

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 1  
TO  
FORM S-4

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

Continental Airlines, Inc.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	4512 (Primary standard industrial classification code number)	74-2099724 (I.R.S. employer identification number)
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2929 Allen Parkway, Suite 2010  
Houston, Texas 77019  
(713) 834-2950  
(Address, including zip code, and telephone number,  
including area code, of registrant's  
principal executive offices)

Jeffery A. Smisek, Esq.  
Senior Vice President, General Counsel and Secretary  
Continental Airlines, Inc.  
2929 Allen Parkway, Suite 2010  
Houston, Texas 77019  
(713) 834-2950  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copies of correspondence to:

Michael L. Ryan, Esq.  
Cleary, Gottlieb, Steen & Hamilton  
One Liberty Plaza  
New York, New York 10006

Approximate date of commencement of proposed sale to the public:  
As soon as practicable after the Registration Statement becomes effective.

If the securities being registered on this Form are being offered in  
connection with the formation of a holding company and there is compliance  
with General Instruction G, check the following box: ( )

The Registrant hereby amends this Registration Statement on such date  
or dates as may be necessary to delay its effective date until the  
Registrant shall file a further amendment which specifically states that  
this Registration Statement shall thereafter become effective in accordance  
with Section 8(a) of the Securities Act of 1933 or until the Registration  
Statement shall become effective on such date as the Commission, acting  
pursuant to said Section 8(a), may determine.

INTRODUCTORY NOTE

This Amendment No. 1 to Registration Statement 333-03591 is  
being filed with the Securities and Exchange Commission in order  
to include Exhibits 5.1 and 25.1 thereto. The Prospectus which forms  
a part of this Amendment No. 1 is identical to the Prospectus as  
filed with the Securities and Exchange Commission on May 13, 1996,  
which Prospectus is not separately included in this Amendment No. 1.

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of Directors and Officers.

The Company's Certificate of Incorporation and bylaws provide that the Company will indemnify each of its directors and officers to the full extent permitted by the laws of the State of Delaware and may indemnify certain other persons as authorized by the Delaware General Corporation Law (the "GCL"). Section 145 of the GCL provides as follows:

"(a) A corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) A corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) and (b) of this section (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by a majority vote of the board of directors who are not parties to such

action, suit or proceeding, even though less than a quorum, or (2) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (3) by the stockholders.

(e) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative, or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

(f) The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

(g) A corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under this section.

(h) For purposes of this section, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent for such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this section with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(i) For purposes of this section, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this section.

(j) The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(k) The Court of Chancery is hereby vested with exclusive jurisdiction to hear and determine all actions for advancement of expenses or indemnification brought under this section or under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise. The Court of Chancery may summarily determine a corporation's obligation to advance expenses (including attorneys' fees)."

The Certificate of Incorporation and bylaws also limit the personal liability of directors to the Company and its stockholders for monetary damages resulting from certain breaches of the directors' fiduciary duties. The bylaws of the Company provide as follows:

"No Director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the GCL, or (iv) for any transaction from which the Director derived any improper personal benefit. If the GCL is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of Directors of the Corporation shall be eliminated or limited to the full extent permitted by the GCL, as so amended."

The Company maintains directors' and officers' liability insurance.

Item 21. Exhibits.

Exhibit

Number	Exhibit Description
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4.1*	Indenture dated September 28, 1995 for the 10.22% Series A Senior Unsecured Notes and the 10.22% Series B Senior Unsecured Notes between Continental and the Trustee
4.2*	Form of 10.22% Series B Senior Unsecured Sinking Fund Note
5.1**	Opinion of Cleary, Gottlieb, Steen & Hamilton as to the validity of the Series B Notes
10.1*	Form of Exchange Agreement among Continental and the holders of the Series A Notes
10.2*	Registration Rights Agreement among Continental and the holders of the Series A Notes
10.3	Amendment to Stockholders' Agreement dated April 19, 1996 among the Company, Air Partners and Air Canada (incorporated by reference to the Company's Registration Statement on Form S-3 (File No. 333-02701))
10.4	Amended and Restated Registration Rights Agreement dated April 19, 1996 among the Company, Air Partners and Air Canada (incorporated by reference to the Company's Registration Statement on Form S-3 (File No. 333-02701))
10.5	Form of Warrant Purchase Agreement between the Company and Air Partners (incorporated by reference to the Company's Registration Statement on Form S-3 (File No. 333-02701))
12.1*	Computation of Ratio of Earnings to Fixed Charges
23.1*	Consent of Ernst & Young LLP

- 23.2\*\* Consent of Cleary, Gottlieb, Steen & Hamilton (included in its opinion filed as Exhibit 5.1)
- 24.1\* Powers of Attorney
- 25.1\*\* Form T-1, Statement of Eligibility under the Trust Indenture Act of Bank One, Texas, N.A.
- 99.1\* Form of Letter of Transmittal
- 99.2\* Form of Notice of Guaranteed Delivery
- 99.3\* Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
- 99.4\* Form of Letter to Clients

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- \* Previously filed
- \*\* Filed herewith

Item 22. Undertakings.

The undersigned registrant hereby undertakes 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 such securities at that time shall be deemed to be the initial bona fide offering thereof.

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 any 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 of whether or not such indemnification is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11, or 13 of this form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act of 1933 shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus 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.

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-4 and has duly caused this amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 16, 1996.

CONTINENTAL AIRLINES, INC.

By: /s/ Jeffery A. Smisek

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Jeffery A. Smisek  
Senior Vice President

Pursuant to the requirements of the Securities Act of 1933, this amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated, on May 16, 1996.

Signature	Title
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*	
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Gordon M. Bethune	President, Chief Executive Officer (Principal Executive Officer) and Director
/s/ Lawrence W. Kellner	
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Lawrence W. Kellner	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Michael P. Bonds	
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Michael P. Bonds	Staff Vice President and Controller (Principal Accounting Officer)
*	
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Thomas J. Barrack, Jr.	Director
*	
-----	
David Bonderman	Director
*	
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Gregory D. Brenneman	Director
*	
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Joel H. Cowan	Director
*	
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Patrick Foley	Director
*	
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Rowland C. Frazee, C.C.	Director
*	
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Hollis L. Harris	Director
*	
-----	
Dean C. Kehler	Director
*	
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Robert L. Lumpkins	Director
*	
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Douglas H. McCorkindale	Director
*	
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David E. Mitchell, O.C.	Director
*	
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Richard W. Pogue	Director
*	
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William S. Price III	Director
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Donald L. Sturm	Director
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Claude I. Taylor, O.C.	Director
*	
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Karen Hastie Williams	Director
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Charles A. Yamarone	Director

\*By: /s/ SCOTT R. PETERSON  
-----  
Scott R. Peterson, Attorney-in-fact

EXHIBIT INDEX

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5.1**	Opinion of Cleary, Gottlieb, Steen & Hamilton as to the validity of the Series B Notes

- 10.1\* Form of Exchange Agreement among Continental and the holders of the Series A Notes
- 10.2\* Registration Rights Agreement among Continental and the holders of the Series A Notes
- 10.3 Amendment to Stockholders' Agreement dated April 19, 1996 among the Company, Air Partners and Air Canada (incorporated by reference to the Company's Registration Statement on Form S-3 (File No. 333-02701))
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- 12.1\* Computation of Ratio of Earnings to Fixed Charges
- 23.1\* Consent of Ernst & Young LLP
- 23.2\*\* Consent of Cleary, Gottlieb, Steen & Hamilton (included in its opinion filed as Exhibit 5.1)
- 24.1\* Powers of Attorney
- 25.1\*\* Form T-1, Statement of Eligibility under the Trust Indenture Act of Bank One, Texas, N.A.
- 99.1\* Form of Letter of Transmittal
- 99.2\* Form of Notice of Guaranteed Delivery
- 99.3\* Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
- 99.4\* Form of Letter to Clients

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\* Previously filed

\*\* Filed herewith

Writer's Direct Dial: (212) 225-2420

May 16, 1996

Continental Airlines, Inc.  
2929 Allen Parkway  
Houston, Texas 77019

Re: Continental Airlines, Inc.  
Registration Statement on Form S-4

Ladies and Gentlemen:

We have acted as your counsel in connection with the above-referenced Registration Statement on Form S-4 (File No. 333-03591) (the "Registration Statement") filed on May 13, 1996 with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Act"), in respect of the 10.22% Series B Senior Unsecured Sinking Fund Notes due July 1, 2000 (the "Series B Notes"), to be offered by Continental Airlines, Inc. (the "Company") in exchange for all of its outstanding 10.22% Series A Senior Unsecured Sinking Fund Notes due July 1, 2000 (the "Series A Notes"). The Series B Notes are to be issued under an indenture (the "Indenture") between the Company and Bank One, Texas, N.A., as trustee (the "Trustee").

We have participated in the preparation of the Registration Statement and have reviewed originals or copies certified or otherwise identified to our satisfaction of such documents and records of the Company and such other instruments and other certificates of public officials, officers and representatives of the Company and such other persons, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below.

Based on the foregoing, and subject to the further assumptions and qualifications set forth below, it is our opinion that when the Series B Notes, in the form filed as an exhibit to the Registration Statement, have been duly executed and authenticated in accordance with the Indenture, and duly issued and delivered by the Company in exchange for an equal principal amount of Series A Notes pursuant to the terms of the Registration Rights Agreement filed as an exhibit to the Registration Statement, the Series B Notes will be legal, valid, binding and enforceable obligations of the Company, entitled to the benefits of the Indenture, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally and to general principles of equity.

The foregoing opinion is limited to the law of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an Exhibit to the Registration Statement and to the reference to this firm in the Registration Statement and the related prospectus under the heading "Legal Matters," without admitting that we are "experts" within the meaning of the Act or the rules and regulations of the Securities and Exchange Commission issued thereunder with respect to any part of the Registration Statement, including this Exhibit.

Very truly yours,

CLEARY, GOTTlieb, STEEN & HAMILTON

By /s/ Stephen H. Shalen

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Stephen H. Shalen, a partner



Registration No. 333-03591

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM T-1

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

BANK ONE, TEXAS, NA

Not Applicable 75-2270994  
(State of Incorporation (I.R.S. Employer  
if not a national bank) Identification No.)

1717 Main, 7th Floor, Dallas, Texas 75201  
(Address of trustee's principal (Zip Code) executive offices)

Ted Kravits  
Trust Officer  
c/o Bank One Trust Company, NA  
100 East Broad Street  
Columbus, Ohio 43271-0181  
(614) 248-2566  
(Name, address and telephone number of agent for service)

Continental Airlines, Inc.  
(Exact name of obligor as specified in its charter)

Delaware 74-2099724  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

2929 Allen Parkway, Suite 2010  
Houston, Texas 77019 (Zip Code)  
(Address of principal executive offices)

10.22% Series B Senior Unsecured Sinking Fund Notes  
due July 1, 2000

(Title of the Indenture securities)

GENERAL

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.

Comptroller of the Currency, Washington, D.C.  
Federal Reserve Bank, Dallas, Texas  
Federal Deposit Insurance Corporation, Washington, D.C.  
National Bank Examiners, Dallas, Texas

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

The trustee is authorized to exercise corporate trust powers.

2. Affiliations with Obligor and Underwriters.  
If the obligor is an affiliate of the trustee, describe each such affiliation.

The obligor is not an affiliate of the trustee.

16. List of Exhibits  
List below all exhibits filed as a part of this statement of eligibility and qualification. (Exhibits identified in parentheses, on file with the Commission, are incorporated herein by reference as exhibits hereto.)

Exhibit 1 - A copy of the Articles of Association of the trustee as now in effect.

Exhibit 1 to Form T-1, filed as a part of the Registration Statement (Registration No. 33-40838) on Form S-1 of Dr Pepper Company and Dr Pepper/Seven-Up Companies, Inc.

Exhibit 2 - A copy of the Certificate of Authority of the trustee to commence business, see Exhibit 2 to Form T-1, filed as a part of the Registration Statement (Registration No. 33-40838) on Form S-1 of Dr Pepper Company and Dr Pepper/Seven-Up Companies, Inc.

Exhibit 3 - A copy of the Authorization of the trustee to exercise corporate trust powers, Exhibit 3 to Form T-1, filed as a part of the Registration Statement (Registration No. 33-40838) on Form S-1 of Dr Pepper Company and Dr Pepper/Seven-Up Companies, Inc.

Exhibit 4 - A copy of the Bylaws of the trustee as now in effect.  
Exhibit 4 to Form T-1, filed as a part of the Registration Statement (Registration No. 33-40838) on Form S-1 of Dr Pepper Company and Dr Pepper/Seven-Up Companies, Inc.

Exhibit 5 - Not applicable.

Exhibit 6 - The consent of the trustee required by Section 321(b) of the Trust Indenture Act of 1939, as amended.

Exhibit 7 - Report of Condition of the trustee as of the close of business on December 31, 1995, published pursuant to the requirements of the Comptroller of the Company.

Exhibit 8 - Not applicable.

Exhibit 9 - Not applicable.

Items 3 through 15 are not answered pursuant to General Instruction B which requires responses to Item 1, 2 and 16 only, if the obligor is not in default.

#### SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the Trustee, Bank One, Texas, NA, a national banking association organized under the National Banking Act, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in Houston, Texas on May 16, 1996.

Bank One, Texas, NA

By: /s/ Roark Ashie

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Roark Ashie  
Vice President

EXHIBIT 6

Securities and Exchange Commission  
Washington, D.C. 20549

CONSENT

The undersigned, designated to act as Trustee under the Indenture for Continental Airlines, Inc. described in the attached Statement of Eligibility and Qualification, does hereby consent that reports of examinations by Federal, State, Territorial, or District Authorities may be furnished by such authorities to the Commission upon the request of the Commission.

This Consent is given pursuant to the provision of Section 321(b) of the Trust Indenture Act of 1939, as amended.

Bank One, Texas, NA

Dated: May 16, 1996

By: /s/ Roark Ashie

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Roark Ashie  
Vice President

Board of Governors of the Federal Reserve System  
OMB Number: 7100-0036

Federal Deposit Insurance Corporation  
OMB Number: 3064-0052

Office of the Comptroller of the Currency  
OMB Number: 1557-0081

Expires March 31, 1999

Federal Financial Institutions Examination Council

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INTERNAL

Please refer to page i, /1/  
Table of Contents, for  
the required disclosure  
of estimated burden

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

Report at the close of business March 31, 1996 (960331)  
(RCR 9999)

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

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

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

I, Bobby Doxey  
-----  
Name and Title of Officer Authorized to Sign Report

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

/s/ Bobby Doxey  
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4/30/96  
-----  
Date of Signature

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

NOTE: These instructions may in some cases differ from generally accepted accounting principles.

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

/s/ Ronald G. Steinhart  
-----  
Director (Trustee)

/s/  
-----  
Director (Trustee)

/s/  
-----  
Director (Trustee)

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For Banks Submitting Hard Copy Report Forms:

State Member Banks: Return the original and one copy to the appropriate Federal Reserve District Bank.

State Nonmember Banks: Return the original only in the special return address envelope provided. If express mail is used in lieu of the special return address envelope, return the original only to the FDIC, c/o Quality Data Systems, 2127 Espey Court Suite 204, Crofton, MD 21114.

National Banks: Return the original only in the special return address envelope provided. If express mail is used in lieu of the special return address envelope, return the original only to the FDIC, c/o Quality Data Systems, 2127 Espey Court, Suite 204, Crofton, MD 21114.

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FDIC Certificate Number 27474

CALL NO. 195 31 03-31-96

STBK: 48-1996 00088 STCERT: 48-27474

BANK ONE, TEXAS, NATIONAL ASSOCIATION  
P.O. BOX 225415  
DALLAS, TX 75222-5415

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

Bank One, Texas, N.A. Call Date: 03/31/96 ST-BK: 48-1996 FFIEC 031  
1717 Main Street  
Dallas, TX 75201 Vendor ID: D CERT: 27474 Page RI - 4

Transit Number: 11100061

Consolidated Report of Income  
For the period January 1, 1996 - March 31, 1996

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

Schedule RI - Income Statement

I480 <-  
Dollar Amounts in Thousands

	RIAD		
1. Interest income:			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by real estate	4011	74,793	1.a.1a
(b) Loans to depository institutions	4019	129	1.a.1b
(c) Loans to finance agricultural production and other loans to farmers	4024	1,257	1.a.1c
(d) Commercial and industrial loans	4012	59,433	1.a.1d
(e) Acceptances of other banks	4026	122	1.a.1e
(f) Loans to individuals for household, family and other personal expenditures:			
(1) Credit cards and related plans	4054	34,968	1.a.1f1
(2) Other	4055	51,965	1.a.1f2
(g) Loans to foreign governments and official institutions	4056	0	1.a.1g
(h) Obligations (other than securities and leases) of states and political subdivisions in the U.S.:			
(1) Taxable obligations	4503	205	1.a.1h1
(2) Tax-exempt obligations	4504	236	1.a.1h2
(i) All other loans in domestic offices	4058	8,140	1.a.1i
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	0	1.a.2
b. Income from lease financing receivables:			
(1) Taxable leases	4505	5,313	1.b.1
(2) Tax-exempt leases	4307	563	1.b.2
c. Interest income on balances due from depository institutions: (1)			
(1) In domestic offices	4105	4,972	1.c.1

Dollar Amounts in Thousands

	RIAD		
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4106	0	1.c.2
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. Government agency and corporation obligations	4027	51,423	1.d.1
(2) Securities issued by states and political subdivisions in the U.S.:			
(a) Taxable securities	4506	392	1.d.2a
(b) Tax-exempt securities	4507	6,583	1.d.2b
(3) Other domestic debt securities	3657	32,022	1.d.3
(4) Foreign debt securities	3658	1,214	1.d.4
(5) Equity securities (including investments in mutual funds)	3659	455	1.d.5
e. Interest income from trading assets	4069	0	1.e
f. Interest income on federal funds sold and securities purchased under agreements to resell in domestic offices of the bank and of its Edge and Agreement subsidiaries, and in IBFs	4020	1,641	1.f
g. Total interest income (sum of items 1.a through 1.f)	4107	335,826	1.g

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

	RIAD	Year-to date	
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	1,739	2.a.1a
(b) Nontransaction accounts:			
(1) Money market deposit accounts (MMDAs)	4509	53,102	2.a.1b1
(2) Other savings deposits	4511	3,343	2.a.1b2
(3) Time certificates of deposit of \$100,000 or more	4174	10,709	2.a.1b3
(4) All other time deposits	4512	47,994	2.a.1b4
(2) Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	7,279	2.a.2
b. Expense of federal funds purchased and securities sold under agreements to repurchase in domestic			

	offices of the bank and of its Edge and Agreement subsidiaries and in IBFs	4180	13,793		2.b
c.	Interest on demand notes issued to the U.S. Treasury, trading liabilities, and other borrowed money	4185	9,392		2.c
d.	Interest on mortgage indebtedness and obligations under capitalized leases	4072	3		2.d
e.	Interest on subordinated notes and debentures	4200	0		2.e
f.	Total interest expense (sum of items 2.a through 2.e)	4073	147,354		2.f
3.	Net interest income (item 1.g minus 2.f)	4074		188,472	3.
4.	Provisions:				
a.	Provision for loan and lease losses	4230		27,309	4.a
b.	Provision for allocated transfer risk	4243		0	4.b
		RIAD	Year-to date		
2.	Interest expense:				
a.	Interest on deposits:				
5.	Noninterest income:				
a.	Income from fiduciary activities	4070	7,141		5.a
b.	Service charges on deposit accounts in domestic offices	4080	44,389		5.b
c.	Trading revenue (must equal Schedule RI, sum of Memorandum items 8.a through 8.d)	A220	691		5.c
d.	Other foreign transaction gains (losses)	4076	0		5.d
e.	Not applicable				
f.	Other noninterest income:				
(1)	Other fee income	5407	25,944		5.f.1
(2)	All other noninterest income	5408	5,892		5.f.2
g.	Total noninterest income (sum of items 5.a through 5.f)	4079		84,057	5.g
6.	a. Realized gains (losses) on held-to-maturity securities	3521		0	6.a
b.	Realized gains (losses) on available-for-sale securities	3196		408	6.b
7.	Noninterest expense:				
a.	Salaries and employee benefits	4135	41,819		7.a
b.	Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	15,461		7.b
c.	Other noninterest expense*	4092	124,434		7.c
d.	Total noninterest expense (sum of items 7.a through 7.c)	4093		181,714	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)	4301		63,914	8.
9.	Applicable income taxes (on				

item 8)	4302	19,973	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus 9)	4300	43,941	10.
11. Extraordinary items and other adjustments:			
a. Extraordinary items and other adjustments, gross of income taxes*	4310	0	11.a
b. Applicable income taxes (on item 11.a)*	4315	0	11.b
	RIAD	Year-to date	
2. Interest expense:			
a. Interest on deposits:			
c. Extraordinary items and other adjustments, net of income taxes (item 11.a minus 11.b)	4320	0	11.c
12. Net income (loss) (sum of items 10 and 11.c)	4340	43,941	12.

\* Describe on Schedule RI-E - Explanations

Memoranda

I481 <-

Dollar Amounts in Thousands

	RIAD	Year-to date	
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	1,250	M.1
2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8)	8431	983	M.2
3. Not applicable			
4. Not applicable			
		Number	
5. Number of full-time equivalent employees on payroll at end of current period (round to nearest whole number)	4150	4,218	M.5
6. Not applicable.		MM DD YY	
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	9,106	N/A	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	Year-to-date	
a. Interest rate exposures	8757	0	M.8.a
b. Foreign exchange exposures	8758	691	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	(4,709)	M.9.a

b. Net (increase) decrease to interest expense	8762	(785)	M.9.b
c. Other (noninterest) allocations	8763	2,870	M.9.c
10. Credit losses on off-balance sheet derivatives (see instructions)	A251	0	M.10

Schedule RI-A - Changes in Equity Capital  
Indicate decreases and losses in parentheses.

I483 <-

	Dollar Amounts in Thousands RIAD		
1. Total equity capital originally reported in the December 31, 1995, Reports of Condition and Income	3215	1,418,257	1.
2. Equity capital adjustments from amended Reports of Income, net*	3216	0	2.
3. Amended balance end of previous calendar year (sum of items 1 and 2)	3217	1,418,257	3.
4. Net income (loss) (must equal Schedule RI, item 12)	4340	43,941	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net	4346	0	5.
6. Changes incident to business combinations, net	4356	0	6.
7. LESS: Cash dividends declared on preferred stock	4470	0	7.
8. LESS: Cash dividends declared on common stock	4460	0	8.
9. Cumulative effect of changes in accounting principles from prior years* (see instructions for this schedule)	4411	0	9.
10. Corrections of material accounting errors from prior years* (see instructions for this schedule)	4412	0	10.
11. Change in net unrealized holding gains (losses) on available--for--sales securities	8433	(26,906)	11.
12. Foreign currency translation adjustments	4414	0	12.
13. Other transactions with parent holding company* (not included in items 5, 7, or 8 above)	4415	0	13.
14. Total equity capital end of current period (sum of items 3 through 13) (must equal Schedule RC, item 28)	3210	1,435,292	14.

\* Describe on Schedule RI-E - Explanations.

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

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

Part I excludes charge-offs and recoveries through the allocated transfer risk reserve. I486<-

Dollar Amounts in Thousands

-----calendar year-to-date-----

(Column

(Column	A)	B)
	Charge	Recov-
	-offs	eries

RIAD	RIAD
------	------

1. Loans secured by real estate:					
a. To U.S. addresses (domicile)	4651	1,727	4661	524	1.a
b. To non-U.S. addresses (domicile)	4652	0	4662	0	1.b

2.	Loans to depository institutions and acceptance of other banks:					
a.	To U.S. banks and other U.S. depository institutions	4653	0	4663	0	2.a
b.	To foreign banks	4654	0	4664	0	2.b
3.	Loans to finance agricultural production and other loans to farmers	4655	70	4665	0	3.
4.	Commercial and industrial loans:					
a.	To U.S. addresses (domicile)	4645	1,277	4617	341	4.a
b.	To non-U.S. addresses (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	10,244	4666	1,146	5.a
b.	Other (includes single payment, installment, and all student loans)	4657	10,336	4667	3,897	5.b
6.	Loans to foreign governments and official institutions	4643	0	4627	0	6.
7.	All other loans	4644	0	4628	18	7.
8.	Lease financing receivables:					
a.	Of U.S. addresses (domicile)	4658	489	4668	78	8.a
b.	Of non-U.S. addresses (domicile)	4659	0	4669	0	8.b
9.	Total (sum of items 1 through 8)	4635	24,143	4605	6,004	9.

Part I. Continued

Memoranda

Dollar Amounts in Thousands

-----calendar year-to-date-----

(Column

(Column

A) Charge-offs      B) Recoveries

RIAD                      RIAD

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	7	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	0	3583	83	M.5.a
b.	Secured by farmland	3584	0	3585	4	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	110	5412	5	M.5.c1
(2)	All other loans secured by 1-4 family residential properties	5413	1,521	5414	348	M.5.c2
d.	Secured by multifamily (5 or more) residential properties	3588	0	3589	1	M.5.d
e.	Secured by nonfarm nonresidential properties	3590	96	3591	83	M.5.e

Part II. Changes in Allowance for Loan and Lease Losses

Dollar Amounts in Thousands  
RIAD

1. Balance originally reported in the December 31, 1995, Reports of Condition and Income	3124	109,788	1.
2. Recoveries (must equal part I, item 9, column B above)	4605	6,004	2.
3. LESS: Charge-offs (must equal part I, item 9, column A above)	4635	24,143	3.
4. Provision for loan and lease losses (must equal Schedule RI, item 4.a)	4230	27,309	4.
5. Adjustments* (see instructions for this schedule)	4815	0	5.
6. Balance end of current period (sum of items 1 through 5) must equal Schedule RC, item 4.b)	3123	118,958	6.

\* Describe on Schedule RI-E - Explanations.

Schedule RI-C - Applicable Income Taxes by Taxing Authority

I489<-

Schedule RI-C is to be reported with the December Report of Income.

Dollar Amounts in Thousands

	RIAD		
1. Federal	4780	N/A	1.
2. State and Local	4790	N/A	2.
3. Foreign	4795	N/A	3.
4. Total (sum of items 1 through 3) (must equal sum of Schedule RI, items 9 and 11.b)	4770	N/A	4.
5. Deferred portion of item 4	4772	N/A	5.

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.

I492<-

Part I. Estimated Income from International Operations

Dollar Amounts in Thousands  
RIAD  
Year  
-to-  
Date

1. Interest income and expense booked at foreign offices, Edge and Agreement subsidiaries and IBFs:			
a. Interest income booked	4837	N/A	1.a
b. Interest expense booked	4838	N/A	1.b
c. Net interest income booked at foreign offices, Edge and Agreement subsidiaries and IBFs (item 1.a minus 1.b)	4839	N/A	1.c
2. Adjustments for booking location of international operations:			
a. Net interest income attributable to international operations booked at domestic offices	4840	N/A	2.a
b. Net interest income attributable to domestic business booked at foreign offices	4841	N/A	2.b
c. Net booking location adjustment (item 2.a minus 2.b)	4842	N/A	2.c
3. Noninterest income and expense attributable to international operations			
a. Noninterest income attributable to international operations	4097	N/A	3.a
b. Provision for loan and lease losses attributable to international operations	4235	N/A	3.b
c. Other noninterest expense attributable			

to international operations	4239	N/A	3.c
d. Net noninterest income (expense) attributable to international operations (item 3.a minus 3.b and 3.c)	4843	N/A	3.d
4. Estimated pretax income attributable to international operations before capital allocation adjustment (sum of items 1.c, 2.c, and 3.d)	4844	N/A	4.
5. Adjustment to pretax income attributable to international operations to reflect the effects of equity capital on overall bank funding costs	4845	N/A	5.
6. Estimated pretax income attributable to international operations after capital allocation adjustment (sum of items 4 and 5)	4846	N/A	6.
7. Income taxes attributable to income from international operations as estimated in item 6	4797	N/A	7.
8. Estimated net income attributable to international operations (item 6 minus 7)	4341	N/A	8.

Memoranda

	Dollar Amounts in Thousands RIAD		
1. Intracompany interest income included in item 1.a above	4847	N/A	M.1
2. Intracompany interest expense included in item 1.b above	4848	N/A	M.2

Part II. Supplementary Details on Income from International Operations Required by the Departments of Commerce and Treasury for Purposes of the U.S. International Accounts and the U.S. National Income and Product Accounts

	Dollar Amounts in Thousands RIAD			Year -to- date
1. Interest income booked at IBFs	4849	N/A	1.	
2. Interest expense booked at IBFs	4850	N/A	2.	
3. Noninterest income attributable to international operations booked at domestic offices (excluding IBFs):				
a. Gains (losses) and extraordinary items	5491	N/A	3.a	
b. Fees and other noninterest income	5492	N/A	3.b	
4. Provision for loan and lease losses attributable to international operations booked at domestic offices (excluding IBFs)	4852	N/A	4.	
5. Other noninterest expense attributable to international operations booked at domestic offices (excluding IBFs)	4853	N/A	5.	

Schedule RI - E Explanations

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

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

I495<-

Dollar Amounts in Thousands

1. All other noninterest income (from Schedule RI, item 5.f.(2))

Report amounts that exceed 10% of Schedule RI, item 5.f.(2):		RIAD	Year -to- date	
a.	Net gains on other real estate owned	5415	0	1.a
b.	Net gains on sales of loans	5416	0	1.b
c.	Net gains on sales of premises and fixed assets	5417	0	1.c
Itemize and describe the three largest other amounts that exceed 10% of Schedule RI, item 5.f.(2):				
TEXT:		RIAD		
d.	4461: Securitization Reserve Fund Releases	4461	3,925	1.d
e.	4462: Corporate Owned Life Insurance	4462	1,162	1.e
f.	4463:	4463	N/A	1.f
2.	Other noninterest expense (from Schedule RI, item 7.c):			
a.	Amortization expense of intangible assets	4531	1,413	2.a
Report amounts that exceed 10% of Schedule RI, item 7.c:				
b.	Net losses on other real estate owned	5418	0	2.b
c.	Net losses on sales of loans	5419	32,604	2.c
d.	Net 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:				
TEXT:		RIAD		
e.	4464: Intercompany Item Processing	4464	35,315	2.e
f.	4467:	4467	N/A	2.f
g.	4468:	4468	N/A	2.g
3.	Extraordinary items and other adjustments (from Schedule RI, item 11.a) and applicable income tax effect (from Schedule RI, item 11.b) (itemize and describe all extraordinary items and other adjustments):			
TEXT:		RIAD		
a.	(1) 4469:	4469	0	3.a.1
	(2) Applicable income tax effect	4486	0	3.a.2
b.	(1) 4487:	4487	0	3.b.1
	(2) Applicable income tax income	4488	0	3.b.2
c.	(1) 4489:	4489	0	3.c.1
	(2) Applicable income tax effect	4491	0	3.c.2
4.	Equity capital adjustments from amended			
Reports of Income (from Schedule RI-A, item 2) (itemize and describe all adjustments):				
TEXT:		RIAD		
a.	(1) 4492:	4492	N/A	4.a
	(2) 4493:	4493	N/A	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):			
TEXT:		RIAD		
a.	4494:	4494	N/A	5.a
b.	4495:	4495	N/A	5.b
6.	Corrections of material accounting errors from prior years (from Schedule RI-A, item 10) (itemize and describe all corrections):			
TEXT:		RIAD		
a.	4496:	4496	N/A	6.a
b.	4497:	4447	N/A	6.b
7.	Other transactions with parent holding company (from Schedule RI-A, item 13) (itemize and describe all such transactions):			
TEXT:		RIAD		
a.	4498:	4498	N/A	7.a
b.	4499:	4499	N/A	7.b
8.	Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 5) (itemize and describe all adjustments):			
TEXT:		RIAD		

a. 4521:	4521	N/A	8.a
b. 4522:	4522	N/A	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: X (RIAD 4769)  
 Other explanations (please type or print clearly):  
 (TEXT 4769)

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for March 31, 1996

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. C400 <-

Schedule RC-B Balance Sheet

		Dollar Amounts in Thousands		
ASSETS				
1.	Cash and balances due from depository institutions (from Schedule RC-A):	RCAD		
a.	Noninterest-bearing balances and currency and coin (1)	0081	900,723	1.a
b.	Interest-bearing balances (2)	0071	304,954	1.b
2.	Securities:			
a.	Held-to-maturity securities (from Schedule RC-B, column A)	1754	188,444	2.a
b.	Available-for-sale securities (from Schedule RC-B, column D)	1773	5,853,871	2.b
3.	Federal funds sold and securities purchased under agreements to resell in domestic offices of the bank and of its Edge and Agreement subsidiaries, and in IBFs:			
a.	Federal funds sold	0276	224,914	3.a
b.	Securities purchased under agreements to resell	0277	1,142	3.b
4.	Loans and lease financing receivables:			
a.	Loans and leases, net of unearned income (from Schedule RC-C)	2122	10,737,544	4.a
b.	LESS: Allowance for loan and lease losses		3123118,958	
4.b				
c.	LESS: Allocated transfer risk reserve	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	10,618,586	4.d
5.	Trading assets (from Schedule RC-D)	3545	0	5.
6.	Premises and fixed assets (including capitalized leases)	2145	178,638	6.
7.	Other real estate owned (from Schedule RC-M)	2150	5,113	7.
8.	Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)		2130	693
8.				
9.	Customers' liability to this bank on acceptances outstanding	2155	3,427	9.
10.	Intangible assets (from Schedule RC-M)	2143	16,328	10.
11.	Other assets (from Schedule RC-F)	2160	359,098	11.
12.	Total assets (sum of items 1 through 11)	2170	18,655,931	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

LIABILITIES

13. Deposits:

a.	In domestic offices (sum of totals of columns A and C from Schedule RC-E, part 1)			RCON			
					2200	14,967,073	13.a
				RCON			
(1)	Noninterest						
	-bearing (1)	6631	3,505,812				13.a.1
(2)	Interest						
	-bearing	6636	11,461,261				13.a.2
				RCFN			
b.	In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)				2200	489,220	13.b
				RCFN			
(1)	Noninterest						
	-bearing	6631	0				13.b.1
(2)	Interest						
	-bearing	6636	489,220				13.b.2
14.	Federal funds purchased and securities sold under agreements to repurchase in domestic offices of the bank and of its Edge and Agreement subsidiaries, and in IBFs:						
				RCFD			
a.	Federal funds purchased			0278	562,829		14.a
b.	Securities sold under agreements to repurchase			0279	7		14.b
				RCON			
15.	a. Demand notes issued to the U.S. Treasury			2840	313,333		15.a
				RCFD			
	b. Trading liabilities (from Schedule RC-D)			3548	645		15.b
16.	Other borrowed money:						
	a. With a remaining maturity of one year or less			2332	301,905		16.a
	b. With a remaining maturity of more than one year			2333	0		16.b
17.	Mortgage indebtedness and obligations under capitalized leases			2910	140		17.
18.	Bank's liability on acceptances executed and outstanding			2920	3,427		18.
19.	Subordinated notes and debentures			3200	0		19.
20.	Other liabilities (from Schedule RC-G)			2930	582,060		20.
21.	Total liabilities (sum of items 13 through 20)			2948	17,220,639		21.
22.	Limited-life preferred stock and related surplus			3282	0		22.
	EQUITY CAPITAL						
				RCFD			
23.	Perpetual preferred stock and related surplus			3838	0		23.
24.	Common stock			3230	224,000		24.
25.	Surplus (exclude all surplus related to preferred stock)			3839	786,541		25.
26.	a. Undivided profits and capital						
	reserves			3632	401,295		26.a
	b. Net unrealized holding gains (losses) on available-for-sale securities			8434	23,456		26.b
27.	Cumulative foreign currency translation adjustments			3284	0		27.
28.	Total equity capital (sum of items 23 through 27)			3210	1,435,292		28.
29.	Total liabilities, limited-life preferred stock and equity capital (sum of items 21, 22, and 28)			3300	18,655,931		29.

Memorandum

To be reported only with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best

describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 1995

RCFD Number  
6724 2 M.1

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

- 1 = Independent audit of the bank conducted in accordance with generally accepted 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

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

Exclude assets held for trading.

	C405 <-			
	Dollar Amounts in Thousands			
	(Column A)		(Column B)	
	RCFD	Consolidated	RCON	Domestic
		Bank		Offices
1. Cash items in process of collection, unposted debits, and currency and coin	0022	774,439		1.
a. Cash items in process of collection and unposted debits			0020	537,777 1.a
b. Currency and coin			0080	236,662 1.b
2. Balances due from depository institutions in the U.S.			0082	64,945 2.
a. U.S. branches and agencies of foreign banks (including their IBFs)	008302.a			
b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs)	0085	64,945		2.b
3. Balances due from banks in foreign countries and foreign central banks			0070	288,303 3.
a. Foreign branches of other U.S. banks	0073	283,500		3.a
b. Other banks in foreign countries and foreign central banks	0074	4,803		3.b
4. Balances due from Federal Reserve	0090	77,990	0090	77,990 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	1,205,677	0010	1,205,677 5.

Memorandum

Dollar Amounts in Thousands

1. Noninterest-bearing balances due from commercial banks in the U.S. (included in item 2, column B above) RCON 0050 43,491 M.1

Schedule RC-B - Securities

Exclude assets held for trading.

C410 <- Dollar Amounts in Thousands

Held-to-maturity

Available

for Sale

(Column A)

(Column B)

(Column C)

(Column D)

Amortized

Fair

Cost

Value

Amortized

Fair

Cost

Value (1)

RCFD

1.	U.S. Treasury securities	RCFD	RCFD	RCFD				
		0211	0 0213	1286	475,997	1287	474,782	1.
2.	U.S. Government agency and corporation obligations (exclude mortgage-backed securities):							
	a. Issued by U.S. Government agencies (2)	RCFD	RCFD	RCFD		RCFD		
		1289	0 1290	0 1291	120,801	1293	121,869	2.a
	b. Issued by U.S. Government-sponsored agencies (3)	RCFD	RCFD	RCFD		RCFD		
		1294	0 1295	0 1297	48,547	1298	49,358	2.b

(1) Includes equity securities without readily determinable fair values at historical cost in item 6.c, column D.  
 (2) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation Certificates.  
 (3) Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Held-to-maturity

Available

for Sale

(Column A)

(Column B)

(Column C)

(Column D)



	1737	0	1738	0	1739	971,777	1741	970,123	5.a
b. Foreign debt securities									
	1742	3,340	1743	3,340	1744	44,670	1746	44,775	5.b
6. Equity securities:									
a. Investment in mutual funds				1747		0	1748	0	6.a
b. Other equity securities with readily determinable fair values				1749		0	1751	0	6.b
c. All other equity securities(1)				1752	30,485	1753		30,485	6.c
7. Total (sum of items 1 through 6) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754	188,444	1771	188,956	1772	5,817,786	1773	5,853,871	7.

(1) Includes equity securities without readily determinable fair values at historical cost in itme 6.3, column D.

Schedule RC-B - Continued

Memoranda

C412 <-

Dollar Amounts in Thousands

	RCFD		
1. Pledged securities (2)	0416	2,303,096	M.1
2. Maturity and repricing data for debt securities (2,3,4) (excluding those in nonaccrual status):			
a. Fixed rate debt securities with a remaining maturity of:			
(1) Three months or less	0343	12,599	M.2.a1
(2) Over three months through 12 months	0344	42,271	M.2.a2
(3) Over one year through five years	0345	1,078,314	M.2.a3
(4) Over five years	0346	2,284,154	M.2.a4
(5) Total fixed rate debt securities (sum of Memorandum items 2.a.(1) through 2.a.(4))	0347	3,417,338	M.2.a5
b. Floating rate debt securities with a repricing frequency of:			
(1) Quarterly or more frequently	4544	2,431,230	M.2.b1
(2) Annually or more frequently, but less frequently than quarterly	4545	163,261	M.2.b2
(3) Every five years or more frequently, but less frequently than annually	4551	0	M.2.b3
(4) Less frequently than every five years	4552	0	M.2.b4
(5) Total floating rate debt securities (sum of Memorandum items 2.b.(1) through 2.b.(4))	4553	2,594,491	M.2.b5
c. Total debt securities (sum of Memorandum items 2.a.(5) and 2.b.(5)) (must equal total debt securities from Schedule RC-B, sum of items 1 through 5, columns A and D, minus nonaccrual debt securities included in Schedule RC-N, item 9, column C)	0393	6,011,829	M.2.c
3. Not applicable			

4. Held-to-maturity debt securities restructured and in compliance with modified terms (included in Schedule RC-B, items 3 through 5, column A, above)	5,365.	0	M.4
5. Not applicable			
6. Floating rate debt securities with a remaining maturity of one year or less (2,4) (included in Memorandum items 2.b.(1) through 2.b.(4) above)	5519	3,615	M.6
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	0	M.8.a
b. Fair value	8781	0	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	0	M.9.a
b. Fair value	8783	0	M.9.b

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

(3) Exclude equity securities, e.g., investments in mutual funds, Federal Reserve stock, common stock and preferred stock.

(4) Memorandum items 2 and 6 are not applicable to savings banks that must complete supplement Schedule RC-J.

#### 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 leases, net of unearned income. Exclude assets held for trading.

C415 <-  
Dollar Amounts in Thousands

	(Column A)		(Column B)		
	RCFD	Consolidated	RCON	Domestic	
		Bank		Offices	
1. Loans secured by real estate	1410	3,989,931			1.
a. Construction and land development			1415	475,070	1.a
b. Secured by farmland (including farm residential and other improvements)			1420	4,616	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	483,632	1.c1
(2) All other loans secured by 1-4 family residential					

	properties:					
	(a) Secured by first liens			5367	1,601,269	1.c2a
	(b) Secured by junior liens			5368	428,490	c.c2b
	d. Secured by multifamily (5 or more) residential properties			1460	142,932	1.d
	e. Secured by nonfarm nonresidential properties			1480	853,922	1.e
2.	Loans to depository institutions:					
	a. To commercial banks in the U.S.			1505	2,833	2.a
	(1) To U.S. branches and agencies of foreign banks	1506	0			2.a1
	(2) To other commercial banks in the U.S.	1507	2,833			2.a2
	b. To other depository institutions in the U.S.	1517	2,005	1517	2,005	2.b
	c. To banks in foreign countries			1510	14,478	2.c
	(1) To foreign branches of other U.S. banks	1513	0			2.c1
	(2) To other banks in foreign countries	1516	14,478			2.c2
3.	Loans to finance agricultural production and other loans to farmers	1590	56,877	1590	56,877	3.
4.	Commercial and industrial loans:					
	a. To U.S. addresses (domicile)	1763	3,166,728	1763	3,166,728	4.a
	b. to non-U.S. addresses (domicile)	1764	65,731	1764	65,731	4.b
5.	Acceptances of other banks:					
	a. Of U.S. banks	1756	0	1756	0	5.a
	b. Of foreign banks	1757	3,547	1757	3,547	5.b
6.	Loans to individuals for household, family and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	2,302,528	6.
	a. Credit cards and related plans (includes check credit and other revolving credit plans)	2008	892,664			6.a
	b. Other (includes single payment, installment, and all student loans)	2011	1,409,864			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 nonstated industrial development obligations)	2107	22,026	2107	22,026	8.
9.	Other loans	1563	783,758			9.
	a. Loans for purchasing or carrying securities (secured and unsecured)			1545	25,655	9.a
	b. All other loans (exclude consumer					

loans)			1564	758,103	9.b
10. Lease financing receivables (net of unearned income)			2165	327,102	10.
a. Of U.S. addresses (domicile)	2182	327,102			10.a
b. Of non-U.S. addresses (domicile)	2183	0			10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	0	2123	0	11.
12. Totals loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (total of column must equal					
Schedule RC, item 4.a)	2122	10,737,544	2122	10,737,544	12.

Schedule RC-C - Continued

Part I. Continued

Memoranda

Dollar Amounts in Thousands

		(Column A)		(Column B)	
	RCFD	Consolidated	RCON	Domestic	
		Bank		Offices	
1. Commercial paper included in Schedule RC-C, part I, above	1946	0	1946	0	M.1
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. addresses (domicile)	1687	0			M.2.a1
(2) To non-U.S. addresses (domicile)	1689	0			M.2.a2
b. All other loans and all lease financing receivables (exclude loans to individuals for household, family, and other personal expenditures)	8691	0			M.2.b
c. Commercial and industrial loans to and lease financing receivables of non- U.S. addresses (domicile) included in Memorandum item 2.b above	8692	0			M.2.c
3. Maturity and repricing data for loans and lease (1) (excluding those in nonaccrual status):					
a. Fixed rate loans and leases with a remaining maturity of:					
(1) Three months or less	0348	157,066			M.3.a1
(2) Over three months					

	through 12 months	0349	291,338	M.3.a2
(3)	Over one year through five years	0356	1,806,292	M.3.a3
(4)	Over five years	0357	929,846	M.3.a4
(5)	Total fixed rate loans and leases			
	(sum of Memorandum items 3.a.(1) through 3.a.(4))	0358	3,184,542	M.3.a5
b.	Floating rate loans with a repricing frequency of:			
(1)	Quarterly or more frequently	4554	5,899,351	M.3.b1
(2)	Annually or more frequently, but less frequently than quarterly	4555	1,376,861	M.3.b2
(3)	Every five years or more frequently, but less frequently than annually	4561	246,714	M.3.b3
(4)	Less frequently than every five years	4564	2,029	M.3.b4
(5)	Total floating rate loans (sum of Memorandum items 3.b.(1) through 3.b.(4))	4567	7,514,955	M.3.b5
c.	Total loans and leases (sum of Memorandum items 3.a.(5) and 3.b.(5)) (must equal the sum of total loans and leases, net from Schedule RC-R, part I, item 12, plus unearned income from Schedule RC-C, part I, item 11, minus total accrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C)	1479	10,699,497	M.3.c
d.	Floating rate loans with a remaining maturity of one year or less (included in Memorandum items 3.b.(1) through 3.b.(4) above	A246	1,728,254	M.3.d
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(2))	2746	23,645	M.4
5.	Loans and leases held for sale (included in Schedule RC-C, part I, above)	5369	0	M.5
6.	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, page RC-6)	5370	956,462	M.6

- (1) Memorandum item 3 is not applicable to savings banks that must complete supplemental Schedule RC-J.
- (2) 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).

C420 <-

				Dollar Amounts in Thousands
ASSETS				
		RCON		
1.	U.S. Treasury securities in domestic offices	3531	0	1.
2.	U.S. Government agency and corporation obligations in domestic offices (exclude mortgage-backed securities)	3532	N/A	2.
3.	Securities issued by states and political subdivisions in the U.S. in domestic offices	3533	0	3.
4.	Mortgage-backed securities (MBS) in domestic offices:			
a.	Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	3534	N/A	4.a
b.	Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	3535	N/A	4.b
c.	All other mortgage-backed securities	3536	N/A	4.c
5.	Other debt securities in domestic offices	3537	N/A	5.
6.	Certificates of deposit in domestic offices	3538	N/A	6.
7.	Commercial paper in domestic offices	3539	N/A	7.
8.	Bankers acceptances in domestic offices	3540	N/A	8.
9.	Other trading assets in domestic offices	3541	0	9.
10.	Trading assets in foreign offices	RCFN 3542	N/A	10.
11.	Revaluation gains on interest rate, foreign exchange rate, and other commodity and equity contracts:	RCON		
a.	In domestic office	3543	N/A	11.a
b.	In foreign offices	RCFN 3544	N/A	11.b
12.	Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)	RCFD 3545	0	12.
LIABILITIES				
13.	Liability for short positions	3546	645	13.
14.	Revaluation losses on interest rate, foreign exchange rate, and other commodity and equity contracts	3547	N/A	14.
15.	Total trading liabilities (sum of items 13 and 14) (must equal Schedule RC, item 15.b)	3548	645	15.

Schedule RC-E - Deposit Liabilities

Part I. Deposits in Domestic Offices

C425 <-

Dollar Amounts in Thousands

Nontransaction

Transaction Accounts

Accounts

-----

	(Column A) Total transaction	(Column B)	(Column C)
Total demand	Total		
demand deposits	accounts		
nontransaction		(including total	
(included	accounts	Demand Deposits	in
column a			
(including MMDAs)			

-----

Deposits of:

	RCON		RCON		RCON			
1. Individuals, partnerships and corporations	2201	3,566,022	2240	3,222,475	2346	11,077,384	1.	
2. U.S. Government	2202	25,290	2280	25,259	2520	295	2.	
3. States and political subdivisions in the U.S.	2203	52,017	2290	35,883	2530	54,589	3.	
4. Commercial banks in the U.S.	2206	121,766	2310	121,714	2550	1,419	4.	
5. Other depository institutions in the U.S.	2207	2,715	2312	2,707	2349	598	5.	
6. Banks in foreign countries	2213	6,394	2320	6,394	2236	0	6.	
7. Foreign governments and official institutions (including foreign central banks)	2216	147	2300	147	2377	0	7.	
8. Certified and official checks	2330	58,437	2330	58,437			8.	
9. Total (sum of items 1 through 8) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	3,832,788	2210	3,473,016	2385	11,134,285	9.	

Memoranda

Dollar Amounts in Thousands

1. Selected components of total deposits (i.e., sum of item 9, columns A and C):	RCON		
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835	1,011,373	M.1.a
b. Total brokered deposits	2365	46	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	46	M.1.c1
(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.c2
d.	Maturity date 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	46	M.1.d1
(2)	Brokered deposits issued in denominations of less than \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above	A244	0	M.1.d2
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	84,957	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	6,068,960	M.2.a1
(2)	Other savings deposits (excludes MMDAs)	0352	709,940	M.2.a2
b.	Total time deposits of less than \$100,000	6648	3,527,506	M.2.b
c.	Time certificates of deposit of \$100,000 or more	6645	782,311	M.2.c
d.	Open-account time deposits of \$100,000 or more	6646	45,568	M.2.d
3.	All NOW accounts (included in column A above)	2398	359,772	M.3
4.	Not applicable			

Schedule RC-E - continued

Part I. Continued

Memorandum (Continued)

Dollar Amounts in Thousands

5.	Maturity and repricing data for time deposits of less than \$100,000 (sum of Memorandum items 5.a.(1) through 5.b.(3) must equal Memorandum item 2.b above): (1)			
a.	Fixed rate time deposits of less than \$100,000 with a remaining maturity of:	RCON		
(1)	Three months or less	A225	573,055	M.5.a1
(2)	Over three months through 12 months	A226	1,526,673	M.5.a2
(3)	Over one year	A227	1,414,322	M.5.a3
b.	Floating rate time deposits of less than \$100,000 with a repricing frequency of:			
(1)	Quarterly or more frequently	A228	13,456	M.5.b1
(2)	Annually or more frequently, but less frequently than quarterly	A229	0	M.5.b2
(3)	Less frequently than annually	A230	0	M.5.b3
c.	Floating rate time deposits of			

less than \$100,000 with a remaining maturity of one year or less (included in Memorandum items 5.b.(1) through 5.b.(3) above)	A231	11,600	M.5.c
6. Maturity and repricing data for time deposits of \$100,000 or more (i.e., time certificates of deposit of \$100,000 or more and open-account time deposits of \$100,000 or more) (sum of Memorandum items 6.a.(1) through 6.b.(4) must equal the sum of Memorandum items 2.c and 2.d above): (1)			
a. Fixed rate time deposits of \$100,000 or more with a remaining maturity of:			
(1) Three months or less	A232	211,865	M.6.a1
(2) Over three months through 12 months	A233	312,227	M.6.a2
(3) Over one year through five years	A234	257,187	M.6.a3
(4) Over five years	A235	41,858	M.6.a4
b. Floating rate time deposits of \$100,000 or more with a repricing frequency of:			
(1) Quarterly or more frequently	A236	4,742	M.6.b1
(2) Annually or more frequently, but less frequently than quarterly	A237	0	M.6.b2
(3) Every five years or more frequently, but less frequently than annually	A238	0	M.6.b3
(4) Less frequently than every five years	A239	0	M.6.b4
c. Floating rate time deposits of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum items 6.b(1) through 6.b(4) above)	A240	0	M.6.c

(1) Memorandum items 5 and 6 are not applicable to savings banks that must complete supplemental Schedule RC-J.

Schedule RC-E - continued

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

	Dollar Amounts in Thousands		
Deposits of:	RCFN		
1. Individuals, partnerships and corporations	2621	489,220	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	489,220	7.

Memorandum

Dollar Amounts in Thousands

RCFN

1. Time deposits with a remaining maturity

of one year or less (included in Part II,  
item 7 above)

A245 0 M.1

Schedule RC-F - Other Assets

	C430 <- Dollar Amounts in Thousands		
	RCFD		
1. Income earned, not collected on loans	2164	76,532	1.
2. Net deferred tax assets (1)	2148	33,685	2.
3. Excess residential mortgage servicing fees receivable	5371	0	3.
4. Other (itemize and describe amounts that exceed 25% of this item)	2168	248,881	4.
TEXT			
a. 3549: CORPORATE OWNED LIFE INSURANCE	3549	131,594	4.a
b. 3550:	3550	N/A	4.b
c. 3551:	3551	N/A	4.c.
5. Total (sum of items 1 through 4) (must equal Schedule RC, item 11)	2160	359,098	5.

Memorandum

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

Schedule RC-G - Other Liabilities

	C435 <- Dollar Amounts in Thousands		
	RCON		
1. a. Interest accrued and unpaid on deposits in domestic offices (2)	3645	61,933	1.a
b. Other expenses accrued and unpaid (includes accrued RCFD income taxes payable)	3646	109,293	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	410,834	4.
TEXT	RCFD		
a. 3552: A/P TRADE			
DATE	3552	377,258	4.a
b. 3553:	3553	N/A	4.b
c. 3554:	3554	N/A	4.c.
5. Total (sum of items 1 through 4) (must equal Schedule RC, item 20)	2930	582,060	5.

(1) See discussion of deferred income taxes in Glossary entry on "income taxes."

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

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

	C440<- Dollar Amounts in Thousands		
	Domestic Offices		
	RCON		
1. Customer's liability to this bank on acceptances outstanding	2155	3,427	1.

2. Bank's liability on acceptances executed and outstanding	2920	3,427	2.
3. Federal funds sold and securities purchased under agreements to resell	1350	226,056	3.
4. Federal funds purchased and securities sold under agreements to repurchase	2800	562,836	4.
5. Other borrowed money	3190	301,905	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	489,220	7.
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs)	2192	18,655,931	8.
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs)	3129	16,731,419	9.

Items 10-17 include held-to-maturity and available-for-sale securities in domestic offices.

10. U.S. Treasury securities	1779	474,782	10.
11. U.S. Government agency and corporation obligations (excludes mortgage-backed securities)	1785	171,227	11.
12. Securities issued by states and political subdivisions in the U.S.	1786	657,855	12.
13. Mortgage-backed securities (MBS):			
a. Pass-through securities:			
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1787	1,354,078	13.a.1
(2) Other pass-through securities	1869	43,875	13.a.2
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):			
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1877	1,286,623	13.b.1
(2) All other mortgage-backed securities	2253	1,005,152	13.b.2
14. Other domestic debt securities	3159	970,123	14.
15. Foreign debt securities	3160	48,115	15.
16. Equity securities:			
a. Investments in mutual funds	3161	0	16.a
b. Other equity securities with readily determinable fair values	3162	0	16.b
c. All other equity securities	3169	30,485	16.c
17. Total held-to-maturity and available-for-sale securities (sum of items 10 through 16)	3170	6,042,315	17.

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

Dollar Amounts in Thousands

EITHER

1. Net due from the IBF of the domestic offices of the reporting bank	3051	N/A	M.1
OR			
2. Net due to the IBF of the domestic offices of the reporting bank	3059	0	M.2

Schedule RC-I - Selected Assets and Liabilities of IBFs

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

C445<-

Dollar Amounts in Thousands

RCFN

1. Total IBF assets of the consolidated bank (component of Schedule RC, item) 12		2133	N/A
--	--	------	-----

2.	Total IBF loans and lease financing receivables (component of Schedule RC-C, part I, item 12, column A,	2076	N/A
2.			
3.	IBF commercial and industrial loans (component of Schedule RC-C, part 1, item 4, column A)	2077	N/A 3.
4.	Total IBF liabilities (component of Schedule RC, item 21)	2898	N/A 4.
5.	IBF deposit liabilities due to banks, including other IBFs (component of Schedule RC-E, part II, items 2 and 3)	2379	N/A 5.
6.	Other IBF deposit liabilities (component of Schedule RC-E, part II, items 1, 4, 5, and 6)	2381	N/A
6.			

Schedule RC-K - Quarterly Averages (1)

C455<-

Dollar Amounts in Thousands

ASSETS

RCFD

1.	Interest-bearing balances due from depository institutions	3381	364,062	1.
2.	U.S. Treasury securities and U.S. Government agency and corporation obligations(2)		3382 2,983,686	
2.				
3.	Securities issued by states and political subdivisions in the U.S.(2)	3383	620,414	3.
4.	a. Other debt securities(2)	3647	1,904,189	4.a
	b. Equity securities (3)(includes investments in mutual funds and Federal Reserve stock)	3648	30,316	4.b
5.	Federal funds sold and securities purchased under agreements to resell in domestic offices of the bank and of its Edge and Agreement subsidiaries,			
	and in IBFs		3365 121,295	
5.				
6.	Loans:			
	a. Loans in domestic offices:	RCFN		
	(1) Total loans	3360	10,667,138	6.a.1
	(2) Loans secured by real estate	3385	3,663,538	6.a.2
	(3) Loans to finance agricultural production and other loans to farmers	3386	55,378	6.a.3
	(4) Commercial and industrial loans	3387	3,161,680	6.a.4
	(5) Loans to individuals for household, family, and other personal expenditures	3388	3,047,279	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)	3484	309,935	8.

9. Total assets(4) 336818,365,835

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	328,233	
11.	Nontransaction accounts in domestic offices:				
	a. Money market deposit accounts (MMDAs)	3486	5,847,054		11.a
	b. Other savings deposits	3487	725,739		11.b
	c. Time certificates of deposit of \$100,000 or more	3345	809,352		11.c
	d. All other time deposits	3469	3,576,573		11.d
12.	Interest-bearing deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	RCFN 3404	540,980		12.
13.	Federal funds purchased and securities sold under agreements to repurchase in domestic offices of the bank and of its Edge and Agreement subsidiaries, and in IBFs		RCFD 3353	1,029,146	
14.	Other borrowed money	3355	328,977		14.

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

Schedule RC-L - Off-Balance Sheet Items

C460<-  
Dollar Amounts in Thousands

1.	Unused commitments:				
	a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity loans	RCFD 3814	330,585		1.a
	b. Credit card lines	3815	3,104,689		1.b
	c. Commercial real estate, construction, and land development:				
	(1) Commitments to fund loans secured by real estate	3816	435,606		1.c.1
	(2) Commitments to fund loans not secured by real estate	6550	96,119		1.c.2
	d. Securities underwriting	3817	0		1.d
	e. Other unused commitments	3818	3,657,242		1.e
2.	Financial standby letters of credit and foreign office guarantees				
	a. Amount of financial standby letters of credit conveyed to others	RCFD 3820	870		

3.	Performance standby letters of credit and foreign office guarantees	3821	432,656	3.
a.	Amount of performance standby letters of credit conveyed to others	3822	900	3.a
4.	Commercial and similar letters of credit	3411	60,808	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	909	6.
7.	Securities borrowed	3429	0	7.
8.	Securities lent (including customer's securities lent where the customer is indemnified against loss by the reporting bank)	3433	0	8.
9.	Loans transferred (i.e., sold or swapped) with recourse that have been treated as sold for Call Report purposes:			
a.	FNMA and FHLMC residential mortgage loan pools:			
(1)	Outstanding principal balance of mortgages transferred as of the report date	3650	0	9.a.1
(2)	Amount of recourse exposure on these mortgages as of the report date	3651	0	9.a.2
b.	Private nongovernment-issued or -guaranteed) residential mortgage loan pools:			
(1)	Outstanding principal balance of mortgages as of the report date	3652	0	9.b.1
(2)	Amount of recourse exposure on these mortgages as of the report date	3653	0	9.b.2
c.	Farmer Mac agricultural mortgage loan pools:			
(1)	Outstanding principal balance of mortgages as of the report date	3654	0	9.c.1
(2)	Amount of recourse exposure on these mortgages transferred as of the report date	3655	0	9.c.2
d.	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.d.1
(2)	Amount of retain recourse on these obligations as of the report date	A250	0	9.d.2
10.	When-issued securities:			
a.	Gross commitments to purchase	3434	160,786	10.a
b.	Gross commitments to sell	3435	0	10.b
11.	Spot foreign exchange contracts	8765	4,276	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.
TEXT	RCFD			
a. 3555:	3555	N/A		12.a
b. 3556:	3556	N/A		12.b
c. 3557:	3557	N/A		12.c
d. 3558:	3558	N/A		12.d

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.
TEXT	RCON			
a. 5592:	5592	N/A		13.a
b. 5593:	5593	N/A		13.b
c. 5594:	5594	N/A		13.c
d. 5595:	5595	N/A		13.d

C461 <-

Dollar Amounts in Thousands

Off-balance Sheet Derivatives Position	(Column A) Interest Rate	(Column B) Foreign Exchange	(Column C) Equity Derivative	(Column D) Commodity And Other
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Indicators	Contracts	Contracts	Contracts	Contracts
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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	0	0	0	0	14.a
	RCFD 8693	RCFD 8694	RCFD 8695	RCFD 8697	
b. Forward contracts	0	9,855	0	0	14.b
	RCFD 8697	RCFD 8698	RCFD 8699	RCFD 8700	
c. Exchange- traded option contracts:					
(1) written options	0	0	0	0	14.c1
	RCFD 8701	RCFD 8702	RCFD 8703	RCFD8704	
(2) Purchased options	0	0	0	0	14.c2
	RCFD 8705	RCFD 8706	RCFD 8707	RCFD 8708	
d. Over-the- counter option contracts:					
(1) written options	227,010	0	0	0	14.d1
	RCFD 8709	RCFD 8710	RCFD 8711	RCFD8712	
(2) Purchased options	915,235	0	0	0	14.d2
	RCFD 8713	RCFD 8714	RCFD 8715	RCFD 8716	
e. Swaps	5,472,915	0	0	0	14.e
	RCFD 3450	RCFD3826	RCFD8719	RCFD8720	

15. Total gross notional amount of derivative contracts held for trading	0	9,855	0	0	15.
	RCFD A126	RCFD A127	RCFD 8723	RCFD 8724	

16. Total gross notional

amount of derivative contracts held for purposes other than trading:

a. Contracts marked to market	641,193	0	0	0	16.a
	RCFD 8725	RCFD 8726	RCFD 8727	RCFD 8728	
b. Contracts not marked to market	5,973,967	0	0	0	16.b
	RCFD 8729	RCFD 8730	RCFD 8731	RCFD 8732	

17. Gross fair values of

derivative contracts:

a. Contracts held for trading:					
(1) Gross positive fair value	0	4,986	0	0	17.a1
	RCFD 8733	RCFD 8734	RCFD 8735	RCFD 8736	
(2) Gross negative fair value	0	4,708	0	0	17.a2
	RCFD 8737	RCFD 8738	RCFD 8739	RCFD 8740	
b. Contracts held for purposes other than trading that are marked to market:					
(1) Gross positive fair value	5,220	0	0	0	17.b1
	RCFD 8741	RCFD 8742	RCFD 8743	RCFD 8744	
(2) Gross negative fair value	7,857	0	0	0	17.b2
	RCFD 8745	RCFD 8746	RCFD 8747	RCFD 8748	
c. Contracts held for purposes other than trading that are not marked to market:					
(1) Gross positive fair value	5,633	0	0	0	17.c1
	RCFD 8749	RCFD 8750	RCFD 8751	RCFD 8752	
(2) Gross negative fair value	32,697	0	0	0	17.c2
	RCFD 8753	RCFD 8754	RCFD 8755	RCFD 8756	

Memoranda

Dollar Amounts in Thousands

RCFD

- 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 l.e, above (report only the unused portions of commitments that

are fee paid or otherwise legally binding)	3833	3,352,682	M.3
a. Participations in commitments with an original maturity exceeding one year conveyed to others	3834	111,249	M.3a
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. addressees (domicile) included in Schedule RC-L, items 2 and 3, above	3377	437	M.4
5. Installment loans to individuals for household, family, and other personal expenditures that have been securitized and sold without recourse (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	0	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

C465 <-  
Dollar Amounts in Thousands

1. Extensions of credit by the reporting bank to its executive officers, directors principal shareholders, and their related interests as of the report date:			
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests	RCFD 6164	1,469	1.a
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$ 500,000 or 5 percent of total capital as defined for this purpose in agency regulations	6165	0	1.b
2. Federal funds sold and securities purchased under agreements to resell with U.S. branches and agencies of foreign banks (1) (including in Schedule RC, items 3.a and 3.b)	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 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. Mortgages 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	1,270	5.a
b. Non-U.S. addressees (domicile)	2104	2,157	5.b
6. Intangible assets:			
a. Mortgage servicing rights	3164	0	6.a
b. Other identifiable intangible assets:			
(1) Purchased credit card relationships	5506	3,942	6.b.1
(2) All other identifiable intangible assets	5507	9,384	6.b.2
c. Goodwill	3163	3,002	6.c
d. Total (sum of items 6.a through 6.c) (must equal Schedule RC, item 10)	2143	16,328	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		
8. a. Other real estate owned:	RCFD		
(1) Direct and indirect investments in real estate ventures	5372	0	8.a.1
(2) All other real estate owned:	RCON		
(a) Construction and land development in domestic offices	5508	0	8.a.2a
(b) Farmland in domestic offices	5509	0	8.a.2b
(c) 1-4 family residential properties in domestic offices	5510	3,466	8.a.2c
(d) Multifamily (5 or more) residential properties in domestic offices	5511	2	8.a.2d
(e) Nonfarm nonresidential properties in domestic offices	5512	1,645	8.a.2e
(f) In foreign offices	5513	0	8.a.2f
(3) Total (sum of items 8.a.(1)			

	and 8.a.(2))	RCFD		
	(must equal Schedule RC, item 7)	2150	5,113	8.a.3
b.	Investments in unconsolidated subsidiaries and associated companies:			
	(1) Direct and indirect investments in real estate ventures	5374	0	8.b.1
	(2) All other investments in unconsolidated subsidiaries and associated companies	5375	693	8.b.2
	(3) Total (sum of items 8.b.(1) and 8.b.(2)) (must equal Schedule RC, item 8)	2130	693	8.b.3
c.	Total assets of unconsolidated subsidiaries and associated companies	5376	19,606	8.c
9.	Noncumulative perpetual preferred stock and related surplus included in Schedule RC, item 23, "Perpetual preferred stock and related surplus"	3778	0	9.
10.	Mutual fund and annuity sales in domestic offices during the quarter (include proprietary, private label, and third party mutual funds):			
		RCON		
a.	Money market funds	6441	252	10.a
b.	Equity securities funds	8427	28,355	10.b
c.	Debt securities funds	8428	18,249	10.c
d.	Other mutual funds	8429	0	10.d
e.	Annuities	8430	22,900	10.e
f.	Sales of proprietary mutual funds and annuities (included in items 10.a through 10.e above)	8784	17,606	10.f

Memorandum

Dollar Amounts in Thousands

1.	Interbank holdings of capital instruments (to be completed for the December report only):			
		RCFD		
a.	Reciprocal holdings of banking organizations' capital instruments	3836	N/A	M.1.a
b.	Nonreciprocal holdings of banking organizations' capital instruments	3837	N/A	M.1.b

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<-  
Dollar Amounts in Thousands

(Column A)

(Column B)

C)

(Column

due 30 Past due

Past

Nonaccrual

through 90 days  
89 days or more  
and still and still  
accruing accruing

- - - - -

	RCFD		RCFD		RCFD
1. Loans secured by real estate:					
a. To U.S. addressees (domicile)	1245	59,645	1246	8,403	1247
b. To non-U.S. addressees (domicile)	1248	0	1249	0	1250
2. Loans to depository institutions and acceptances of other banks:					
a. To U.S. banks and other U.S. depository institutions	5377	26	5378	0	5379
b. To foreign banks	5380	2,000	5381	0	5382
3. Loans to finance agricultural production and other loans to farmers	1594	136	1597	30	1583
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	1251	13,305	1252	1,195	1253
b. To non-U.S. addressees (domicile)	1254	35,750	1255	97	1256
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards and related plans	5383	21,003	5384	12,893	5385
b. Other (includes single payment, installment, and all student loans)	5386	18,182	5387	4,283	5388
6. Loans to foreign governments official institutions	5389	0	5390	0	5391
7. All other loans	5459	0	5460	0	5461
8. Lease financing receivables:					
a. Of U.S. addressees (domicile)	1257	3,534	1258	357	1259
b. On non-U.S. addressees (domicile)	1271	0	1272	0	1791
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	1	3506	0	3507

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.

10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	RCFD		RCFD		RCFD
a. Guaranteed portion of loans and leases included in item 10 above	5612	5,805	5613	3,055	5614
	5615	5,152	5616	3,023	5617

Schedule RC-N - Continued

Memoranda

C473<-

Dollar Amounts in Thousands

(Column A)

(Column B)

(Column C)

Past due 30

Past due

Nonaccrual

through  
89 days  
and still  
accruing

90 days  
or more  
and still  
accruing

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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	RCFD 0	1659	RCFD 0	1661	RCFD 0M.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	62	6559	124	6560	32M.2
3. Loans secured by real estate in domestic offices (included in Schedule RC-N, item 1, above):	RCON		RCON		RCON	
a. Construction and land development	2759	1,401	2769	109	3492	723M.3a
b. Secured by farmland	3493	46	3494	0	3495	1M.3b
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	10,498	5399	1,881	5400	1,926M.3c1
(2) All other loans secured by 104 family residential properties	5401	45,500	5402	5,210	5403	17,210M.3c2
d. Secured by multifamily (5 or more) residential properties	3499	244	3500	585	3501	717M.3d
e. Secured by nonfarm						

nonresidential  
properties 3502 1,965 3503 618 3504 2,689M.3e

(Column A)

(Column B)

Past due 30

Past due

through 90 days  
89 days or more

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

Schedule RC-O - Other Data for Deposit Insurance Assessments

C475 <-  
Dollar Amounts in Thousands

- 1. Unposted debits (see instructions): RCON
  - a. Actual amount of all unposted debits 0030 0 1.a
  - OR
  - b. Separate amount of unposted debits:
    - (1) Actual amount of unposted debits to demand deposits 0031 N/A 1.b1
    - (2) Actual amount of unposted debits to time and savings deposits(1) 0032 N/A 1.b2
- 2. Unposted credits (see instructions):
  - a. Actual amount of all unposted credits 3510 6,667 2.a
  - OR
  - b. Separate amount of unposted credits:
    - (1) Actual amount of unposted credits to demand deposits 3512 N/A 2.b1
    - (2) Actual amount of unposted credits to time and savings deposits (1) 3514 N/A 2.b2
- 3. Uninvested trust funds (cash) held in bank's own trust department not included in total deposits in domestic offices) 3520 2,848 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 67 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

Item 6 is not applicable to state nonmember banks that have not been authorized by the Federal Reserve to act as pass-through correspondents.

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, Memorandum item 4.a)	RCON 2314	0	6.a
b. Amount reflected in time and savings deposits (1) (included in Schedule RC-E, Part I, Memorandum item 4.b)	2315	0	6.b

7. Unamortized premiums and discounts on time and savings deposits:(1)

a. Unamortized premiums	5516	24,899	7.a
b. Unamortized discounts	5517	0	7.b

8. To be completed by banks with "Oakar deposits."  
Total "Adjusted Attributable Deposits" of all institutions acquired under Section 5(d)(3) of the Federal Deposit Insurance Act (from most recent FDIC Oakar Transaction Worksheet(s))

5518	4,154,367	8.
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9. Deposits in lifeline accounts

9.

10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits in domestic offices)

8432	0	10.
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(1) For FDIC insurance assessment purposes, "time and savings deposits" consists of nontransaction accounts and all transaction accounts other than demand deposits.

Schedule RC-O - Continued

Dollar Amounts in Thousands

11. Adjustments to demand deposits reported in Schedule RC-E for certain reciprocal demand balances:

a. Amount by which demand deposits would be reduced if reciprocal demand balances between the reporting bank and savings associations were reported on a net basis rather than a gross basis in Schedule RC-E	RCON 8785	0	11.a
b. Amount by which demand deposits			

<p>would be increased if reciprocal demand balances between the reporting bank and U.S. branches and agencies of foreign banks were reported on a gross basis rather than a net basis in Schedule RC-E</p> <p>c. Amount by which demand deposits would be increased if cash items in process of collection were included in the calculation of net reciprocal demand balances between the reporting bank and the domestic offices of U.S. banks and savings associations in Schedule RC-E</p>	<p>A181</p> <p>A182</p>	<p>0</p> <p>0</p>	<p>11.b</p> <p>11.c</p>
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Memoranda

(to be completed each quarter except as noted)

Dollar Amounts in Thousands

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			
	RCON		
	2702	10,728,184	M.1.a1
(2) Number of deposit accounts of \$100,000 or less (to be completed for June report only)			
	3779	N/A	M.1a2
b. Deposit accounts of more than \$100,000:			
(1) Amount of deposit accounts of more than \$100,000:			
	2722	14,320	M.1b2
(2) Number of deposit accounts of more than \$100,000:			
	2722	14,320	M.1.b2

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

	RCON	Yes	No
b. If the box marked YES has been checked, report the estimate of uninsured deposits determined by using your bank's method or procedure	6861	X	M.2.a
	5597	N/A	M.2.b

C477<-

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

Sharon Dean, Senior Manager

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

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, 1995, 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<-

RCFD	Yes	No
6056	N/A	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.

Items 2 and 3 are to be completed by all banks.

Dollar Amounts in Thousands

(Column A) (Column B)

Subordinated Debt	Other
Intermediate Term	Limited-Life
Preferred Stock	Capital Instruments
-----	-----

2. Subordinated debt(1) and other limited-life capital instruments (original weighted average maturity of at least five years) with a remaining maturity of:

	RCFD		RCFD			
a. One year or less	3780	0	3786	0		2.a
b. Over one year through two years	3781	0	3787			2.b
c. Over two years through						

	three years	3782	0	3788	0	2.c
d.	Over three years through four years	3783	0	3789	0	2.d
e.	Over four years through five years	3784	0	3790	0	2.e
f.	Over five years	3785	0	3791	0	2.f
3. Amounts used in calculating regulatory capital ratios (report amounts determined by the bank for its own internal regulatory capital analyses):						
a.	Tier 1 capital	RCFD				
		8274				
	1,399,450		3.a			
b.	Tier 2 capital	8275				
	118,958		3.b			
c.	Total risk-based capital	3792				
	1,518,408		3.c			
d.	Excess allowance for loan and lease losses	A222		0		3.d
e.	Risk-weighted assets	A223				
	14,374,257		3.e			
f.	"Average total assets"	A224				
	18,353,449		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	Credit
Recorded	Equivalent
on the	Amount of
Balance	Off-Balance
Sheet	Sheet
	Items (2)

-----  
 -----  
 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:				
	(1) Securities issued by, other claims on, and claims unconditionally guaranteed by, the U.S. Government and its agencies and other OECD central governments	RCFD	RCFD		
		3794	910,689		4.a.1
	(2) All other	3795	476,755		4.a.2
b.	Credit equivalent amount of off-balance sheet items		3796	132,917	4.b

(1) Exclude mandatory convertible debt reported in Schedule RC-M, item 7.  
 (2) Do not report in column B the risk-weighted amount of assets reported in column A.

Dollar Amounts in Thousands

(Column A)	(Column B)
Assets Recorded on the Balance Sheet	Credit Equivalent Amount of Off-Balance Sheet Items (2)

-----					
-----					
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:				
	(1) Claims conditionally guaranteed by the U.S. Government and its agencies and other OECD central governments by, the U.S. Government and its agencies	RCFD 3798	281,276	RCFD	5.a.1
	(2) Claims collateralized by securities issued by the U.S. Government and its agencies and other OECD central governments; by securities issued by U.S. Government-sponsored agencies; and by cash on deposit	3799	0		5.a.2
	(3) All other	3800	4,059,062		5.a.3
b.	Credit equivalent amount of off-balance sheet items			3801	87,567 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	2,763,265		6.a
b.	Credit equivalent amount of off-balance sheet items			3803	74,334 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	10,287,386		7.a
b.	Credit equivalent amount of off-balance sheet items			3805	1,808,375 7.b
8.	On-balance sheet asset values excluded from the calculation of the risk-based capital ratio(2)	3806	23,456		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	18,774,889		9.

Memoranda

Dollar Amounts in Thousands

			RCFD				
1.	Current credit exposure across all off-balance sheet derivative contracts covered by the risk-based capital standards	8764		10,858		M.1	
							With a remaining
----- Maturity of							
-----							
----- (Column B) -----							
----- (Column A) -----							
Over one year							
----- (Column C) -----							
One year or less							
through five years							
Over five years							
		(Column A)		(Column B)			
			(Column C)				
		One year or less	Over one year through five years		Over Five Years		
							-----
							-----
2.	Notional principal amounts of off- balance sheet derivative contracts: (3)						
		RCFD	RCFD	RCFD			
a.	Interest rate contracts	3809 1,890,751	8766 3,609,931	8767 174,011		M.2a	
b.	Foreign exchange contracts	3812 6,963	8769 0	8770 0		M.2b	
c.	Gold contracts	8771 0	8772 0	8773 0		M.2c	
d.	Other precious metals contracts	8774 0	8775 0	8776 0		M.2d	
e.	Other commodity contracts	8777 0	8778 0	8779 0		M.2e	
f.	Equity derivative contracts	A000 0	A001 0	A002 0		M.2f	

(1) Do not report in column B the risk-weighted amount of assets reported in column A.  
(2) Include the difference between the fair value and the amortized cost of

available-for-sale securities in item 8 and report the amortized cost of these securities in items 4 through 7 above. Item 8 also includes on-balance sheet asset values (or portions thereof) of off-balance sheet interest rate, foreign exchange rate, and commodity contracts and those contracts (e.g. future contracts) not subject to risk-based capital. Exclude from item 8 margin amount that may be included in Tier 2 capital.

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

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

at close of business on March 31, 1996

Bank One, Texas, N.A.	Dallas	TX
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Legal Title of Bank	City	State

The management of the reporting bank may, if it wishes, submit a brief narrative statement on the amounts reported in the Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Reports of Condition and Income, in response to any request for individual bank report data. However, the information reported in column A and in all of Memorandum item 1 of Schedule RC-N is regarded as confidential and will not be released to the public. BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IN SCHEDULE RC-N, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS. Banks choosing not to make a statement may check the "No comment" box below and should make no entries of any kind in the space provided for the narrative statement; i.e., DO NOT enter in this space such phrases as "No statement," "Not applicable," "N/A," "No comment," and "None."

The optional statement must be entered on this sheet. The statement should not exceed 100 words. Further, regardless of the number of words, the statement must not exceed 750 characters, including punctuation, indentation, and standard spacing between words and sentences. If any submission should exceed 750 characters, as defined, it will be truncated at 750 characters with no notice to the submitting bank and the truncated statement will appear as the bank's statement both on agency computerized records and in computer-file releases to the public.

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

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

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

Dollar Amounts in Thousands

Schedule RC-N, Item 9 Column C represents an other asset, as opposed to a debt security, on a nonaccrual status; therefore, total debt securities per Schedule RC-B do not agree to total debt securities and other assets per Schedule RC-N.

\_\_\_\_\_  
Signature of Executive  
Officer of Bank

\_\_\_\_\_  
Date of Signature

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THIS PAGE TO BE COMPLETED BY ALL BANKS  
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OMB No. for OCC: 1557-0081  
OMB No. for FDIC: 3064-0052  
OMB No. for Federal Reserve: 7100-0036  
Expiration Date: 03/31/96

SPECIAL REPORT

(Dollar Amounts in Thousands)

CLOSE OF BUSINESS DATE: March 31, 1996  
FDIC Certificate Number: 27474 C700

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LOANS TO EXECUTIVE OFFICERS (Complete as of each Call Report Date)  
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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 its 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 principals shareholders who are not executive officers.

	RCFD		
a. Number of loans made to executive officers since the previous Call Report date	3561	NONE	a.
b. Total dollar amount of above loans (in thousands of dollars)	3562	0	b.
c. Range of interest charged on above loans (example: 9-3/4% = 9.75)	7701/7702	0.00% to 0.00%	c.

-----  
SIGNATURE AND TITLE OF OFFICER  
AUTHORIZED TO SIGN REPORT

DATE (Month, Day, Year)

\_\_\_\_\_  
NAME AND TITLE OF PERSON TO WHOM  
INQUIRIES MAY BE DIRECTED: (TEXT 8903)

\_\_\_\_\_  
AREA CODE/PHONE NUMBER/  
EXTENSION:  
(TEXT 8904)  
(214) 290-7615

Sharon Dean, Senior Manager

-----  
Comptroller of the Currency  
Administrator of National Banks  
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REPORT OF CONDITION

-----  
 Consolidating domestic and foreign subsidiaries of the  
 Bank One, Texas, N.A. of Dallas  
 in the state Texas, at the close of business on March 31, 1996  
 published in response to call made by Comptroller of the Currency, under  
 Title 12, United States Code, Section 161.  
 Charter Number 27474, Comptroller of the Currency, District.

Statement of Resources and Liabilities  
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Dollars Amounts in Thousands

ASSETS

Cash and balances due from depository institutions:		
Noninterest-bearing balances and currency and coin		900,723
Interest-bearing balances		304,954
Securities:		
Held-to-maturity securities		188,444
Available-for-sale securities		5,853,871
Federal funds sold and securities purchased under agreements to resell in domestic offices of the bank and of its Edge and Agreement subsidiaries, and in IBFs:		
Federal funds sold		224,914
Securities purchased under agreements to resell		1,142
Loans and lease financing receivables:		
Loan and leases, net of unearned income	10,737,544	
LESS: Allowance for loan and lease losses		118,958
LESS: Allocated transfer risk reserve		0
Loans and leases, net of unearned income, allowance, and reserve	10,618,586	
Assets held in trading accounts		0
Premises and fixed assets (including capitalized leases)		178,638
Other real estate owned		5,113
Investments in unconsolidated subsidiaries and associated companies		693
Customers' liability to this bank on acceptances outstanding		3,427
Intangible assets		16,328
Other assets		359,098
Total assets		18,655,931

-----  
 Administrator of National Banks  
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Bank One, Texas, N.A.  
 REPORT OF CONDITION (Continued)

Dollars Amounts in Thousands

LIABILITIES

Deposits:		
In domestic offices		14,967,073
Noninterest-bearing	3,505,812	
Interest-bearing	11,461,261	
In foreign offices, Edge and Agreement subsidiaries, and IBFs		489,220
Noninterest-bearing	0	
Interest-bearing	489,220	
Federal Funds purchased and securities sold under agreements to repurchase in domestic offices of the bank and of its Edge and Agreement subsidiaries, and in IBFs:		
Federal funds purchased and securities sold under agreements to repurchase in domestic offices of the bank and of its Edge and Agreement subsidiaries,		

and in IBFs Federal funds purchased	562,829
Securities sold under agreements to repurchase	7
Demand notes issued to the U.S. Treasury	313,333
Trading liabilities	645
Other borrowed money:	
With original maturity of one year or less	301,905
With original maturity of more than one year	0
Mortgage indebtedness and obligations under capitalized leases	140
Bank's liability on acceptances executed and outstanding	3,427
Subordinated notes and debentures	0
Other liabilities	582,060
Total liabilities	17,220,639
Limited-life preferred stock and related surplus	0

EQUITY CAPITAL

Perpetual preferred stock and related Surplus	0
Common stock	224,000
Surplus	786,541
Undivided profits and capital reserves	401,295
Net unrealized holding gains (losses) on available-for-sale securities	23,456
Cumulative foreign currency translation adjustments	0
Total equity capital	1,435,292
Total Liabilities, Limited-Life preferred stock and equity capital	18,655,931

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

I, Bobby Doxey

of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of mu knowledge and belief.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date