferred stock and related surplus.

SCHEDULE RC-A--CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS

Exclude assets held for trading.

	----- C405							
	(Column A) Consolidated Bank				(Column B) Domestic Offices			
	Dollars Amounts in Thousands				RCFD Bil Mil Thou RCON Bil Mil Thou			
1. Cash items in process of collection, unposted debits, and currency and coin	0022		726,027					1.
a. Cash items in process of collection and unposted debits				0020		586,464		1.a.
b. Currency and coin				0080		139,563		1.b.
2. Balances due from depository institutions in the U.S.				0082		154,483		2.
a. U.S. branches and agencies of foreign banks (including their IBFs)	0083		0					2.a.
b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs)	0085		154,483					2.b.
3. Balances due from banks in foreign countries and foreign central banks				0070		699,102		3.
a. Foreign branches of other U.S. banks	0073		699,102					3.a.
b. Other banks in foreign countries and foreign central banks	0074		0					3.b.
4. Balances due from Federal Reserve Banks	0090		2,679	0090		2,679		4.
5. Total (sum of items 1 through 4) (total of column A must equal Schedule RC, sum of items 1.a and 1.b)	0010		1,582,291	0010		1,582,291		5.

Memorandum	Dollars Amounts in Thousands				----- C410			
	RCFD Bil Mil Thou				RCON Bil Mil Thou			
1. Noninterest-bearing balances due from commercial banks in the U.S. (included in item 2, column B above)					0050		154,483	M.1

SCHEDULE RC-B--SECURITIES

Exclude assets held for trading.

	----- C410							
	Held-to-maturity				Available-for-sale			
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value(1)	
	Dollar Amounts in Thousands				RCFD Bil Mil Thou RCFD Bil Mil Thou RCFD Bil Mil Thou RCFD Bil Mil Thou			

(1) Includes equity securities without readily determinable fair values at historical cost in item 6.b, column D.

SCHEDULE RC-B--CONTINUED

Memoranda	-----		
	Dollar Amounts in Thousands	RCFD Bil	Mil Thou
			C412

1. Pledged securities (1).....	0416	109,689	M.1.
2. Maturity and repricing data for debt securities(1), (2) (excluding those in nonaccrual status):			
A. SECURITIES ISSUED BY THE U.S. TREASURY, U.S. GOVERNMENT AGENCIES, AND STATES AND POLITICAL SUBDIVISIONS IN THE U.S.; OTHER NON-MORTGAGE DEBT SECURITIES; AND MORTGAGE PASS-THROUGH SECURITIES OTHER THAN THOSE BACKED BY CLOSED-END FIRST LIEN 1-4 FAMILY RESIDENTIAL MORTGAGES WITH A REMAINING MATURITY OR REPRICING FREQUENCY OF: (3) (4)			
(1) THREE MONTHS OR LESS.....	A549	2,153	M.2.a.(1)
(2) OVER THREE MONTHS THROUGH 12 MONTHS.....	A550	10,094	M.2.a.(2)
(3) OVER ONE YEAR THROUGH THREE YEARS.....	A551	12,881	M.2.a.(3)
(4) OVER THREE YEARS THROUGH FIVE YEARS.....	A552	3,382	M.2.a.(4)
(5) OVER FIVE YEARS THROUGH 15 YEARS.....	A553	11,792	M.2.a.(5)
(6) OVER 15 YEARS.....	A554	9,807	M.2.a.(6)
B. MORTGAGE PASS-THROUGH SECURITIES BACKED BY CLOSED-END FIRST LIEN 1-4 FAMILY RESIDENTIAL MORTGAGES WITH A REMAINING OR REPRICING FREQUENCY OF: (3) (5)			
(1) THREE MONTHS OR LESS.....	A555	74,933	M.2.b.(1)
(2) OVER THREE MONTHS THROUGH 12 MONTHS.....	A556	33,766	M.2.b.(2)
(3) OVER ONE YEAR THROUGH THREE YEARS.....	A557	28	M.2.b.(3)
(4) OVER THREE YEARS THROUGH FIVE YEARS.....	A558	572	M.2.b.(4)
(5) OVER FIVE YEARS THROUGH 15 YEARS.....	A559	169,760	M.2.b.(5)
(6) OVER 15 YEARS.....	A560	1,980,860	M.2.b.(6)
C. OTHER MORTGAGE-BACKED SECURITIES (INCLUDE CMOs, REMICs, AND STRIPPED MBS; EXCLUDE MORTGAGE PASS-THROUGH SECURITIES) WITH AN EXPECTED AVERAGE LIFE OF: (6)			
(1) THREE YEARS OR LESS.....	A561	1,983	M.2.c.(1)
(2) OVER THREE YEARS.....	A562	47,174	M.2.c.(2)
D. FIXED RATE AND FLOATING RATE DEBT SECURITIES WITH A REMAINING MATURITY OF ONE YEAR OR LESS (INCLUDED IN MEMORANDUM ITEMS 2.a THROUGH 2.c ABOVE).....	A248	11,934	M.2.d.
3.-6. Not applicable			
7. 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.7.
8. High-risk mortgage securities (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, item 4.b):			
a. Amortized cost.....	8780	45,631	M.8.a.
b. Fair value.....	8781	45,442	M.8.b.
9. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, and 5):			
a. Amortized cost.....	8782	232	M.9.a.
b. Fair value.....	8783	250	M.9.b.

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

SCHEDULE RC-C--LOANS AND LEASE FINANCING RECEIVABLES

PART I. LOANS AND LEASES

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report total loans and losses, net of unearned income. Exclude assets held for trading and commercial paper.

	C415					
	(Column A) Consolidated Bank			(Column B) Domestic Offices		
	Dollar Amounts in Thousands	RCFD	Bil Mil Thou	RCON	Bil Mil Thou	
1. Loans secured by real estate.....	1410		1,830,207			1.
a. Construction and land development.....				1415	152,175	1.a.
b. Secured by farmland (including farm residential and other improvements).....				1420	23,923	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	208,350	1.c.(1)
(2) All other loans secured by 1-4 family residential properties:						
(a) Secured by first liens.....				5367	413,563	1.c.(2)(a)
(b) Secured by junior liens.....				5368	574,839	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460	26,232	1.d.
e. Secured by nonfarm nonresidential properties.....				1480	431,125	1.e.
2. Loans to depository institutions:						
a. To commercial banks in the U.S.....				1505	100,320	2.a.
(1) To U.S. branches and agencies of foreign banks.....	1506		0			2.a.(1)
(2) To other commercial banks in the U.S.....	1507		100,320			2.a.(2)
b. To other depository institutions in the U.S.....	1517		4,812	1517	4,812	2.b.
c. To banks in foreign countries.....				1510	21	2.c.
(1) To foreign branches of other U.S. banks.....	1513		21			2.c.(1)
(2) To other banks in foreign countries.....	1516		0			2.c.(2)
3. Loans to finance agricultural production and other loans to farmers.....	1590		92,584	1590	92,584	3.
4. Commercial and industrial loans:						
a. To U.S. addressees (domicile).....	1763		670,651	1763	670,651	4.a.
b. To non-U.S. addressees (domicile).....	1764		13	1764	13	4.b.
5. Acceptances of other banks:						
a. Of U.S. banks.....	1756		0	1756	0	5.a.
b. Of foreign banks.....	1757		0	1757	0	5.b.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....				1975	994,462	6.
a. Credit cards and related plans (includes check credit and other revolving credit plans).....	2008		65,320			6.a.
b. Other (includes single payment, installment, and all student loans).....	2011		929,142			6.b.
7. Loans to foreign governments and official institutions (including foreign central banks).....	2081		0	2081	0	7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S. (includes nonrated industrial development obligations).....	2107		19,581	2107	19,581	8.
9. Other loans.....	1563		108,303			9.
a. Loans for purchasing or carrying securities (secured and unsecured).....				1545	20,331	9.a.
b. All other loans (exclude consumer loans).....				1564	87,972	9.b.
10. Lease financing receivables (net of unearned income).....				2165	0	10.
a. Of U.S. addressees (domicile).....	2182		0			10.a.
b. Of non-U.S. addressees (domicile).....	2183		0			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above.....	2123		358	2123	358	11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule RC, item 4.a).....	2122		3,820,596	2122	3,820,596	12.

PART I. CONTINUED

Memoranda

	Dollar Amounts in Thousands		Bil Mil Thou		
1. Not applicable					
2. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, above and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):					
a. Loans secured by real estate:					
(1) To U.S. addressees (domicile).....	RCFD 1687		0		M.2.a.(1)
(2) To non-U.S. addressees (domicile).....	RCFD 1689		0		M.2.a.(2)
b. All other loans and all lease financing receivables (exclude loans to individuals for household, family, and other personal expenditures).....	RCFD 8691		0		M.2.b.
c. Commercial and industrial loans to and lease financing receivables of non-U.S. addressees (domicile) included in Memorandum item 2.b above.....	RCFD 8692		0		M.2.c.

3. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):			
a. CLOSED-END LOANS SECURED BY FIRST LIENS ON 1-4 FAMILY RESIDENTIAL PROPERTIES IN DOMESTIC OFFICES WITH A REMAINING MATURITY OR REPRICING FREQUENCY OF: (1) (2)			
(1) THREE MONTHS OR LESS.....	RCON A564	4,493	M.3.a.(1)
(2) OVER THREE MONTHS THROUGH 12 MONTHS.....	RCON A565	100,174	M.3.a.(2)
(3) OVER ONE YEAR THROUGH THREE YEARS.....	RCON A566	18,381	M.3.a.(3)
(4) OVER THREE YEARS THROUGH FIVE YEARS.....	RCON A567	12,029	M.3.a.(4)
(5) OVER FIVE YEARS THROUGH 15 YEARS.....	RCON A568	74,745	M.3.a.(5)
(6) OVER 15 YEARS.....	RCON A569	203,741	M.3.a.(6)
b. ALL LOANS AND LEASES OTHER THAN CLOSED-END LOANS SECURED BY FIRST LIENS ON 1-4 FAMILY RESIDENTIAL PROPERTIES IN DOMESTIC OFFICES WITH A REMAINING MATURITY OR REPRICING FREQUENCY OF:(1) (3)			
(1) THREE MONTHS OR LESS.....	RCFD A570	1,402,482	M.3.b.(1)
(2) OVER THREE MONTHS THROUGH 12 MONTHS.....	RCFD A571	338,676	M.3.b.(2)
(3) OVER ONE YEAR THROUGH THREE YEARS.....	RCFD A572	398,740	M.3.b.(3)
(4) OVER THREE YEARS THROUGH FIVE YEARS.....	RCFD A573	938,138	M.3.b.(4)
(5) OVER FIVE YEARS THROUGH 15 YEARS.....	RCFD A574	310,751	M.3.b.(5)
(6) OVER 15 YEARS.....	RCFD A575	11,305	M.3.b.(6)
c. FIXED RATE AND FLOATING RATE LOANS AND LEASES WITH A REMAINING MATURITY OF ONE YEAR OR LESS (INCLUDED IN MEMORANDUM ITEMS 3.a AND 3.b ABOVE).....			
	RCFD A247	1,845,825	M.3.c.
d. FIXED RATE AND FLOATING RATE LOANS SECURED BY NONFARM NONRESIDENTIAL PROPERTIES IN DOMESTIC OFFICES(4) WITH A REMAINING MATURITY OF OVER FIVE YEARS (INCLUDED IN MEMORANDUM ITEM 3.b ABOVE).....			
	RCON A577	0	M.3.d.
e. FIXED RATE AND FLOATING RATE COMMERCIAL AND INDUSTRIAL LOANS(5) WITH A REMAINING MATURITY OF OVER THREE YEARS (INCLUDED IN MEMORANDUM ITEM 3.b ABOVE).....			
	RCFD A578	466	M.3.e.

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

SCHEDULE RC-C--CONTINUED
PART I. CONTINUED

Memoranda (continued)

Dollar Amounts in Thousands	----- Bil Mil Thou	
4. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column A, page RC-6(1).....	RCFD 2746	0 M.4.
5. Loans and leases held for sale (included in Schedule RC-C, part I, page RC-6).....	RCFD 5369	0 M.5.
6. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (included in Schedule RC-C, part I, item 1.c.(2) (a), column B, page RC-6).....	RCON 5370	180,585 M.6.

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

SCHEDULE RC-D--TRADING ASSETS AND LIABILITIES

Schedule RC-D is to be completed only by banks with \$1 billion or more in total assets or with \$2 billion or more in par/notional amount of off-balance sheet derivative contracts (as reported in Schedule RC-L, items 14.a through 14.e, columns A through D).

Dollar Amounts in Thousands	c420	
	Bil	Mil Thou
ASSETS		
1. U.S. Treasury securities in domestic offices.....	RCON 3531	0 1.
2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities).....	RCON 3532	0 2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices.....	RCON 3533	0 3.
4. Mortgage-backed securities MBS in domestic offices:		
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON 3534	0 4.a
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	RCON 3535	0 4.b
c. All other mortgage-backed securities.....	RCON 3536	0 4.c
5. Other debt securities in domestic offices.....	RCON 3537	0 5.
6. Certificates of deposit in domestic offices.....	RCON 3538	0 6.
7. Commercial paper in domestic offices.....	RCON 3539	0 7.
8. Bankers acceptances in domestic offices.....	RCON 3540	0 8.
9. Other trading assets in domestic offices.....	RCON 3541	0 9.
10. Trading assets in foreign offices.....	RCFN 3542	0 10.
11. Revaluation gains on interest rate, foreign exchange rate, and other commodity and equity contracts:		
a. In domestic offices.....	RCON 3543	0 11.a
b. In foreign offices.....	RCFN 3543	0 11.b
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5).....	RCFD 3545	0 12.

	Bil Mil Thou	
LIABILITIES		
13. Liability for short positions.....	RCFD 3546	0 13.
14. Revaluation losses on interest rate, foreign exchange rate, and other commodity and equity contracts.....	RCFD 3547	0 14.
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule RC, item 15.b).....	RCFD 3548	0 15.

SCHEDULE RC-E--DEPOSIT LIABILITIES

PART I. DEPOSITS IN DOMESTIC OFFICES

Dollar Amounts in Thousands	C425					
	Transaction Accounts			Nontransaction Accounts		
	(Column A)	(Column B)	(Column C)			
	Total transaction accounts (including total demand deposits)	Memo: Total demand deposits (included in column A)	Total nontransaction accounts (including MMDAs)	RCON	Bil Mil Thou	RCON Bil Mil Thou
Deposits of:						
1. Individuals, partnerships, and corporations.....	2201	1,564,195	2240	1,478,547	2346	5,107,649 1.
2. U.S. Government.....	2202	8,161	2280	8,161	2520	0 2.
3. States and political subdivisions in the U.S.....	2203	208,059	2290	119,834	2530	60,042 3.
4. Commercial banks in the U.S.....	2206	170,236	2310	170,236	2550	0 4.

5. Other depository institutions in the U.S.....	2207	4,623	2312	4,623	2349	0 5.
6. Banks in foreign countries.....	2213	29,307	2320	29,307	2236	0 6.
7. Foreign governments and official institutions (including foreign central banks).....	2216	0	2300	0	2377	139,000 7.
8. Certified and official checks.....	2330	63,302	2330	63,302		8.
9. Total (sum of items 1 through 8) (sum of columns A and C must equal Schedule RC, item 13.a).....	2215	2,047,883	2210	1,874,010	2385	5,306,691 9.

Memoranda

	Dollar Amounts in Thousands	----- RCON Bil Mil Thou		
1. Selected components of total deposits (i.e., sum of item 9, columns A and C):				
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts.....	6835	167,198	M.1.a.	
b. Total brokered deposits.....	2365	0	M.1.b.	
c. Fully insured brokered deposits (included in Memorandum item 1.b above):				
(1) Issued in denominations of less than \$100,000.....	2343	0	M.1.c. (1)	
(2) Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less.....	2344	0	M.1.c. (2)	
d. Maturity data for brokered deposits:				
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above).....	A243	0	M.1.d. (1)	
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above).....	A244	0	M.1.d. (2)	
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law)...	5590	228,844	M.1.e.	
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.d must equal item 9, column C above):				
a. Savings deposits:				
(1) Money market deposit accounts (MMDAs).....	6810	1,779,903	M.2.a. (1)	
(2) Other savings deposits (excludes MMDAs).....	0352	2,214,307	M.2.a. (2)	
b. Total time deposits of less than \$100,000.....	6648	944,535	M.2.b.	
c. Total time deposits of \$100,000 or more.....	2604	367,946	M.2.c.	
3. All NOW accounts (included in column A above).....	2398	173,873	M.3.	
4. Not applicable				

SCHEDULE RC-E--CONTINUED

PART I. CONTINUED

Memoranda (continued)

	Dollar Amounts in Thousands	----- RCON Bil Mil Thou		
5. Maturity and repricing data for time deposits of less than \$100,000:				
a. Time deposits of less than \$100,000 with a remaining maturity or repricing frequency of: (1) (2)				
(1) Three months or less.....	A579	228,848	M.5.a. (1)	
(2) Over three months through 12 months.....	A580	468,583	M.5.a. (2)	
(3) Over one year through three years.....	A581	199,648	M.5.a. (3)	
(4) Over three years.....	A582	47,456	M.5.a. (4)	
b. Fixed rate AND floating rate time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 5.a.(1) through 5.a.(4) above).....	A241	697,431	M.5.b.	
6. Maturity and repricing data for time deposits of \$100,000 or more:				
a. Time deposits of \$100,000 or more with a remaining maturity or repricing frequency of: (1) (3)				
(1) Three months or less.....	A584	238,002	M.6.a. (1)	
(2) Over three months through 12 months.....	A585	98,122	M.6.a. (2)	
(3) Over one year through three years.....	A586	26,632	M.6.a. (3)	
(4) Over three years.....	A587	5,190	M.6.a. (4)	
b. Fixed rate AND floating rate time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 6.a.(1) through 6.a.(4) above).....	A242	336,123	M.6.b.	

- (1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by repricing frequency.
- (2) Sum of Memorandum items 5.a.(1) through 5.a.(4) must equal Schedule RC-E, Memorandum item 2.b above.
- (3) Sum of Memorandum items 5.a.(1) through 6.a.(4) must equal Schedule RC-E, Memorandum item 2.c above.

SCHEDULE RC-E--CONTINUED

PART II. DEPOSITS IN FOREIGN OFFICES (INCLUDING EDGE AND AGREEMENT
SUBSIDIARIES AND IBFs)

	Dollar Amounts in Thousands			
	RCFN	Bil	Mil	Thou
Deposits of:				
1. Individuals, partnerships, and corporations	2621	297,011	1.	
2. U.S. banks (including IBFs and foreign branches of U.S. banks)	2623	0	2.	
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs)	2625	0	3.	
4. Foreign governments and official institutions (including foreign central banks)	2650	0	4.	
5. Certified and official checks	2330	0	5.	
6. All other deposits	2668	0	6.	
7. Total (sum of items 1 through 6) (must equal Schedule RC, item 13.b)	2200	297,011	7.	

Memorandum

	Dollar Amounts in Thousands			
	RCFN	Bil	Mil	Thou
1. Time deposits with a remaining maturity of one year or less (included in Part II, item 7 above)	A245	297,011	M.1.	

SCHEDULE RC-F--OTHER ASSETS

	Dollar Amounts in Thousands			
	C430			
	RCFD	Bil	Mil	Thou
1. Income earned, not collected on loans	2164	26,427	1.	
2. Net deferred tax assets(1)	2148	21,151	2.	
3. Interest-only strips receivable (not in the form of a security) (2) on:				
a. Mortgage loans	A519	0	3.a.	
b. Other financial assets	A520	0	3.b.	
4. Other (itemize and describe amounts that exceed 25% of this item)	2168	105,913	4.	
a. TEXT 3549 Bank Owned Life Insurance	RCFD 3549	54,806	4.a.	
b. TEXT 3550	RCFD 3550		4.b.	
c. TEXT 3551	RCFD 3551		4.c.	
5. Total (sum of items 1 through 4) (must equal Schedule RC, item 11)	2160	153,491	5.	

Memorandum

	Dollar Amounts in Thousands			
	RCFD	Bil	Mil	Thou
1. Deferred tax assets disallowed for regulatory capital purposes	5610	0	M.1.	

SCHEDULE RC-G--OTHER LIABILITIES

	Dollar Amounts in Thousands			
	C435			
	RCFN	Bil	Mil	Thou
1. a. Interest accrued and unpaid on deposits in domestic offices (3)	3645	16,170	1.a.	
b. Other expenses accrued and unpaid (includes accrued income taxes payable)	3646	63,806	1.b.	
2. Net deferred tax liabilities(1)	3049	0	2.	
3. Minority interest in consolidated subsidiaries	3000	0	3.	
4. Other (itemize and describe amounts that exceed 25% of this item)	2938	121,499	4.	
a. TEXT 3552 Security Purchased Not Settled	RCFD 3552	71,423	4.a.	
b. TEXT 3553	RCFD 3553		4.b.	
c. TEXT 3554	RCFD 3554		4.c.	
5. Total (sum of items 1 through 4) (must equal Schedule RC, item 20)	2930	201,475	5.	

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

SCHEDULE RC-H--SELECTED BALANCE SHEET ITEMS FOR DOMESTIC OFFICES

	Dollar Amounts in Thousands	Domestic Offices			
		RCON	Bil	Mil	Thou
1. Customers' liability to this bank on acceptances outstanding.....	2155		3,412		1.
2. Bank's liability on acceptances executed and outstanding.....	2920		3,412		2.
3. Federal funds sold and securities purchased under agreements to resell.....	1350		536,350		3.
4. Federal funds purchased and securities sold under agreements to repurchase.....	2800		123,867		4.
5. Other borrowed money.....	3190		23,569		5.
EITHER					
6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs.....	2163		N/A		6.
OR					
7. Net due to own foreign offices, Edge and Agreement subsidiaries, and IBFs.....	2941		261,000		7.
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs).....	2192		8,495,457		8.
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs).....	3129		7,748,895		9.

ITEMS 10-17 INCLUDE HELD-TO-MATURITY AND AVAILABLE-FOR-SALE SECURITIES IN DOMESTIC OFFICES.		RCON	Bil	Mil	Thou

10. U.S. Treasury securities.....	1779		6,214		10.
11. U.S. Government agency obligations (exclude mortgage-backed securities).....	1785		270		11.
12. Securities issued by states and political subdivisions in the U.S.	1786		42,173		12.
13. Mortgage-backed securities (MBS):					
a. Pass-through securities:					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	1787		2,259,919		13.a.(1)
(2) Other pass-through securities.....	1869		0		13.a.(2)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	1877		47,854		13.b.(1)
(2) All other mortgage-backed securities.....	2253		1,303		13.b.(2)
14. Other domestic debt securities.....	3159		1,452		14.
15. Foreign debt securities.....	3160		0		15.
16. Equity securities:					
a. Investments in mutual funds and other equity securities with readily determinable fair values.....	A513		0		16.a.
b. All other equity securities.....	3169		9,683		16.b.
17. Total held-to-maturity and available-for-sale securities (sum of items 10 through 16).....	3170		2,368,868		17.

Memorandum (to be completed only by banks with IBFs and other "foreign" offices)

	Dollar Amounts in Thousands	RCON	Bil	Mil	Thou
EITHER					
1. Net due from the IBF of the domestic offices of the reporting bank.....	3051			397	M.1.
OR					
2. Net due to the IBF of the domestic offices of the reporting bank.....	3059			N/A	M.2.

22

SCHEDULE RC-I--SELECTED ASSETS AND LIABILITIES OF IBFs
TO BE COMPLETED ONLY BY BANKS WITH IBFs AND OTHER "FOREIGN" OFFICES.

	Dollar Amounts in Thousands	RCFN	c445		
			Bil	Mil	Thou
1. Total IBF assets of the consolidated bank (component of Schedule RC, item 12).....	2133			0	1.
2. Total IBF loans and lease financing receivables (component of Schedule RC-C, part I, item 12, column A).....	2076			0	2.
3. IBF commercial and industrial loans (component of Schedule RC-C, part I, item 4, column A).....	2077			0	3.
4. Total IBF liabilities (component of Schedule RC, item 21).....	2898			397	4.
5. IBF deposit liabilities due to banks, including other IBFs (component of Schedule RC-E, part II, items 2 and 3).....	2379			0	5.
6. Other IBF deposit liabilities (component of Schedule RC-E, part II, items 1, 4, 5, and 6).....	2381			0	6.

SCHEDULE RC-K--QUARTERLY AVERAGES (1)

c455

	Dollar Amounts in Thousands	Bil	Mil	Thou
ASSETS				
1. Interest-bearing balances due from depository institutions.....	RCFD 3381	871,014		1.
2. U.S. Treasury securities and U.S. Government agency obligations(2).....	RCFD 3382	2,038,033		2.
3. Securities issued by states and political subdivisions in the U.S.(2).....	RCFD 3383	43,835		3.
4. a. Other debt securities(2).....	RCFD 3647	113,746		4.a.
b. Equity securities(3) (includes investments in mutual funds and Federal Reserve stock).....	RCFD 3648	9,683		4.b.
5. Federal funds sold and securities purchased under agreements to resell.....	RCFD 3365	235,112		5.
6. Loans:				
a. Loans in domestic offices:				
(1) Total loans.....	RCON 3360	3,757,033		6.a.(1)
(2) Loans secured by real estate.....	RCON 3385	1,870,414		6.a.(2)
(3) Loans to finance agricultural production and other loans to farmers.....	RCON 3386	87,113		6.a.(3)
(4) Commercial and industrial loans.....	RCON 3387	757,077		6.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures.....	RCON 3388	804,243		6.a.(5)
b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RCFN 3360	0		6.b.
7. Trading assets.....	RCFD 3401	0		7.
8. Lease financing receivables (net of unearned income).....	RCFD 3484	2		8.
9. Total assets(4).....	RCFD 3368	8,074,274		9.
LIABILITIES				
10. Interest-bearing transaction accounts in domestic offices (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits).....	RCON 3485	167,486		10.
11. Nontransaction accounts in domestic offices:				
a. Money market deposit accounts (MMDAs).....	RCON 3486	1,760,952		11.a.
b. Other savings deposits.....	RCON 3487	1,747,804		11.b.
c. Time deposits of \$100,000 or more.....	RCON A514	380,545		11.c.
d. Time deposits of less than \$100,000.....	RCON A529	950,979		11.d.
12. Interest-bearing deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RCFN 3404	272,409		12.
13. Federal funds purchased and securities sold under agreements to repurchase.....	RCFD 3353	71,693		13.
14. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases).....	RCFD 3355	9,337		14.

- (1) For all items, banks have the option of reporting either (1) an average of daily figures for the quarter, or (2) an average of weekly figures (i.e., the Wednesday of each week of the quarter).
- (2) Quarterly averages for all debt securities should be based on amortized cost.
- (3) Quarterly averages for all equity securities should be based on historical cost.
- (4) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

23

SCHEDULE RC-L--OFF-BALANCE SHEET ITEMS

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

	Dollar Amounts in Thousands	RCFD	Bil	Mil	Thou
C460					
1. Unused commitments:					
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines.....	3814		287,807		1.a.
b. Credit card lines.....	3815		0		1.b.
c. Commercial real estate, construction, and land development:					
(1) Commitments to fund loans secured by real estate.....	3816		176,238		1.c.(1)
(2) Commitments to fund loans not secured by real estate.....	6550		15		1.c.(2)
d. Securities underwriting.....	3817		0		1.d.
e. Other unused commitments.....	3818		1,331,207		1.e.
2. Financial standby letters of credit and foreign office guarantees.....	3819		57,714		2.
a. Amount of financial standby letters of credit conveyed to others RCFD 3820	0				2.a.
3. Performance standby letters of credit and foreign office guarantees.....	3821		0		3.
a. Amount of performance standby letters of credit conveyed to others RCFD 3822	0				3.a.
4. Commercial and similar letters of credit.....	3411		114,752		4.
5. Participations in acceptances (as described in the instructions) conveyed to others by the reporting bank.....	3428		0		5.
6. Participations in acceptances (as described in the instructions acquired by the reporting (nonaccepting) bank).....	3429		0		6.
7. Securities borrowed.....	3432		330,020		7.
8. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank).....	3433		1,214,149		8.
9. FINANCIAL ASSETS TRANSFERRED WITH RECOURSE THAT HAVE BEEN TREATED AS SOLD FOR					

CALL REPORT PURPOSES:

a. FIRST LIEN 1-TO-4 FAMILY RESIDENTIAL MORTGAGE LOANS:			
(1) OUTSTANDING PRINCIPAL BALANCE OF MORTGAGES TRANSFERRED AS OF THE REPORT DATE...	A521	0	9.a.(1)
(2) AMOUNT OF RECOURSE EXPOSURE ON THESE MORTGAGES AS OF THE REPORT DATE.....	A522	0	9.a.(2)
b. OTHER FINANCIAL ASSETS (EXCLUDING SMALL BUSINESS OBLIGATIONS REPORTED IN ITEM 9.c):			
(1) OUTSTANDING PRINCIPAL BALANCE OF ASSETS TRANSFERRED AS OF THE REPORT DATE.....	A523	0	9.b.(1)
(2) AMOUNT OF RECOURSE EXPOSURE ON THESE ASSETS AS OF THE REPORT DATE.....	A524	0	9.b.(2)
c. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			
(1) Outstanding principal balance of small business obligations transferred as of the report date.....	A249	0	9.c.(1)
(2) Amount of retained recourse on these obligations as of the report date.....	A250	0	9.c.(2)
10. NOTIONAL AMOUNT OF CREDIT DERIVATIVES:			
a. CREDIT DERIVATIVES ON WHICH THE REPORTING BANK IS THE GUARANTOR.....	A534	0	10.a.
b. CREDIT DERIVATIVES ON WHICH THE REPORTING BANK IS THE BENEFICIARY.....	A535	0	10.b.
11. Spot foreign exchange contracts.....	8765	0	11.
12. All other off-balance sheet liabilities (exclude off-balance sheet derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital").....			
	3430	0	12.

a. TEXT 3555	RCFD 3555		12.a.

b. TEXT 3556	RCFD 3556		12.b.

c. TEXT 3557	RCFD 3557		12.c.

d. TEXT 3558	RCFD 3558		12.d.

SCHEDULE RC-L--CONTINUED

	Dollar Amounts In Thousands	-----	RCFD	Bil	Mil	Thou	

13. All other off-balance sheet assets (exclude off-balance sheet derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")			5591				0 13.

a.	TEXT 5592	RCFD 5592					13.a.

b.	TEXT 5593	RCFD 5593					13.b.

c.	TEXT 5594	RCFD 5594					13.c.

d.	TEXT 5595	RCFD 5595					13.d.

C410

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	

Off-balance Sheet Derivatives Position Indicators																	

14. Gross amounts (e.g., notional amounts) (for each column, sum of items 14.a through 14.e must equal sum of items 15, 16.a, and 16.b):																	
a. Futures contracts	RCFD 8693				RCFD 8694				RCFD 8695				RCFD 8696				14.a.
b. Forward contracts	RCFD 8697				RCFD 8698				RCFD 8699				RCFD 8700				14.b.

c. Exchange-traded option contracts:																	
(1) Written options	RCFD 8701				RCFD 8702				RCFD 8703				RCFD 8704				14.c.(1)
(2) Purchased options	RCFD 8705				RCFD 8706				RCFD 8707				RCFD 8708				14.c.(2)

d. Over-the-counter option contracts:																	
(1) Written options	RCFD 8709				RCFD 8710				RCFD 8711				RCFD 8712				14.d.(1)
(2) Purchased options	RCFD 8713				RCFD 8714				RCFD 8715				RCFD 8716				14.d.(2)

e. Swaps.....	RCFD 3450				RCFD 3826				RCFD 8719				RCFD 8720				14.e

15. Total gross notional amount of derivation contracts held for trading.....	RCFD A126				RCFD A127				RCFD 8723				RCFD 8724				15.

16. Gross notional amount of																	

derivative contracts held for purposes other than trading:									
a. Contracts marked to market.....	RCFD 8725	0	RCFD 8726	0	RCFD 8727	0	RCFD 8728	0	16.a.
b. Contracts not marked to market	RCFD 8729	0	RCFD 8730	0	RCFD 8731	0	RCFD 8732	0	16.b.
c. INTEREST RATE SWAPS WHERE THE BANK HAS AGREED TO PAY A FIXED RATE	RCFD A589	0							16.c.

SCHEDULE RC-L--CONTINUED

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts			(Column B) Foreign Exchange Contracts			(Column C) Equity Derivative Contracts			(Column D) Commodity and Other Contracts		
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
Off-balance Sheet Derivatives Position Indicators												
17. Gross fair values of derivative contracts:												
a. Contracts held for trading:												
(1) Gross positive fair value	8733	0	8734	0	8735	0	8736	0	17.a.(1)			
(2) Gross negative fair value	8737	0	8738	0	8739	0	8740	0	17.a.(2)			
b. Contracts held for purposes other than trading that are marked to market:												
(1) Gross positive fair value	8741	0	8742	0	8743	0	8744	0	17.b.(1)			
(2) Gross negative fair value.....	8745	0	8746	0	8747	0	8748	0	17.b.(2)			
c. Contracts held for purposes other than trading that are not marked to market:												
(1) Gross positive fair value	8749	0	8750	0	8751	0	8752	0	17.c.(1)			
(2) Gross negative fair value	8753	0	8754	0	8755	0	8756	0	17.c.(2)			

Memoranda

Dollar Amounts in Thousands RCFD Bil Mil Thou

1. -2. Not applicable									
3. Unused commitments with an original maturity exceeding one year that are reported in Schedule RC-L, items 1.a through 1.e above (report only the unused portions of commitments that are fee paid or otherwise legally binding).....	3833		954,870		M.3.				
a. Participations in commitments with an original maturity exceeding one year conveyed to others	RCFD 3834		101,285		M.3.a.				
4. To be completed only by banks with \$1 billion or more in total assets: Standby letters of credit and foreign office guarantees (both financial and performance) issued to non-U.S. addressess (domicile) included in Schedule RC-L, items 2 and 3, above.....	3377		0		M.4.				
5. Installment loans to individuals for household, family, and other personal expenditures that have been securitized and sold (with servicing retained), amounts outstanding by type of loan:									
a. Loans to purchase private passenger automobiles (TO BE COMPLETED FOR THE SEPTEMBER REPORT ONLY)	2741		N/A		M.5.a.				
b. Credit cards and related plans (TO BE COMPLETED QUARTERLY)	2742		67,298		M.5.b.				
c. All other consumer installment credit (including mobile home loans) (TO BE COMPLETED FOR THE SEPTEMBER REPORT ONLY)	2743		N/A		M.5.c.				

SCHEDULE RC-M--MEMORANDA

Dollar Amounts in Thousands	RCFD			Bil	Mil	Thou
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:						
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests	6164		1,504			1.a.

b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations.

	Number		
	RCFD 6165	1	
2. Federal funds sold and securities purchased under agreements to resell with U.S. branches and agencies of foreign banks(1) (included in Schedule RC, item 3)	3405	0	2.
3. Not applicable.			
4. Outstanding principal balance of 1-4 family residential mortgage loans serviced for others (include both retained servicing and purchased servicing):			
a. Mortgages serviced under a GNMA contract	5500	0	4.a.
b. Mortgages serviced under a FHLMC contract:			
(1) Serviced with recourse to servicer	5501	0	4.b.(1)
(2) Serviced without recourse to servicer	5502	0	4.b.(2)
c. Mortgages serviced under a FNMA contract:			
(1) Serviced under a regular option contract.	5503	0	4.c.(1)
(2) Serviced under a special option contract.	5504	0	4.c.(2)
d. Mortgage serviced under other servicing contracts.	5505	0	4.d.
5. To be completed only by banks with \$1 billion or more in total assets: Customers' liability to this bank on acceptances outstanding (sum of items 5.a and 5.b must equal Schedule RC, item 9):			
a. U.S. addressees (domicile)	2103	3,412	5.a.
b. Non-U.S. addressees (domicile)	2104	0	5.b.
6. Intangible assets:			
a. Mortgage servicing assets	3164	0	6.a.
(1) Estimated fair value of mortgage servicing assets	RCFD A590	0	6.a.(1)
b. Other identifiable intangible assets:			
(1) Purchased credit card relationships	5506	0	6.b.(1)
(2) All other identifiable intangible assets.	5507	0	6.b.(2)
c. Goodwill	3163	82	6.c.
d. Total (sum of items 6.a, 6.b.(1), 6.b.(2), and 6.c (must equal Schedule RC, item 10)	2143	82	6.d.
e. Amount of intangible assets (included in item 6.b.(2) above) that have been grandfathered or are otherwise qualifying for regulatory capital purposes	6442	0	6.e.
7. Mandatory convertible debt, net of common or perpetual preferred stock dedicated to redeem the debt	3295	0	7.

(1) Do not report federal funds sold and securities purchased under agreements to resell with other commercial banks in the U.S. in this item.

SCHEDULE RC-M--CONTINUED

	Dollar Amounts in Thousands	Bil Mil Thou	
8. a. Other real estate owned:			
(1) Direct and indirect investments in real estate ventures	RCFD 5372	0	8.a.(1)
(2) All other real estate owned:			
(a) Construction and land development in domestic offices	RCON 5508	0	8.a.(2)(a)
(b) Farmland in domestic offices	RCON 5509	0	8.a.(2)(b)
(c) 1-4 family residential properties in domestic offices	RCON 5510	1,019	8.a.(2)(c)
(d) Multifamily (5 or more) residential properties in domestic offices	RCON 5511	0	8.a.(2)(d)
(e) Nonfarm nonresidential properties in domestic offices	RCON 5512	0	8.a.(2)(e)
(f) In foreign offices	RCFN 5513	0	8.a.(2)(f)
(3) Total (sum of items 8.a.(1) and 8.a.(2)) (must equal Schedule RC, item 7)	RCFD 2150	1,019	8.a.(3)
b. Investments in unconsolidated subsidiaries and associated companies:			
(1) Direct and indirect investments in real estate ventures	RCFD 5374	0	8.b.(1)
(2) All other investments in unconsolidated subsidiaries and associated companies	RCFD 5375	0	8.b.(2)
(3) Total (sum of items 8.b.(1) and 8.b.(2)) (must equal Schedule RC, item 8)	RCFD 2130	0	8.b.(3)
9. Noncumulative perpetual preferred stock and related surplus included in Schedule RC, item 23, "Perpetual preferred stock and related surplus"	RCFD 3778	0	9.
10. Mutual fund and annuity sales in domestic offices during the quarter (include proprietary, private label, and third party products):			
a. Money market funds	RCON 6441	35,984	10.a.
b. Equity securities funds	RCON 8427	0	10.b.
c. Debt securities funds	RCON 8428	0	10.c.
d. Other mutual funds	RCON 8429	46,266	10.d.
e. Annuities	RCON 8430	10,792	10.e.
f. Sales of proprietary mutual funds and annuities (included in items 10.a through 10.e above)	RCON 8784	39,678	10.f.
11. Net unamortized realized deferred gains (leases) on off-balance sheet derivative contracts included in assets and liabilities reported in Schedule RC	RCFD A525	0	11.
12. Amount of assets netted against nondeposit liabilities and deposits in foreign offices (other than insured branches in Puerto Rico and U.S. territories and possessions) on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles(1)	RCFD A526	0	12.
13. OUTSTANDING PRINCIPAL BALANCE OF LOANS OTHER THAN 1-4 FAMILY RESIDENTIAL MORTGAGE LOANS THAT ARE SERVICED FOR OTHERS (TO BE COMPLETED IF THIS BALANCE IS MORE THAN \$10 MILLION AND EXCEEDS TEN PERCENT OF TOTAL ASSETS)	RCFD A591	0	13.

Memorandum	Dollar Amounts in Thousands	RCFD	Bil	Mil	Thou
1. Reciprocal holdings of banking organizations' capital instruments (TO BE COMPLETED FOR THE DECEMBER REPORT ONLY)		3836		0	M.l.

(1) Exclude netted on-balance sheet amount associated with off-balance sheet derivative contracts, deferred tax assets netted against deferred tax liabilities, and assets netted in accounting for pensions.

SCHEDULE RC-N--PAST DUE AND NONACCRUAL LOANS, LEASES,
AND OTHER ASSETS

The FFIEC regards the information reported in all of Memorandum item 1, in items 1 through 10, column A, and in Memorandum items 2 through 4, column A, as confidential

	C470															
	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual							
	Dollar Amounts in Thousands				RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
1. Loans secured by real estate:																
a. To U.S. addressees (domicile)	1245			28,620	1246			4,200	1247			5,311	1.a.			
b. To non-U.S. addressees (domicile)	1248			0	1249			0	1250			0	1.b.			
2. Loans to depository institutions and acceptances of other banks:																
a. To U.S. banks and other U.S. depository institutions	5377			0	5378			0	5379			0	2.a.			
b. To foreign banks	5380			0	5381			0	5382			0	2.b.			
3. Loans to finance agricultural production and other loans to farmers	1594			2,439	1597			342	1583			1,259	3.			
4. Commercial and industrial loans:																
a. To U.S. addressees (domicile)	1251			36,280	1252			2,792	1253			589	4.a.			
b. To non-U.S. addressees (domicile)	1254			0	1255			0	1256			0	4.b.			
5. Loans to individuals for household, family, and other personal expenditures:																
a. Credit cards and related plans	5383			269	5384			0	5385			0	5.a.			
b. Other (includes single payment, installment, and all student loans)	5386			20,917	5387			8,893	5388			137	5.b.			
6. Loans to foreign governments and official institutions	5389			0	5390			0	5391			0	6.			
7. All other loans	5459			0	5460			494	5461			3	7.			
8. Lease financing receivables:																
a. Of U.S. addressees (domicile)	1257			0	1258			0	1259			0	8.a.			
b. Of non-U.S. addressees (domicile)	1271			0	1272			0	1791			0	8.b.			
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505			0	3506			0	3507			0	9.			

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

	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612			12,231	5613			4,028	5614			128	10.
a. Guaranteed portion of loans and leases included in item 10 above	5615			12,200	5616			4,019	5617			113	10.a.

SCHEDULE RC-N--CONTINUED

C473

Memoranda	Dollar Amounts in Thousands			RCFD Bil Mil Thou			RCFD Bil Mil Thou			RCFD Bil Mil Thou					
	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, part I. Memorandum item 2)	1658	0	1659	0	1661	0	M.1.								
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above	6558	0	6559	0	6560	0	M.2.								
3. Loans secured by real estate in domestic offices (included in Schedule RC-N, item 1, above):															
a. Construction and land development	2759	9,202	2769	1,246	3492	340	M.3.a.								
b. Secured by farmland	3493	941	3494	0	3495	0	M.3.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	175	5399	0	5400	0	M.3.c.(1)								
(2) All other loans secured by 1-4 family residential properties	5401	8,344	5402	1,466	5403	3,581	M.3.c.(2)								
d. Secured by multifamily (5 or more) residential properties	3499	0	3500	0	3501	0	M.3.d.								
e. Secured by nonfarm nonresidential properties	3502	9,958	3503	1,488	3504	1,390	M.3.e.								

(Column A) Past due 30 through 89 days	(Column B) Past due 90 days or more
RCFD Bil Mil Thou	RCFD Bil Mil Thou

4. Interest rate, foreign exchange rate, and other commodity and equity contracts:							
a. Book value of amounts carried as assets	3522	0	3528	0	M.4.a.		
b. Replacement cost of contracts with a positive replacement cost	3529	0	3530	0	M.4.b.		

Person to whom questions about the Reports of Condition and Income should be directed: C477

Laura Ewald (303) 863-4591

Name and Title (TEXT 8901) Area code/phone number/extension (TEXT 8902)

		----- C475 -----	
Dollar Amounts in Thousands		RCON	Bil Mil Thou
1.	Unposted debits (see instructions):		
a.	Actual amount of all unposted debits.....	0030	21,019 1.a.
	OR		
b.	Separate amount of unposted debits:		
(1)	Actual amount of unposted debits to demand deposits.....	0031	N/A 1.b.(1)
(2)	Actual amount of unposted debits to time and savings deposits(1).....	0032	N/A 1.b.(2)
2.	Unposted credits (see instructions):		
a.	Actual amount of all unposted credits.....	3510	4,795 2.a.
	OR		
b.	Separate amount of unposted credits:		
(1)	Actual amount of unposted credits to demand deposits.....	3512	N/A 2.b.(1)
(2)	Actual amount of unposted credits to time and savings deposits(1).....	3514	N/A 2.b.(2)
3.	Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits in domestic offices).....	3520	0 3.
4.	Deposits of consolidated subsidiaries in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions (not included in total deposits):		
a.	Demand deposits of consolidated subsidiaries.....	2211	11,323 4.a.
b.	Time and savings deposits(1) of consolidated subsidiaries.....	2351	0 4.b.
c.	Interest accrued and unpaid on deposits of consolidated subsidiaries.....	5514	0 4.c.
5.	Deposits in insured branches in Puerto Rico and U.S. territories and possessions:		
a.	Demand deposits in insured branches (included in Schedule RC-E, Part II).....	2229	0 5.a.
b.	Time and savings deposits(1) in insured branches (included in Schedule RC-E, Part II).....	2383	0 5.b.
c.	Interest accrued and unpaid on deposits in insured branches (included in Schedule RC-G, item 1.b).....	5515	0 5.c.
6.	Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:		
a.	Amount reflected in demand deposits (included in Schedule RC-E, Part I, item 4 or 5, column B).....	2314	0 6.a.
b.	Amount reflected in time and savings deposits(1) (included in Schedule RC-E, Part I, item 4 or 5, column A or C, but not column B).....	2315	0 6.b.
7.	Unamortized premiums and discounts on time and savings deposits: (1), (2)		
a.	Unamortized premiums.....	5516	0 7.a.
b.	Unamortized discounts.....	5517	0 7.b.
8.	TO BE COMPLETED BY BANKS WITH "OAKAR DEPOSITS."		
a.	DEPOSITS PURCHASED OR ACQUIRED FROM OTHER FDIC-INSURED INSTITUTIONS DURING THE QUARTER (EXCLUDE DEPOSITS PURCHASED OR ACQUIRED FROM FOREIGN OFFICES OTHER THAN INSURED BRANCHES IN PUERTO RICO AND U.S. TERRITORIES AND POSSESSIONS):		
(1)	TOTAL DEPOSITS PURCHASED OR ACQUIRED FROM OTHER FDIC-INSURED INSTITUTIONS DURING THE QUARTER.....	A531	0 8.a.(1)
(2)	AMOUNT OF PURCHASED OR ACQUIRED DEPOSITS REPORTED IN ITEM 8.a.(1) ABOVE ATTRIBUTABLE TO A SECONDARY FUND (I.E., BIF MEMBERS REPORT DEPOSITS ATTRIBUTABLE TO SAIF; SAIF MEMBERS REPORT DEPOSITS ATTRIBUTABLE TO BIF).....	A532	0 8.a.(2)
b.	TOTAL DEPOSITS SOLD OR TRANSFERRED TO OTHER FDIC-INSURED INSTITUTIONS DURING THE QUARTER (EXCLUDE SALES OR TRANSFERS BY THE REPORTING BANK OF DEPOSITS IN FOREIGN OFFICES OTHER THAN INSURED BRANCHES IN PUERTO RICO AND U.S. TERRITORIES AND POSSESSIONS).....	A533	0 8.b.

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

SCHEDULE RC-O--CONTINUED

Dollar Amounts in Thousands		RCON	Bil Mil Thou
9.	Deposits in lifeline accounts.....	5596	9.
10.	Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits in domestic offices).....	8432	0 10.
11.	ADJUSTMENTS TO DEMAND DEPOSITS IN DOMESTIC OFFICES AND IN INSURED BRANCHES IN PUERTO RICO AND U.S. TERRITORIES AND POSSESSIONS REPORTED IN SCHEDULE RC-E FOR CERTAIN RECIPROCAL DEMAND BALANCES:		
a.	AMOUNT BY WHICH DEMAND DEPOSITS WOULD BE REDUCED IF THE REPORTING BANK'S RECIPROCAL DEMAND BALANCES WITH THE DOMESTIC OFFICES OF U.S. BANKS AND SAVINGS ASSOCIATIONS AND INSURED BRANCHES IN PUERTO RICO AND U.S. TERRITORIES AND POSSESSIONS THAT WERE REPORTED ON A GROSS BASIS IN SCHEDULE RC-E HAD BEEN REPORTED ON A NET BASIS.....	8785	0 11.a.
b.	AMOUNT BY WHICH DEMAND DEPOSITS WOULD BE INCREASED IF THE REPORTING BANK'S RECIPROCAL DEMAND BALANCES WITH FOREIGN BANKS AND FOREIGN OFFICES OF OTHER U.S. BANKS (OTHER THAN INSURED BRANCHES IN PUERTO RICO AND U.S. TERRITORIES AND POSSESSIONS) THAT WERE REPORTED ON A NET BASIS IN SCHEDULE RC-E HAD BEEN REPORTED ON A GROSS BASIS.....	A181	0 11.b.
c.	AMOUNT BY WHICH DEMAND DEPOSITS WOULD BE REDUCED IF CASH ITEMS IN PROCESS OF COLLECTION WERE INCLUDED IN THE CALCULATION OF THE REPORTING BANK'S NET RECIPROCAL DEMAND BALANCES WITH THE DOMESTIC OFFICES OF U.S. BANKS AND SAVINGS ASSOCIATIONS AND INSURED BRANCHES IN PUERTO RICO AND U.S. TERRITORIES AND POSSESSIONS IN SCHEDULE RC-E.....	A182	0 11.c.
12.	AMOUNT OF ASSETS NETTED AGAINST DEPOSIT LIABILITIES IN DOMESTIC OFFICES AND IN INSURED BRANCHES IN PUERTO RICO AND U.S. TERRITORIES AND POSSESSIONS ON THE BALANCE SHEET (SCHEDULE RC) IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (EXCLUDE AMOUNTS RELATED TO RECIPROCAL DEMAND BALANCES):		
a.	AMOUNT OF ASSETS NETTED AGAINST DEMAND DEPOSITS.....	A527	0 12.a.
b.	AMOUNT OF ASSETS NETTED AGAINST TIME AND SAVINGS DEPOSITS.....	A528	0 12.b.

Memoranda (TO BE COMPLETED EACH QUARTER EXCEPT AS NOTED)

1. Total deposits in domestic offices of the bank (sum of Memorandum items 1.a.(1) and 1.b.(1) must equal Schedule RC, item 13.a):

a. Deposit accounts of \$100,000 or less:

(1) Amount of deposit accounts of \$100,000 or less.....	2702	4,360,123	M.1.a.(1)
(2) Number of deposit accounts of \$100,000 or less (TO BE	Number		
-----	-----		
COMPLETED FOR THE JUNE REPORT ONLY).....	RCON 3779	N/A	M.1.a.(2)

b. Deposit accounts of more than \$100,000:

(1) Amount of deposit accounts of more than \$100,000.....	2710	2,994,451	M.1.b.(1)
(2) Number of deposit accounts of more than \$100,000.....	Number		
-----	-----		
COMPLETED FOR THE JUNE REPORT ONLY).....	RCON 2722	8,454	M.1.b.(2)

2. Estimated amount of uninsured deposits in domestic offices of the bank:

a. An estimate of your bank's uninsured deposits can be determined by multiplying the number of deposit accounts of more than \$100,000 reported in Memorandum item 1.b.(2) above by \$100,000 and subtracting the result from the amount of deposit accounts of more than \$100,000 reported in Memorandum item 1.b.(1) above.

Indicate in the appropriate box at the right whether your bank has a method or procedure for determining a better estimate of uninsured deposits than the estimate described above.....

		YES	NO	
-----	-----	-----	-----	-----
6861			X	M.2.a.

b. If the box marked YES has been checked, report the estimate of uninsured deposits determined by using your bank's method or procedure.....

	RCON	Bil	Mil	Thou	
-----	-----	-----	-----	-----	-----
5597				N/A	M.2.b.

3. HAS THE REPORTING INSTITUTION BEEN CONSOLIDATED WITH A PARENT BANK OR SAVINGS ASSOCIATION IN THAT PARENT BANK'S OR PARENT SAVINGS ASSOCIATION'S CALL REPORT OR THRIFT FINANCIAL REPORT? IF SO, REPORT THE LEGAL TITLE AND FDIC CERTIFICATE NUMBER OF THE PARENT BANK OR PARENT SAVINGS ASSOCIATION:

-----		FDIC CERT NO.	
TEXT A545 N/A	RCON	A545	N/A
-----	-----	-----	-----
			M.3.

SCHEDULE RC-R -- REGULATORY CAPITAL

This schedule must be completed by all banks as follows: Banks that reported total assets of \$1 billion or more in Schedule RC, item 12, for June 30, 1996, must complete items 2 through 9 and Memoranda items 1 and 2. BANKS WITH ASSETS OF LESS THAN \$1 BILLION MUST COMPLETE ITEMS 1 THROUGH 3 BELOW OR SCHEDULE RC-R IN ITS ENTIRETY, DEPENDING ON THEIR RESPONSE TO ITEM 1 BELOW.

1. TEST FOR DETERMINING THE EXTENT TO WHICH SCHEDULE RC-R MUST BE COMPLETED. TO BE COMPLETED ONLY BY BANKS WITH TOTAL ASSETS OF LESS THAN \$1 BILLION. Indicate in the appropriate box at the right whether the bank has total capital greater than or equal to eight percent of adjusted total assets.....

	C480	

	YES	NO
	-----	-----
RCFD 6056		1.

For purposes of this test, adjusted total assets equals total assets less cash, U.S. Treasuries, U.S. Government agency obligations, and 80 percent of U.S. Government-sponsored agency obligations plus the allowance for loan and lease losses and selected off-balance sheet items as reported on Schedule RC-L (see instructions).

If the box marked YES has been checked, then the bank only has to complete items 2 and 3 below. If the box marked NO has been checked, the bank must complete the remainder of this schedule.

A NO response to item 1 does not necessarily mean that the bank's actual risk-based capital ratio is less than eight percent or that the bank is not in compliance with the risk-based capital guidelines.

NOTE: ALL BANKS ARE REQUIRED TO COMPLETE ITEMS 2 AND 3 BELOW.
SEE OPTIONAL WORKSHEET FOR ITEMS 3.a THROUGH 3.f.

Dollar Amounts in Thousands RCFD Bil Mil Thou

2. PORTION OF QUALIFYING LIMITED-LIFE CAPITAL INSTRUMENTS (ORIGINAL WEIGHTED AVERAGE MATURITY OF AT LEAST FIVE YEARS) THAT IS INCLUDIBLE IN TIER 2 CAPITAL:

a. SUBORDINATED DEBT (1) AND INTERMEDIATE TERM PREFERRED STOCK.....	A515	42,000	2.a.
b. OTHER LIMITED-LIFE CAPITAL INSTRUMENTS.....	A516	0	2.b.
3. Amounts used in calculating regulatory capital ratios (report amounts determined by the bank for its own internal regulatory capital analyses consistent with applicable capital standards):			
a. Tier 1 capital.....	8274	422,881	3.a.
b. Tier 2 capital.....	8275	104,000	3.b.
c. Total risk-based capital.....	3792	526,881	3.c.
d. Excess allowance for loan and lease losses (amount that exceeds 1.25% of gross risk-weighted assets).....	A222	17,389	3.d.
e. Net risk-weighted assets (gross risk-weighted assets less excess allowance reported in item 3.d above and all other deductions).....	A223	4,959,991	3.e.
f. "Average total assets" (quarterly average reported in Schedule RC-K, item 9, less all assets deducted from Tier 1 capital) (2).....	A224	8,074,274	3.f.

ITEMS 4-9 AND MEMORANDA ITEMS 1 AND 2 ARE TO BE COMPLETED BY BANKS THAT ANSWERED NO TO ITEM 1 ABOVE AND BY BANKS WITH TOTAL ASSETS OF \$1 BILLION OR MORE.	(Column A)				(Column B)			
	Assets Recorded on the Balance Sheet				Credit Equivalent Amount of Off-Balance Sheet Items(3)			
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
4. Assets and credit equivalent amounts of off-balance sheet items assigned to the Zero percent risk category:								
a. Assets recorded on the balance sheet.....	5163		495,469		3796		0	4.a.
b. Credit equivalent amount of off-balance sheet items..								4.b.

-
- (1) Exclude mandatory convertible debt reported in Schedule RC-M, item 7.
 - (2) Do not deduct excess allowance for loan and lease losses.
 - (3) Do not report in column B the risk-weighted amount of assets reported in column A.

SCHEDULE RC-R -- CONTINUED

	(Column A)				(Column B)			
	Assets Recorded on the Balance Sheet				Credit Equivalent Amount of Off-Balance Sheet Items(1)			
Dollar Amounts in Thousands	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou

5. Assets and credit equivalent amounts of off-balance sheet items assigned to the 20 percent risk category:								
a. Assets recorded on the balance sheet.....	5165	4,559,121						5.a.
b. Credit equivalent amount of off-balance sheet items...					3801	1,236,639		5.b.
6. Assets and credit equivalent amounts of off-balance sheet items assigned to the 50 percent risk category:								
a. Assets recorded on the balance sheet.....	3802	459,348						6.a.
b. Credit equivalent amount of off-balance sheet items...					3803	12,141		6.b.
7. Assets and credit equivalent amounts of off-balance sheet items assigned to the 100 percent risk category:								
a. Assets recorded on the balance sheet.....	3804	3,020,007						7.a.
b. Credit equivalent amount of off-balance sheet items...					3805	545,169		7.b.
8. On-balance sheet asset values excluded from and deducted in the calculation of the risk-based capital ratio (2)...	3806	40,901						8.
9. Total assets recorded on the balance sheet (sum of items 4.a, 5.a, 6.a, 7.a, and 8, column A) (must equal Schedule RC, item 12 plus items 4.b. and 4.c).....	3807	8,574,846						9.

Memoranda	Dollar Amounts in Thousands				RCFD Bil Mil Thou			

1. Current credit exposure across all off-balance sheet derivative contracts covered by the risk-based capital standards.....	8764				0			M.1.

thereby attests to its accuracy.

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

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

THIS PAGE IS TO BE COMPLETED BY ALL BANKS

NAME AND ADDRESS OF BANK		OMB No. For OCC: 1557-0081
Call No. 202	12-31-97	OMB No. For FDIC: 3064-0052
		OMB No. For Federal Reserve: 7100-0036
		Expiration Date: 3/31/2000
Norwest Bank Colorado, National Association		SPECIAL REPORT
1740 Broadway, M.S. 8729		(Dollar Amounts in Thousands)
Denver, CO 80274		
CLOSE OF BUSINESS DATE	FDIC CERTIFICATE NUMBER	C-700
12/31/97	0 3 0 1 1	

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

The following information is required by Public Laws 90-44 and 102-242, but does not constitute a part of the Report of Condition. With each Report of Condition, these Laws require all banks to furnish a report of all loans or other extensions of credit to their executive officers made SINCE THE DATE OF THE PREVIOUS REPORT OF CONDITION. Data regarding individual loans or other extensions of credit are not required. If no such loans or other extensions of credit were made during the period, insert "none" against subitem (a). (Exclude the first \$15,000 of indebtedness of each executive officer under bank credit card plan.) SEE SECTIONS 215.2 AND 215.3 OF TITLE 12 OF THE CODE OF FEDERAL REGULATIONS (FEDERAL RESERVE BOARD REGULATION O) FOR THE DEFINITIONS OF "EXECUTIVE OFFICER" AND "EXTENSION OF CREDIT" RESPECTIVELY. EXCLUDE LOANS AND OTHER EXTENSIONS OF CREDIT TO DIRECTORS AND PRINCIPAL SHAREHOLDERS WHO ARE NOT EXECUTIVE OFFICERS.

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

SIGNATURE AND TITLE OF OFFICER AUTHORIZED TO SIGN REPORT	DATE (Month, Day, Year)
/s/ Dennis D. Erickson	1-16-98
NAME AND TITLE OF PERSON TO WHOM INQUIRIES MAY BE DIRECTED (TEXT 8903)	AREA CODE/PHONE NUMBER/EXTENSION (TEXT 8904)
Laura Ewald	(303) 863-4591

FDIC 8040/53 (6-95)