

INDEX TO EXHIBITS

The following exhibits are incorporated by reference or filed herewith. References to (i) the “2003 Form 10-K” are to the Company’s Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 5, 2004; (ii) the “2004 Form 10-K” are to the Company’s Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 9, 2005; (iii) the “2008 Form 10-K” are to the Company’s Annual Report on Form 10-K for the year Ended December 31, 2008, filed on February 26, 2009; and (iv) the “2009 Form 10-K” are to the Company’s Annual Report on Form 10-K for the year Ended December 31, 2009, filed on February 26, 2010.

Exhibit No.	Description
2.1	Stock Purchase Agreement, dated as of December 3, 2008, by and among Capital One Financial Corporation, B.F. Saul Real Estate Investment Trust, Derwood Investment Corporation, and B.F. Saul Company Employees’ Profit Sharing and Retirement Trust (incorporated by reference to Exhibit 2.4 of the 2008 Form 10-K).
3.1	Restated Certificate of Incorporation of Capital One Financial Corporation, (as amended May 15, 2007 (incorporated by reference to Exhibit 3.1 of the Company’s Report on Form 8-K, filed on August 28, 2007).
3.2	Restated Bylaws of Capital One Financial Corporation (incorporated by reference to Exhibit 3.1 of the Company’s Report on Form 8-K, filed November 3, 2008).
4.1.1	Specimen certificate representing the Common Stock (incorporated by reference to Exhibit 4.1 of the 2003 Form 10-K).
4.1.2	Warrant Agreement, dated December 3, 2009, between Capital One Financial Corporation and Computershare Trust Company, N.A. (incorporated herein by reference to the Exhibit 4.1 of the Company’s Form 8-A filed on December 4, 2009).
4.2.1	Senior Indenture dated as of November 1, 1996 between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (as successor to Harris Trust and Savings Bank), as trustee (incorporated by reference to Exhibit 4.1 of the Company’s Report on Form 8-K, filed on November 13, 1996).
4.2.2	Copy of 6.25% Senior Notes, due 2013, of Capital One Financial Corporation (incorporated by reference to Exhibit 4.5.5 of the 2003 Form 10-K).
4.2.3	Copy of 5.25% Senior Notes, due 2017, of Capital One Financial Corporation (incorporated by reference to Exhibit 4.5.6 of the 2004 Form 10-K).
4.2.4	Copy of 4.80% Senior Notes, due 2012, of Capital One Financial Corporation (incorporated by reference to Exhibit 4.5.7 of the 2004 Form 10-K).
4.2.5	Copy of 5.50% Senior Notes, due 2015, of Capital One Financial Corporation (incorporated by reference to Exhibit 4.1 of the Company’s Quarterly Report on Form 10-Q for the period ending June 30, 2005).
4.2.6	Specimen of 5.70% Senior Note, due 2011, of Capital One Financial Corporation (incorporated by reference to Exhibit 4.2 of the Company’s Report on Form 8-K, filed on September 18, 2006).
4.2.7	Specimen of 6.750% Senior Note, due 2017, of Capital One Financial Corporation (incorporated by reference to Exhibit 4.1 of the Company’s Report on Form 8-K, filed on September 5, 2007).
4.2.8	Specimen of 7.375% Senior Note, due 2014, of Capital One Financial Corporation (incorporated by reference to Exhibit 4.1 of the Company’s Report on Form 8-K, filed on May 22, 2009).

Exhibit No.	Description
4.3	Indenture (providing for the issuance of Junior Subordinated Debt Securities), dated as of June 6, 2006, between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., as indenture trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on June 12, 2006).
4.4.1	First Supplemental Indenture, dated as of June 6, 2006, between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., as indenture trustee (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K, filed on June 12, 2006).
4.4.2	Amended and Restated Declaration of Trust of Capital One Capital II, dated as of June 6, 2006, between Capital One Financial Corporation, as Sponsor, The Bank of New York Mellon, as institutional trustee, BNY Mellon Trust of Delaware, as Delaware Trustee and the Administrative Trustees named therein (incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K, filed on June 12, 2006).
4.4.3	Guarantee Agreement, dated as of June 6, 2006, between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., as guarantee trustee (incorporated by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K, filed on June 12, 2006).
4.4.4	Specimen certificate representing the Enhanced TRUPS (incorporated by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K, filed on June 12, 2006).
4.4.5	Specimen certificate representing the Junior Subordinated Debt Security (incorporated by reference to Exhibit 4.6 of the Company's Current Report on Form 8-K, filed on June 12, 2006).
4.5.1	Second Supplemental Indenture, dated as of August 1, 2006, between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., as indenture trustee (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K, filed on August 4, 2006).
4.5.2	Specimen certificate representing the Junior Subordinated Debt Security (incorporated by reference to Exhibit 4.6 of the Company's Current Report on Form 8-K, filed on August 4, 2006).
4.5.3	Amended and Restated Declaration of Trust of Capital One Capital III, dated as of August 1, 2006, between Capital One Financial Corporation, as Sponsor, The Bank of New York Mellon, as institutional trustee, BNY Mellon Trust of Delaware, as Delaware trustee and the Administrative Trustees named therein (incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K, filed on August 4, 2006).
4.5.4	Guarantee Agreement, dated as of August 1, 2006, between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., as guarantee trustee (incorporated by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K, filed on August 4, 2006).
4.5.5	Specimen certificate representing the Capital Security (incorporated by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K, filed on August 4, 2006).
4.6.1	Third Supplemental Indenture, dated as of February 5, 2007, between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., as indenture trustee (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K, filed on February 8, 2007).
4.6.2	Amended and Restated Declaration of Trust of Capital One Capital IV, dated as of February 5, 2007, between Capital One Financial Corporation, as Sponsor, The Bank of New York Mellon, as institutional trustee, BNY Mellon Trust of Delaware, as Delaware trustee and the Administrative Trustees named therein (incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K, filed on February 8, 2007).

Exhibit No.	Description
4.6.3	Guarantee Agreement, dated as of February 5, 2007, between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., as guarantee trustee (incorporated by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K, filed on February 8, 2007).
4.6.4	Specimen certificate representing the Capital Security (incorporated by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K, filed on February 8, 2007).
4.6.5	Specimen certificate representing the Capital Efficient Note (incorporated by reference to Exhibit 4.6 of the Company's Current Report on Form 8-K, filed on February 8, 2007).
4.7.1	Fourth Supplemental Indenture, dated as of August 5, 2009, between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., as indenture trustee (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K, filed on August 6, 2009).
4.7.2	Amended and Restated Declaration of Trust of Capital One Capital V, dated as of August 5, 2009, between Capital One Financial Corporation, as Sponsor, The Bank of New York Mellon Trust Company, N.A., as institutional trustee, BNY Mellon Trust of Delaware, as Delaware trustee and the Administrative Trustees named therein (incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K, filed on August 6, 2009).
4.7.3	Guarantee Agreement, dated as of August 5, 2009, between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., as guarantee trustee (incorporated by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K, filed on August 6, 2009).
4.7.4	Specimen certificate representing the Trust Preferred Security (incorporated by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K, filed on August 6, 2009).
4.7.5	Specimen certificate representing the Junior Subordinated Debt Security (incorporated by reference to Exhibit 4.6 of the Company's Current Report on Form 8-K, filed on August 6, 2009).
4.8.1	Fifth Supplemental Indenture, dated as of November 13, 2009, between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., as indenture trustee (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K, filed on November 13, 2009).
4.8.2	Amended and Restated Declaration of Trust of Capital One Capital VI, dated as of November 13, 2009, between Capital One Financial Corporation, as Sponsor, The Bank of New York Mellon Trust Company, N.A., as institutional trustee, BNY Mellon Trust of Delaware, as Delaware Trustee and the Administrative Trustees named therein (incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K, filed on November 13, 2009).
4.8.3	Guarantee Agreement, dated as of November 13, 2009, between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., as guarantee trustee (incorporated by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K, filed on November 13, 2009).
4.8.4	Specimen certificate representing the Trust Preferred Security (incorporated by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K, filed on November 13, 2009).
4.8.5	Specimen certificate representing the Junior Subordinated Debt Security (incorporated by reference to Exhibit 4.6 of the Company's Current Report on Form 8-K, filed on November 13, 2009).
4.9.1	Indenture, dated as of August 29, 2006, between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., as indenture trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on August 31, 2006).
4.9.2	Specimen certificate representing the Subordinated Note Certificate (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K, filed on August 31, 2006).

Exhibit No.	Description
12.1*	Computation of Ratio of Earnings to Combined Fixed Charges
31.1*	Certification of Richard D. Fairbank
31.2*	Certification of Gary L. Perlin
32.1*	Certification** of Richard D. Fairbank
32.2*	Certification** of Gary L. Perlin
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Presentation Linkbase Document

* Indicates a document being filed with this Form 10-Q.

** Information in this Form 10-Q furnished herewith shall not be deemed to be “filed” for the purposes of Section 18 of the 1934 Act or otherwise subject to the liabilities of that section.

Please refer to Confidential Exhibit P

Top 20 Residential Servicers

On Dec. 31, 2009

Published July 6, 2010

Rank		Production (millions)	Market share (%)
1	Bank of America Charlotte	\$2,159,616	21.3
2	Wells Fargo & Co. San Francisco	1,796,117	17.72
3	Chase Iselin, N.J.	1,396,339	13.77
4	CitiMortgage Inc. O'Fallon, Mo.	718,927	7.09
5	Residential Capital LLC GMAC Minneapolis	375,754	3.71
6	U.S. Bank Home Mortgage Bloomington, Minn.	187,048	1.85
7	SunTrust Mortgage Inc. Richmond, Va.	176,890	1.74
8	PNC Bank/National City Mortgage Miamisburg, Ohio	158,142	1.56
9	PHH Mortgage Mount Laurel, N.J.	151,481	1.49
10	OneWest Financial Pasadena, Calif. E 1	125,000	1.23
11	MetLife Home Loans Memphis	103,417	1.02
12	Aurora Loan Services Inc. Colo.	95,610	0.94
13	American Home Mortgage Servicing Irving, Texas	94,509	0.93
14	Cenlar FSB Ewing, N.J.	88,000	0.87
15	Branch Banking and Trust Co. Wilson, N.C.	87,219	0.86
16	Dovenmuehle Mortgage Lake Zurich, Ill. E	75,000	0.74
17	Annaly Capital Investment New York R	64,806	0.64
18	HSBC Mortgage Corp. USA Depew, N.Y.	63,000	0.62
19	Fifth Third Mortgage Cincinnati	58,968	0.58
20	Flagstar Bank FSB Troy, Mich.	56,522	0.56

Notes: Includes subservicing contracts. Results may be incomplete because some firms would not disclose figures. Market share cut based on estimated U.S. housing debt of \$10.14 trillion, which takes into account both first and second liens.

1 OneWest includes the old IndyMac franchise.

E Estimate.

R Company is a mortgage investing REIT.

Source: AB/Annual Data Report.

Mortgage Origination Market Share Summary

Total Funded Loans

2009 Rank	Company	Type	2009 Funded Loans \$0	2009 Funded Loans (actual)	2009 Market Share (%)
1	Wells Fargo & Co. (CA)	Bank	269,528,938	1,155,280	14.94
2	Bank of America Corp. (NC)	Bank	203,069,482	875,814	11.26
3	JPMorgan Chase & Co. (NY)	Bank	60,167,703	269,604	3.34
4	SunTrust Banks Inc. (GA)	Bank	40,713,499	173,655	2.26
5	MetLife Inc. (NY)	Insurance Underwriter	36,215,926	157,379	2.01
6	Provident Funding Assoc. L.P. (CA)	Mortgage Bank	35,979,659	144,126	1.99
7	U.S. Bancorp (MN)	Bank	32,086,343	165,848	1.78
8	MatlinPatterson LLC (NY)	NA	27,893,181	131,186	1.55
9	Citigroup Inc. (NY)	Bank	25,165,375	113,519	1.4
10	Rock Holdings Inc. (MI)	NA	25,135,611	122,054	1.39
11	PNC Financial Services Group (PA)	Bank	23,420,416	109,271	1.3
12	New York Community Bancorp (NY)	Thrift	23,305,765	94,422	1.29
13	Fifth Third Bancorp (OH)	Bank	21,601,164	123,586	1.2
14	USAA Insurance Group (TX)	NA	17,710,016	89,897	0.98
15	PHH Corp. (NJ)	Specialty Lender	17,688,150	86,754	0.98
16	U.S. Dept. of the Treasury (DC)	NA	17,405,466	78,626	0.96
17	BB&T Corp. (NC)	Bank	17,226,339	94,001	0.95
18	Taylor Bean & Whitaker Mrtg (FL)	NA	10,358,257	53,652	0.57
19	Regions Financial Corp. (AL)	Bank	9,755,534	58,202	0.54
20	Sterling Partners (MD)	Asset Manager	9,072,906	38,423	0.5
21	Franklin American Mortgage Co. (TN)	Mortgage Bank	8,812,364	49,163	0.49
22	ING Groep N.V.	Insurance Underwriter	8,619,940	17,337	0.48
23	Sierra Pacific Mortgage Inc. (CA)	Mortgage Bank	7,985,495	33,134	0.44
24	EverBank Financial (FL)	Thrift	7,846,592	36,733	0.43
25	Santander	NA	7,456,174	33,786	0.41
26	M&T Bank Corp. (NY)	Bank	7,187,142	31,934	0.4
27	Navy Federal Credit Union (VA)	Credit Union	6,505,481	32,428	0.36
28	HSBC	Finance Company	6,216,643	24,417	0.34
29	Hudson City Bancorp Inc. (NJ)	Thrift	5,963,118	11,466	0.33
30	Deutsche Bank	Mortgage Bank	5,867,106	728	0.33
31	RBS	NA	5,741,952	33,827	0.32
32	Freedom Home Mortgage Corp. (NJ)	Mortgage Bank	5,693,048	31,458	0.32
33	PlainsCapital Corp. (TX)	Bank	5,653,937	30,673	0.31
34	Stearns Lending Inc. (CA)	Mortgage Bank	5,432,493	22,548	0.3
35	Huntington Bancshares Inc. (OH)	Bank	5,407,201	34,914	0.3
36	Mortgage Master Inc. (MA)	Mortgage Bank	5,145,122	17,508	0.29
37	Wintrust Financial Corp. (IL)	Bank	5,009,215	21,569	0.28
38	Mitsubishi UFJ Finl Grp Inc	Bank	4,791,082	5,098	0.27
39	Guaranteed Rate Inc. (IL)	Mortgage Bank	4,675,722	17,715	0.26
40	Plaza Home Mortgage Inc (CA)	Mortgage Bank	4,459,737	19,996	0.25
41	U.S. Bancorp (OH)	Thrift HC	4,424,632	28,123	0.25
42	Tree.com Inc. (NC)	Specialty Lender	4,421,761	19,620	0.25
43	German American Capital Corp. (NY)	NA	4,390,850	216	0.24
44	Toronto-Dominion Bank	Bank	4,329,298	22,118	0.24
45	Charles Schwab Corp. (CA)	Broker-Dealer	4,213,833	12,805	0.23
46	Fremont Bancorp. (CA)	Bank HC	3,965,992	17,007	0.22
47	Primary Residential Mrtg Inc (UT)	Mortgage Bank	3,952,796	19,652	0.22
48	McCarthy Group LLC (NE)	Asset Manager	3,668,672	17,774	0.2
49	Cherry Creek Mortgage Co. (CO)	Mortgage Bank	3,310,754	14,973	0.18
50	Marshall & Ilsley Corp. (WI)	Bank	3,306,835	17,973	0.18
51	Associated Banc-Corp (WI)	Bank	3,246,017	20,969	0.18
52	PulteGroup Inc. (MI)	Homebuilder	3,238,033	15,403	0.18
53	WR Starkey Mortgage LLP (TX)	Mortgage Bank	3,210,465	18,118	0.18
54	Pentagon FCU (VA)	Credit Union	3,194,285	11,938	0.18

Mortgage Origination Market Share Summary

Total Funded Loans

2009 Rank	Company	Type	2009 Funded Loans \$0	2009 Funded Loans (actual)	2009 Market Share (%)
55	BOK Financial Corp. (OK)	Bank	3,145,451	20,137	0.17
56	BNP Paribas	NA	3,134,791	13,448	0.17
57	Sterling Financial Corp. (WA)	Bank	3,099,682	13,313	0.17
58	Gateway Funding - Dvsfd Mrtg (PA)	Mortgage Bank	3,010,379	13,571	0.17
59	Fairway Independent Mrtg Corp. (WI)	NA	2,960,036	14,595	0.16
60	Liberty Mortgage Corp. (NC)	NA	2,861,976	11,191	0.16
61	Embrace Home Loans Inc. (RI)	NA	2,808,229	17,185	0.16
62	Amerisave Mortgage Corp. (GA)	Mortgage Bank	2,785,542	11,084	0.15
63	KeyCorp (OH)	Bank	2,762,892	11,553	0.15
64	Astoria Financial Corp. (NY)	Thrift	2,760,495	4,447	0.15
65	Capital One Financial Corp. (VA)	Bank	2,710,297	24,208	0.15
66	Tower Bancorp Inc. (PA)	Bank	2,696,183	12,187	0.15
67	D.R. Horton Inc. (TX)	Homebuilder	2,663,917	14,231	0.15
68	Security Atlantic Wholesale (NJ)	NA	2,659,294	12,931	0.15
69	BancorpSouth Inc. (MS)	Bank	2,627,050	18,434	0.15
70	RPM Mortgage Inc. (CA)	NA	2,622,168	7,423	0.15
71	Synovus Financial Corp. (GA)	Bank	2,608,891	13,347	0.14
72	Tri-County Finl Group Inc. (IL)	Bank	2,604,522	14,669	0.14
73	Third FS&LA of Cleveland MHC (OH)	Thrift HC	2,591,628	15,164	0.14
74	Cornerstone Mortgage Co. (TX)	Mortgage Bank	2,585,936	13,906	0.14
75	MIVI Acquisition Corp. (MN)	NA	2,582,615	10,584	0.14
76	Academy Mortgage Corp. (UT)	Mortgage Bank	2,581,273	13,793	0.14
77	Shore Financial Services Inc. (MI)	Mortgage Bank	2,580,165	16,883	0.14
78	Zions Bancorp. (UT)	Bank	2,515,108	11,609	0.14
79	Guaranty Financial M.H.C. (WI)	Thrift HC	2,513,773	12,586	0.14
80	Lauritzen Corp. (NE)	Bank HC	2,482,375	14,114	0.14
81	CICO Holding Corp. (TX)	NA	2,464,524	14,223	0.14
82	First Niagara Finl Group (NY)	Bank	2,451,944	11,860	0.14
83	Fulton Financial Corp. (PA)	Bank	2,365,627	12,874	0.13
84	Pulaski Financial Corp. (MO)	Thrift	2,314,329	13,524	0.13
85	Arvest Bank Group Inc. (AR)	Bank HC	2,287,484	18,840	0.13
86	Lennar Corp. (FL)	Homebuilder	2,276,529	10,257	0.13
87	Weichert Financial Svcs Inc. (NJ)	Mortgage Bank	2,261,549	9,206	0.13
88	Draper & Kramer Inc.	NA	2,244,526	10,799	0.12
89	BMO Financial Group	Bank	2,238,342	12,592	0.12
90	First Savings Mortgage Corp. (VA)	Mortgage Bank	2,233,197	5,797	0.12
91	Grand Bank NA (NJ)	Comm'l Bank	2,232,183	7,810	0.12
92	BBVA	NA	2,216,760	9,548	0.12
93	Investors Bancorp MHC (NJ)	Bank HC	2,139,100	4,523	0.12
94	State Employees' Credit Union (NC)	Credit Union	2,132,679	14,476	0.12
95	Royal Bank of Canada	Bank	2,117,457	10,642	0.12
96	IBERIABANK Corp. (LA)	Bank	1,997,907	12,468	0.11
97	Spirit Bankcorp Inc. (OK)	Bank HC	1,984,497	13,621	0.11
98	NVR Inc. (VA)	Homebuilder	1,943,151	7,563	0.11
99	Provident Financial Holdings (CA)	Thrift	1,943,067	6,828	0.11
100	NTFN Inc. (TX)	NA	1,943,064	11,778	0.11
Total For Institutions In Market			1,803,874,670	8,839,646	

Originally sourced to the Home Mortgage Disclosure Act data compiled annually by the Federal Financial Institutions Examination Council.

Source: SNL Financial LC.

Top Independent 50 Brokers Dealers by 2009 Total Assets

Rank	Firm	Total assets	Share	Fee-based assets	Avg. assets per rep
1	LPL Financial LLC	\$257,704,362,757	16.35	\$76,410,363,285	\$22,898,913
2	Ameriprise Financial Services Inc.	\$218,338,000,000	13.85	\$74,833,092,000	\$28,263,819
3	Raymond James Financial Services Inc.	\$125,341,508,000	7.95	\$44,310,965,910	\$38,237,190
4	Northwestern Mutual	\$61,098,800,000	3.88	\$13,641,000,000	\$10,618,492
5	MetLife Securities Inc.	\$55,206,972,588	3.50	\$55,206,972,589	\$8,325,588
6	Securities America Inc.	\$53,000,000,000	3.36	\$13,800,000,000	\$27,418,520
7	Commonwealth Financial Network	\$51,519,867,215	3.27	\$18,999,449,248	\$40,062,105
8	Royal Alliance Associates Inc.	\$41,327,000,000	2.62	\$13,143,000,000	\$21,693,963
9	Financial Network Investment Corp.	\$39,294,000,000	2.49	\$10,657,000,000	\$13,948,882
10	NFP Advisor Services Group (& Affiliates)	\$38,072,492,810	2.42	\$7,869,705,818	\$21,461,383
11	Wells Fargo Advisors Financial Network	\$36,000,000,000	2.28	\$13,000,000,000	\$48,322,148
12	Cambridge Investment Research Inc.	\$32,778,194,105	2.08	\$17,712,112,850	\$20,435,283
13	MML Investors Services LLC	\$30,851,207,120	1.96	—	\$5,555,773
14	FSC Securities Corp.	\$30,543,000,000	1.94	\$9,790,000,000	\$25,138,272
15	Waddell & Reed Inc.	\$29,474,000,000	1.87	\$2,706,590,316	\$12,494,277
16	H.D. Vest Financial Services	\$25,780,000,000	1.64	\$4,993,123,000	\$4,784,707
17	SagePoint Financial Inc.	\$25,493,000,000	1.62	\$5,212,000,000	\$12,197,608
18	New England Securities Inc.	\$25,124,717,576	1.59	\$4,131,037,805	\$10,838,964
19	Uvest Financial Services Group Inc.	\$21,715,943,623	1.38	\$789,481,917	\$28,093,071
20	PrimeVest Financial Services Inc.	\$21,448,000,000	1.36	\$573,917,000	\$12,928,270
21	Axa Advisors LLC	\$21,365,000,000	1.36	\$7,199,000,000	\$3,631,651
22	ING Financial Partners Inc.	\$20,650,000,000	1.31	\$2,693,000,000	\$7,708,100
23	Woodbury Financial Services	\$20,604,881,272	1.31	\$2,147,700,000	\$12,120,518
24	First Allied Securities Inc.	\$20,099,269,000	1.28	\$4,160,463,000	\$30,315,640
25	M Holdings Securities Inc. (M Securities)	\$19,545,403,286	1.24	\$570,000,000	\$27,684,707
26	Transamerica Financial Advisors Inc.	\$17,800,000,000	1.13	\$2,000,000,000	\$12,430,168
27	Cadaret Grant & Co. Inc.	\$17,647,108,987	1.12	\$1,890,183,240	\$17,825,363
28	Walnut Street Securities Inc.	\$15,475,200,052	0.98	\$3,012,332,893	\$21,169,904
29	Multi-Financial Securities Corp.	\$14,649,000,000	0.93	\$3,618,000,000	\$14,099,134
30	Genworth Financial Securities Corp.	\$13,436,000,000	0.85	\$3,804,764,991	\$6,398,095
31	Ameritas Investment Corp.	\$12,685,631,557	0.80	\$1,893,508,800	\$6,488,814
32	Park Avenue Securities LLC	\$12,672,818,000	0.80	\$2,919,449,000	\$5,649,941
33	Lincoln Financial Network	\$12,187,617,616	0.77	\$89,546,144,761	\$1,586,516
34	Next Financial Group Inc.	\$11,351,762,664	0.72	\$2,454,851,100	\$11,053,323
35	Securian Financial Services Inc.	\$11,281,731,334	0.72	\$4,868,500,000	\$9,675,584
36	American Portfolios Financial Services Inc.	\$10,489,592,000	0.67	\$1,100,000,000	\$16,212,662
37	Triad Advisors Inc.	\$10,300,000,000	0.65	\$5,500,000,000	\$20,156,556
38	John Hancock Financial Network	\$8,393,710,221	0.53	\$2,838,000,000	\$4,427,062
39	Investacorp Inc.	\$8,002,985,011	0.51	\$900,000,000	\$17,397,794
40	National Planning Corp.	\$7,920,593,896	0.50	\$4,498,906,000	\$5,061,082
41	Invest Financial Corp.	\$7,871,831,000	0.50	\$2,170,178,000	\$5,932,050
42	Tower Square Securities Inc.	\$7,691,494,585	0.49	\$608,824,805	\$16,470,010
43	VSR Financial Services Inc.	\$7,500,000,000	0.48	\$2,577,630,204	\$28,301,887
44	Geneos Wealth Management Inc.	\$7,300,000,000	0.46	\$2,000,000,000	\$24,172,185
45	Lincoln Investment Planning Inc.	\$7,218,759,546	0.46	\$6,857,821,570	\$16,710,092
46	Investors Capital Corporation	\$7,000,000,000	0.44	\$975,000,000	\$12,131,716
47	Sigma Financial Corp.	\$6,923,222,382	0.44	\$927,000,000	\$11,386,879
48	United Planners Financial Services	\$6,230,000,000	0.40	\$1,650,000,000	\$18,216,374
49	Summit Brokerage Services, Inc.	\$6,000,000,000	0.38	\$800,000,000	\$17,142,857
50	Questar Capital Corp.	\$5,498,300,000	0.35	\$347,000,000	\$8,954,886
Top 50 Total		\$1,575,902,978,203	100.00	\$554,308,070,102	\$824,228,778

Notes: ING DIRECT Bancorp and its subsidiaries (including the internet-based broker-dealer ShareBuilder Securities Corporation) are not part of ING Financial Partners Inc.

U.S. Deposit Market Share

Deposits as of June 30, 2010

Updated for completed M&A to June 28, 2011

Rank	Parent Company Name	Type	Active Branches	Deposits (\$000)	Deposit Market Share (%)
1	Bank of America Corp.	Bank	5,637	898,332,089	11.70
2	Wells Fargo & Co.	Bank	6,092	750,436,183	9.78
3	JPMorgan Chase & Co.	Bank	5,003	652,690,334	8.50
4	Citigroup Inc.	Bank	1,017	310,468,387	4.04
5	PNC Financial Services Group Inc.	Bank	2,431	177,728,134	2.32
6	U.S. Bancorp	Bank	3,028	171,336,387	2.23
7	Toronto-Dominion Bank	Bank	1,263	137,412,041	1.79
8	SunTrust Banks Inc.	Bank	1,697	118,808,539	1.55
9	Capital One Financial Corp.	Bank	929	116,495,875	1.52
10	BB&T Corp.	Bank	1,761	104,583,777	1.36
11	Regions Financial Corp.	Bank	1,697	95,794,707	1.25
12	Royal Bank of Scotland Group Plc	Bank	1,458	93,971,180	1.22
13	HSBC Holdings Plc	Bank	470	91,971,319	1.20
14	Fifth Third Bancorp	Bank	1,328	78,842,328	1.03
15	ING Groep NV	Thrift	1	77,431,828	1.01
16	Bank of New York Mellon Corp.	Bank	23	76,272,396	0.99
17	Mitsubishi UFJ Financial Group Inc.	Bank	399	66,028,567	0.86
18	KeyCorp	Bank	1,019	61,825,354	0.81
19	M&T Bank Corp.	Bank	760	55,905,006	0.73
20	Morgan Stanley	Bank	1	55,184,000	0.72
21	Banco Bilbao Vizcaya Argentaria SA	Bank	746	48,774,073	0.64
22	Banco Santander SA	Bank	771	46,202,525	0.60
23	Charles Schwab Corp.	Thrift	12	45,906,504	0.60
24	BNP Paribas SA	Bank	709	45,712,849	0.60
25	Zions Bancorp.	Bank	484	40,371,641	0.53
26	Huntington Bancshares Inc.	Bank	623	39,496,033	0.51
27	Marshall & Ilsley Corp.	Bank	351	39,473,102	0.51
28	Comerica Inc.	Bank	433	38,920,807	0.51
29	United Services Automobile Association	Thrift	5	37,963,640	0.49
30	Discover Financial Services	Bank	2	34,473,348	0.45
31	Ally Financial Inc.	Bank	1	31,887,653	0.42
32	BMO Financial Group	Bank	312	30,526,648	0.40
33	Goldman Sachs Group Inc.	Bank	1	30,398,000	0.40
34	E*TRADE Financial Corp.	Thrift	27	28,208,627	0.37
35	American Express Co.	Bank	2	27,796,711	0.36
36	Popular Inc.	Bank	308	26,933,174	0.35
37	Synovus Financial Corp.	Bank	285	26,135,492	0.34
38	UBS AG	Bank	1	26,038,195	0.34
39	Hudson City Bancorp Inc.	Thrift	134	25,399,087	0.33
40	Northern Trust Corp.	Bank	80	23,306,995	0.30
41	New York Community Bancorp Inc.	Bank	273	22,705,994	0.30
42	State Street Corp.	Bank	1	22,044,394	0.29
43	First Citizens BancShares Inc.	Bank	422	19,593,938	0.26
44	First Niagara Financial Group Inc.	Bank	342	19,151,838	0.25
45	Royal Bank of Canada	Bank	423	19,033,193	0.25
46	City National Corp.	Bank	76	18,213,623	0.24
47	General Electric Co.	Thrift	2	18,213,051	0.24
48	People's United Financial Inc.	Thrift	337	18,200,889	0.24
49	First Republic Bank	Bank	57	17,780,147	0.23
50	Associated Banc-Corp	Bank	267	16,951,360	0.22
	Other Market Participants (6753)		50,036	2,598,288,550	33.85
	Market Total		93,537	7,675,620,512	

Source: SNL Financial LC

Top Independent 50 Brokers Dealers by 2009 Total Assets

Rank	Firm	Total assets	Share	Fee-based assets	Avg. assets per rep
1	LPL Financial LLC	\$257,704,362,757	16.35	\$76,410,363,285	\$22,898,913
2	Ameriprise Financial Services Inc.	\$218,338,000,000	13.85	\$74,833,092,000	\$28,263,819
3	Raymond James Financial Services Inc.	\$125,341,508,000	7.95	\$44,310,965,910	\$38,237,190
4	Northwestern Mutual	\$61,098,800,000	3.88	\$13,641,000,000	\$10,618,492
5	MetLife Securities Inc.	\$55,206,972,588	3.50	\$55,206,972,589	\$8,325,588
6	Securities America Inc.	\$53,000,000,000	3.36	\$13,800,000,000	\$27,418,520
7	Commonwealth Financial Network	\$51,519,867,215	3.27	\$18,999,449,248	\$40,062,105
8	Royal Alliance Associates Inc.	\$41,327,000,000	2.62	\$13,143,000,000	\$21,693,963
9	Financial Network Investment Corp.	\$39,294,000,000	2.49	\$10,657,000,000	\$13,948,882
10	NFP Advisor Services Group (& Affiliates)	\$38,072,492,810	2.42	\$7,869,705,818	\$21,461,383
11	Wells Fargo Advisors Financial Network	\$36,000,000,000	2.28	\$13,000,000,000	\$48,322,148
12	Cambridge Investment Research Inc.	\$32,778,194,105	2.08	\$17,712,112,850	\$20,435,283
13	MML Investors Services LLC	\$30,851,207,120	1.96	—	\$5,555,773
14	FSC Securities Corp.	\$30,543,000,000	1.94	\$9,790,000,000	\$25,138,272
15	Waddell & Reed Inc.	\$29,474,000,000	1.87	\$2,706,590,316	\$12,494,277
16	H.D. Vest Financial Services	\$25,780,000,000	1.64	\$4,993,123,000	\$4,784,707
17	SagePoint Financial Inc.	\$25,493,000,000	1.62	\$5,212,000,000	\$12,197,608
18	New England Securities Inc.	\$25,124,717,576	1.59	\$4,131,037,805	\$10,838,964
19	Uvest Financial Services Group Inc.	\$21,715,943,623	1.38	\$789,481,917	\$28,093,071
20	PrimeVest Financial Services Inc.	\$21,448,000,000	1.36	\$573,917,000	\$12,928,270
21	Axa Advisors LLC	\$21,365,000,000	1.36	\$7,199,000,000	\$3,631,651
22	ING Financial Partners Inc.	\$20,650,000,000	1.31	\$2,693,000,000	\$7,708,100
23	Woodbury Financial Services	\$20,604,881,272	1.31	\$2,147,700,000	\$12,120,518
24	First Allied Securities Inc.	\$20,099,269,000	1.28	\$4,160,463,000	\$30,315,640
25	M Holdings Securities Inc. (M Securities)	\$19,545,403,286	1.24	\$570,000,000	\$27,684,707
26	Transamerica Financial Advisors Inc.	\$17,800,000,000	1.13	\$2,000,000,000	\$12,430,168
27	Cadaret Grant & Co. Inc.	\$17,647,108,987	1.12	\$1,890,183,240	\$17,825,363
28	Walnut Street Securities Inc.	\$15,475,200,052	0.98	\$3,012,332,893	\$21,169,904
29	Multi-Financial Securities Corp.	\$14,649,000,000	0.93	\$3,618,000,000	\$14,099,134
30	Genworth Financial Securities Corp.	\$13,436,000,000	0.85	\$3,804,764,991	\$6,398,095
31	Ameritas Investment Corp.	\$12,685,631,557	0.80	\$1,893,508,800	\$6,488,814
32	Park Avenue Securities LLC	\$12,672,818,000	0.80	\$2,919,449,000	\$5,649,941
33	Lincoln Financial Network	\$12,187,617,616	0.77	\$89,546,144,761	\$1,586,516
34	Next Financial Group Inc.	\$11,351,762,664	0.72	\$2,454,851,100	\$11,053,323
35	Securian Financial Services Inc.	\$11,281,731,334	0.72	\$4,868,500,000	\$9,675,584
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41	Invest Financial Corp.	\$7,871,831,000	0.50	\$2,170,178,000	\$5,932,050
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Top 50 Total		\$1,575,902,978,203	100.00	\$554,308,070,102	\$824,228,778

Notes: ING DIRECT Bancorp and its subsidiaries (including the internet-based broker-dealer ShareBuilder Securities Corporation) are not part of ING Financial Partners Inc.

America's Top 300 Money Managers
Institutional Investor

Rank		Firm	Location	Total Assets under	
2009	2008			2009	2008
1	1	BlackRock¹	New York, NY	3,346,256	1,307,151
2	2	State Street Global Advisors	Boston, MA	1,906,680	1,439,577
3	4	Fidelity Investments	Boston, MA	1,435,904	1,195,514
4	5	J.P. Morgan Asset Mgmt	New York, NY	1,248,791	1,133,232
-	-	Highbridge Capital Mgmt		186,002	17,300
5	7	Vanguard Group	Valley Forge, PA	1,188,932	851,341
6	6	Capital Group Cos.	Los Angeles, CA	1,168,267	962,034
-	-	Capital Research and Mgmt Co.		10,380,453	839,130
-	-	Capital Guardian Trust Co.		65,636	64,533
-	-	Capital International Inc.		35,190	23,601
-	-	Capital International Ltd.		19,363	22,625
-	-	Capital International S.A.		6,173	6,407
-	-	Capital International K.K.		3,860	5,738
7	9	Allianz Global Investors of America	Newport Beach, CA	10,556,574	791,891
-	-	Pacific Investment Mgmt Co.		1,000,108	746,931
-	-	NFJ Investment Group		20,618	16,117
-	-	RCM		17,757	12,876
-	-	Nicholas-Applegate Capital Mgmt		9,916	7,876
-	-	Oppenheimer Capital		7,258	7,697
8	8	BNY Mellon Asset Mgmt⁵	Boston, MA	1,015,526	847,527
-	-	Dreyfus Corp.		374,196	314,561
-	-	Mellon Capital Mgmt Corp. ⁶		177,897	134,614
-	-	Insight Investment ⁷		142,882	-
-	-	BNY Mellon Private Wealth Mgmt		69,972	66,143
-	-	Newton Group ⁸		67,985	50,565
-	-	Standish Mellon Asset Mgmt		63,448	176,373
-	-	Boston Co. Asset Mgmt		34,783	26,180
-	-	Walter Scott & Partners		32,052	20,093
-	-	WestLB Mellon Asset Mgmt		166,269	15,780
-	-	Alcentra		16,029	12,474
-	-	Urdang Capital Mgmt		3,349	-
9	10	Goldman Sachs Group	New York, NY	824,000	749,249
10	15	Bank of America Global Wealth & Investment Mgmt	Boston, MA	749,852	523,100
-	-	Columbia Mgmt Advisors		270,118	342,426
-	-	Columbia Wanger Asset Mgmt		27,350	19,329
-	-	First Republic Bank ¹⁰		15,232	16,000
11	11	Legg Mason	Baltimore, MD	681,096	698,241
12	12	AXA Group	Paris, France	6,511,914	613,863
-	-	AllianceBernstein		495,502	461,951
-	-	AXA Rosenberg Investment Mgmt		70,001	70,621
13	14	Northern Trust Global Investments	Chicago, IL	591,607	558,830
14	13	Wells Fargo & Co.	San Francisco, CA	561,908	573,545
-	-	Wells Capital Mgmt		36,345,111	241,577
-	-	Galliard Capital Mgmt		45,934	37,235
-	-	Peregrine Capital Mgmt		3,634	3,262
15	19	Franklin Templeton Investments	San Mateo, CA	553,516	416,203
16	17	Wellington Mgmt Co.	Boston, MA	537,360	419,627
17	16	Prudential Financial	Newark, NJ	514,143	449,857
-	-	Jennison Associates		93,317	62,155
-	-	Quantitative Mgmt Associates		47,901	42,308
-	-	Prudential Mortgage Capital Co.		30,540	30,478
18	22	Invesco	Atlanta, GA	42,312,212	357,200
-	-	Atlantic Trust Private Wealth Mgmt		15,215	13,392
19	21	TIAA-CREF	New York, NY	414,635	363,409
20	24	T. Rowe Price Group	Baltimore, MD	391,300	276,300
21	20	Federated Investors	Pittsburgh, PA	389,316	407,300
-	-	MDT Advisers ¹³		4,309	4,964
22	18	Morgan Stanley¹⁴	New York, NY	35,368,512	418,131
-	-	FrontPoint Partners		65,002	5,500
23	26	MassMutual Financial Group	Springfield, MA	319,008	272,201
-	-	OppenheimerFunds		154,417	130,988
-	-	Babson Capital Mgmt		117,844	108,188
-	-	Baring Asset Mgmt		46,747	33,025

America's Top 300 Money Managers
Institutional Investor

Rank		Firm	Location	Total Assets under	
2009	2008			2009	2008
24	23	MetLife	New York, NY	302,507	285,787
25	25	Deutsche Asset Mgmt	New York, NY	2,977,654	273,277
26	27	Old Mutual Asset Mgmt	London, U.K.	2,607,554	240,317
-	-	Barrow, Hanley, Mewhinney & Strauss		53,386	43,051
-	-	Dwight Asset Mgmt Co.		52,058	65,940
-	-	Acadian Asset Mgmt		49,314	42,536
-	-	Rogge Global Partners		36,920	33,412
27	31	Natixis Global Asset Mgmt	Boston, MA	2,507,464	199,346
-	-	Loomis, Sayles & Co.		142,308	106,039
-	-	Harris Associates		50,875	37,689
-	-	Reich & Tang Asset Mgmt		12,043	14,231
-	-	AEW Capital Mgmt		11,429	10,476
-	-	Vaughan Nelson Investment Mgmt		7,690	6,646
-	-	Hansberger Global Investors		7,449	4,971
-	-	Gateway Investment Advisers		7,188	7,071
-	-	Capital Growth Mgmt		6,993	7,109
28	33	Ameriprise Financial	Minneapolis, MN	243,286	192,846
-	-	RiverSource Investments		145,611	119,875
-	-	Threadneedle		97,675	72,971
29	32	Principal Global Investors	Des Moines, IA	215,445	198,318
-	-	Columbus Circle Investors		15,694	10,362
-	-	Morley Financial Services		15,525	16,200
-	-	Edge Asset Mgmt		10,793	11,179
-	-	Post Advisory Group		9,314	10,815
-	-	Spectrum Asset Mgmt		9,200	6,879
30	30	UBS Global Asset Mgmt	Chicago, IL	2,106,924	210,842
31	-	ING Investment Mgmt Americas ¹⁵	Amsterdam, Netherlands	2,061,184	-
32	37	Sun Life Financial	Wellesley Hills, MA	2,018,374	147,733
-	-	MFS Investment Mgmt		183,448	127,084
-	-	Sun Capital Advisers		18,389	20,649
33	29	Charles Schwab Investment Mgmt	San Francisco, CA	200,342	233,150
34	36	New York Life Investments	New York, NY	179,504	159,213
-	-	MackKay Shields		38,834	28,360
-	-	Institutional Capital		15,695	12,157
-	-	McMorgan & Co.		6,761	9,102
35	34	Neuberger Berman	New York, NY	172,909	165,122
36	38	Dodge & Cox	San Francisco, CA	172,463	143,179
37	47	Dimensional Fund Advisors	Austin, TX	164,583	111,125
38	39	MFC Global Investment Mgmt (U.S.) ¹⁷	Boston, MA	1,640,354	136,752
-	-	Declaration Mgmt & Research		11,314	11,611
-	-	Hancock Natural Resource Group		6,153	6,555
39	41	Eaton Vance Corp.	Boston, MA	163,138	124,913
-	-	Eaton Vance Mgmt		124,984	98,950
-	-	Parametric Portfolio Associates		28,674	18,216
-	-	Atlanta Capital Mgmt Co.		7,752	6,199
40	42	Janus Capital Group	Denver, CO	159,703	123,522
-	-	Janus Capital Mgmt		96,802	72,075
41	35	U.S. Bancorp	Minneapolis, MN	155,699	164,883
-	-	FAF Advisors		97,714	108,944
42	44	Nuveen Investments	Chicago, IL	144,712	113,444
-	-	Nuveen Asset Mgmt		70,860	59,097
-	-	Tradewinds Global Investors		25,388	20,606
-	-	NWQ Investment Mgmt Co.		19,394	17,264
-	-	Winslow Capital Mgmt		8,724	4,212
-	-	Symphony Asset Mgmt		8,521	7,113
-	-	Santa Barbara Asset Mgmt		3,829	3,916
43	52	Affiliated Managers Group	Prides Crossing, MA	134,020	102,229
-	-	Genesis Asset Managers		21,849	11,384
-	-	First Quadrant		17,423	20,042
-	-	Third Avenue Mgmt		15,648	12,489
-	-	TimesSquare Capital Mgmt		11,795	7,397
-	-	Tweedy, Browne Co.		10,772	7,650
-	-	Friess Associates		9,287	10,043
-	-	Gannett Welsh & Kotler		9,096	7,419
-	-	Systematic Financial Mgmt		7,700	6,145

America's Top 300 Money Managers
Institutional Investor

Rank		Firm	Location	Total Assets under	
2009	2008			2009	2008
-	-	Chicago Equity Partners		7,577	6,608
-	-	Frontier Capital Mgmt		6,776	4,397
-	-	Harding Loevner ¹⁸		6,680 -	
-	-	Renaissance Group		4,403	4,348
-	-	Welch & Forbes		3,084 -	
44	49	California Public Employees' Retirement System	Sacramento, CA	131,663	109,896
45	48	Delaware Investments	Philadelphia, PA	13,148,919	117,736
46	46	SunTrust Banks	Atlanta, GA	119,463	111,435
-	-	RidgeWorth Capital Mgmt		63,069	62,593
47	56	Lazard Asset Mgmt	New York, NY	115,801	79,165
48	50	Putnam Investments	Boston, MA	114,946	105,409
-	-	PanAgora Asset Mgmt		16,037	12,775
49	54	Grantham, Mayo, Van Otterloo & Co.	Boston, MA	106,859	85,733
50	53	GE Asset Mgmt	Stamford, CT	104,581	94,517
51	51	TCW Group	Los Angeles, CA	100,846	103,238
52	60	Lord, Abbett & Co.	Jersey City, NJ	88,894	70,359
53	58	Mason Street Advisors	Milwaukee, WI	88,637	72,073
54	62	PineBridge Investments	New York, NY	87,298	6,800,022
55	61	American Century Investment Mgmt	Kansas City, MO	86,002	70,129
56	43	Credit Suisse Asset Mgmt	New York, NY	796,004	106,400
57	57	Conning²³	Hartford, CT	76,996	76,017
58	64	PPM America	Chicago, IL	758,294	66,448
59	55	PNC Financial Services Group	Pittsburgh, PA	75,473	75,876
-	-	PNC Capital Advisors ²⁴		34,066	12,657
60	59	New York State Common Retirement Fund	A bany, NY	74,400	71,654
61	65	Davis Advisors	Tucson, AZ	73,134	60,675
62	63	Bridgewater Associates	Westport, CT	73,000	67,430
63	76	Oaktree Capital Mgmt	Los Angeles, CA	72,879	49,263
64	71	Geode Capital Mgmt	Boston, MA	70,743	52,406
65	77	Waddell & Reed Investment Mgmt Co.	Overland Park, KS	69,819	47,086
66	-	State of Georgia Division of Investment Services	Atlanta, GA	6,500,022 -	
67	66	Thrivent Financial for Lutherans	Appleton, WI	64,540	59,930
68	81	Primecap Mgmt Co.	Pasadena, CA	62,822	44,701
69	75	Pioneer Investments	Boston, MA	59,213	49,679
70	67	Teacher Retirement System of Texas	Austin, TX	57,999	59,331
71	68	New York State Teachers' Retirement System	A bany, NY	57,798	54,640
72	84	LSV Asset Mgmt	Chicago, IL	56,322	40,375
73	80	Artio Global Mgmt	New York, NY	55,993	45,200
74	69	New Jersey Division of Investment²⁵	Trenton, NJ	55,958	53,034
75	-	Marsico Capital Mgmt	Denver, CO	55,200 -	
76	72	Bessemer Trust Co.	New York, NY	54,900	51,600
77	70	Brandes Investment Partners	San Diego, CA	53,112	52,944
78	95	Thornburg Investment Mgmt	Santa Fe, NM	52,471	33,702
79	-	Kohlberg Kravis Roberts & Co.	New York, NY	52,204 -	
80	74	Hartford Investment Mgmt Co.	Hartford, CT	51,498	47,044
81	79	Payden & Rygel	Los Angeles, CA	50,239	45,302
82	85	State Teachers' Retirement System of Ohio	Columbus, OH	49,438	40,029
83	73	NISA Investment Advisors	St. Louis, MO	48,430	50,922
84	78	Victory Capital Mgmt	Cleveland, OH	48,009	46,555
85	103	Artisan Partners	Milwaukee, WI	46,726	30,577
86	88	State Board of Administration of Florida	Tallahassee, FL	46,475	37,886
87	87	California State Teachers' Retirement System	Sacramento, CA	44,896	38,091
88	-	Aviva Investors North America	Des Moines, IA	447,754 -	
89	96	RBC Global Asset Mgmt (U.S.)²⁶	Minneapolis, MN	44,674	32,794
90	97	Mondrian Investment Partners	London, U.K.	424,054	31,729
91	92	Wilmington Trust	Wilmington, DE	42,248	35,862
92	82	MBIA Asset Mgmt²⁷	Armonk, NY	42,088	43,623
93	90	Ohio Public Employees' Retirement System	Columbus, OH	40,668	36,687
94	86	HSBC Global Asset Mgmt	London, U.K.	406,214	44,522
95	83	LaSalle Investment Mgmt	Chicago, IL	39,882	41,104
96	102	First Eagle Investment Mgmt²⁸	New York, NY	38,910	30,578
97	89	Brown Brothers Harriman & Co.	New York, NY	38,216	36,868
98	93	BNP Paribas Investment Partners	Paris, France	376,794	34,056
-	-	Fischer Francis Trees & Watts		17,398	22,027

America's Top 300 Money Managers
Institutional Investor

Rank		Firm	Location	Total Assets under	
2009	2008			2009	2008
99	99	United Nations Joint Staff Pension Fund	New York, NY	3,750,022	31,301
100	94	PFM Asset Mgmt	Harrisburg, PA	36,980	34,306
101	116	William Blair & Co.	Chicago, IL	36,643	26,186
102	98	Aberdeen Asset Mgmt	Aberdeen, U.K.	365,944	31,726
103	112	Fisher Investments	Woodside, CA	36,476	27,842
104	124	Schroder Investment Mgmt North America	New York, NY	364,094	23,048
105	101	City National Bank	Beverly Hills, CA	35,215	30,782
-	-	City National Asset Mgmt		12,350	13,677
106	110	State of Wisconsin Investment Board	Madison, WI	33,344	28,245
107	120	Calamos Advisors	Naperville, IL	32,714	24,048
108	123	Southeastern Asset Mgmt	Memphis, TN	32,620	23,263
109	100	M&I Investment Mgmt Corp.	Milwaukee, WI	32,202	30,799
-	-	Taplin, Canida & Habacht		7,376	7,273
110	107	Paulson & Co.	New York, NY	321,052	28,787
111	106	Fort Washington Investment Advisors	Cincinnati, OH	31,773	26,854
112	178	Fortress Investment Group	New York, NY	31,762	29,454
113	117	BB&T Corp.	Winston-Salem, NC	31,303	25,652
-	-	BB&T Asset Mgmt		14,914	13,914
-	-	Sterling Capital Mgmt		13,166	9,313
-	-	Scott & Stringfellow		3,223	-
114	147	Baillie Gifford Overseas	Edinburgh, U.K.	308,044	17,469
115	91	TD Asset Mgmt	Toronto, Canada	303,814	36,407
116	122	Metropolitan West Asset Mgmt ²⁰	Los Angeles, CA	29,366	23,546
117	121	USAA Investment Mgmt Co.	San Antonio, TX	29,015	23,936
118	139	Northern Cross ²⁹	Boston, MA	28,468	18,315
119	114	Morgan Asset Mgmt	Birmingham, AL	28,435	26,956
-	-	Morgan Institutional Asset Mgmt		5,269	6,185
120	158	Manning & Napier Advisors	Fairport, NY	28,106	16,240
121	153	Clifton Group	Edina, MN	28,102	16,690
122	129	Guardian Life Insurance Co.	New York, NY	27,754	21,242
-	-	RS Investments		9,663	7,474
123	115	Retirement Systems of Alabama	Montgomery, AL	27,698	26,696
124	104	D.E. Shaw Group	New York, NY	2,750,030	30,200
125	130	Soros Fund Mgmt	New York, NY	26,800	19,960
126	133	Gamco Investors	Rye, NY	26,346	20,651
127	111	State of Michigan Retirement Systems	East Lansing, MI	26,148	27,961
128	105	University of California	Oakland, CA	25,728	23,579
129	140	AQR Capital Mgmt	Greenwich, CT	25,600	18,800
130	119	Washington State Investment Board	Olympia, WA	25,590	24,961
131	118	Fifth Third Bancorp	Cincinnati, OH	25,240	25,180
-	-	Fifth Third Asset Mgmt		18,232	18,931
132	168	Cohen & Steers Capital Mgmt	New York, NY	24,785	15,102
133	128	DuPont Capital Mgmt	Wilmington, DE	24,496	21,489
134	109	Highland Capital Mgmt	Dallas, TX	24,321	28,357
135	151	Brookfield Investment Mgmt ³²	New York, NY	24,260	16,869
136	137	Heitman	Chicago, IL	24,245	19,597
137	113	North Carolina Retirement Systems	Raleigh, NC	24,044	27,180
138	126	Och-Ziff Capital Mgmt Group	New York, NY	235,002	22,100
139	143	Marathon-London	London, U.K.	233,814	18,004
140	172	Arrowstreet Capital	Boston, MA	23,270	14,549
141	125	Tennessee Consolidated Retirement System	Nashville, TN	22,535	22,200
142	152	Baupost Group	Boston, MA	217,004	16,800
143	177	Income Research & Mgmt	Boston, MA	21,252	13,718
144	138	40/86 Advisors	Carmel, IN	21,235	19,300
145	180	Stone Harbor Investment Partners	New York, NY	21,065	13,223
146	145	Security Global Investors	Topeka, KS	20,974	17,657
147	176	Angelo, Gordon & Co.	New York, NY	208,002	14,000
148	134	Farallon Capital Mgmt	San Francisco, CA	2,066,033	20,000
149	162	Aronson + Johnson + Ortiz	Philadelphia, PA	20,138	15,873
150	159	Avenue Capital Group	New York, NY	200,002	16,204
151	155	Colorado Public Employees' Retirement Association	Denver, CO	19,747	16,628
152	132	Fayez Sarofim & Co.	Houston, TX	19,726	20,680
153	167	Silchester International Investors	London, U.K.	195,064	15,409
154	170	RhumbLine Advisers	Boston, MA	19,458	14,667
155	161	King Street Capital Mgmt	New York, NY	19,300	16,900

America's Top 300 Money Managers
Institutional Investor

Rank		Firm	Location	Total Assets under	
2009	2008			2009	2008
156	142	CB Richard Ellis Investors	Los Angeles, CA	19,041	18,364
157	108	Boston Private Financial Holdings ³⁴	Boston, MA	18,495	28,477
-	-	Anchor Capital Advisors		5,771	5,213
158	150	Robert W. Baird & Co.	Milwaukee, WI	18,466	16,890
-	-	Baird Advisors		15,327	13,927
159	157	Glenmede Trust Co.	Philadelphia, PA	18,025	16,321
-	-	Glenmede Investment Mgmt		4,322	4,480
160	-	Hirtle, Callaghan & Co.	West Conshohocken, PA	18,000	-
161	-	Mesirow Financial Investment Mgmt	Chicago, IL	17,929	-
162	165	Turner Investment Partners	Berwyn, PA	17,656	15,447
163	187	Rainier Investment Mgmt	Seattle, WA	17,328	12,513
164	193	Robeco Investment Mgmt	New York, NY	172,074	11,769
165	148	Raymond James Financial	St. Petersburg, FL	17,154	17,419
-	-	Eagle Asset Mgmt		17,154	17,107
166	149	HighMark Capital Mgmt	San Francisco, CA	16,816	17,006
167	173	Canyon Capital Advisors	Los Angeles, CA	16,500	14,475
167	181	Lone Pine Capital	Greenwich, CT	165,002	13,000
169	174	Transamerica Investment Mgmt	Los Angeles, CA	16,427	14,429
170	184	Elliott Mgmt Corp.	New York, NY	160,902	12,800
171	184	Starwood Capital Group Global	Greenwich, CT	15,900	13,800
172	183	Texas Permanent School Fund	Austin, TX	15,714	12,961
173	144	Ellington Mgmt Group	Old Greenwich, CT	15,700	17,900
174	131	Munder Capital Mgmt	Birmingham, MI	15,585	20,990
175	179	Employees Retirement System of Texas	Austin, TX	15,527	13,284
176	186	Pennsylvania Public School Employees' Retirement System	Harrisburg, PA	15,190	12,557
177	196	Baron Capital Mgmt	New York, NY	15,138	11,741
178	188	Fiduciary Asset Mgmt	St. Louis, MO	15,103	12,274
179	169	Goodwin Capital Advisers	Hartford, CT	15,085	13,989
180	134	Renaissance Technologies Corp.	East Setauket, NY	150,002	20,000
181	154	American Beacon Advisors	Fort Worth, TX	14,714	16,666
182	164	AAM	Chicago, IL	14,545	15,574
183	204	Hotchkis and Wiley Capital Mgmt	Los Angeles, CA	14,458	10,745
184	163	Advantus Capital Mgmt	St. Paul, MN	14,437	15,700
185	194	Harris Investments ³⁶	Chicago, IL	14,338	12,708
186	211	Montag & Caldwell	Atlanta, GA	14,286	10,478
187	206	Pzena Investment Mgmt	New York, NY	14,285	10,707
188	182	Calvert	Bethesda, MD	14,237	12,998
189	207	World Asset Mgmt	Birmingham, MI	14,233	10,603
190	156	Moore Capital Mgmt	New York, NY	140,002	16,500
191	175	Earnest Partners	Atlanta, GA	13,958	11,816
192	-	Sands Capital Mgmt	Arlington, VA	13,867	-
193	171	Nomura	Tokyo, Japan	137,324	8,887
-	-	Nomura Corporate Research and Asset Mgmt		12,017	7,697
194	199	Virtus Investment Partners	Hartford, CT	13,526	11,598
-	-	Duff & Phelps Investment Mgmt Co.		6,341	5,716
-	-	Kayne Anderson Rudnick Investment Mgmt		4,069	3,445
-	-	SCM Advisors		3,116	-
195	202	McDonnell Investment Mgmt	Oak Brook, IL	13,411	11,173
196	229	Emerging Markets Mgmt	Arlington, VA	13,398	8,699
197	146	Resource America	New York, NY	13,300	17,500
198	166	MTB Investment Advisors	Baltimore, MD	13,249	15,431
199	141	Smith Breeden Associates	Durham, NC	13,101	18,373
200	225	Trilogy Global Advisors	New York, NY	13,080	9,186
201	189	Eton Park Capital Mgmt	New York, NY	130,002	12,000
201	-	Fairholme Capital Mgmt	Miami, FL	13,000	-
203	203	Commerce Trust Co.	Clayton, MO	12,806	10,862
204	216	McKinley Capital Mgmt	Anchorage, AK	12,729	9,960
205	232	First Pacific Advisors	Los Angeles, CA	12,705	8,557
206	237	Wentworth, Hauser and Violich	San Francisco, CA	12,652	8,387
207	236	York Capital Mgmt	New York, NY	1,250,033	840,037
208	-	Westfield Capital Mgmt Co. ³⁸	Boston, MA	12,347	-
209	254	Henderson Global Investors (North America)	Chicago, IL	123,194	7,533
210	205	Citadel Investment Group	Chicago, IL	123,002	10,726
211	255	Axiom International Investors	Greenwich, CT	12,113	7,451

America's Top 300 Money Managers
Institutional Investor

Rank		Firm	Location	Total Assets under	
2009	2008			2009	2008
212	238	Fred Alger Mgmt	New York, NY	12,006	8,360
213	295	Appaloosa Mgmt	Short Hills, NJ	120,002	5,100
213	-	Oak Hill Investment Mgmt	Menlo Park, CA	1,200,022 -	
213	189	SAC Capital Advisors	Stamford, CT	120,002	12,000
216	248	Cramer Rosenthal McGlynn	New York, NY	11,860	7,816
217	209	ESL Investments	Greenwich, CT	1,180,033	10,500
217	221	Viking Global Investors	Greenwich, CT	118,002	9,656
219	212	Amalgamated Bank	New York, NY	11,777	10,159
220	-	Breckinridge Capital Advisors	Boston, MA	11,571 -	
221	266	Marathon Asset Mgmt	New York, NY	115,002	7,000
221	201	Tudor Investment Corp.	Greenwich, CT	115,002	11,348
223	242	Numeric Investors	Boston, MA	11,270	8,011
224	191	Cerberus Capital Mgmt	New York, NY	112,002	11,900
224	217	First Manhattan Co.	New York, NY	11,200	9,898
226	246	Brown Investment Advisory & Trust Co.	Baltimore, MD	11,168	7,984
227	-	Logan Circle Partners	Philadelphia, PA	11,024 -	
228	219	Davidson Kempner Capital Mgmt	New York, NY	110,002	9,700
228	219	Maverick Capital	Dallas, TX	110,002	9,700
230	200	BOK Financial Corp.	Tulsa, OK	10,847	11,500
231	227	Bain Capital	Boston, MA	108,002	8,800
-	-	Brookside Capital Partners		108,002	8,800
231	224	GoldenTree Asset Mgmt	New York, NY	10,800	10,000
233	233	Convexity Capital Mgmt	Boston, MA	1,060,033	8,500
234	228	Causeway Capital Mgmt	Los Angeles, CA	10,188	8,714
235	209	Deerfield Capital Mgmt	Rosemont, IL	10,100	10,500
236	-	Atalanta Sosnoff Capital	New York, NY	10,047 -	
237	214	Summit Investment Partners	Lincoln, NE	10,022	10,137
238	243	Adage Capital Mgmt	Boston, MA	1,000,033	8,000
238	215	Duquesne Capital Mgmt	Pittsburgh, PA	100,002	10,000
238	249	Highfields Capital Mgmt	Boston, MA	1,000,039	7,800
238	251	Shenkman Capital Mgmt	New York, NY	1,000,022	7,700
242	223	STW Fixed Income Mgmt	Carpinteria, CA	9,915	9,548
243	231	Mutual of America Capital Mgmt Corp.	New York, NY	9,763	8,573
244	213	Jacobs Levy Equity Mgmt	Florham Park, NJ	9,704	10,146
245	235	Prime Advisors	Redmond, WA	9,604	8,478
246	208	TPG-Axon Capital Mgmt	New York, NY	960,033	10,600
247	276	Westwood Mgmt Corp.	Dallas, TX	9,323	6,538
248	258	Arizona State Retirement System	Phoenix, AZ	9,128	7,323
249	195	Members Capital Advisors	Madison, WI	9,116	11,746
250	226	Reams Asset Mgmt Co.	Columbus, IN	9,095	9,071
251	-	Veritable	Newtown Square, PA	8,947 -	
252	273	Wedge Capital Mgmt	Charlotte, NC	8,631	6,979
253	272	Sit Investment Associates	Minneapolis, MN	8,630	6,636
253	247	U.S. Steel & Carnegie Pension Fund	New York, NY	8,630	7,870
255	252	Madison Investment Advisors	Madison, WI	8,519	7,661
256	271	Sage Advisory Services	Austin, TX	8,380	6,639
257	264	Oechsle International Advisors	Boston, MA	8,334	7,059
258	218	Scout Investment Advisors ⁴⁰	Kansas City, MO	8,248	9,718
259	275	C.S. McKee	Pittsburgh, PA	8,211	6,568
260	253	Titanium Asset Mgmt Corp.	Milwaukee, WI	8,151	7,573
-	-	Boyd Watterson Asset Mgmt		3,986 -	
261	-	Centerbridge Partners	New York, NY	81,002 -	
261	260	Taconic Capital Advisors	New York, NY	81,002	7,100
263	265	Denver Investments ⁴¹	Denver, CO	8,038	7,008
264	243	Caxton Associates	New York, NY	80,002	8,000
264	260	Harbinger Capital Partners	New York, NY	80,002	7,100
264	277	Shumway Capital Partners	Greenwich, CT	80,002	6,500
267	-	Vontobel Asset Mgmt	New York, NY	78,674 -	
268	-	Ramius	New York, NY	7,851 -	
269	284	Iridian Asset Mgmt	Westport, CT	7,775	5,904
270	196	FX Concepts	New York, NY	76,922	11,741
271	281	Anchorage Advisors	New York, NY	74,442	6,000
272	198	Millennium Mgmt	New York, NY	74,002	11,700
273	233	QVT Financial	New York, NY	73,702	8,500
274	257	ASB Capital Mgmt	Washington, D.C.	7,308	7,435

America's Top 300 Money Managers
Institutional Investor

Rank		Firm	Location	Total Assets under	
2009	2008			2009	2008
275	240	GSC Group	Florham Park, NJ	710,042	8,200
276	274	Mercator Asset Mgmt	Boca Raton, FL	7,080	6,580
277	239	Perry Capital	New York, NY	70,002	8,327
278	285	Luther King Capital Mgmt	Fort Worth, TX	6,976	5,635
279	-	Wasatch Advisors	Salt Lake City, UT	6,946 -	
280	297	Sound Shore Mgmt	Greenwich, CT	6,901	5,061
281	295	Greenlight Capital	New York, NY	680,039	5,100
281	260	Magnetar Capital	New York, NY	68,002	7,100
283	291	Philadelphia International Advisors	Philadelphia, PA	6,670	5,258
284	269	Minnesota State Board of Investment	St. Paul, MN	6,645	6,685
285	-	Keeley Asset Mgmt Corp.	Chicago, IL	6,588 -	
286	266	Blue Ridge Capital	New York, NY	650,039	7,000
286	277	Silver Point Capital	Greenwich, CT	65,002	6,500
288	294	South Dakota Investment Council	Sioux Falls, SD	6,400	5,203
289	293	Frost Investment Advisors	San Antonio, TX	6,203	5,239
290	280	M.D. Sass Group	New York, NY	610,543	5,816
291	-	Segall Bryant & Hamill	Chicago, IL	6,041 -	
292	281	Kynikos Associates	New York, NY	60,002	6,000
293	-	Graham Capital Mgmt	Rowayton, CT	596,433 -	
294	268	Mariner Investment Group	Harrison, NY	596,039	6,800
295	-	Los Angeles Capital Mgmt & Equity Research	Los Angeles, CA	5,957 -	
296	288	Kentucky Teachers' Retirement System	Frankfort, KY	5,949	5,556
297	-	Eagle Capital Mgmt	New York, NY	5,889 -	
298	270	Alaska Permanent Fund Corp.	Juneau, AK	5,882	6,648
299	289	Marvin & Palmer Associates	Wilmington, DE	5,863	5,452
300	-	Cadence Capital Mgmt	Boston, MA	5,857 -	

Italics indicate that 2008 assets have been revised. Asset values originally reported in the 2009 Hedge Fund 100 (Institutional Investor's

¹BlackRock acquired Barclays Global Investors in December 2009; BGI ranked No. 1 last year, with \$1.53 billion, and BlackRock ranked No.

²As of January 4, 2010, and as reported in the 2010 Hedge Fund 100 (Institutional Investor, May 2010).

³Includes estimate for assets held in street name or other omnibus accounts.

⁴Does not reflect worldwide assets; Includes only U.S.-derived assets invested domestically or internationally and non-U.S. assets slated for

⁵Previously listed as Bank of New York Mellon Corp.

⁶Franklin Portfolio Associates was merged into Mellon Capital Management Co. in January 2009.

⁷Bank of New York Mellon Corp. acquired Insight Investment in November 2009.

⁸Previously listed as Newton Capital Management.

⁹Represents Bank of New York Mellon Corp.'s 50 percent stake in joint venture WestLB Mellon Asset Management.

¹⁰First Republic Bank was listed separately last year.

¹¹Former Evergreen Investments assets included in 2009 figures.

¹²Assets reported do not include those of Van Kampen Investments, which Morgan Stanley is selling to Invesco in 2010.

¹³Previously listed as Federated MDTA.

¹⁴Previously listed as Morgan Stanley Investment Management.

¹⁵Previously listed as ING Group. As a result of restructuring, 2008 numbers are not comparable.

¹⁶Previously listed as New York Life Investment Management Holdings.

¹⁷Previously listed as MFC Global Investment Management.

¹⁸Affiliated Managers Group acquired Harding Loevner in August 2009.

¹⁹Firm assets are adjusted to reflect December 31, 2009, value of assets that transferred to a former affiliate on January 4, 2010.

²⁰Metropolitan West Asset Management became a wholly owned subsidiary of TCW Group in February 2010.

²¹Previously known as AIG Investments.

²²Estimate.

²³Previously listed as Conning Asset Management.

²⁴In September 2009, PNC Capital Advisors merged with Allegiant Asset Management, which had \$27.675 billion in assets in 2008.

²⁵Formally known as the State of New Jersey Department of the Treasury Division of Investment.

²⁶Previously known as Voyageur Asset Management.

America's Top 300 Money Managers
Institutional Investor

Rank		Firm	Location	Total Assets under	
2009	2008			2009	2008

²⁷MBIA Asset Management's name changed to Cutwater Asset Management in February 2010.

²⁸Previously known as Arnhold and S. Bleichroeder Advisers.

²⁹Previously listed as Northern Cross Investments.

³⁰As of January 1, 2010.

³¹Represents traditional long-only accounts and 130-30 strategies.

³²In October 2009, Brookfield Redding and Hyperion Brookfield Asset Management were merged to form Brookfield Investment Management.

³³As reported in the 2010 Hedge Fund 100 (Institutional Investor, May 2010).

³⁴Boston Private Financial Holdings completed the divestiture of five subsidiaries in 2009.

³⁵Represents collateralized debt obligations and separate accounts.

³⁶Previously listed as Harris Investment Management.

³⁷As of January 2, 2009.

³⁸Westfield Capital Management Co. was until December 2009 a subsidiary of Boston Private Financial Holdings.

³⁹As of January 1, 2010, and as reported in the 2010 Hedge Fund 100 (Institutional Investor, May 2010).

⁴⁰Previously known as UMB Asset Management. Decrease in assets is a result of corporate restructuring.

⁴¹Previously listed as Denver Investment Advisors.

⁴²As of September 30, 2009.

⁴³Represents assets for M.D. Sass & Affiliates.

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Institution Name ING Bank, fsb
 Institution Address 1 SOUTH ORANGE STREET
 WILMINGTON DE

19801

Docket Number 16782

Selected Form CALL SL
 Selected Report Date 3/31/2011
 Selected Update Date 5/17/2011

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
			Schedule CC Consolidated Commitments and Contingencies
			Commitments Outstanding:
			Undisbursed Balance of Loans Closed (Loans-in-Process Excluding Lines of Credit):
CC105		333	Mortgage Construction Loans
CC115		341	Other Mortgage Loans
CC125		10,070	Nonmortgage Loans
			To Originate Mortgages Secured by:
CC280		1,952,420	1-4 Dwelling Units
CC290		-	Multifamily (5 or More) Dwelling Units
CC300		-	All Other Real Estate
CC310		-	To Originate Nonmortgage Loans
CC320		-	To Purchase Loans
CC330		-	To Sell Loans
CC335		482,040	To Purchase Mortgage-Backed Securities
CC355		-	To Sell Mortgage-Backed Securities
CC365		-	To Purchase Investment Securities
CC375		-	To Sell Investment Securities
			Lines and Letters of Credit:
			Unused Lines of Credit:
CC412		597,833	Revolving, Open-End Loans on 1-4 Dwelling Units
CC420		-	Commercial Lines
			Open-End Lines:
CC423		-	Credit Cards - Consumer
CC424		-	Credit Cards-Other
CC425		485,952	Other
			Letters of Credit:
CC430		133	Commercial
CC435		-	Standby, Not Included on CC465 or CC468
			Recourse Obligations and Direct Credit Substitutes:
CC455		15,373,999	Total Principal Amount of Assets Covered by Recourse Obligations or Direct Credit Substitutes
CC465		1,419,564	Amount of Direct Credit Substitutes on Assets in CC455
CC468		-	Amount of Recourse Obligations on Assets in CC455
			Amount of Recourse Obligations on Loans in CC468 where Recourse is:
CC469		-	120 Days or Less
CC471		-	Greater than 120 Days
CC480		1,669	Other Contingent Liabilities
CC490		-	Contingent Assets
			Schedule CCR Consolidated Capital Requirement
			TIER 1 (CORE) CAPITAL REQUIREMENT:
			Tier 1 (Core) Capital
CCR100		8,996,480	Total Savings Association Equity Capital (SC80)
			Deduct:
CCR105		-	Investments in, Advances to, and Noncontrolling Interests in Nonincludable Subsidiaries
CCR115		166,572	Goodwill and Certain Other Intangible Assets

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
CCR133		321,659	Disallowed Servicing Assets, Disallowed Deferred Tax Assets, Disallowed Residual Interests, and Other Disallowed Assets.
CCR134		-	Other
			Add:
CCR180		231,195	Accumulated Losses (Gains) on Certain Securities and Cash Flow Hedges
CCR185		-	Intangible Assets
CCR187		-	Qualifying Noncontrolling (Minority) Interest in Consolidated Subsidiaries
CCR195		605	Other
CCR20		8,740,049	Tier 1 (Core) Capital (100 - 105 - 115 - 133 - 134 + 180 + 185 + 187 + 195)
			Adjusted Total Assets
CCR205		92,222,193	Total Assets (SC60)
			Deduct:
CCR260		-	Assets of "Nonincludable" Subsidiaries
CCR265		166,572	Goodwill and Certain Other Intangible Assets
CCR270		321,659	Disallowed Servicing Assets, Disallowed Deferred Tax Assets, Disallowed Residual Interests, and Other Disallowed Assets
CCR275		-	Other
			Add:
CCR280		231,195	Accumulated Losses (Gains) on Certain Securities and Cash Flow Hedges
CCR285		-	Intangible Assets
CCR290		605	Other
CCR25		91,965,762	Adjusted Total Assets (205 - 260 - 265 - 270 - 275 + 280 + 285 + 290)
CCR27		3,678,630	Tier 1 (Core) Capital Requirement (25 x 4%)
			TOTAL RISK BASED CAPITAL REQUIREMENT:
CCR30		8,740,049	Tier 1 (Core) Capital (20)
			Tier 2 (Supplementary) Capital:
CCR302		-	Unrealized Gains on Available-for-Sale Equity Securities
CCR310		-	Qualifying Subordinated Debt and Redeemable Preferred Stock
CCR340		-	Other Equity Instruments
CCR350		413,200	Allowances for Loan and Lease Losses
CCR355		-	Other
CCR33		413,200	Tier 2 (Supplementary) Capital (302 + 310 + 340 + 350 + 355)
CCR35		413,200	Allowable Tier 2 (Supplementary) Capital
CCR370		-	Equity Investments and Other Assets Required to be Deducted
CCR375		-	Deduction for Low-Level Recourse and Residual Interests
CCR39		9,153,249	Total Risk-based Capital (30 + 35 - 370 - 375)
			Risk Weight Categories
			0% Risk Weight:
CCR400		2	Cash
CCR405		10,955,699	Securities Backed by Full Faith and Credit of U.S. Government
CCR409		5,772,288	Notes and Obligations of FDIC, Including Covered Assets
CCR415		4,164,124	Other
CCR420		20,892,113	Total (400 + 405 + 409 + 415)
CCR40		-	0% Risk-Weight Total (420 x 0%)
			20% Risk-Weight:
CCR430		9,029,627	Mortgage and Asset-Backed Securities Eligible for 20% Risk Weight
CCR435		431,985	Claims on FHLBs
CCR440		-	General Obligations of State and Local Governments
CCR445		51,080	Claims on Domestic Depository Institutions
CCR450		15,717,654	Other
CCR455		25,230,346	Total (430 + 435 + 440 + 445 + 450)
CCR45		5,046,069	20% Risk-Weight Total (455 x 20%)
			50% Risk-Weight:
CCR460		39,573,771	Qualifying Single-Family Residential Mortgage Loans
CCR465		-	Qualifying Multifamily Residential Mortgage Loans

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
CCR470		2,326,932	Mortgage and Asset-Backed Securites Eligible for 50% Risk Weight
CCR475		-	State and Local Revenue Bonds
CCR480		597,833	Other
CCR485		42,498,536	Total (460 + 465 + 470 + 475 + 480)
CCR50		21,249,268	50% Risk-Weight Total (485 x 50%)
			100% Risk-Weight:
CCR501		4,170,358	Securi ies Risk Weighted at 100% (or More) Under the Ra ings-Based Approach
CCR506		2,590,311	All Other Assets
CCR510		6,760,669	Total (501 + 506)
CCR55		6,760,669	100% Risk-Weight Total (510 x 100%)
CCR605		-	Amount of Low-Level Recourse and Residual Interests Before Risk-Weighting
CCR62		-	Risk-Weighted Assets for Low-Level Recourse and Residual Interests (605 x 12.5)
CCR64		95,381,664	Assets to Risk-Weight (420 + 455 + 485 + 510 + 605)
CCR75		33,056,006	Subtotal Risk-Weighted Assets (40 + 45 + 50 + 55 + 62)
CCR530		9,008	Excess Allowances for Loan and Lease Losses
CCR78		33,046,998	Total Risk-Weighted Assets (75 - 530)
CCR80		2,643,760	Total Risk-Based Capital Requirement (78 x 8%)
			CAPITAL AND PROMPT CORRECTIVE ACTION RATIOS:
CCR810		10	Tier 1 (Core) Capital Ratio
			(Tier 1 (Core) Capital / Adjusted Total Assets)
CCR820		28	Total Risk-Based Capital Ratio
			(Total Risk-Based Capital / Risk-Weighted Assets)
CCR830		26	Tier 1 Risk-Based Capital Ra io
			((Tier 1 (Core) Capital - Deduction for Low-level Recourse and Residual Interests) / Risk-Weighted Assets)
CCR840		10	Tangible Equity Ratio
			((Tangible Capital + Cumulative Perpetual Preferred Stock) / Tangible Assets)
			Schedule CF Consolidated Cash Flow Information
			Mortgage-Backed Securities:
			Pass-Through:
CF143		98,529	Purchases
CF145		355,048	Sales
CF148		(373,700)	Other Balance Changes
			Other Mortgage-Backed Securities:
CF153		1,736,779	Purchases
CF155		-	Sales
CF158		(394,052)	Other Balance Changes
			Mortgage Loans:
			Mortgage Loans Disbursed:
			Construction Loans on:
CF190		287	1-4 Dwelling Units
CF200		-	Multifamily (5 or More) Dwelling Units
CF210		-	Nonresidential
			Permanent Loans on:
CF225		2,785,405	1-4 Dwelling Units
CF226		30,316	Home Equity and Junior Liens
CF245		-	Multifamily (5 or More) Dwelling Units
CF260		79	Nonresidential (Except Land)
CF270		-	Land
			Loans and Participations Purchase, Secured By:
CF280		-	1-4 Dwelling Units
CF281		-	Purchased from Entities Other than Federally-Insured Depository Institutions or Their Subsidiaries
CF282		-	Home Equity and Junior Liens
CF290		-	Multifamily (5 or More) Dwelling Units
CF300		-	Nonresidential
			Loans and Participations Sold, Secured By:

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
CF310		-	1-4 Dwelling Units
CF311		-	Home Equity and Junior Liens
CF320		-	Multifamily (5 or More) Dwelling Units
CF330		-	Nonresidential
CF361		4,260,406	Memo: Refinancing Loans
CF365		-	Memo: Loans Sold with Recourse of 120 Days or Less
CF366		-	Memo: Loans Sold with Recourse Greater than 120 Days
			Nonmortgage Loans:
			Commercial:
CF390		-	Closed or Purchased
CF395		-	Sales
			Consumer:
CF400		31,864	Closed or Purchased
CF405		-	Sales
			Deposits:
CF430		210,172	Interest Credited to Deposits
			Schedule DI - Consolidated Deposit Information
			Deposit Data:
			Total Broker-Originated Deposits:
DI100		-	Fully Insured: With Balances Less than \$100,000
DI102		-	Fully Insured: With Balances of \$100,000 through \$250,000
DI110		-	Other
DI114		-	Interest Expense for Fully Insured Brokered Deposits
DI116		-	Interest Expense for Other Brokered Deposits
DI117		-	Total Amount of Deposits Obtained Through Deposit Listing Services That Are Not Brokered Deposits
			Deposits (Excluding Retirement Accounts) with Balances:
DI120		71,047,741	\$250,000 or Less
DI130		9,708,077	Greater than \$250,000
			Number of Deposit Accounts (Excluding Retirement Accounts) with Balances:
DI150		7,167,143	\$250,000 or Less Actual Number
DI160		24,751	Greater than \$250,000 Actual Number
			Retirement Deposits with Balances:
DI170		832,359	\$250,000 or Less
DI175		46,676	Greater than \$250,000
			Number of Retirement Deposit Accounts with Balances:
DI180		126,646	\$250,000 or Less Actual Number
DI185		141	Greater than \$250,000 Actual Number
DI200		879,568	IRA/Keogh Accounts
DI210		2,558,887	Uninsured Deposits
DI220		-	Preferred Deposits
DI230		-	Reciprocal Brokered Deposits
			Components of Deposits and Escrows:
DI310		151,502	Transaction Accounts (Including Demand Deposits)
DI320		74,578,284	Money Market Deposit Accounts
DI330		-	Passbook Accounts (Including Nondemand Escrows)
DI340		6,910,336	Time Deposits
			Time Deposits of \$100,000 through \$250,000 (Excluding Brokered Time Deposits Participated Out by the Broker in Shares of
DI350		1,301,924	Less Than \$100,000 and Brokered Certificates of Deposit Issued in \$1,000 Amounts Under a Master Certificate of Deposit)
DI352		245,486	Time Deposits Greater than \$250,000
DI360		71,185	IRA / Keogh Accounts of \$100,000 or Greater Included in Time Deposits
DI610		-	Non-Interest-Bearing Demand Deposits
			Deposit Data for Deposit Insurance Premium Assessments:
			Quarter-End Deposit Totals:
DI510		81,634,852	Total Deposit Liabilities Before Exclusions (Gross) as Defined in Section 3 (l) of the FDI Act and FDIC Regulations

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
DI520			- Total Allowable Exclusions (Including Foreign Deposits)
DI530			- Total Foreign Deposits (Included in Total Allowable Exclusions)
			Average Daily Deposits Totals:
DI544			- Fully Insured Brokered Time Deposits
DI545			- Other Brokered Time Deposits
DI630			- Unsecured Federal Funds Purchased
DI635			- Secured Federal Funds Purchased
DI641		750,000	Securities Sold Under Agreements to Repurchase
			Unsecured "Other Borrowings" With a Remaining Maturity of:
DI645			- One Year or Less
DI651			- Over One Year
			Subordinated Debentures With a Remaining Maturity of:
DI655			- One Year or Less
DI660			- Over One Year
			Average Daily Deposit Totals:
			Total Daily Average of Deposit Liabilities Before Exclusions (Gross) as Defined in Section 3 (I) of the FDI Act and FDIC
DI540		79,499,327	Regulations
DI550			- Total Daily Average of Allowable Exclusions (Including Foreign Deposits)
DI560			- Total Daily Average of Foreign Deposits (Included in Total Daily Average of Allowable Exclusions)
			Deposit Data for Noninterest Bearing Transaction Accounts as defined in Section 343 of the "Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010"
			Quarter-End Amount of Noninterest-bearing Transaction Accounts Of More than \$250,000 (Including Balances Swept from Noninterest-bearing Transaction Accounts to Noninterest-bearing Savings Accounts)
DI580			- Noninterest-bearing Transaction Accounts to Noninterest-bearing Savings Accounts
DI585			- Quarter-End Number of Noninterest-bearing Transaction Accounts Of More than \$250,000 Actual Number
			SCHEDULE FS - FIDUCIARY AND RELATED ASSETS
FS110			- Does your institution have fiduciary powers?
FS120			- Does your institution exercise the fiduciary powers it has been granted?
FS130			- Does your institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule?
			FIDUCIARY AND RELATED ASSETS
FS210			- Personal Trust and Agency Accounts Managed Assets
FS211			- Personal Trust and Agency Accounts Nonmanaged Assets
FS212			- Personal Trust and Agency Accounts Number of Managed Accounts
FS213			- Personal Trust and Agency Accounts Number of Nonmanaged Accounts
			Retirement-related Trust and Agency Accounts:
FS220			- Employee Benefit-Defined Contribution Managed Assets
FS221			- Employee Benefit-Defined Contribution Nonmanaged Assets
FS222			- Employee Benefit-Defined Contribution Number of Managed Accounts
FS223			- Employee Benefit-Defined Contribution Number of Nonmanaged Accounts
FS230			- Employee Benefit-Defined Benefit Managed Assets
FS231			- Employee Benefit-Defined Benefit Nonmanaged Assets
FS232			- Employee Benefit-Defined Benefit Number of Managed Accounts
FS233			- Employee Benefit-Defined Benefit Number of Nonmanaged Accounts
FS240			- Other Retirement Accounts Managed Assets
FS241			- Other Retirement Accounts Nonmanaged Assets
FS242			- Other Retirement Accounts Number of Managed Accounts
FS243			- Other Retirement Accounts Number of Nonmanaged Accounts
FS250			- Corporate Trust and Agency Accounts Managed Assets
FS251			- Corporate Trust and Agency Accounts Nonmanaged Assets
FS252			- Corporate Trust and Agency Accounts Number of Managed Accounts
FS253			- Corporate Trust and Agency Accounts Number of Nonmanaged Accounts
FS260			- Investment Management and Investment Advisory Agency Accounts Managed Assets
FS261			- Investment Management and Investment Advisory Agency Accounts Nonmanaged Assets
FS262			- Investment Management and Investment Advisory Agency Accounts Number of Managed Accounts
FS263			- Investment Management and Investment Advisory Agency Accounts Number of Nonmanaged Accounts
FS264			- Foundations and Endowments Managed Assets

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
FS265			- Founda ions and Endowments Nonmanaged Assets
FS266			- Founda ions and Endowments Number of Managed Accounts
FS267			- Founda ions and Endowments Number of Nonmanaged Accounts
FS270			- Other Fiduciary Accounts Managed Assets
FS271			- Other Fiduciary Accounts Nonmanaged Assets
FS272			- Other Fiduciary Accounts Number of Managed Accounts
FS273			- Other Fiduciary Accounts Number of Nonmanaged Accounts
FS20			- Total Fiduciary Accounts Managed Assets
FS21			- Total Fiduciary Accounts Nonmanaged Assets
FS22			- Total Fiduciary Accounts Number of Managed Accounts
FS23			- Total Fiduciary Accounts Number of Nonmanaged Accounts
FS280			- Custody and Safekeeping Accounts Nonmanaged Assets
FS281			- Custody and Safekeeping Accounts Number of Nonmanaged Accounts
FS234			- IRAs, HSAs, and Similar Accounts Managed Assets
FS235			- IRAs, HSAs, and Similar Accounts Nonmanaged Assets
FS236			- IRAs, HSAs, and Similar Accounts Number of Managed Accounts
FS237			- IRAs, HSAs, and Similar Accounts Number of Nonmanaged Accounts
FS290			- Assets Included Above that are Excluded for Purposes of the OTS Assessment Complexity Component Managed Assets
FS291			- Assets Included Above that are Excluded for Purposes of the OTS Assessment Complexity Component Nonmanaged Assets
FS310			FIDUCIARY AND RELATED SERVICES INCOME (CALENDAR YEAR-TO-DATE)
			- Personal Trust and Agency Accounts
			Retirement-related Trust and Agency Accounts:
FS320			- Employee Benefit-Defined Contribution
FS330			- Employee Benefit-Defined Benefit
FS340			- Other Retirement Accounts
FS350			- Corporate Trust and Agency Accounts
FS360			- Investment Management and Investment Advisory Agency Accounts
FS365			- Founda ions and Endowments
FS370			- Other Fiduciary Accounts
FS380			- Custody and Safekeeping Accounts
FS390			- Other Fiduciary and Related Services Income
FS30			- Total Gross Fiduciary and Related Services Income (310 thru 390)
FS391			- Less: Expenses
FS392			- Less: Net Losses from Fiduciary and Related Services
FS393			- Plus: Intracompany Income Credits for Fiduciary and Related Services
FS35			- Net Fiduciary and Related Services Income (30 - 391 - 392 + 393)
			Memoranda
			Managed Assets Held in Fiduciary Accounts:
FS410			- Non-Interest-Bearing Deposits Personal Trust and Agency, Investment Management Agency Accounts
FS411			- Non-Interest-Bearing Deposits Employee Benefit and Retirement Related Accounts
FS412			- Non-Interest-Bearing Deposits All Other Accounts
FS415			- Interest-Bearing Deposits Personal Trust and Agency, Investment Management Agency Accounts
FS416			- Interest-Bearing Deposits Employee Benefit and Retirement Related Accounts
FS417			- Interest-Bearing Deposits All Other Accounts
FS420			- U.S. Treasury and U.S. Government Agency Obligations Personal Trust and Agency, Investment Management Agency Accounts
FS421			- U.S. Treasury and U.S. Government Agency Obligations Employee Benefit and Retirement Related Accounts
FS422			- U.S. Treasury and U.S. Government Agency Obligations All Other Accounts
FS425			- State, County, and Municipal Obligations Personal Trust and Agency, Investment Management Agency Accounts
FS426			- State, County, and Municipal Obligations Employee Benefit and Retirement Related Accounts
FS427			- State, County, and Municipal Obligations All Other Accounts
FS428			- Money Market Mutual Funds Personal Trust and Agency, Investment Management Agency Accounts
FS429			- Money Market Mutual Funds Employee Benefit and Retirement Related Accounts
FS430			- Money Market Mutual Funds All Other Accounts

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
FS431			- Equity Mutual Funds Personal Trust and Agency, Investment Management Agency Accounts
FS432			- Equity Mutual Funds Employee Benefit and Retirement Related Accounts
FS433			- Equity Mutual Funds All Other Accounts
FS437			- Other Mutual Funds Personal Trust and Agency, Investment Management Agency Accounts
FS438			- Other Mutual Funds Employee Benefit and Retirement Related Accounts
FS439			- Other Mutual Funds All Other Accounts
FS463			- Common Trust Funds and Collective Investment Funds Personal Trust and Agency, Investment Management Agency Accounts
FS464			- Common Trust Funds and Collective Investment Funds Employee Benefit and Retirement Related Accounts
FS465			- Common Trust Funds and Collective Investment Funds All Other Accounts
FS434			- Other Short-term Obligations Personal Trust and Agency, Investment Management Agency Accounts
FS435			- Other Short-term Obligations Employee Benefit and Retirement Related Accounts
FS436			- Other Short-term Obligations All Other Accounts
FS440			- Other Notes and Bonds Personal Trust and Agency, Investment Management Agency Accounts
FS441			- Other Notes and Bonds Employee Benefit and Retirement Related Accounts
FS442			- Other Notes and Bonds All Other Accounts
FS466			- Investments in Unregistered Funds and Private Equity Investments Personal Trust and Agency, Investment Management Agency Accounts
FS467			- Investments in Unregistered Funds and Private Equity Investments Employee Benefit and Retirement Related Accounts
FS468			- Investments in Unregistered Funds and Private Equity Investments All Other Accounts
FS445			- Other Common and Preferred Stocks Personal Trust and Agency, Investment Management Agency Accounts
FS446			- Other Common and Preferred Stocks Employee Benefit and Retirement Related Accounts
FS447			- Other Common and Preferred Stocks All Other Accounts
FS450			- Real Estate Mortgages Personal Trust and Agency, Investment Management Agency Accounts
FS451			- Real Estate Mortgages Employee Benefit and Retirement Related Accounts
FS452			- Real Estate Mortgages All Other Accounts
FS455			- Real Estate Personal Trust and Agency, Investment Management Agency Accounts
FS456			- Real Estate Employee Benefit and Retirement Related Accounts
FS457			- Real Estate All Other Accounts
FS460			- Miscellaneous Assets Personal Trust and Agency, Investment Management Agency Accounts
FS461			- Miscellaneous Assets Employee Benefit and Retirement Related Accounts
FS462			- Miscellaneous Assets All Other Accounts
FS40			- Total Managed Assets Personal Trust and Agency, Investment Management Agency Accounts
FS41			- Total Managed Assets Employee Benefit and Retirement Related Accounts
FS42			- Total Managed Assets All Other Accounts
FS495			- Investments of Managed Fiduciary Accounts in Advised or Sponsored Mutual Funds
FS496			- Managed Assets
			- Number of Managed Accounts
			Corporate Trust and Agency Accounts:
FS510			- Corporate and Municipal Trusteeships Number of Issues
FS515			- Corporate and Municipal Trusteeships Principal Amount Outstanding
FS516			- Issues Reported in FS510 and FS515 that are in Default Number of Issues
FS517			- Issues Reported in FS510 and FS515 that are in Default Principal Amount Outstanding
FS520			- Transfer Agent, Registrar, Paying Agent, and Other Corporate Agency Number of Issues
			Collective Investment Funds and Common Trust Funds:
FS610			- Domestic Equity Number of Funds
FS615			- Domestic Equity Market Value of Fund Assets
FS620			- International/Global Equity Number of Funds
FS625			- International/Global Equity Market Value of Fund Assets
FS630			- Stock/Bond Blend Number of Funds
FS635			- Stock/Bond Blend Market Value of Fund Assets
FS640			- Taxable Bond Number of Funds
FS645			- Taxable Bond Market Value of Fund Assets
FS650			- Municipal Bond Number of Funds
FS655			- Municipal Bond Market Value of Fund Assets

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
FS660	-		Short-Term Investments/Money Market Number of Funds
FS665	-		Short-Term Investments/Money Market Market Value of Fund Assets
FS670	-		Specialty/Other Number of Funds
FS675	-		Specialty/Other Market Value of Fund Assets
FS60	-		Total Collective Investment Funds Number of Funds
FS65	-		Total Collective Investment Funds Market Value of Fund Assets
			Fiduciary Settlements, Surcharges, and Other Losses (Calendar Year-to-Date):
FS710	-		Personal Trust and Agency Accounts Gross Losses Managed Accounts
FS711	-		Personal Trust and Agency Accounts Gross Losses Nonmanaged Accounts
FS712	-		Personal Trust and Agency Accounts Recoveries
FS720	-		Retirement-Related Employee Benefit Accounts Gross Losses Managed Accounts
FS721	-		Retirement-Related Employee Benefit Accounts Gross Losses Nonmanaged Accounts
FS722	-		Retirement-Related Employee Benefit Accounts Recoveries
FS730	-		Investment Management and Investment Advisory Agency Accounts Gross Losses Managed Accounts
FS731	-		Investment Management and Investment Advisory Agency Accounts Gross Losses Nonmanaged Accounts
FS732	-		Investment Management and Investment Advisory Agency Accounts Recoveries
FS740	-		Other Fiduciary Accounts and Related Services Gross Losses Managed Accounts
FS741	-		Other Fiduciary Accounts and Related Services Gross Losses Nonmanaged Accounts
FS742	-		Other Fiduciary Accounts and Related Services Recoveries
FS70	-		Total Fiduciary Settlements, Surcharges, and Other Losses (70+71-72=392) Gross Losses Managed Accounts
FS71	-		Total Fiduciary Settlements, Surcharges, and Other Losses (70+71-72=392) Gross Losses Nonmanaged Accounts
FS72	-		Total Fiduciary Settlements, Surcharges, and Other Losses (70+71-72=392) Recoveries
			The following data are required from thrifts with total assets greater than \$10 billion.
			Schedule FV Consolidated Assets and Liabilities Measured at Fair Value on a Recurring Basis
			Assets
FV111	-		Federal Funds Sold and Securities Purchased Under Agreements to Resell Level 1 Fair Value (FV) Measurements
FV112	-		Federal Funds Sold and Securities Purchased Under Agreements to Resell Level 2 Fair Value (FV) Measurements
FV113	-		Federal Funds Sold and Securities Purchased Under Agreements to Resell Level 3 Fair Value (FV) Measurements
FV11	-		Federal Funds Sold and Securities Purchased Under Agreements to Resell - Total Fair Value (FV) Measurements
FV114	-		Federal Funds Sold and Securities Purchased Under Agreements to Resell - Less: Amounts Netted
FV12	-		Federal Funds Sold and Securities Purchased Under Agreements to Resell - Total, After Netting
FV131	2,129		Trading Securities Level 1 FV Measurements
FV132	-		Trading Securities Level 2 FV Measurements
FV133	-		Trading Securities Level 3 FV Measurements
FV13	2,129		Trading Securities - Total FV Measurements
FV134	-		Trading Securities - Less: Amounts Netted
FV14	2,129		Trading Securities - Total, After Netting
FV151	2,622,199		Available-for-Sale Securities Level 1 FV Measurements
FV152	25,199,183		Available-for-Sale Securities Level 2 FV Measurements
FV153	889,369		Available-for-Sale Securities Level 3 FV Measurements
FV15	28,710,751		Available-for-Sale Securities - Total FV Measurements
FV154	-		Available-for-Sale Securities - Less: Amounts Netted
FV16	28,710,751		Available-for-Sale Securities - Total, After Netting
FV211	-		Loans and Leases Level 1 FV Measurements
FV212	-		Loans and Leases Level 2 FV Measurements
FV213	-		Loans and Leases Level 3 FV Measurements
FV21	-		Loans and Leases - Total FV Measurements
FV214	-		Loans and Leases - Less: Amounts Netted
FV22	-		Loans and Leases - Total, After Netting
FV241	-		Mortgage Servicing Rights Level 1 FV Measurements
FV242	-		Mortgage Servicing Rights Level 2 FV Measurements
FV243	-		Mortgage Servicing Rights Level 3 FV Measurements
FV24	-		Mortgage Servicing Rights - Total FV Measurements
FV244	-		Mortgage Servicing Rights - Less: Amounts Netted
FV25	-		Mortgage Servicing Rights - Total, After Netting

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
FV261		-	Derivative Assets Level 1 FV Measurements
FV262		299	Derivative Assets Level 2 FV Measurements
FV263		-	Derivative Assets Level 3 FV Measurements
FV26		299	Derivative Assets - Total FV Measurements
FV264		-	Derivative Assets - Less: Amounts Netted
FV27		299	Derivative Assets - Total, After Netting
FV311		37,183	All Other Financial Assets Level 1 FV Measurements
FV312		-	All Other Financial Assets Level 2 FV Measurements
FV313		-	All Other Financial Assets Level 3 FV Measurements
FV31		37,183	All Other Financial Assets - Total FV Measurements
FV314		-	All Other Financial Assets - Less: Amounts Netted
FV32		37,183	All Other Financial Assets - Total, After Netting
FV41		2,661,511	Total Assets Measured at Fair Value on a Recurring Basis Level 1 FV Measurements
FV42		25,199,482	Total Assets Measured at Fair Value on a Recurring Basis Level 2 FV Measurements
FV43		889,369	Total Assets Measured at Fair Value on a Recurring Basis Level 3 FV Measurements
FV44		28,750,362	Total Assets Measured at Fair Value on a Recurring Basis - Total FV Measurements
FV46		-	Total Assets Measured at Fair Value on a Recurring Basis - Less: Amounts Netted
FV48		28,750,362	Total Assets Measured at Fair Value on a Recurring Basis - Total, After Netting Liabilities
			Liabilities
			Federal Funds Purchased and Securities Sold Under Agreements to Repurchase
FV511		2,187	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase Level 1 FV Measurements
FV512		-	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase Level 2 FV Measurements
FV513		-	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase Level 3 FV Measurements
FV51		2,187	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase - Total FV Measurements
FV514		-	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase - Less: Amounts Netted
FV52		2,187	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase - Total, After Netting
FV531		-	Deposits Level 1 FV Measurements
FV532		-	Deposits Level 2 FV Measurements
FV533		-	Deposits Level 3 FV Measurements
FV53		-	Deposits - Total FV Measurements
FV534		-	Deposits - Less: Amounts Netted
FV54		-	Deposits - Total, After Netting
FV611		-	Subordinated Debentures Level 1 FV Measurements
FV612		-	Subordinated Debentures Level 2 FV Measurements
FV613		-	Subordinated Debentures Level 3 FV Measurements
FV61		-	Subordinated Debentures - Total FV Measurements
FV614		-	Subordinated Debentures - Less: Amounts Netted
FV62		-	Subordinated Debentures - Total, After Netting
FV631		-	Other Borrowings Level 1 FV Measurements
FV632		-	Other Borrowings Level 2 FV Measurements
FV633		-	Other Borrowings Level 3 FV Measurements
FV63		-	Other Borrowings - Total FV Measurements
FV634		-	Other Borrowings - Less: Amounts Netted
FV64		-	Other Borrowings - Total, After Netting
FV651		-	Derivative Liabilities Level 1 FV Measurements
FV652		430	Derivative Liabilities Level 2 FV Measurements
FV653		-	Derivative Liabilities Level 3 FV Measurements
FV65		430	Derivative Liabilities - Total FV Measurements
FV654		-	Derivative Liabilities - Less: Amounts Netted
FV66		430	Derivative Liabilities - Total, After Netting
FV711		-	All Other Financial Liabilities Level 1 FV Measurements
FV712		-	All Other Financial Liabilities Level 2 FV Measurements
FV713		-	All Other Financial Liabilities Level 3 FV Measurements
FV71		-	All Other Financial Liabilities - Total FV Measurements
FV714		-	All Other Financial Liabilities - Less: Amounts Netted

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
FV72		-	All Other Financial Liabilities - Total, After Netting
FV81		2,187	Total Liabilities Measured at Fair Value on a Recurring Basis Level 1 FV Measurements
FV82		430	Total Liabilities Measured at Fair Value on a Recurring Basis Level 2 FV Measurements
FV83		-	Total Liabilities Measured at Fair Value on a Recurring Basis Level 3 FV Measurements
FV84		2,617	Total Liabilities Measured at Fair Value on a Recurring Basis - Total FV Measurements
FV86		-	Total Liabilities Measured at Fair Value on a Recurring Basis - Less: Amounts Netted
FV88		2,617	Total Liabilities Measured at Fair Value on a Recurring Basis - Total, After Netting
SCHEDULE HC - THRIFT HOLDING COMPANY			
HC100	H3579		Holding Company Number
HC110		12	Fiscal Year End
HC125			Stock Exchange Ticker Symbol
HC130		-	SEC File Number
HC140	http://www.ingdirect.com		Website Address (78 characters maximum)
HC210		9,451,803	Total Assets Parent Only
HC600		92,547,230	Total Assets Consolidated
HC220		4,304,480	Total Liabilities Parent Only
HC610		87,399,907	Total Liabilities Consolidated
Equity:			
Perpetual Preferred Stock:			
HC221		-	Cumulative Parent Only
HC621		-	Cumulative Consolidated
HC222		-	Noncumulative Parent Only
HC622		-	Noncumulative Consolidated
Common Stock:			
HC223		1	Par Value Parent Only
HC623		1	Par Value Consolidated
HC224		5,968,526	Paid in Excess of Par Parent Only
HC624		5,968,526	Paid in Excess of Par Consolidated
Accumulated Other Comprehensive Income:			
HC225		(226,659)	Accumulated Gains (Losses) on Certain Securities Parent Only
HC625		(226,659)	Accumulated Gains (Losses) on Certain Securities Consolidated
HC226		(135)	Gains (Losses) on Cash Flow Hedges Parent Only
HC626		(135)	Gains (Losses) on Cash Flow Hedges Consolidated
HC227		-	Other Parent Only
HC627		-	Other Consolidated
HC228		(594,410)	Retained Earnings Parent Only
HC628		(594,410)	Retained Earnings Consolidated
HC229		-	Other Components of Equity Parent Only
HC629		-	Other Components of Equity Consolidated
HC60		5,147,323	Total Holding Company Equity Consolidated
HC620		-	Noncontrolling Interests in Consolidated Subsidiaries
HC240		5,147,323	Total Equity Parent Only
HC630		5,147,323	Total Equity Consolidated
HC20		9,451,803	Total Liabilities and Equity Parent Only
HC70		92,547,230	Total Liabilities and Equity Consolidated
Net Income (Loss) Attributable to:			
HC635		52,493	Holding Company and Noncontrolling Interests Consolidated
HC250		(7,620)	Holding Company Parent Only
HC640		(7,620)	Holding Company Consolidated
Dividends Declared Attributable to:			
HC575		-	Holding Company Parent Only
HC775		-	Holding Company Consolidated
Included in Total Assets:			
HC301		135,986	Cash, Deposits, and Investment Securities Parent Only
HC601		33,432,582	Cash, Deposits, and Investment Securities Consolidated

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
			Receivable from Subsidiaries:
HC310		35,132	Savings Association Parent Only
HC320		8,287	Other Subsidiaries Parent Only
			Investment in Subsidiaries:
HC330		8,996,480	Savings Association Parent Only
HC340		28,401	Other Subsidiaries Parent Only
			Intangible Assets:
HC350		-	Mortgage Servicing Assets Parent Only
HC650		-	Mortgage Servicing Assets Consolidated
HC360		-	Nonmortgage Servicing Assets and Other Parent Only
HC655		191,246	Nonmortgage Servicing Assets and Other Consolidated
HC370		-	Deferred Policy Acquisition Costs Parent Only
HC660		-	Deferred Policy Acquisition Costs Consolidated
			Included in Total Liabilities (Excluding Deposits):
			Payable to Subsidiaries:
			Savings Association Subsidiaries:
HC410		-	Transactional Parent Only
HC420		-	Debt Parent Only
			Other Subsidiaries:
HC430		-	Transactional Parent Only
HC440		-	Debt Parent Only
HC445		-	Trust Preferred Instruments Parent Only
HC670		-	Trust Preferred Instruments Consolidated
HC450		397,196	Other Debt Maturing in 12 Months or Less Parent Only
HC680		397,196	Other Debt Maturing in 12 Months or Less Consolidated
HC460		3,890,000	Other Debt Maturing in More Than 12 Months Parent Only
HC690		4,646,393	Other Debt Maturing in More Than 12 Months Consolidated
			Reflected in Net Income:
HC505		1,886	Interest Income Parent Only
HC705		623,220	Interest Income Consolidated
			Dividends:
HC525		-	From Savings Association Subsidiaries Parent Only
HC535		-	From Other Subsidiaries Parent Only
HC509		2,097	Total Income Parent Only
HC709		630,976	Total Income Consolidated
			Interest Expense:
HC545		-	Trust Preferred Instruments Parent Only
HC710		-	Trust Preferred Instruments Consolidated
HC555		12,965	All Other Debt Parent Only
HC720		24,481	All Other Debt Consolidated
HC570		13,573	Total Expenses Parent Only
HC770		540,892	Total Expenses Consolidated
HC571		(3,856)	Total Income Taxes Parent Only
HC771		37,591	Total Income Taxes Consolidated
HC565		(7,956)	Net Cash Flow from Operations Attributable to Holding Company Parent Only
HC730		285,630	Net Cash Flow from Operations Attributable to Holding Company Consolidated
			Line items HC810 through HC880 are not available to the public for individual institutions.
			Schedule NS - Optional Narrative Statement
NS100		-	Have you included a narrative statement?
NS110			Narrative Statement Made by Savings Association Management
			Schedule PD Consolidated Past Due and Nonaccrual
			Mortgage Loans:
PD115		-	Past Due and S ill Accruing 30 to 89 DAYS Construction
PD215		-	Past Due and S ill Accruing 90 DAYS OR MORE Construction
PD315		1,466	NONACCRUAL Construction

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
			Permanent, Secured by:
			1-4 Dwelling Units:
PD121		1,941	Past Due and S ill Accruing 30 to 89 DAYS Revolving, Open-End Loans
PD221		-	Past Due and S ill Accruing 90 DAYS OR MORE Revolving, Open-End Loans
PD321		968	NONACCRUAL Revolving, Open-End Loans
			All Other:
PD123		462,853	Past Due and S ill Accruing 30 to 89 DAYS Secured by First Liens
PD223		-	Past Due and S ill Accruing 90 DAYS OR MORE Secured by First Liens
PD323		1,458,528	NONACCRUAL Secured by First Liens
PD124		236	Past Due and S ill Accruing 30 to 89 DAYS Secured by Junior Liens
PD224		-	Past Due and S ill Accruing 90 DAYS OR MORE Secured by Junior Liens
PD324		12	NONACCRUAL Secured by Junior Liens
PD125		-	Past Due and S ill Accruing 30 to 89 DAYS Multifamily (5 or More) Dwelling Units
PD225		-	Past Due and S ill Accruing 90 DAYS OR MORE Multifamily (5 or More) Dwelling Units
PD325		-	NONACCRUAL Multifamily (5 or More) Dwelling Units
PD135		-	Past Due and S ill Accruing 30 to 89 DAYS Nonresidential Property (Except Land)
PD235		-	Past Due and S ill Accruing 90 DAYS OR MORE Nonresidential Property (Except Land)
PD335		5,524	NONACCRUAL Nonresidential Property (Except Land)
PD138		-	Past Due and S ill Accruing 30 to 89 DAYS Land
PD238		-	Past Due and S ill Accruing 90 DAYS OR MORE Land
PD338		5,016	NONACCRUAL Land
			Nonmortgage Loans:
			Commercial Loans:
PD140		-	Past Due and Still Accruing 30 to 89 DAYS Commercial Loans
PD240		-	Past Due and Still Accruing 90 DAYS OR MORE Commercial Loans
PD340		-	NONACCRUAL Commercial Loans
			Consumer Loans:
PD161		-	Past Due and Still Accruing 30 to 89 DAYS Loans on Deposits
PD261		-	Past Due and Still Accruing 90 DAYS OR MORE Loans on Deposits
PD361		-	NONACCRUAL Loans on Deposits
PD163		-	Past Due and Still Accruing 30 to 89 DAYS Home Improvement Loans
PD263		-	Past Due and Still Accruing 90 DAYS OR MORE Home Improvement Loans
PD363		-	NONACCRUAL Home Improvement Loans
PD165		-	Past Due and Still Accruing 30 to 89 DAYS Education Loans
PD265		-	Past Due and Still Accruing 90 DAYS OR MORE Education Loans
PD365		-	NONACCRUAL Education Loans
PD167		-	Past Due and S ill Accruing 30 to 89 DAYS Auto Loans
PD267		-	Past Due and S ill Accruing 90 DAYS OR MORE Auto Loans
PD367		-	NONACCRUAL Auto Loans
PD169		-	Past Due and S ill Accruing 30 to 89 DAYS Mobile Home Loans
PD269		-	Past Due and S ill Accruing 90 DAYS OR MORE Mobile Home Loans
PD369		-	NONACCRUAL Mobile Home Loans
PD171		-	Past Due and S ill Accruing 30 to 89 DAYS Credit Cards
PD271		-	Past Due and S ill Accruing 90 DAYS OR MORE Credit Cards
PD371		-	NONACCRUAL Credit Cards
PD180		414	Past Due and S ill Accruing 30 to 89 DAYS Other
PD280		-	Past Due and S ill Accruing 90 DAYS OR MORE Other
PD380		79	NONACCRUAL Other
PD10		465,444	Past Due and S ill Accruing 30 to 89 DAYS Total
PD20		-	Past Due and S ill Accruing 90 DAYS OR MORE Total
PD30		1,471,593	NONACCRUAL Total
			Troubled Debt Restructured:
PD190		136,518	Past Due and S ill Accruing 30 to 89 DAYS Troubled Debt Restructured Included in PD115-PD380
PD290		-	Past Due and S ill Accruing 90 DAYS OR MORE Troubled Debt Restructured Included in PD115-PD380
PD390		580,997	NONACCRUAL Troubled Debt Restructured Included in PD115-PD380

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
			Construction, land development and other land loans:
PD516	-		Past Due and Still Accruing 30 to 89 DAYS 1-4 family residential construction loans
PD616	-		Past Due and Still Accruing 90 DAYS OR MORE 1-4 family residential construction loans
PD716	-		NONACCRUAL 1-4 family residential construction loans
PD517	-		Past Due and Still Accruing 30 to 89 DAYS Other construction loans and all land development and other land loans
PD617	-		Past Due and Still Accruing 90 DAYS OR MORE Other construction loans and all land development and other land loans
PD717	-		NONACCRUAL Other construction loans and all land development and other land loans
PD519	136,518		Past Due and Still Accruing 30 to 89 DAYS Loans secured by 1-4 family residential properties
PD619	-		Past Due and Still Accruing 90 DAYS OR MORE Loans secured by 1-4 family residential properties
PD719	580,997		NONACCRUAL Loans secured by 1-4 family residential properties
PD525	-		Past Due and Still Accruing 30 to 89 DAYS Loans secured by multifamily (5 or more) residential properties
PD625	-		Past Due and Still Accruing 90 DAYS OR MORE Loans secured by multifamily (5 or more) residential properties
PD725	-		NONACCRUAL Loans secured by multifamily (5 or more) residential properties
			Secured by nonfarm nonresidential properties:
PD535	-		Past Due and Still Accruing 30 to 89 DAYS Loans secured by owner-occupied nonfarm nonresidential properties
PD635	-		Past Due and Still Accruing 90 DAYS OR MORE Loans secured by owner-occupied nonfarm nonresidential properties
PD735	-		NONACCRUAL Loans secured by owner-occupied nonfarm nonresidential properties
PD536	-		Past Due and Still Accruing 30 to 89 DAYS Loans secured by other nonfarm nonresidential properties
PD636	-		Past Due and Still Accruing 90 DAYS OR MORE Loans secured by other nonfarm nonresidential properties
PD736	-		NONACCRUAL Loans secured by other nonfarm nonresidential properties
PD537	-		Past Due and Still Accruing 30 to 89 DAYS Commercial and industrial loans
PD637	-		Past Due and Still Accruing 90 DAYS OR MORE Commercial and industrial loans
PD737	-		NONACCRUAL Commercial and industrial loans
PD538	-		Past Due and Still Accruing 30 to 89 DAYS All other loans (include loans to individuals for household, family, and other personal expenditures)
PD638	-		Past Due and Still Accruing 90 DAYS OR MORE All other loans (include loans to individuals for household, family, and other personal expenditures)
PD738	-		NONACCRUAL All other loans (include loans to individuals for household, family, and other personal expenditures)
			Itemize loan categories included in PD538 - PD738 above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of PD516 - PD738):
PD539	-		Past Due and Still Accruing 30 to 89 DAYS Loans secured by farmland
PD639	-		Past Due and Still Accruing 90 DAYS OR MORE Loans secured by farmland
PD739	-		NONACCRUAL Loans secured by farmland
PD540	-		Past Due and Still Accruing 30 to 89 DAYS Loans to depository institutions and acceptances of other banks
PD640	-		Past Due and Still Accruing 90 DAYS OR MORE Loans to depository institutions and acceptances of other banks
PD740	-		NONACCRUAL Loans to depository institutions and acceptances of other banks
			Loans to individuals for household, family, and other personal expenditures:
PD542	-		Past Due and Still Accruing 30 to 89 DAYS Credit cards
PD642	-		Past Due and Still Accruing 90 DAYS OR MORE Credit cards
PD742	-		NONACCRUAL Credit cards
PD545	-		Past Due and Still Accruing 30 to 89 DAYS Automobile loans
PD645	-		Past Due and Still Accruing 90 DAYS OR MORE Automobile loans
PD745	-		NONACCRUAL Automobile loans
PD560	-		Past Due and Still Accruing 30 to 89 DAYS Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)
PD660	-		Past Due and Still Accruing 90 DAYS OR MORE Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)
PD760	-		NONACCRUAL Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)
PD580	-		Past Due and Still Accruing 30 to 89 DAYS Loans to foreign governments and official institutions
PD680	-		Past Due and Still Accruing 90 DAYS OR MORE Loans to foreign governments and official institutions
PD780	-		NONACCRUAL Loans to foreign governments and official institutions
PD581	-		Past Due and Still Accruing 30 to 89 DAYS Other loans*
PD681	-		Past Due and Still Accruing 90 DAYS OR MORE Other loans*

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
PD781			- NONACCRUAL Other loans* *Includes "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and loans) of states and political subdivisions in the U.S.," and "Loans to nondepository institutions and other loans." Items PD582 - PD782 to be completed by: Savings associations with \$300 million or more in total assets, and Savings associations with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule SC) exceeding five percent of total loans. Past Due and Still Accruing 30 to 89 DAYS Loans to finance agricultural production and other loans to farmers included in PD581
PD582			- PD781 above Past Due and Still Accruing 90 DAYS OR MORE Loans to finance agricultural production and other loans to farmers included in
PD682			- PD581 - PD781 above
PD782			- NONACCRUAL Loans to finance agricultural production and other loans to farmers included in PD581 - PD781 above Memoranda:
PD192			- Past Due and Still Accruing 30 to 89 DAYS Loans and Leases Reported in PD115-PD380 That Are Held for Sale
PD292			- Past Due and Still Accruing 90 DAYS OR MORE Loans and Leases Reported in PD115-PD380 That Are Held for Sale
PD392			- NONACCRUAL Loans and Leases Reported in PD115-PD380 That Are Held for Sale
PD195			- Past Due and Still Accruing 30 to 89 DAYS Loans and Leases Reported in PD115-PD380 That Are Wholly or Partially Guaranteed By the U.S. Government, Agency, or Sponsored Entity Past Due and Still Accruing 90 DAYS OR MORE Loans and Leases Reported in PD115-PD380 That Are Wholly or Partially
PD295			- Guaranteed By the U.S. Government, Agency, or Sponsored Entity
PD395			- NONACCRUAL Loans and Leases Reported in PD115-PD380 That Are Wholly or Partially Guaranteed By the U.S. Government, Agency, or Sponsored Entity Past Due and Still Accruing 30 to 89 DAYS Guaranteed Portion of Other Loans and Leases Included in PD195-PD395 (Exclude
PD196			- Rebooked "GNMA Loans") Past Due and Still Accruing 90 DAYS OR MORE Guaranteed Portion of Other Loans and Leases Included in PD195-PD395
PD296			- (Exclude Rebooked "GNMA Loans")
PD396			- NONACCRUAL Guaranteed Portion of Other Loans and Leases Included in PD195-PD395 (Exclude Rebooked "GNMA Loans") Past Due and Still Accruing 30 to 89 DAYS Rebooked "GNMA Loans" Repurchased or Eligible for Repurchase Included in PD195
PD197			- PD395 Past Due and Still Accruing 90 DAYS OR MORE Rebooked "GNMA Loans" Repurchased or Eligible for Repurchase Included in
PD297			- PD195-PD395
PD397			- NONACCRUAL Rebooked "GNMA Loans" Repurchased or Eligible for Repurchase Included in PD195-PD395 Loans in Process of Foreclosure:
PD415		1,466	Construction Loans
PD421			- 1-4 Dwelling Units Secured by Revolving Open-End Loans
PD423		579,671	1-4 Dwelling Units Secured by First Liens
PD424			- 1-4 Dwelling Units Secured by Junior Liens
PD425			- Multifamily (5 or More) Dwelling Units
PD435			- Nonresidential Property (Except Land)
PD438			- Land Loans
PD40		581,137	Total Loans and leases reported in items PD115 - PD380 above that are covered by loss-sharing agreements with the FDIC: Loans secured by real estate: Construction, land development and other land loans:
PD816			- Past Due and Still Accruing 30 to 89 DAYS 1-4 family residential construction loans
PD916			- Past Due and Still Accruing 90 DAYS OR MORE 1-4 family residential construction loans
PD1016			- NONACCRUAL 1-4 family residential construction loans
PD817			- Past Due and Still Accruing 30 to 89 DAYS Other construction loans and all land development and other land loans
PD917			- Past Due and Still Accruing 90 DAYS OR MORE Other construction loans and all land development and other land loans
PD1017			- NONACCRUAL Other construction loans and all land development and other land loans
PD818			- Past Due and Still Accruing 30 to 89 DAYS Secured by farmland
PD918			- Past Due and Still Accruing 90 DAYS OR MORE Secured by farmland
PD1018			- NONACCRUAL Secured by farmland

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
			Secured by 1-4 family residential properties:
PD819			- Past Due and Still Accruing 30 to 89 DAYS Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit
PD919			- Past Due and Still Accruing 90 DAYS OR MORE Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit
PD1019			- NONACCRUAL Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit
PD820			- Closed-end loans secured by 1-4 family residential properties:
PD920			- Past Due and Still Accruing 30 to 89 DAYS Secured by first liens
PD1020			- Past Due and Still Accruing 90 DAYS OR MORE Secured by first liens
PD821			- NONACCRUAL Secured by first liens
PD921			- Past Due and Still Accruing 30 to 89 DAYS Secured by junior liens
PD1021			- Past Due and Still Accruing 90 DAYS OR MORE Secured by junior liens
PD822			- NONACCRUAL Secured by junior liens
PD922			- Past Due and Still Accruing 30 to 89 DAYS Secured by multifamily (5 or More) residential properties
PD1022			- Past Due and Still Accruing 90 DAYS OR MORE Secured by multifamily (5 or More) residential properties
			- NONACCRUAL Secured by multifamily (5 or More) residential properties
			Secured by nonfarm nonresidential properties:
PD823			- Past Due and Still Accruing 30 to 89 DAYS Loans secured by owner-occupied nonfarm nonresidential properties
PD923			- Past Due and Still Accruing 90 DAYS OR MORE Loans secured by owner-occupied nonfarm nonresidential properties
PD1023			- NONACCRUAL Loans secured by owner-occupied nonfarm nonresidential properties
PD824			- Past Due and Still Accruing 30 to 89 DAYS Loans secured by other nonfarm nonresidential properties
PD924			- Past Due and Still Accruing 90 DAYS OR MORE Loans secured by other nonfarm nonresidential properties
PD1024			- NONACCRUAL Loans secured by other nonfarm nonresidential properties
PD826			- Past Due and Still Accruing 30 to 89 DAYS Commercial and industrial loans
PD926			- Past Due and Still Accruing 90 DAYS OR MORE Commercial and industrial loans
PD1026			- NONACCRUAL Commercial and industrial loans
			Loans to individuals for household, family and other personal expenditures:
PD827			- Past Due and Still Accruing 30 to 89 DAYS Credit Cards
PD927			- Past Due and Still Accruing 90 DAYS OR MORE Credit Cards
PD1027			- NONACCRUAL Credit Cards
PD828			- Past Due and Still Accruing 30 to 89 DAYS Automobile Loans
PD928			- Past Due and Still Accruing 90 DAYS OR MORE Automobile Loans
PD1028			- NONACCRUAL Automobile Loans
			Past Due and Still Accruing 30 to 89 DAYS Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)
PD829			- Past Due and Still Accruing 90 DAYS OR MORE Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)
PD929			- and revolving credit plans other than credit cards)
			- NONACCRUAL Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)
PD1029			- Past Due and Still Accruing 30 to 89 DAYS All other loans and leases
PD830			- Past Due and Still Accruing 90 DAYS OR MORE All other loans and leases
PD930			- NONACCRUAL All other loans and leases
PD1030			- Itemize the past due and nonaccrual amounts included in items PD830 - PD1030 above for the loan and lease categories for which amounts were reported in items SI784 - SI787:
PD831			- Past Due and Still Accruing 30 to 89 DAYS Loans to depository institutions and acceptances of other banks
PD931			- Past Due and Still Accruing 90 DAYS OR MORE Loans to depository institutions and acceptances of other banks
PD1031			- NONACCRUAL Loans to depository institutions and acceptances of other banks
PD832			- Past Due and Still Accruing 30 to 89 DAYS Loans to foreign governments and official institutions
PD932			- Past Due and Still Accruing 90 DAYS OR MORE Loans to foreign governments and official institutions
PD1032			- NONACCRUAL Loans to foreign governments and official institutions
PD833			- Past Due and Still Accruing 30 to 89 DAYS Other loans*
PD933			- Past Due and Still Accruing 90 DAYS OR MORE Other loans*
PD1033			- NONACCRUAL Other loans*
PD834			- Past Due and Still Accruing 30 to 89 DAYS Lease financing receivables
PD934			- Past Due and Still Accruing 90 DAYS OR MORE Lease financing receivables

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
PD1034			- NONACCRUAL Lease financing receivables Items PD835 - PD1035 to be completed by: Savings associations with \$300 million or more in total assets, and Savings associations with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule SC) five percent of total loans Past Due and Still Accruing 30 to 89 DAYS Loans to finance agricultural production and other loans to farmers included in PD833
PD835			- PD1033 above Past Due and Still Accruing 90 DAYS OR MORE Loans to finance agricultural production and other loans to farmers included in
PD935			- PD833 - PD1033 above
PD1035			- NONACCRUAL Loans to finance agricultural production and other loans to farmers included in PD833 - PD1033 above Past Due and Still Accruing 30 to 89 DAYS Portion of covered loans and leases in Items PD816 - PD1030 above protected by
PD840			- FDIC loss-sharing Past Due and Still Accruing 90 DAYS OR MORE Portion of covered loans and leases in Items PD816 - PD1030 above protected
PD940			- by FDIC loss-sharing
PD1040			- NONACCRUAL Portion of covered loans and leases in Items PD816 - PD1030 above protected by FDIC loss-sharing *Includes "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and loans) of states and political subdivisions in the U.S.," and "Loans to nondepository institutions and other loans." Schedule RM - Annual Supplemental Consolidated Data on Reverse Mortgages Do you have any reverse mortgage loan activity for the calendar year to report in this Schedule? Amount of Mortgage Loans Outstanding: Home Equity Conversion Mortgage Loans Proprietary (Non-HECM) Reverse Mortgage Loans Annual Interest Income from: Home Equity Conversion Mortgage Loans Proprietary (Non-HECM) Reverse Mortgage Loans Number of referrals over the calendar year to another lender from whom you received compensation for services performed for the lender in connection with the lender's origination of the reverse mortgage: Home Equity Conversion Mortgage Loans Actual Number Proprietary (Non-HECM) Reverse Mortgage Loans Actual Number Annual Origination Fee Income from: Home Equity Conversion Mortgage Loans Proprietary (Non-HECM) Reverse Mortgage Loans Commitments Outstanding to Originate Mortgages Secured by: Home Equity Conversion Mortgage Loans Proprietary (Non-HECM) Reverse Mortgage Loans Annual Mortgage Loans Disbursed for Permanent Loans on: Home Equity Conversion Mortgage Loans Proprietary (Non-HECM) Reverse Mortgage Loans Annual Loans and Participations Purchased Secured By: Home Equity Conversion Mortgage Loans Proprietary (Non-HECM) Reverse Mortgage Loans Annual Loans and Participations Sold Secured By: Home Equity Conversion Mortgage Loans Proprietary (Non-HECM) Reverse Mortgage Loans Schedule SB -- Consolidated Small Business Loans
RM010			
RM110			
RM112			
RM310			
RM312			
RM330			
RM332			
RM420			
RM422			
RM510			
RM512			
RM610			
RM612			
RM620			
RM622			
RM630			
RM632			
SB010			- Do you have any small business loans to report in this schedule? Loans to Small Businesses and Small Farms: Do you have any loans secured primarily by farms reported on SC260 or any loans to finance agricultural production or other loans to farmers reported on SC300, 303, or 306 If 100 is yes, complete lines 300 through 650 (Do not complete 110 thru 210). If no, complete the following item, 110. Are all or substantially all of your commercial loans (Schedule SC lines 260, 300, 303, and 306) loans with original amounts of \$100,000 or less If 110 is yes, complete the following lines, 200 and 210, only. If no, complete lines 300 through 450, only. Number of loans reported on lines:
SB100		No	
SB110		No	
SB200			- SC260 Actual Number

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
SB210		-	SC300, 303, and 306 Actual Number
			Number and amount outstanding of permanent mortgage loans secured by nonfarm, nonresidential properties reported on SC260:
			With original amounts of:
SB300		-	\$100,000 or less Number of Loans Actual Number
SB310		-	\$100,000 or less Outstanding Balance
SB320		-	Greater than \$100,000 thru \$250,000 Number of Loans Actual Number
SB330		-	Greater than \$100,000 thru \$250,000 Outstanding Balance
SB340		-	Greater than \$250,000 thru \$1 million Number of Loans Actual Number
SB350		-	Greater than \$250,000 thru \$1 million Outstanding Balance
			Number and amount outstanding of nonmortgage, nonagricultural commercial loans reported on SC300, 303, and 306:
			With original amounts of:
SB400		-	\$100,000 or less Number of Loans Actual Number
SB410		-	\$100,000 or less Outstanding Balance
SB420		-	Greater than \$100,000 thru \$250,000 Number of Loans Actual Number
SB430		-	Greater than \$100,000 thru \$250,000 Outstanding Balance
SB440		-	Greater than \$250,000 thru \$1 million Number of Loans Actual Number
SB450		-	Greater than \$250,000 thru \$1 million Outstanding Balance
			Number and amount outstanding of loans secured primarily by farms reported on SC260:
			With original amounts of:
SB500		-	\$100,000 or less Number of Loans Actual Number
SB510		-	\$100,000 or less Outstanding Balance
SB520		-	Greater than \$100,000 thru \$250,000 Number of Loans Actual Number
SB530		-	Greater than \$100,000 thru \$250,000 Outstanding Balance
SB540		-	Greater than \$250,000 thru \$500,000 Number of Loans Actual Number
SB550		-	Greater than \$250,000 thru \$500,000 Outstanding Balance
			Number and amount outstanding of nonmortgage, commercial loans to finance agricultural production and other nonmortgage commercial loans to farmers reported on SC300, 303, and 306:
			With original amounts of:
SB600		-	\$100,000 or less Number of Loans Actual Number
SB610		-	\$100,000 or less Outstanding Balance
SB620		-	Greater than \$100,000 thru \$250,000 Number of Loans Actual Number
SB630		-	Greater than \$100,000 thru \$250,000 Outstanding Balance
SB640		-	Greater than \$250,000 thru \$500,000 Number of Loans Actual Number
SB650		-	Greater than \$250,000 thru \$500,000 Outstanding Balance
			Schedule SC Consolidated Statement of Condition
			ASSETS
SC11		27,814,332	Cash, Deposits, and Investment Securities: Total
SC110		32,447	Cash and Non-Interest-Earning Deposits
SC112		15	Interest-Earning Deposits in FHLBs
SC118		3,822,690	Other Interest-Earning Deposits
SC125		-	Federal Funds Sold and Securities Purchased Under Agreements to Resell
SC130		9,588,412	U.S. Government, Agency, and Sponsored Enterprise Securities
SC140		18,792	Equity Securities Carried at Fair Value
SC180		-	State and Municipal Obligations
SC182		-	Securities Backed by Nonmortgage Loans
SC185		14,277,742	Other Investment Securities
SC191		74,234	Accrued Interest Receivable
SC22		19,897,601	Mortgage-Backed Securities: Total
			Pass-Through:
SC210		5,098,147	Insured or Guaranteed by an Agency or Sponsored Enterprise of the U.S.
SC215		-	Other Pass-Through
			Other Mortgage-Backed Securities (Excluding Bonds):
SC217		9,859,035	Issued or Guaranteed by FNMA, FHLMC, or GNMA
SC219		-	Collateralized by Mortgage-Backed Securities Issued or Guaranteed by FNMA, FHLMC, or GNMA

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
SC222		4,891,446	Other
SC228		48,973	Accrued Interest Receivable
SC26		40,547,334	Mortgage Loans: Total
			Construction Loans on:
		4,133	1-4 Dwelling Units
SC230		-	Multifamily (5 or More) Dwelling Units
SC235		-	Nonresidential Property
SC240		-	Permanent Mortgages on:
			1-4 Dwelling Units:
		403,097	Revolving, Open End Loans
			All Other:
SC254		40,300,726	Secured by First Liens
SC255		71,459	Secured by Junior Liens
SC256		-	Multifamily (5 or More) Dwelling Units
SC260		49,163	Nonresidential Property (Except Land)
SC265		5,016	Land
SC272		122,775	Accrued Interest Receivable
SC275		9,460	Advances for Taxes and Insurance
SC283		418,495	Allowance for Loan and Lease Losses
SC31		580,107	Nonmortgage Loans: Total
SC32		445,112	Commercial Loans: Total
SC300		443,182	Secured
SC303		1,930	Unsecured
SC304		-	Credit Card Loans Outstanding-Business
SC306		-	Lease Receivables
SC35		137,884	Consumer Loans: Total
SC310		-	Loans on Deposits
SC316		-	Home Improvement Loans (Not secured by real estate)
SC320		-	Education Loans
SC323		-	Auto Loans
SC326		-	Mobile Home Loans
SC328		-	Credit Cards
SC330		137,884	Other, Including Lease Receivables
SC348		824	Accrued Interest Receivable
SC357		3,713	Allowance for Loan and Lease Losses
SC40		238,010	Repossessed Assets: Total
			Real Estate:
SC405		-	Construction
SC415		238,010	1-4 Dwelling Units
SC425		-	Multifamily (5 or More) Dwelling Units
SC426		-	Nonresidential (Except Land)
SC428		-	Land
SC429		-	U.S. Government-Guaranteed or -Insured Real Estate Owned
SC430		-	Other Repossessed Assets
SC441		-	General Valuation Allowances
SC45		-	Real Estate Held for Investment
SC51		443,061	Equity Investments Not Carried at Fair Value: Total
SC510		431,970	Federal Home Loan Bank Stock
SC540		11,091	Other
SC55		85,108	Office Premises and Equipment
SC59		2,616,640	Other Assets: Total
			Bank-Owned Life Insurance:
SC615		21,633	Key Person Life Insurance
SC625		1,089,343	Other
			Intangible Assets:

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
			Servicing Assets on:
SC642		-	Mortgage Loans
SC644		-	Nonmortgage Loans
SC660		191,246	Goodwill and Other Intangible Assets
SC665		-	Interest-Only Strip Receivables and Certain Other Instruments
SC689		1,314,418	Other Assets
SC691		4	Memo: Detail of Other Assets Code
SC692		832,148	Memo: Detail of Other Assets Amount
SC693		6	Memo: Detail of Other Assets Code
SC694		380,443	Memo: Detail of Other Assets Amount
SC697		7	Memo: Detail of Other Assets Code
SC698		91,147	Memo: Detail of Other Assets Amount
SC699		-	General Valuation Allowances
SC60		92,222,193	Total Assets
			LIABILITIES
SC71		81,640,121	Deposits and Escrows: Total
SC710		81,634,629	Deposits
SC712		5,492	Escrows
SC715		-	Unamortized Yield Adjustments on Deposits and Escrows
SC72		750,000	Borrowings: Total
SC720		-	Advances from Federal Home Loan Bank
SC730		750,000	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase
SC736		-	Subordinated Debentures (Including Mandatory Convertible Securities and Limited-Life Preferred Stock)
			Mortgage Collateralized Securities Issued:
SC740		-	CMOs (including REMICs)
SC760		-	Other Borrowings
SC75		835,592	Other Liabilities: Total
SC763		4,696	Accrued Interest Payable-Deposits
SC766		2,355	Accrued Interest Payable-Other
SC776		229,573	Accrued Taxes
SC780		47,592	Accounts Payable
SC790		-	Deferred Income Taxes
SC796		551,376	Other Liabilities and Deferred Income
SC791		99	Memo: Detail of Other Liabilities Code
SC792		399,158	Memo: Detail of Other Liabilities Amount
SC794		11	Memo: Detail of Other Liabilities Code
SC795		25,622	Memo: Detail of Other Liabilities Amount
SC797		17	Memo: Detail of Other Liabilities Code
SC798		37,074	Memo: Detail of Other Liabilities Amount
SC70		83,225,713	Total Liabilities
			EQUITY CAPITAL
			Perpetual Preferred Stock:
SC812		-	Cumulative
SC814		-	Noncumulative
			Common Stock:
SC820		1	Par Value
SC830		9,629,993	Paid in Excess of Par
SC86		(231,799)	Accumulated Other Comprehensive Income: Total
SC860		(231,664)	Accumulated Gains (Losses) on Certain Securities
SC865		(135)	Accumulated Gains (Losses) on Cash Flow Hedges
SC870		-	Other
SC880		(414,142)	Retained Earnings
SC891		12,427	Other Components of Equity Capital
SC80		8,996,480	Total Savings Association Equity Capital
SC800		-	Noncontrolling Interests in Consolidated Subsidiaries

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
SC84		8,996,480	Total Equity Capital
SC90		92,222,193	Total Liabilities and Equity Capital
			Schedule SI Consolidated Supplemental Information
			Miscellaneous:
SI370		2,503	Number of Full-time Equivalent Employees
SI375		2,129	Financial Assets Held for Trading Purposes
SI376		3,589	Financial Assets Carried at Fair Value through Earnings
SI377		430	Financial Liabilities Carried at Fair Value through Earnings
SI385		28,710,751	Available-for-Sale Securities
SI387		-	Assets Held for Sale
SI390		-	Loans Serviced for Others
SI394		9,105,827	Pledged Loans
SI395		-	Pledged Trading Assets
			Residual Interests:
SI402		-	Residual Interests in the Form of Interest-Only Strips
SI404		-	Other Residual Interests
			Qualified Thrift Lender Test:
			Actual Thrift Investment Percentage at Month-end:
SI581		100	First Month of Quarter
SI582		100	Second Month of Quarter
SI583		100	Third Month of Quarter
			IRS Domestic Building and Loan Test:
SI585		-	Percent of Assets Test
SI586		-	Do you meet the DBLA business operations test?
SI588		11,091	Aggregate Investment in Service Corporations
			Extensions of credit by the reporting association (and its controlled subsidiaries) to its executive officers, principal shareholders, directors, and their related interests as of the report date:
SI590		2,269,324	Aggregate amount of all extensions of credit
			Number of executive officers, principal shareholders, and directors to whom the amount of all extensions of credit (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of unimpaired capital and unimpaired surplus (CCR30 + CCR35 + CCR530 + CCR105).
SI595		3	
			Summary of Changes in Savings Association Equity Capital:
SI600		8,885,147	Savings Association Equity Capital, Beginning Balance from Prior Qtr (SC80)
SI610		59,500	Net Income (Loss) Attributable to Savings Association (SO91)
			Dividends Declared:
SI620		-	Preferred Stock
SI630		-	Common Stock
SI640		-	Stock Issued
SI650		-	Stock Retired
SI655		-	Capital Contributions (Where No Stock is Issued)
SI660		-	New Basis Accounting Adjustments
SI662		50,949	Other Comprehensive Income
SI668		-	Prior Period Adjustments
SI671		884	Other Adjustments
SI680		8,996,480	Savings Association Equity Capital, Ending Balance (SC80) (600 + 610 - 620 - 630 + 640 - 650 + 655 + 660 + 662 + 668 + 671)
			Captive Insurance and Reinsurance Subsidiaries:
SI762		-	Total Assets of Captive Insurance Subsidiaries
SI763		-	Total Assets of Captive Reinsurance Subsidiaries
			Assets Covered by Loss-Sharing Agreements with the FDIC:
SI770		-	Loans and leases (included in Schedule SC)
			Loans secured by real estate:
			Construction, land development, and other land loans:
SI764		-	1-4 family residential construction loans
SI765		-	Other construction loans and all land development and other land loans

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
SI766			- Secured by farmland
SI767			- Secured by 1-4 family residential properties: Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit Closed-end loans secured by 1-4 family residential properties:
SI768			- Secured by first liens
SI769			- Secured by junior liens
SI771			- Secured by multifamily (5 or more) residential properties Secured by nonfarm nonresidential properties:
SI775			- Loans secured by owner-occupied nonfarm nonresidential properties
SI777			- Loans secured by other nonfarm nonresidential properties
SI779			- Commercial and industrial loans Loans to individuals for household, family, and other personal expenditures:
SI780			- Credit cards
SI781			- Automobile loans Other consumer loans (includes single payment, installment, all student loans, and revolving credit card plans other than credit
SI782			- cards)
SI783			- All other loans and all leases Itemize the categories of loans and leases (as defined in Schedule SC) included in Item SI783 above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items SI764-SI783 above):
SI784			- Loans to depository institutions and acceptances of other banks
SI785			- Loans to foreign governments and official institutions
SI786			- Other loans*
SI787			- Lease financing receivables
SI772			- Real estate owned (included in Schedule SC)
SI789			- Construction, land development, and other land
SI790			- Farmland
SI791			- 1-4 family residential properties
SI792			- Multifamily (5 or more) residential properties
SI793			- Nonfarm nonresidential properties Portion of covered other real estate owned included in items SI789-SI793 above that is protected by FDIC loss-sharing
SI795			- agreements
SI774			- Debt securities (included in Schedule SC)
SI776			- Other assets (excludes FDIC loss-sharing indemnification assets) *Includes "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and loans) of states and political subdivisions in the U.S.," and "Loans to nondepository institutions and other loans." Mutual Fund and Annuity Sales:
SI815		670,561	Total Assets you Manage of Proprietary Mutual Funds and Annuities Average Balance Sheet Data (Based on Month-End Data):
SI870		89,869,120	Total Assets
SI875		25,913,967	Deposits and Investments Excluding Non-Interest-Earning Items
SI880		60,194,585	Mortgage Loans and Mortgage-Backed Securities
SI885		578,369	Nonmortgage Loans
SI890		79,488,290	Deposits and Escrows
SI895		968,833	Total Borrowings Brokerage Activities:
SI901			- Does your institution, without trust powers, act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts that are invested in non-deposit products? Does your institution provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of
SI905			- securities? Does your institution engage in third party broker arrangements, commonly referred to as "networking", to sell securities products
SI911			- or services to thrift customers? Does your institution sweep deposit funds into any open-end investment management company registered under the Investment
SI915			- Company Act of 1940 that holds itself out as a money market fund? Schedule SO Consolidated Statement of Operations
SO11		621,834	Interest Income: Total

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
SO115		56,176	Deposits and Investment Securities
SO125		141,408	Mortgage-Backed Securities
SO141		420,728	Mortgage Loans
SO142		706	Prepayment Fees, Late Fees, and Assumption Fees for Mortgage Loans
			Nonmortgage Loans:
SO160		426	Commercial Loans and Leases
SO162		-	Prepayment Fees, Late Fees, and Assumption Fess for Commercial Loans
SO171		2,390	Consumer Loans and Leases
SO172		-	Prepayment Fees, Late Fees, and Assumption Fees for Consumer Loans
SO18		-	Dividend Income on Equity Investments Not Carried at Fair Value: Total
SO181		-	Federal Home Loan Bank Stock
SO185		-	Other
SO21		225,740	Interest Expense: Total
SO215		214,355	Deposits
SO225		-	Escrows
SO230		95	Advances from Federal Home Loan Bank
SO240		-	Subordinated Debentures (Including Mandatory Convertible Securities)
SO250		-	Mortgage Collateralized Securities Issued
SO260		11,290	Other Borrowed Money
SO271		-	Capitalized Interest
SO312		396,094	Net Interest Income (Expense) Before Provision for Losses on Interest-Bearing Assets
SO321		115,545	Net Provision for Losses on Interest-Bearing Assets
SO332		280,549	Net Interest Income (Expense) After Provision for Losses on Interest-Bearing Assets
SO42		(2,297)	Noninterest Income: Total
SO410		-	Mortgage Loan Servicing Fees
SO411		-	Amortization of and Fair Value Adjustments to Loan Servicing Assets and Loan Servicing Liabilities
SO420		25,314	Other Fees and Charges
SO422		5,473	Service Charges on Deposit Accounts
			Net Income (Loss) from:
SO430		4,739	Sale of Available-for-Sale Securities
SO431		-	Sale of Loans and Leases Held for Sale
SO432		-	Sale of Other Assets Held for Sale
SO441		(18,720)	Other-Than-Temporary Impairment Charges on Debt and Equity Securities
SO461		(9,532)	Operations and Sale of Repossessed Assets
SO465		-	LOCOM Adjustments Made to Assets Held for Sale
SO467		-	Sale of Securities Held-to-Maturity
SO475		-	Sale of Loans Held for Investment
SO477		-	Sale of Other Assets Held for Investment
SO485		31	Gains and Losses on Financial Assets and Liabilities Carried at Fair Value
SO488		(4,129)	Other Noninterest Income
SO489		15	Memo: Detail of Other Noninterest Income Code
SO492		10,278	Memo: Detail of Other Noninterest Income Amount
SO495		99	Memo: Detail of Other Noninterest Income Code
SO496		656	Memo: Detail of Other Noninterest Income Amount
SO497		99	Memo: Detail of Other Noninterest Income Code
SO498		(16,220)	Memo: Detail of Other Noninterest Income Amount
SO51		177,305	Noninterest Expense: Total
SO510		61,757	All Personnel Compensation and Expense
SO520		2,412	Legal Expense
SO530		16,961	Office Occupancy and Equipment Expense
SO540		28,717	Marketing and Other Professional Services
SO550		-	Loan Servicing Fees
SO560		2,429	Goodwill and Other Intangibles Expense
SO570		-	Net Provision for Losses on Non-Interest-Bearing Assets
SO580		65,029	Other Noninterest Expense

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
SO581		1	Memo: Detail of Other Noninterest Expense Code
SO582		45,700	Memo: Detail of Other Noninterest Expense Amount
SO583		2	Memo: Detail of Other Noninterest Expense Code
SO584		3,188	Memo: Detail of Other Noninterest Expense Amount
SO585		99	Memo: Detail of Other Noninterest Expense Code
SO586		2,525	Memo: Detail of Other Noninterest Expense Amount
SO60		100,947	Income (Loss) Before Income Taxes:
SO71		41,447	Income Taxes: Total
SO710		36,824	Federal
SO720		4,623	State, Local, and Other
SO81		59,500	Income (Loss) Before Extraordinary Items
SO811		-	Extraordinary Items, Net of Tax Effect
SO88		59,500	Net Income (Loss) Attributable to Savings Association and Noncontrolling Interests
SO880		-	Net Income (Loss) Attributable to Noncontrolling Interests
SO91		59,500	Net Income (Loss) Attributable to Savings Association
			Schedule SQ Consolidated Supplemental Questions
			All questions except 310 should be completed for the reporting savings association only.
SQ270		12	Your fiscal year-end (MM)
SQ280		10	Code representing nature of work to be performed by independent public accountants for the current fiscal year
SQ300	No		Did you change your independent public accountant during the quarter?
SQ310	Yes		Did you and your consolidated subsidiaries have any outstanding futures or options positions at quarter-end?
SQ320	No		Do you have a Subchapter S election in effect for federal income tax purposes for the current tax year?
			Have you been consolidated with your parent in another TFR? If so, enter the OTS docket number of your parent savings association.
SQ410	No		Have you been consolidated with your parent in a Commercial Bank Call Report? If so, enter the FDIC certificate number of your parent commercial bank.
SQ420	No		Web Site Information:
			If you have a web page on the Internet, indicate your main Internet home page address (for transactional or nontransactional web sites).(78 characters maximum)
SQ530	http://www.ingdirect.com		
SQ540		1	Do you provide transactional Internet banking to your customers, as defined in 12 CFR 555.300(b)?
			Schedule VA Consolidated Valuation Allowances and Related Data
			Reconciliation
VA105		433,308	Beginning Balance Valuation Allowances General
VA108		5,702	Beginning Balance Valuation Allowances Specific
VA110		439,010	Beginning Balance Valuation Allowances Total
			Add or Deduct:
VA115		115,457	Net Provision for Loss Valuation Allowances General
VA118		88	Net Provision for Loss Valuation Allowances Specific
VA120		115,545	Net Provision for Loss Valuation Allowances Total
VA125		8	Transfers Valuation Allowances General
VA128		(8)	Transfers Valuation Allowances Specific
			Add:
VA135		1,680	Recoveries Valuation Allowances General
VA140		1,680	Recoveries Valuation Allowances Total
VA145		(9,718)	Adjustments Valuation Allowances General
VA148		-	Adjustments Valuation Allowances Specific
VA150		(9,718)	Adjustments Valuation Allowances Total
			Deduct:
VA155		118,527	Charge-offs Valuation Allowances General
VA158		67	Charge-offs Valuation Allowances Specific
VA160		118,594	Charge-offs Valuation Allowances Total
VA165		422,208	Ending Balance Valuation Allowances General
VA168		5,715	Ending Balance Valuation Allowances Specific
VA170		427,923	Ending Balance Valuation Allowances Total
			Charge-offs, Recoveries, and Specific Valuation Allowance Activity

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
VA46		118,246	Mortgage Loans: Total General Valuation Allowances Charge-offs(VA155)
VA47		1,619	Mortgage Loans: Total General Valuation Allowances Recoveries(VA135)
VA48		71	Mortgage Loans: Total Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA49		116,698	Mortgage Loans: Total Adjusted Net Charge-offs
			Construction:
VA420		-	1 to 4 Dwelling Units General Valuation Allowances Charge-offs(VA155)
VA421		-	1 to 4 Dwelling Units General Valuation Allowances Recoveries(VA135)
VA422		110	1 to 4 Dwelling Units Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA425		110	1 to 4 Dwelling Units Adjusted Net Charge-offs
VA430		-	Multifamily (5 or More) Dwelling Units General Valuation Allowances Charge-offs(VA155)
VA431		-	Multifamily (5 or More) Dwelling Units General Valuation Allowances Recoveries(VA135)
			Multifamily (5 or More) Dwelling Units Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA432		-	VA128)
VA435		-	Multifamily (5 or More) Dwelling Units Adjusted Net Charge-offs
VA440		-	Nonresidential Property General Valuation Allowances Charge-offs(VA155)
VA441		-	Nonresidential Property General Valuation Allowances Recoveries(VA135)
VA442		-	Nonresidential Property Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA445		-	Nonresidential Property Adjusted Net Charge-offs
			Permanent:
VA446		2,343	1-4 Dwelling Units: Revolving, Open-End Loans General Valuation Allowances Charge-offs(VA155)
VA447		6	1-4 Dwelling Units: Revolving, Open-End Loans General Valuation Allowances Recoveries(VA135)
			1-4 Dwelling Units: Revolving, Open-End Loans Specific Valuation Allowance Provisions & Transfers from General
VA448		(164)	Allowances(VA 118 + VA128)
VA449		2,173	1-4 Dwelling Units: Revolving, Open-End Loans Adjusted Net Charge-offs
VA456		115,486	1-4 Dwelling Units: All Other: Secured by First Liens General Valuation Allowances Charge-offs(VA155)
VA457		1,613	1-4 Dwelling Units: All Other: Secured by First Liens General Valuation Allowances Recoveries(VA135)
			1-4 Dwelling Units: All Other: Secured by First Liens Specific Valuation Allowance Provisions & Transfers from General
VA458		-	Allowances(VA 118 + VA128)
VA459		113,873	1-4 Dwelling Units: All Other: Secured by First Liens Adjusted Net Charge-offs
VA466		417	1-4 Dwelling Units: All Other: Secured by Junior Liens General Valuation Allowances Charge-offs(VA155)
VA467		-	1-4 Dwelling Units: All Other: Secured by Junior Liens General Valuation Allowances Recoveries(VA135)
			1-4 Dwelling Units: All Other: Secured by Junior Liens Specific Valuation Allowance Provisions & Transfers from General
VA468		125	Allowances(VA 118 + VA128)
VA469		542	1-4 Dwelling Units: All Other: Secured by Junior Liens Adjusted Net Charge-offs
VA470		-	Multifamily (5 or More) Dwelling Units General Valuation Allowances Charge-offs(VA155)
VA471		-	Multifamily (5 or More) Dwelling Units General Valuation Allowances Recoveries(VA135)
			Multifamily (5 or More) Dwelling Units Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA472		-	VA128)
VA475		-	Multifamily (5 or More) Dwelling Units Adjusted Net Charge-offs
VA480		-	Nonresidential Property (Except Land) General Valuation Allowances Charge-offs(VA155)
VA481		-	Nonresidential Property (Except Land) General Valuation Allowances Recoveries(VA135)
			Nonresidential Property (Except Land) Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA482		-	VA128)
VA485		-	Nonresidential Property (Except Land) Adjusted Net Charge-offs
VA490		-	Land General Valuation Allowances Charge-offs(VA155)
VA491		-	Land General Valuation Allowances Recoveries(VA135)
VA492		-	Land Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA495		-	Land Adjusted Net Charge-offs
VA56		281	Nonmortgage Loans: Total General Valuation Allowances Charge-offs(VA155)
VA57		61	Nonmortgage Loans: Total General Valuation Allowances Recoveries(VA135)
VA58		9	Nonmortgage Loans: Total Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA59		229	Nonmortgage Loans: Total Adjusted Net Charge-offs
VA520		-	Commercial Loans General Valuation Allowances Charge-offs(VA155)
VA521		-	Commercial Loans General Valuation Allowances Recoveries(VA135)

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
VA522			- Commercial Loans Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA525			- Commercial Loans Adjusted Net Charge-offs
VA510			- Consumer Loans: Loans on Deposits General Valuation Allowances Charge-offs(VA155)
VA511			- Consumer Loans: Loans on Deposits General Valuation Allowances Recoveries(VA135)
VA512			- Consumer Loans: Loans on Deposits Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA515			- Consumer Loans: Loans on Deposits Adjusted Net Charge-offs
VA516			- Consumer Loans: Home Improvement Loans General Valuation Allowances Charge-offs(VA155)
VA517			- Consumer Loans: Home Improvement Loans General Valuation Allowances Recoveries(VA135)
VA518			- Consumer Loans: Home Improvement Loans Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA519			- Consumer Loans: Home Improvement Loans Adjusted Net Charge-offs
VA530			- Consumer Loans: Education Loans General Valuation Allowances Charge-offs(VA155)
VA531			- Consumer Loans: Education Loans General Valuation Allowances Recoveries(VA135)
VA532			- Consumer Loans: Education Loans Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA535			- Consumer Loans: Education Loans Adjusted Net Charge-offs
VA540			- Consumer Loans: Auto Loans General Valuation Allowances Charge-offs(VA155)
VA541			- Consumer Loans: Auto Loans General Valuation Allowances Recoveries(VA135)
VA542			- Consumer Loans: Auto Loans Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA545			- Consumer Loans: Auto Loans Adjusted Net Charge-offs
VA550			- Consumer Loans: Mobile Home Loans General Valuation Allowances Charge-offs(VA155)
VA551			- Consumer Loans: Mobile Home Loans General Valuation Allowances Recoveries(VA135)
VA552			- Consumer Loans: Mobile Home Loans Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA555			- Consumer Loans: Mobile Home Loans Adjusted Net Charge-offs
VA556			- Consumer Loans: Credit Cards General Valuation Allowances Charge-offs(VA155)
VA557			- Consumer Loans: Credit Cards General Valuation Allowances Recoveries(VA135)
VA558			- Consumer Loans: Credit Cards Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA559			- Consumer Loans: Credit Cards Adjusted Net Charge-offs
VA560	281		Consumer Loans: Other General Valuation Allowances Charge-offs(VA155)
VA561	61		Consumer Loans: Other General Valuation Allowances Recoveries(VA135)
VA562	9		Consumer Loans: Other Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA565	229		Consumer Loans: Other Adjusted Net Charge-offs
VA60			- Repossessed Assets: Total General Valuation Allowances Charge-offs(VA155)
VA62			- Repossessed Assets: Total Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA65			- Repossessed Assets: Total Adjusted Net Charge-offs
VA605			- Real Estate Construction General Valuation Allowances Charge-offs(VA155)
VA606			- Real Estate Construction Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA607			- Real Estate Construction Adjusted Net Charge-offs
VA613			- Real Estate 1-4 Dwelling Units General Valuation Allowances Charge-offs(VA155)
VA614			- Real Estate 1-4 Dwelling Units Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA615			- Real Estate 1-4 Dwelling Units Adjusted Net Charge-offs
VA616			- Real Estate Multifamily (5 or More) Dwelling Units General Valuation Allowances Charge-offs(VA155)
VA617			- Real Estate Multifamily (5 or More) Dwelling Units Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA618			- Real Estate Multifamily (5 or More) Dwelling Units Adjusted Net Charge-offs
VA625			- Real Estate Nonresidential (Except Land) General Valuation Allowances Charge-offs(VA155)
VA626			- Real Estate Nonresidential (Except Land) Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
VA627			- Real Estate Nonresidential (Except Land) Adjusted Net Charge-offs
VA628			- Real Estate Land General Valuation Allowances Charge-offs(VA155)
VA629			- Real Estate Land Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA631			- Real Estate Land Adjusted Net Charge-offs
VA630			- Other Repossessed Assets General Valuation Allowances Charge-offs (VA155)
VA632			- Other Repossessed Assets Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA633			- Other Repossessed Assets Adjusted Net Charge-offs
VA72			- Real Estate Held for Investment Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA75			- Real Estate Held for Investment Adjusted Net Charge-offs
			- Equity Investments Not Carried at Fair Value Specific Valuation Allowance Provisions & Transfers from General Allowances (VA118 + VA128)
VA822			- Equity Investments Not Carried at Fair Value Adjusted Net Charge-offs
VA825			- Other Assets General Valuation Allowances Charge-offs(VA155)
VA930			- Other Assets General Valuation Allowances Recoveries(VA135)
VA931			- Other Assets Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA932			- Other Assets Adjusted Net Charge-offs
VA935			- OTHER ITEMS
			Troubled Debt Restructured:
VA940		62,596	Amount this Quarter
VA942		1,552,254	Amount Included in Schedule SC in Compliance with Modified Terms
			Construction, land development, and other land loans:
VA211		-	1-4 family residential construction loans
VA212		-	Other construction loans and all land development and other land loans
VA213		1,552,254	Loans secured by 1-4 family residential properties
VA214		-	Loans secured by multifamily (5 or more) residential properties
			Loans secured by nonfarm nonresidential properties:
VA215		-	Loans secured by owner-occupied nonfarm nonresidential properties
VA216		-	Loans secured by other nonfarm nonresidential properties
VA217		-	Commercial and industrial loans
VA218		-	All other loans (include loans to individuals for household, family, and other personal expenditures)
			Itemize loan categories included in VA218 above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of VA211 - VA218):
VA219		-	Loans secured by farmland
VA221		-	Loans to depository institutions and acceptances of other banks
			Loans to individuals for household, family, and other personal expenditures:):
VA222		-	Credit cards
VA223		-	Automobile loans
			Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)
VA224		-	Loans to foreign governments and official institutions
VA225		-	Other loans*
VA226		-	Item VA227 is to be completed by:
			Savings associations with \$300 million or more in total assets, and
			Savings associations with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule SC) exceeding five percent of total loans.):
VA227		-	Loans to finance agricultural production and other loans to farmers included in VA226 above
			*Includes "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and loans) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans."
VA95		88,809	Mortgage Loans Foreclosed During the Quarter: Total
VA951		-	Construction
			Permanent Loans Secured By:
VA952		88,809	1-4 Dwelling Units
VA953		-	Multifamily (5 or More) Dwelling Units

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
VA954			- Nonresidential (Except Land)
VA955			- Land
VA979			- Credit card Charge-Offs Related to Accrued Interest
			Purchased Credit-Impaired Loans
VA980			- Outstanding Balance (Contractual)
VA981			- Recorded Investment (Carrying Amount Before Deducting Any Loan Loss Allowances)
VA985			- Allowance Amount Included in Allowance for Loan and Lease Losses (SC283, SC357)
			Schedule VIE - Assets and Liabilities of Consolidated Variable Interest Entities (VIEs)
			Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:
VIE115			- Securitization Vehicles Cash and balances due from depository institutions
VIE215			- ABCP Conduits Cash and balances due from depository institutions
VIE315			- Other VIEs Cash and balances due from depository institutions
VIE116			- Securitization Vehicles Held-to-maturity securities
VIE216			- ABCP Conduits Held-to-maturity securities
VIE316			- Other VIEs Held-to-maturity securities
VIE117			- Securitization Vehicles Available-for-sale securities
VIE217			- ABCP Conduits Available-for-sale securities
VIE317			- Other VIEs Available-for-sale securities
VIE121			- Securitization Vehicles Securities purchased under agreements to resell
VIE221			- ABCP Conduits Securities purchased under agreements to resell
VIE321			- Other VIEs Securities purchased under agreements to resell
VIE125			- Securitization Vehicles Loans and leases held for sale
VIE225			- ABCP Conduits Loans and leases held for sale
VIE325			- Other VIEs Loans and leases held for sale
VIE135			- Securitization Vehicles Loans and leases, net of unearned income
VIE235			- ABCP Conduits Loans and leases, net of unearned income
VIE335			- Other VIEs Loans and leases, net of unearned income
VIE138			- Securitization Vehicles Other VIEs Less: Allowance for loan and lease losses
VIE238			- ABCP Conduits Less: Allowance for loan and lease losses
VIE338			- Other VIEs Less: Allowance for loan and lease losses
VIE140			- Securitization Vehicles Trading assets (other than derivatives)
VIE240			- ABCP Conduits Trading assets (other than derivatives)
VIE340			- Other VIEs Trading assets (other than derivatives)
VIE143			- Securitization Vehicles Derivative trading assets
VIE243			- ABCP Conduits Derivative trading assets
VIE343			- Other VIEs Derivative trading assets
VIE146			- Securitization Vehicles Other real estate owned
VIE246			- ABCP Conduits Other real estate owned
VIE346			- Other VIEs Other real estate owned
VIE149			- Securitization Vehicles Other assets
VIE249			- ABCP Conduits Other assets
VIE349			- Other VIEs Other assets
			Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank:
VIE490			- Securitization Vehicles Securities sold under agreements to repurchase
VIE590			- ABCP Conduits Securities sold under agreements to repurchase
VIE690			- Other VIEs Securities sold under agreements to repurchase
VIE496			- Securitization Vehicles Derivative trading liabilities
VIE596			- ABCP Conduits Derivative trading liabilities
VIE696			- Other VIEs Derivative trading liabilities
VIE492			- Securitization Vehicles Commercial paper
VIE592			- ABCP Conduits Commercial paper
VIE692			- Other VIEs Commercial paper
VIE495			- Securitization Vehicles Other borrowed money (exclude commercial paper)
VIE595			- ABCP Conduits Other borrowed money (exclude commercial paper)
VIE695			- Other VIEs Other borrowed money (exclude commercial paper)

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
VIE497			- Securi ization Vehicles Other liabili ies
VIE597			- ABCP Conduits O her liabilities
VIE697			- Other VIEs Other liabilities
VIE499			- Securi ization Vehicles All other assets of consolidated VIEs (not included in items VIE115 - VIE349 above)
VIE599			- ABCP Conduits All other assets of consolidated VIEs (not included in items VIE115 - VIE349 above)
VIE699			- Other VIEs All other assets of consolidated VIEs (not included in items VIE115 - VIE349 above)
VIE400			- Securi ization Vehicles All other liabilities of consolidated VIEs (not included in items VIE490 - VIE697 above)
VIE500			- ABCP Conduits All other liabilities of consolidated VIEs (not included in items VIE490 - VIE697 above)
VIE600			- Other VIEs All other liabilities of consolidated VIEs (not included in items VIE490 - VIE697 above)

Institution Name ING Bank, fsb
 Institution Address 1 SOUTH ORANGE STREET
 WILMINGTON DE

19801

Docket Number 16782

Selected Form CALL SL
 Selected Report Date 12/31/2010
 Selected Update Date 5/2/2011

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
			Schedule CC Consolidated Commitments and Contingencies
			Commitments Outstanding:
			Undisbursed Balance of Loans Closed (Loans-in-Process Excluding Lines of Credit):
CC105		620	Mortgage Construction Loans
CC115		346	Other Mortgage Loans
CC125		10,070	Nonmortgage Loans
			To Originate Mortgages Secured by:
CC280		2,761,105	1-4 Dwelling Units
CC290		-	Multifamily (5 or More) Dwelling Units
CC300		-	All Other Real Estate
CC310		-	To Originate Nonmortgage Loans
CC320		-	To Purchase Loans
CC330		-	To Sell Loans
CC335		27,686	To Purchase Mortgage-Backed Securities
CC355		-	To Sell Mortgage-Backed Securities
CC365		-	To Purchase Investment Securities
CC375		-	To Sell Investment Securities
			Lines and Letters of Credit:
			Unused Lines of Credit:
CC412		596,455	Revolving, Open-End Loans on 1-4 Dwelling Units
CC420		-	Commercial Lines
			Open-End Lines:
CC423		-	Credit Cards - Consumer
CC424		-	Credit Cards-Other
CC425		463,852	Other
			Letters of Credit:
CC430		202	Commercial
CC435		-	Standby, Not Included on CC465 or CC468
			Recourse Obligations and Direct Credit Substitutes:
CC455		15,869,518	Total Principal Amount of Assets Covered by Recourse Obligations or Direct Credit Substitutes
CC465		1,475,141	Amount of Direct Credit Substitutes on Assets in CC455
CC468		-	Amount of Recourse Obligations on Assets in CC455
			Amount of Recourse Obligations on Loans in CC468 where Recourse is:
CC469		-	120 Days or Less
CC471		-	Greater than 120 Days
CC480		1,669	Other Contingent Liabilities
CC490		-	Contingent Assets
			Schedule CCR Consolidated Capital Requirement
			TIER 1 (CORE) CAPITAL REQUIREMENT:
			Tier 1 (Core) Capital
CCR100		8,885,147	Total Equity Capital (SC84)
			Deduct:
CCR105		-	Investments in, Advances to, and Noncontrolling Interests in Nonincludable Subsidiaries
CCR115		168,163	Goodwill and Certain Other Intangible Assets

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
CCR133		141,469	Disallowed Servicing Assets, Disallowed Deferred Tax Assets, Disallowed Residual Interests, and Other Disallowed Assets.
CCR134		-	Other
			Add:
CCR180		282,120	Accumulated Losses (Gains) on Certain Securities and Cash Flow Hedges
CCR185		-	Intangible Assets
CCR195		628	Other
CCR20		8,858,263	Tier 1 (Core) Capital (100 - 105 - 115 - 133 - 134 + 180 + 185 + 195)
			Adjusted Total Assets
CCR205		87,804,525	Total Assets (SC60)
			Deduct:
CCR260		-	Assets of "Nonincludable" Subsidiaries
CCR265		168,163	Goodwill and Certain Other Intangible Assets
CCR270		141,469	Disallowed Servicing Assets, Disallowed Deferred Tax Assets, Disallowed Residual Interests, and Other Disallowed Assets
CCR275		-	Other
			Add:
CCR280		282,120	Accumulated Losses (Gains) on Certain Securities and Cash Flow Hedges
CCR285		-	Intangible Assets
CCR290		628	Other
CCR25		87,777,641	Adjusted Total Assets (205 - 260 - 265 - 270 - 275 + 280 + 285 + 290)
CCR27		3,511,106	Tier 1 (Core) Capital Requirement (25 x 4%)
			TOTAL RISK BASED CAPITAL REQUIREMENT:
CCR30		8,858,263	Tier 1 (Core) Capital (20)
			Tier 2 (Supplementary) Capital:
CCR302		-	Unrealized Gains on Available-for-Sale Equity Securities
CCR310		-	Qualifying Subordinated Debt and Redeemable Preferred Stock
CCR340		-	Other Equity Instruments
CCR350		412,905	Allowances for Loan and Lease Losses
CCR355		-	Other
CCR33		412,905	Tier 2 (Supplementary) Capital (302 + 310 + 340 + 350 + 355)
CCR35		412,905	Allowable Tier 2 (Supplementary) Capital
CCR370		-	Equity Investments and Other Assets Required to be Deducted
CCR375		-	Deduction for Low-Level Recourse and Residual Interests
CCR39		9,271,168	Total Risk-based Capital (30 + 35 - 370 - 375)
			Risk Weight Categories
			0% Risk Weight:
CCR400		3	Cash
CCR405		8,605,627	Securities Backed by Full Faith and Credit of U.S. Government
CCR409		5,834,984	Notes and Obligations of FDIC, Including Covered Assets
CCR415		842,772	Other
CCR420		15,283,386	Total (400 + 405 + 409 + 415)
CCR40		-	0% Risk-Weight Total (420 x 0%)
			20% Risk-Weight:
CCR430		9,884,351	Mortgage and Asset-Backed Securities Eligible for 20% Risk Weight
CCR435		454,721	Claims on FHLBs
CCR440		-	General Obligations of State and Local Governments
CCR445		105,016	Claims on Domestic Depository Institutions
CCR450		17,053,860	Other
CCR455		27,497,948	Total (430 + 435 + 440 + 445 + 450)
CCR45		5,499,590	20% Risk-Weight Total (455 x 20%)
			50% Risk-Weight:
CCR460		38,590,918	Qualifying Single-Family Residential Mortgage Loans
CCR465		-	Qualifying Multifamily Residential Mortgage Loans
CCR470		2,533,693	Mortgage and Asset-Backed Securities Eligible for 50% Risk Weight

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
CCR475		-	State and Local Revenue Bonds
CCR480		596,455	Other
CCR485		41,721,066	Total (460 + 465 + 470 + 475 + 480)
CCR50		20,860,533	50% Risk-Weight Total (485 x 50%)
			100% Risk-Weight:
CCR501		4,098,799	Securities Risk Weighted at 100% (or More) Under the Ratings-Based Approach
CCR506		2,573,447	All Other Assets
CCR510		6,672,246	Total (501 + 506)
CCR55		6,672,246	100% Risk-Weight Total (510 x 100%)
CCR605		-	Amount of Low-Level Recourse and Residual Interests Before Risk-Weighting
CCR62		-	Risk-Weighted Assets for Low-Level Recourse and Residual Interests (605 x 12.5)
CCR64		91,174,646	Assets to Risk-Weight (420 + 455 + 485 + 510 + 605)
CCR75		33,032,369	Subtotal Risk-Weighted Assets (40 + 45 + 50 + 55 + 62)
CCR530		20,403	Excess Allowances for Loan and Lease Losses
CCR78		33,011,966	Total Risk-Weighted Assets (75 - 530)
CCR80		2,640,957	Total Risk-Based Capital Requirement (78 x 8%)
			CAPITAL AND PROMPT CORRECTIVE ACTION RATIOS:
CCR810		10	Tier 1 (Core) Capital Ratio
			(Tier 1 (Core) Capital / Adjusted Total Assets)
CCR820		28	Total Risk-Based Capital Ratio
			(Total Risk-Based Capital / Risk-Weighted Assets)
CCR830		27	Tier 1 Risk-Based Capital Ratio
			((Tier 1 (Core) Capital - Deduction for Low-level Recourse and Residual Interests) / Risk-Weighted Assets)
CCR840		10	Tangible Equity Ratio
			((Tangible Capital + Cumulative Perpetual Preferred Stock) / Tangible Assets)
			Schedule CF Consolidated Cash Flow Information
			Mortgage-Backed Securities:
			Pass-Through:
CF143		15,966	Purchases
CF145		-	Sales
CF148		(470,971)	Other Balance Changes
			Other Mortgage-Backed Securities:
CF153		2,236,637	Purchases
CF155		-	Sales
CF158		(758,870)	Other Balance Changes
			Mortgage Loans:
			Mortgage Loans Disbursed:
			Construction Loans on:
CF190		369	1-4 Dwelling Units
CF200		-	Multifamily (5 or More) Dwelling Units
CF210		-	Nonresidential
			Permanent Loans on:
CF225		3,231,913	1-4 Dwelling Units
CF226		31,716	Home Equity and Junior Liens
CF245		-	Multifamily (5 or More) Dwelling Units
CF260		210	Nonresidential (Except Land)
CF270		-	Land
			Loans and Participations Purchase, Secured By:
CF280		-	1-4 Dwelling Units
CF281		-	Purchased from Entities Other than Federally-Insured Depository Institutions or Their Subsidiaries
CF282		-	Home Equity and Junior Liens
CF290		-	Multifamily (5 or More) Dwelling Units
CF300		-	Nonresidential
			Loans and Participations Sold, Secured By:
CF310		-	1-4 Dwelling Units

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
CF311		-	Home Equity and Junior Liens
CF320		-	Multifamily (5 or More) Dwelling Units
CF330		-	Nonresidential
CF361		5,098,513	Memo: Refinancing Loans
CF365		-	Memo: Loans Sold with Recourse of 120 Days or Less
CF366		-	Memo: Loans Sold with Recourse Greater than 120 Days
			Nonmortgage Loans:
			Commercial:
CF390		-	Closed or Purchased
CF395		-	Sales
			Consumer:
CF400		27,134	Closed or Purchased
CF405		-	Sales
			Deposits:
CF430		226,941	Interest Credited to Deposits
			Schedule DI - Consolidated Deposit Information
			Deposit Data:
			Total Broker-Originated Deposits:
DI100		-	Fully Insured: With Balances Less than \$100,000
DI102		-	Fully Insured: With Balances of \$100,000 through \$250,000
DI110		-	Other
DI114		-	Interest Expense for Fully Insured Brokered Deposits
DI116		-	Interest Expense for Other Brokered Deposits
			Deposits (Excluding Retirement Accounts) with Balances:
DI120		68,320,547	\$250,000 or Less
DI130		8,506,133	Greater than \$250,000
			Number of Deposit Accounts (Excluding Retirement Accounts) with Balances:
DI150		7,054,022	\$250,000 or Less Actual Number
DI160		21,896	Greater than \$250,000 Actual Number
			Retirement Deposits with Balances:
DI170		792,787	\$250,000 or Less
DI175		43,658	Greater than \$250,000
			Number of Retirement Deposit Accounts with Balances:
DI180		114,689	\$250,000 or Less Actual Number
DI185		135	Greater than \$250,000 Actual Number
DI200		836,980	IRA/Keogh Accounts
DI210		2,233,224	Uninsured Deposits
DI220		-	Preferred Deposits
DI230		-	Reciprocal Brokered Deposits
			Components of Deposits and Escrows:
DI310		171,719	Transaction Accounts (Including Demand Deposits)
DI320		69,882,200	Money Market Deposit Accounts
DI330		-	Passbook Accounts (Including Nondemand Escrows)
DI340		7,612,323	Time Deposits
			Time Deposits of \$100,000 through \$250,000 (Excluding Brokered Time Deposits Participated Out by the Broker in Shares of
DI350		1,465,988	Less Than \$100,000 and Brokered Certificates of Deposit Issued in \$1,000 Amounts Under a Master Certificate of Deposit)
DI352		272,121	Time Deposits Greater than \$250,000
DI360		79,307	IRA / Keogh Accounts of \$100,000 or Greater Included in Time Deposits
DI610		-	Non-Interest-Bearing Demand Deposits
			Deposit Data for Deposit Insurance Premium Assessments:
			Quarter-End Deposit Totals:
DI510		77,663,124	Total Deposit Liabilities Before Exclusions (Gross) as Defined in Section 3 (l) of the FDI Act and FDIC Regulations
DI520		-	Total Allowable Exclusions (Including Foreign Deposits)
DI530		-	Total Foreign Deposits (Included in Total Allowable Exclusions)

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
			Average Daily Deposits Totals:
DI544		-	Fully Insured Brokered Time Deposits
DI545		-	Other Brokered Time Deposits
DI630		-	Unsecured Federal Funds Purchased
DI635		-	Secured Federal Funds Purchased
DI641		1,000,000	Securities Sold Under Agreements to Repurchase
			Unsecured "Other Borrowings" With a Remaining Maturity of:
DI645		-	One Year or Less
DI651		-	Over One Year
			Subordinated Debentures With a Remaining Maturity of:
DI655		-	One Year or Less
DI660		-	Over One Year
			Average Daily Deposit Totals:
			Total Daily Average of Deposit Liabilities Before Exclusions (Gross) as Defined in Section 3 (l) of the FDI Act and FDIC
DI540		77,495,197	Regulations
DI550		-	Total Daily Average of Allowable Exclusions (Including Foreign Deposits)
DI560		-	Total Daily Average of Foreign Deposits (Included in Total Daily Average of Allowable Exclusions)
			Deposit Data for Thrifts Participating in the Transaction Account Guarantee Program Component of the FDICs Temporary Liquidity Guarantee Program:
			Average Daily Amount of Noninterest-bearing Transaction Accounts of More than \$250,000 (Including Balances Swept from Noninterest-bearing Transaction Accounts to Noninterest-bearing Savings Accounts)
DI570		-	Average Daily Number of Noninterest-bearing Transaction Accounts of More than \$250,000 Actual Average Number
DI575		-	Deposit Data for Noninterest Bearing Transaction Accounts as defined in Section 343 of the "Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010"
			Quarter-End Amount of Noninterest-bearing Transaction Accounts Of More than \$250,000 (Including Balances Swept from Noninterest-bearing Transaction Accounts to Noninterest-bearing Savings Accounts)
DI580		-	Quarter-End Number of Noninterest-bearing Transaction Accounts Of More than \$250,000 Actual Number
DI585		-	SCHEDULE FS - FIDUCIARY AND RELATED ASSETS
FS110		-	Does your institution have fiduciary powers?
FS120		-	Does your institution exercise the fiduciary powers it has been granted?
FS130		-	Does your institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule?
			FIDUCIARY AND RELATED ASSETS
FS210		-	Personal Trust and Agency Accounts Managed Assets
FS211		-	Personal Trust and Agency Accounts Nonmanaged Assets
FS212		-	Personal Trust and Agency Accounts Number of Managed Accounts
FS213		-	Personal Trust and Agency Accounts Number of Nonmanaged Accounts
			Retirement-related Trust and Agency Accounts:
FS220		-	Employee Benefit-Defined Contribution Managed Assets
FS221		-	Employee Benefit-Defined Contribution Nonmanaged Assets
FS222		-	Employee Benefit-Defined Contribution Number of Managed Accounts
FS223		-	Employee Benefit-Defined Contribution Number of Nonmanaged Accounts
FS230		-	Employee Benefit-Defined Benefit Managed Assets
FS231		-	Employee Benefit-Defined Benefit Nonmanaged Assets
FS232		-	Employee Benefit-Defined Benefit Number of Managed Accounts
FS233		-	Employee Benefit-Defined Benefit Number of Nonmanaged Accounts
FS240		-	Other Retirement Accounts Managed Assets
FS241		-	Other Retirement Accounts Nonmanaged Assets
FS242		-	Other Retirement Accounts Number of Managed Accounts
FS243		-	Other Retirement Accounts Number of Nonmanaged Accounts
FS250		-	Corporate Trust and Agency Accounts Managed Assets
FS251		-	Corporate Trust and Agency Accounts Nonmanaged Assets
FS252		-	Corporate Trust and Agency Accounts Number of Managed Accounts
FS253		-	Corporate Trust and Agency Accounts Number of Nonmanaged Accounts
FS260		-	Investment Management and Investment Advisory Agency Accounts Managed Assets
FS261		-	Investment Management and Investment Advisory Agency Accounts Nonmanaged Assets

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
FS262			- Investment Management and Investment Advisory Agency Accounts Number of Managed Accounts
FS263			- Investment Management and Investment Advisory Agency Accounts Number of Nonmanaged Accounts
FS264			- Foundations and Endowments Managed Assets
FS265			- Foundations and Endowments Nonmanaged Assets
FS266			- Foundations and Endowments Number of Managed Accounts
FS267			- Foundations and Endowments Number of Nonmanaged Accounts
FS270			- Other Fiduciary Accounts Managed Assets
FS271			- Other Fiduciary Accounts Nonmanaged Assets
FS272			- Other Fiduciary Accounts Number of Managed Accounts
FS273			- Other Fiduciary Accounts Number of Nonmanaged Accounts
FS20			- Total Fiduciary Accounts Managed Assets
FS21			- Total Fiduciary Accounts Nonmanaged Assets
FS22			- Total Fiduciary Accounts Number of Managed Accounts
FS23			- Total Fiduciary Accounts Number of Nonmanaged Accounts
FS280			- Custody and Safekeeping Accounts Nonmanaged Assets
FS281			- Custody and Safekeeping Accounts Number of Nonmanaged Accounts
FS234			- IRAs, HSAs, and Similar Accounts Managed Assets
FS235			- IRAs, HSAs, and Similar Accounts Nonmanaged Assets
FS236			- IRAs, HSAs, and Similar Accounts Number of Managed Accounts
FS237			- IRAs, HSAs, and Similar Accounts Number of Nonmanaged Accounts
FS290			- Assets Included Above that are Excluded for Purposes of the OTS Assessment Complexity Component Managed Assets
FS291			- Assets Included Above that are Excluded for Purposes of the OTS Assessment Complexity Component Nonmanaged Assets
FS310			FIDUCIARY AND RELATED SERVICES INCOME (CALENDAR YEAR-TO-DATE) Personal Trust and Agency Accounts Retirement-related Trust and Agency Accounts:
FS320			- Employee Benefit-Defined Contribution
FS330			- Employee Benefit-Defined Benefit
FS340			- Other Retirement Accounts
FS350			- Corporate Trust and Agency Accounts
FS360			- Investment Management and Investment Advisory Agency Accounts
FS365			- Foundations and Endowments
FS370			- Other Fiduciary Accounts
FS380			- Custody and Safekeeping Accounts
FS390			- Other Fiduciary and Related Services Income
FS30			- Total Gross Fiduciary and Related Services Income (310 thru 390)
FS391			- Less: Expenses
FS392			- Less: Net Losses from Fiduciary and Related Services
FS393			- Plus: Intracompany Income Credits for Fiduciary and Related Services
FS35			- Net Fiduciary and Related Services Income (30 - 391 - 392 + 393) Memoranda Managed Assets Held in Fiduciary Accounts:
FS410			- Non-Interest-Bearing Deposits Personal Trust and Agency, Investment Management Agency Accounts
FS411			- Non-Interest-Bearing Deposits Employee Benefit and Retirement Related Accounts
FS412			- Non-Interest-Bearing Deposits All Other Accounts
FS415			- Interest-Bearing Deposits Personal Trust and Agency, Investment Management Agency Accounts
FS416			- Interest-Bearing Deposits Employee Benefit and Retirement Related Accounts
FS417			- Interest-Bearing Deposits All Other Accounts
FS420			- U.S. Treasury and U.S. Government Agency Obligations Personal Trust and Agency, Investment Management Agency Accounts
FS421			- U.S. Treasury and U.S. Government Agency Obligations Employee Benefit and Retirement Related Accounts
FS422			- U.S. Treasury and U.S. Government Agency Obligations All Other Accounts
FS425			- State, County, and Municipal Obligations Personal Trust and Agency, Investment Management Agency Accounts
FS426			- State, County, and Municipal Obligations Employee Benefit and Retirement Related Accounts
FS427			- State, County, and Municipal Obligations All Other Accounts

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
FS428			- Money Market Mutual Funds Personal Trust and Agency, Investment Management Agency Accounts
FS429			- Money Market Mutual Funds Employee Benefit and Retirement Related Accounts
FS430			- Money Market Mutual Funds All Other Accounts
FS431			- Equity Mutual Funds Personal Trust and Agency, Investment Management Agency Accounts
FS432			- Equity Mutual Funds Employee Benefit and Retirement Related Accounts
FS433			- Equity Mutual Funds All Other Accounts
FS437			- Other Mutual Funds Personal Trust and Agency, Investment Management Agency Accounts
FS438			- Other Mutual Funds Employee Benefit and Retirement Related Accounts
FS439			- Other Mutual Funds All Other Accounts
FS463			- Common Trust Funds and Collective Investment Funds Personal Trust and Agency, Investment Management Agency Accounts
FS464			- Common Trust Funds and Collective Investment Funds Employee Benefit and Retirement Related Accounts
FS465			- Common Trust Funds and Collective Investment Funds All Other Accounts
FS434			- Other Short-term Obligations Personal Trust and Agency, Investment Management Agency Accounts
FS435			- Other Short-term Obligations Employee Benefit and Retirement Related Accounts
FS436			- Other Short-term Obligations All Other Accounts
FS440			- Other Notes and Bonds Personal Trust and Agency, Investment Management Agency Accounts
FS441			- Other Notes and Bonds Employee Benefit and Retirement Related Accounts
FS442			- Other Notes and Bonds All Other Accounts
FS466			- Investments in Unregistered Funds and Private Equity Investments Personal Trust and Agency, Investment Management Agency Accounts
FS467			- Investments in Unregistered Funds and Private Equity Investments Employee Benefit and Retirement Related Accounts
FS468			- Investments in Unregistered Funds and Private Equity Investments All Other Accounts
FS445			- Other Common and Preferred Stocks Personal Trust and Agency, Investment Management Agency Accounts
FS446			- Other Common and Preferred Stocks Employee Benefit and Retirement Related Accounts
FS447			- Other Common and Preferred Stocks All Other Accounts
FS450			- Real Estate Mortgages Personal Trust and Agency, Investment Management Agency Accounts
FS451			- Real Estate Mortgages Employee Benefit and Retirement Related Accounts
FS452			- Real Estate Mortgages All Other Accounts
FS455			- Real Estate Personal Trust and Agency, Investment Management Agency Accounts
FS456			- Real Estate Employee Benefit and Retirement Related Accounts
FS457			- Real Estate All Other Accounts
FS460			- Miscellaneous Assets Personal Trust and Agency, Investment Management Agency Accounts
FS461			- Miscellaneous Assets Employee Benefit and Retirement Related Accounts
FS462			- Miscellaneous Assets All Other Accounts
FS40			- Total Managed Assets Personal Trust and Agency, Investment Management Agency Accounts
FS41			- Total Managed Assets Employee Benefit and Retirement Related Accounts
FS42			- Total Managed Assets All Other Accounts
FS495			- Investments of Managed Fiduciary Accounts in Advised or Sponsored Mutual Funds
FS496			- Managed Assets
			- Number of Managed Accounts
			Corporate Trust and Agency Accounts:
FS510			- Corporate and Municipal Trusteeships Number of Issues
FS515			- Corporate and Municipal Trusteeships Principal Amount Outstanding
FS516			- Issues Reported in FS510 and FS515 that are in Default Number of Issues
FS517			- Issues Reported in FS510 and FS515 that are in Default Principal Amount Outstanding
FS520			- Transfer Agent, Registrar, Paying Agent, and Other Corporate Agency Number of Issues
			Collective Investment Funds and Common Trust Funds:
FS610			- Domestic Equity Number of Funds
FS615			- Domestic Equity Market Value of Fund Assets
FS620			- International/Global Equity Number of Funds
FS625			- International/Global Equity Market Value of Fund Assets
FS630			- Stock/Bond Blend Number of Funds
FS635			- Stock/Bond Blend Market Value of Fund Assets
FS640			- Taxable Bond Number of Funds

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
FS645		-	Taxable Bond Market Value of Fund Assets
FS650		-	Municipal Bond Number of Funds
FS655		-	Municipal Bond Market Value of Fund Assets
FS660		-	Short-Term Investments/Money Market Number of Funds
FS665		-	Short-Term Investments/Money Market Market Value of Fund Assets
FS670		-	Specialty/Other Number of Funds
FS675		-	Specialty/Other Market Value of Fund Assets
FS60		-	Total Collective Investment Funds Number of Funds
FS65		-	Total Collective Investment Funds Market Value of Fund Assets
			Fiduciary Settlements, Surcharges, and Other Losses (Calendar Year-to-Date):
FS710		-	Personal Trust and Agency Accounts Gross Losses Managed Accounts
FS711		-	Personal Trust and Agency Accounts Gross Losses Nonmanaged Accounts
FS712		-	Personal Trust and Agency Accounts Recoveries
FS720		-	Retirement-Related Employee Benefit Accounts Gross Losses Managed Accounts
FS721		-	Retirement-Related Employee Benefit Accounts Gross Losses Nonmanaged Accounts
FS722		-	Retirement-Related Employee Benefit Accounts Recoveries
FS730		-	Investment Management and Investment Advisory Agency Accounts Gross Losses Managed Accounts
FS731		-	Investment Management and Investment Advisory Agency Accounts Gross Losses Nonmanaged Accounts
FS732		-	Investment Management and Investment Advisory Agency Accounts Recoveries
FS740		-	Other Fiduciary Accounts and Related Services Gross Losses Managed Accounts
FS741		-	Other Fiduciary Accounts and Related Services Gross Losses Nonmanaged Accounts
FS742		-	Other Fiduciary Accounts and Related Services Recoveries
FS70		-	Total Fiduciary Settlements, Surcharges, and Other Losses (70+71-72=392) Gross Losses Managed Accounts
FS71		-	Total Fiduciary Settlements, Surcharges, and Other Losses (70+71-72=392) Gross Losses Nonmanaged Accounts
FS72		-	Total Fiduciary Settlements, Surcharges, and Other Losses (70+71-72=392) Recoveries
			The following data are required from thrifts with total assets greater than \$10 billion.
			Schedule FV Consolidated Assets and Liabilities Measured at Fair Value on a Recurring Basis
			Assets
FV111		-	Federal Funds Sold and Securities Purchased Under Agreements to Resell Level 1 Fair Value (FV) Measurements
FV112		-	Federal Funds Sold and Securities Purchased Under Agreements to Resell Level 2 Fair Value (FV) Measurements
FV113		-	Federal Funds Sold and Securities Purchased Under Agreements to Resell Level 3 Fair Value (FV) Measurements
FV11		-	Federal Funds Sold and Securities Purchased Under Agreements to Resell - Total Fair Value (FV) Measurements
FV114		-	Federal Funds Sold and Securities Purchased Under Agreements to Resell - Less: Amounts Netted
FV12		-	Federal Funds Sold and Securities Purchased Under Agreements to Resell - Total, After Netting
FV131	2,027	-	Trading Securities Level 1 FV Measurements
FV132	-	-	Trading Securities Level 2 FV Measurements
FV133	-	-	Trading Securities Level 3 FV Measurements
FV13	2,027	-	Trading Securities - Total FV Measurements
FV134	-	-	Trading Securities - Less: Amounts Netted
FV14	2,027	-	Trading Securities - Total, After Netting
FV151	2,029,636	-	Available-for-Sale Securities Level 1 FV Measurements
FV152	24,406,546	-	Available-for-Sale Securities Level 2 FV Measurements
FV153	879,598	-	Available-for-Sale Securities Level 3 FV Measurements
FV15	27,315,780	-	Available-for-Sale Securities - Total FV Measurements
FV154	-	-	Available-for-Sale Securities - Less: Amounts Netted
FV16	27,315,780	-	Available-for-Sale Securities - Total, After Netting
FV211	-	-	Loans and Leases Level 1 FV Measurements
FV212	-	-	Loans and Leases Level 2 FV Measurements
FV213	-	-	Loans and Leases Level 3 FV Measurements
FV21	-	-	Loans and Leases - Total FV Measurements
FV214	-	-	Loans and Leases - Less: Amounts Netted
FV22	-	-	Loans and Leases - Total, After Netting
FV241	-	-	Mortgage Servicing Rights Level 1 FV Measurements
FV242	-	-	Mortgage Servicing Rights Level 2 FV Measurements
FV243	-	-	Mortgage Servicing Rights Level 3 FV Measurements

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
FV24		-	Mortgage Servicing Rights - Total FV Measurements
FV244		-	Mortgage Servicing Rights - Less: Amounts Netted
FV25		-	Mortgage Servicing Rights - Total, After Netting
FV261		-	Derivative Assets Level 1 FV Measurements
FV262		260	Derivative Assets Level 2 FV Measurements
FV263		-	Derivative Assets Level 3 FV Measurements
FV26		260	Derivative Assets - Total FV Measurements
FV264		-	Derivative Assets - Less: Amounts Netted
FV27		260	Derivative Assets - Total, After Netting
FV311		48,142	All Other Financial Assets Level 1 FV Measurements
FV312		-	All Other Financial Assets Level 2 FV Measurements
FV313		-	All Other Financial Assets Level 3 FV Measurements
FV31		48,142	All Other Financial Assets - Total FV Measurements
FV314		-	All Other Financial Assets - Less: Amounts Netted
FV32		48,142	All Other Financial Assets - Total, After Netting
FV41		2,079,805	Total Assets Measured at Fair Value on a Recurring Basis Level 1 FV Measurements
FV42		24,406,806	Total Assets Measured at Fair Value on a Recurring Basis Level 2 FV Measurements
FV43		879,598	Total Assets Measured at Fair Value on a Recurring Basis Level 3 FV Measurements
FV44		27,366,209	Total Assets Measured at Fair Value on a Recurring Basis - Total FV Measurements
FV46		-	Total Assets Measured at Fair Value on a Recurring Basis - Less: Amounts Netted
FV48		27,366,209	Total Assets Measured at Fair Value on a Recurring Basis - Total, After Netting Liabilities
			Liabilities
			Federal Funds Purchased and Securities Sold Under Agreements to Repurchase
FV511		5,267	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase Level 1 FV Measurements
FV512		-	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase Level 2 FV Measurements
FV513		-	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase Level 3 FV Measurements
FV51		5,267	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase - Total FV Measurements
FV514		-	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase - Less: Amounts Netted
FV52		5,267	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase - Total, After Netting
FV531		-	Deposits Level 1 FV Measurements
FV532		-	Deposits Level 2 FV Measurements
FV533		-	Deposits Level 3 FV Measurements
FV53		-	Deposits - Total FV Measurements
FV534		-	Deposits - Less: Amounts Netted
FV54		-	Deposits - Total, After Netting
FV611		-	Subordinated Debentures Level 1 FV Measurements
FV612		-	Subordinated Debentures Level 2 FV Measurements
FV613		-	Subordinated Debentures Level 3 FV Measurements
FV61		-	Subordinated Debentures - Total FV Measurements
FV614		-	Subordinated Debentures - Less: Amounts Netted
FV62		-	Subordinated Debentures - Total, After Netting
FV631		-	Other Borrowings Level 1 FV Measurements
FV632		-	Other Borrowings Level 2 FV Measurements
FV633		-	Other Borrowings Level 3 FV Measurements
FV63		-	Other Borrowings - Total FV Measurements
FV634		-	Other Borrowings - Less: Amounts Netted
FV64		-	Other Borrowings - Total, After Netting
FV651		-	Derivative Liabilities Level 1 FV Measurements
FV652		382	Derivative Liabilities Level 2 FV Measurements
FV653		-	Derivative Liabilities Level 3 FV Measurements
FV65		382	Derivative Liabilities - Total FV Measurements
FV654		-	Derivative Liabilities - Less: Amounts Netted
FV66		382	Derivative Liabilities - Total, After Netting
FV711		-	All Other Financial Liabilities Level 1 FV Measurements
FV712		-	All Other Financial Liabilities Level 2 FV Measurements

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
FV713		-	All Other Financial Liabilities Level 3 FV Measurements
FV71		-	All Other Financial Liabilities - Total FV Measurements
FV714		-	All Other Financial Liabilities - Less: Amounts Netted
FV72		-	All Other Financial Liabilities - Total, After Netting
FV81		5,267	Total Liabilities Measured at Fair Value on a Recurring Basis Level 1 FV Measurements
FV82		382	Total Liabilities Measured at Fair Value on a Recurring Basis Level 2 FV Measurements
FV83		-	Total Liabilities Measured at Fair Value on a Recurring Basis Level 3 FV Measurements
FV84		5,649	Total Liabilities Measured at Fair Value on a Recurring Basis - Total FV Measurements
FV86		-	Total Liabilities Measured at Fair Value on a Recurring Basis - Less: Amounts Netted
FV88		5,649	Total Liabilities Measured at Fair Value on a Recurring Basis - Total, After Netting
			SCHEDULE HC - THRIFT HOLDING COMPANY
HC100	H3579		Holding Company Number
HC110		12	Fiscal Year End
HC125			Stock Exchange Ticker Symbol
HC130		-	SEC File Number
HC140	http://www.ingdirect.com		Website Address (78 characters maximum)
HC210		9,344,557	Total Assets Parent Only
HC600		88,149,690	Total Assets Consolidated
HC220		4,301,854	Total Liabilities Parent Only
HC610		83,106,987	Total Liabilities Consolidated
			Equity:
			Perpetual Preferred Stock:
HC221		-	Cumulative Parent Only
HC621		-	Cumulative Consolidated
HC222		-	Noncumulative Parent Only
HC622		-	Noncumulative Consolidated
			Common Stock:
HC223		-	Par Value Parent Only
HC623		-	Par Value Consolidated
HC224		5,967,643	Paid in Excess of Par Parent Only
HC624		5,967,643	Paid in Excess of Par Consolidated
			Accumulated Other Comprehensive Income:
HC225		(278,037)	Accumulated Gains (Losses) on Certain Securities Parent Only
HC625		(277,911)	Accumulated Gains (Losses) on Certain Securities Consolidated
HC226		-	Gains (Losses) on Cash Flow Hedges Parent Only
HC626		(126)	Gains (Losses) on Cash Flow Hedges Consolidated
HC227		-	Other Parent Only
HC627		-	Other Consolidated
HC228		(646,903)	Retained Earnings Parent Only
HC628		(646,903)	Retained Earnings Consolidated
HC229		-	Other Components of Equity Parent Only
HC629		-	Other Components of Equity Consolidated
HC60		5,042,703	Total Holding Company Equity Consolidated
HC620		-	Noncontrolling Interests in Consolidated Subsidiaries
HC240		5,042,703	Total Equity Parent Only
HC630		5,042,703	Total Equity Consolidated
HC20		9,344,557	Total Liabilities and Equity Parent Only
HC70		88,149,690	Total Liabilities and Equity Consolidated
			Net Income (Loss) Attributable to:
HC635		38,108	Holding Company and Noncontrolling Interests Consolidated
HC250		(7,939)	Holding Company Parent Only
HC640		(7,939)	Holding Company Consolidated
			Dividends Declared Attributable to:
HC575		-	Holding Company Parent Only
HC775		-	Holding Company Consolidated

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
			Included in Total Assets:
HC301		124,890	Cash, Deposits, and Investment Securities Parent Only
HC601		28,821,060	Cash, Deposits, and Investment Securities Consolidated
			Receivable from Subsidiaries:
HC310		31,718	Savings Association Parent Only
HC320		11,368	Other Subsidiaries Parent Only
			Investment in Subsidiaries:
HC330		8,885,147	Savings Association Parent Only
HC340		26,833	Other Subsidiaries Parent Only
			Intangible Assets:
HC350		-	Mortgage Servicing Assets Parent Only
HC650		-	Mortgage Servicing Assets Consolidated
HC360		-	Nonmortgage Servicing Assets and Other Parent Only
HC655		193,675	Nonmortgage Servicing Assets and Other Consolidated
HC370		-	Deferred Policy Acquisition Costs Parent Only
HC660		-	Deferred Policy Acquisition Costs Consolidated
			Included in Total Liabilities (Excluding Deposits):
			Payable to Subsidiaries:
			Savings Association Subsidiaries:
HC410		-	Transactional Parent Only
HC420		-	Debt Parent Only
			Other Subsidiaries:
HC430		-	Transactional Parent Only
HC440		-	Debt Parent Only
HC445		-	Trust Preferred Instruments Parent Only
HC670		-	Trust Preferred Instruments Consolidated
HC450		395,690	Other Debt Maturing in 12 Months or Less Parent Only
HC680		458,690	Other Debt Maturing in 12 Months or Less Consolidated
HC460		3,890,000	Other Debt Maturing in More Than 12 Months Parent Only
HC690		4,896,592	Other Debt Maturing in More Than 12 Months Consolidated
			Reflected in Net Income:
HC505		2,082	Interest Income Parent Only
HC705		621,560	Interest Income Consolidated
			Dividends:
HC525		-	From Savings Association Subsidiaries Parent Only
HC535		-	From Other Subsidiaries Parent Only
HC509		2,033	Total Income Parent Only
HC709		658,471	Total Income Consolidated
			Interest Expense:
HC545		-	Trust Preferred Instruments Parent Only
HC710		-	Trust Preferred Instruments Consolidated
HC555		13,135	All Other Debt Parent Only
HC720		27,294	All Other Debt Consolidated
HC570		13,781	Total Expenses Parent Only
HC770		636,532	Total Expenses Consolidated
HC571		(3,810)	Total Income Taxes Parent Only
HC771		(16,169)	Total Income Taxes Consolidated
HC565		(6,260)	Net Cash Flow from Operations Attributable to Holding Company Parent Only
HC730		389,003	Net Cash Flow from Operations Attributable to Holding Company Consolidated
			Line items HC810 through HC880 are not available to the public for individual institutions.
			Schedule NS - Optional Narrative Statement
NS100		-	Have you included a narrative statement?
NS110			Narrative Statement Made by Savings Association Management
			Schedule PD Consolidated Past Due and Nonaccrual
			Mortgage Loans:

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
PD115		-	Past Due and S ill Accruing 30 to 89 DAYS Construction
PD215		-	Past Due and S ill Accruing 90 DAYS OR MORE Construction
PD315		1,576	NONACCRUAL Construction
			Permanent, Secured by:
			1-4 Dwelling Units:
PD121		3,172	Past Due and S ill Accruing 30 to 89 DAYS Revolving, Open-End Loans
PD221		-	Past Due and S ill Accruing 90 DAYS OR MORE Revolving, Open-End Loans
PD321		945	NONACCRUAL Revolving, Open-End Loans
			All Other:
PD123		399,053	Past Due and S ill Accruing 30 to 89 DAYS Secured by First Liens
PD223		-	Past Due and S ill Accruing 90 DAYS OR MORE Secured by First Liens
PD323		1,562,941	NONACCRUAL Secured by First Liens
PD124		199	Past Due and S ill Accruing 30 to 89 DAYS Secured by Junior Liens
PD224		-	Past Due and S ill Accruing 90 DAYS OR MORE Secured by Junior Liens
PD324		157	NONACCRUAL Secured by Junior Liens
PD125		-	Past Due and S ill Accruing 30 to 89 DAYS Multifamily (5 or More) Dwelling Units
PD225		-	Past Due and S ill Accruing 90 DAYS OR MORE Multifamily (5 or More) Dwelling Units
PD325		-	NONACCRUAL Multifamily (5 or More) Dwelling Units
PD135		624	Past Due and S ill Accruing 30 to 89 DAYS Nonresidential Property (Except Land)
PD235		-	Past Due and S ill Accruing 90 DAYS OR MORE Nonresidential Property (Except Land)
PD335		5,524	NONACCRUAL Nonresidential Property (Except Land)
PD138		-	Past Due and Still Accruing 30 to 89 DAYS Land
PD238		-	Past Due and Still Accruing 90 DAYS OR MORE Land
PD338		5,036	NONACCRUAL Land
			Nonmortgage Loans:
			Commercial Loans:
PD140		-	Past Due and Still Accruing 30 to 89 DAYS Commercial Loans
PD240		-	Past Due and Still Accruing 90 DAYS OR MORE Commercial Loans
PD340		-	NONACCRUAL Commercial Loans
			Consumer Loans:
PD161		-	Past Due and Still Accruing 30 to 89 DAYS Loans on Deposits
PD261		-	Past Due and Still Accruing 90 DAYS OR MORE Loans on Deposits
PD361		-	NONACCRUAL Loans on Deposits
PD163		-	Past Due and Still Accruing 30 to 89 DAYS Home Improvement Loans
PD263		-	Past Due and Still Accruing 90 DAYS OR MORE Home Improvement Loans
PD363		-	NONACCRUAL Home Improvement Loans
PD165		-	Past Due and S ill Accruing 30 to 89 DAYS Education Loans
PD265		-	Past Due and S ill Accruing 90 DAYS OR MORE Educa ion Loans
PD365		-	NONACCRUAL Education Loans
PD167		-	Past Due and S ill Accruing 30 to 89 DAYS Auto Loans
PD267		-	Past Due and S ill Accruing 90 DAYS OR MORE Auto Loans
PD367		-	NONACCRUAL Auto Loans
PD169		-	Past Due and S ill Accruing 30 to 89 DAYS Mobile Home Loans
PD269		-	Past Due and S ill Accruing 90 DAYS OR MORE Mobile Home Loans
PD369		-	NONACCRUAL Mobile Home Loans
PD171		-	Past Due and S ill Accruing 30 to 89 DAYS Credit Cards
PD271		-	Past Due and S ill Accruing 90 DAYS OR MORE Credit Cards
PD371		-	NONACCRUAL Credit Cards
PD180		471	Past Due and S ill Accruing 30 to 89 DAYS Other
PD280		-	Past Due and S ill Accruing 90 DAYS OR MORE Other
PD380		98	NONACCRUAL Other
PD10		403,519	Past Due and S ill Accruing 30 to 89 DAYS Total
PD20		-	Past Due and S ill Accruing 90 DAYS OR MORE Total
PD30		1,576,277	NONACCRUAL Total

Memoranda:

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
PD190		104,598	Past Due and S ill Accruing 30 to 89 DAYS Troubled Debt Restructured Included in PD115-PD380
PD290		-	Past Due and S ill Accruing 90 DAYS OR MORE Troubled Debt Restructured Included in PD115-PD380
PD390		601,550	NONACCRUAL Troubled Debt Restructured Included in PD115-PD380
PD192		-	Past Due and S ill Accruing 30 to 89 DAYS Loans and Leases Reported in PD115-PD380 That Are Held for Sale
PD292		-	Past Due and S ill Accruing 90 DAYS OR MORE Loans and Leases Reported in PD115-PD380 That Are Held for Sale
PD392		-	NONACCRUAL Loans and Leases Reported in PD115-PD380 That Are Held for Sale
PD195		-	Past Due and S ill Accruing 30 to 89 DAYS Loans and Leases Reported in PD115-PD380 That Are Wholly or Partially Guaranteed By the U.S. Government, Agency, or Sponsored Entity
PD295		-	Past Due and S ill Accruing 90 DAYS OR MORE Loans and Leases Reported in PD115-PD380 That Are Wholly or Partially Guaranteed By the U.S. Government, Agency, or Sponsored Entity
PD395		-	NONACCRUAL Loans and Leases Reported in PD115-PD380 That Are Wholly or Partially Guaranteed By the U.S. Government, Agency, or Sponsored Entity
PD196		-	Past Due and S ill Accruing 30 to 89 DAYS Guaranteed Portion of Other Loans and Leases Included in PD195-PD395 (Exclude Rebooked "GNMA Loans")
PD296		-	Past Due and S ill Accruing 90 DAYS OR MORE Guaranteed Portion of Other Loans and Leases Included in PD195-PD395 (Exclude Rebooked "GNMA Loans")
PD396		-	NONACCRUAL Guaranteed Portion of Other Loans and Leases Included in PD195-PD395 (Exclude Rebooked "GNMA Loans")
PD197		-	Past Due and S ill Accruing 30 to 89 DAYS Rebooked "GNMA Loans" Repurchased or Eligible for Repurchase Included in PD195-PD395
PD297		-	Past Due and S ill Accruing 90 DAYS OR MORE Rebooked "GNMA Loans" Repurchased or Eligible for Repurchase Included in PD195-PD395
PD397		-	NONACCRUAL Rebooked "GNMA Loans" Repurchased or Eligible for Repurchase Included in PD195-PD395
PD415		-	Loans in Process of Foreclosure:
PD421		-	Construction Loans
PD423		112	1-4 Dwelling Units Secured by Revolving Open-End Loans
PD424		650,279	1-4 Dwelling Units Secured by First Liens
PD425		-	1-4 Dwelling Units Secured by Junior Liens
PD435		-	Multifamily (5 or More) Dwelling Units
PD438		-	Nonresidential Property (Except Land)
PD40		-	Land Loans
		650,391	Total
RM010		-	Schedule RM - Annual Supplemental Consolidated Data on Reverse Mortgages
RM110		-	Do you have any reverse mortgage loan activity for the calendar year to report in this Schedule?
RM112		-	Amount of Mortgage Loans Outstanding:
		-	Home Equity Conversion Mortgage Loans
		-	Proprietary (Non-HECM) Reverse Mortgage Loans
RM310		-	Annual Interest Income from:
RM312		-	Home Equity Conversion Mortgage Loans
		-	Proprietary (Non-HECM) Reverse Mortgage Loans
RM330		-	Number of referrals over the calendar year to another lender from whom you received compensation for services performed for the lender in connection with the lender's origination of the reverse mortgage:
RM332		-	Home Equity Conversion Mortgage Loans Actual Number
		-	Proprietary (Non-HECM) Reverse Mortgage Loans Actual Number
RM420		-	Annual Origination Fee Income from:
RM422		-	Home Equity Conversion Mortgage Loans
		-	Proprietary (Non-HECM) Reverse Mortgage Loans
RM510		-	Commitments Outstanding to Originate Mortgages Secured by:
RM512		-	Home Equity Conversion Mortgage Loans
		-	Proprietary (Non-HECM) Reverse Mortgage Loans
RM610		-	Annual Mortgage Loans Disbursed for Permanent Loans on:
RM612		-	Home Equity Conversion Mortgage Loans
		-	Proprietary (Non-HECM) Reverse Mortgage Loans
RM620		-	Annual Loans and Participations Purchased Secured By:
		-	Home Equity Conversion Mortgage Loans

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
RM622			- Proprietary (Non-HECM) Reverse Mortgage Loans
RM630			- Annual Loans and Participations Sold Secured By:
RM632			- Home Equity Conversion Mortgage Loans
SB010			- Proprietary (Non-HECM) Reverse Mortgage Loans
			Schedule SB -- Consolidated Small Business Loans
			- Do you have any small business loans to report in this schedule?
			Loans to Small Businesses and Small Farms:
SB100	No		- Do you have any loans secured primarily by farms reported on SC260 or any loans to finance agricultural production or other loans to farmers reported on SC300, 303, or 306
			If 100 is yes, complete lines 300 through 650 (Do not complete 110 thru 210). If no, complete the following item, 110.
SB110	No		- Are all or substantially all of your commercial loans (Schedule SC lines 260, 300, 303, and 306) loans with original amounts of \$100,000 or less
			If 110 is yes, complete the following lines, 200 and 210, only. If no, complete lines 300 through 450, only.
			Number of loans reported on lines:
SB200			- SC260 Actual Number
SB210			- SC300, 303, and 306 Actual Number
			Number and amount outstanding of permanent mortgage loans secured by nonfarm, nonresidential properties reported on SC260:
			With original amounts of:
SB300			- \$100,000 or less Number of Loans Actual Number
SB310			- \$100,000 or less Outstanding Balance
SB320			- Greater than \$100,000 thru \$250,000 Number of Loans Actual Number
SB330			- Greater than \$100,000 thru \$250,000 Outstanding Balance
SB340			- Greater than \$250,000 thru \$1 million Number of Loans Actual Number
SB350			- Greater than \$250,000 thru \$1 million Outstanding Balance
			Number and amount outstanding of nonmortgage, nonagricultural commercial loans reported on SC300, 303, and 306:
			With original amounts of:
SB400			- \$100,000 or less Number of Loans Actual Number
SB410			- \$100,000 or less Outstanding Balance
SB420			- Greater than \$100,000 thru \$250,000 Number of Loans Actual Number
SB430			- Greater than \$100,000 thru \$250,000 Outstanding Balance
SB440			- Greater than \$250,000 thru \$1 million Number of Loans Actual Number
SB450			- Greater than \$250,000 thru \$1 million Outstanding Balance
			Number and amount outstanding of loans secured primarily by farms reported on SC260:
			With original amounts of:
SB500			- \$100,000 or less Number of Loans Actual Number
SB510			- \$100,000 or less Outstanding Balance
SB520			- Greater than \$100,000 thru \$250,000 Number of Loans Actual Number
SB530			- Greater than \$100,000 thru \$250,000 Outstanding Balance
SB540			- Greater than \$250,000 thru \$500,000 Number of Loans Actual Number
SB550			- Greater than \$250,000 thru \$500,000 Outstanding Balance
			Number and amount outstanding of nonmortgage, commercial loans to finance agricultural production and other nonmortgage commercial loans to farmers reported on SC300, 303, and 306:
			With original amounts of:
SB600			- \$100,000 or less Number of Loans Actual Number
SB610			- \$100,000 or less Outstanding Balance
SB620			- Greater than \$100,000 thru \$250,000 Number of Loans Actual Number
SB630			- Greater than \$100,000 thru \$250,000 Outstanding Balance
SB640			- Greater than \$250,000 thru \$500,000 Number of Loans Actual Number
SB650			- Greater than \$250,000 thru \$500,000 Outstanding Balance
			Schedule SC Consolidated Statement of Condition
			ASSETS
SC11		25,230,178	Cash, Deposits, and Investment Securities: Total
SC110		83,425	Cash and Non-Interest-Earning Deposits
SC112		17	Interest-Earning Deposits in FHLBs

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
SC118		468,556	Other Interest-Earning Deposits
SC125		-	Federal Funds Sold and Securities Purchased Under Agreements to Resell
SC130		9,087,621	U.S. Government, Agency, and Sponsored Enterprise Securities
SC140		18,639	Equity Securities Carried at Fair Value
SC180		-	State and Municipal Obligations
SC182		-	Securities Backed by Nonmortgage Loans
SC185		15,516,521	Other Investment Securities
SC191		55,399	Accrued Interest Receivable
SC22		19,199,494	Mortgage-Backed Securities: Total
			Pass-Through:
SC210		5,738,366	Insured or Guaranteed by an Agency or Sponsored Enterprise of the U.S.
SC215		-	Other Pass-Through
			Other Mortgage-Backed Securities (Excluding Bonds):
SC217		8,238,838	Issued or Guaranteed by FNMA, FHLMC, or GNMA
SC219		-	Collateralized by Mortgage-Backed Securities Issued or Guaranteed by FNMA, FHLMC, or GNMA
SC222		5,168,916	Other
SC228		53,374	Accrued Interest Receivable
SC26		39,574,136	Mortgage Loans: Total
			Construction Loans on:
SC230		3,956	1-4 Dwelling Units
SC235		-	Multifamily (5 or More) Dwelling Units
SC240		-	Nonresidential Property
			Permanent Mortgages on:
			1-4 Dwelling Units:
SC251		421,791	Revolving, Open End Loans
			All Other:
SC254		39,326,027	Secured by First Liens
SC255		73,584	Secured by Junior Liens
SC256		-	Multifamily (5 or More) Dwelling Units
SC260		49,081	Nonresidential Property (Except Land)
SC265		5,036	Land
SC272		119,630	Accrued Interest Receivable
SC275		3,402	Advances for Taxes and Insurance
SC283		428,371	Allowance for Loan and Lease Losses
SC31		567,994	Nonmortgage Loans: Total
SC32		450,541	Commercial Loans: Total
SC300		448,611	Secured
SC303		1,930	Unsecured
SC304		-	Credit Card Loans Outstanding-Business
SC306		-	Lease Receivables
SC35		121,790	Consumer Loans: Total
SC310		-	Loans on Deposits
SC316		-	Home Improvement Loans (Not secured by real estate)
SC320		-	Education Loans
SC323		-	Auto Loans
SC326		-	Mobile Home Loans
SC328		-	Credit Cards
SC330		121,790	Other, Including Lease Receivables
SC348		601	Accrued Interest Receivable
SC357		4,938	Allowance for Loan and Lease Losses
SC40		270,263	Reposessed Assets: Total
			Real Estate:
SC405		-	Construction
SC415		270,263	1-4 Dwelling Units
SC425		-	Multifamily (5 or More) Dwelling Units

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
SC426		-	Nonresidential (Except Land)
SC428		-	Land
SC429		-	U.S. Government-Guaranteed or -Insured Real Estate Owned
SC430		-	Other Repossessed Assets
SC441		-	General Valuation Allowances
SC45		-	Real Estate Held for Investment
SC51		466,342	Equity Investments Not Carried at Fair Value: Total
SC510		454,705	Federal Home Loan Bank Stock
SC540		11,637	Other
SC55		84,675	Office Premises and Equipment
SC59		2,411,443	Other Assets: Total
			Bank-Owned Life Insurance:
SC615		19,802	Key Person Life Insurance
SC625		1,079,065	Other
			Intangible Assets:
			Servicing Assets on:
SC642		-	Mortgage Loans
SC644		-	Nonmortgage Loans
SC660		193,675	Goodwill and Other Intangible Assets
SC665		-	Interest-Only Strip Receivables and Certain Other Instruments
SC689		1,118,901	Other Assets
SC691		4	Memo: Detail of Other Assets Code
SC692		678,841	Memo: Detail of Other Assets Amount
SC693	CONF		Memo: Detail of Other Assets Code
SC694	CONF		Memo: Detail of Other Assets Amount
SC697		99	Memo: Detail of Other Assets Code
SC698		(25,035)	Memo: Detail of Other Assets Amount
SC699		-	General Valuation Allowances
SC60		87,804,525	Total Assets
			LIABILITIES
SC71		77,666,241	Deposits and Escrows: Total
SC710		77,665,860	Deposits
SC712		381	Escrows
SC715		-	Unamortized Yield Adjustments on Deposits and Escrows
SC72		1,063,000	Borrowings: Total
SC720		63,000	Advances from Federal Home Loan Bank
SC730		1,000,000	Federal Funds Purchased and Securities Sold Under Agreements to Repurchase
SC736		-	Subordinated Debentures (Including Mandatory Convertible Securities and Limited-Life Preferred Stock)
			Mortgage Collateralized Securities Issued:
SC740		-	CMOs (including REMICs)
SC760		-	Other Borrowings
SC75		190,137	Other Liabilities: Total
SC763		5,942	Accrued Interest Payable-Deposits
SC766		3,579	Accrued Interest Payable-Other
SC776		18,493	Accrued Taxes
SC780		64,206	Accounts Payable
SC790		-	Deferred Income Taxes
SC796		97,917	Other Liabilities and Deferred Income
SC791		99	Memo: Detail of Other Liabilities Code
SC792		9,961	Memo: Detail of Other Liabilities Amount
SC794		11	Memo: Detail of Other Liabilities Code
SC795		24,413	Memo: Detail of Other Liabilities Amount
SC797		17	Memo: Detail of Other Liabilities Code
SC798		31,262	Memo: Detail of Other Liabilities Amount
SC70		78,919,378	Total Liabilities

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
			EQUITY CAPITAL
			Perpetual Preferred Stock:
SC812		-	Cumulative
SC814		-	Noncumulative
			Common Stock:
SC820		1	Par Value
SC830		9,629,993	Paid in Excess of Par
SC86		(282,748)	Accumulated Other Comprehensive Income: Total
SC860		(282,622)	Accumulated Gains (Losses) on Certain Securities
SC865		(126)	Accumulated Gains (Losses) on Cash Flow Hedges
SC870		-	Other
SC880		(473,641)	Retained Earnings
SC891		11,542	Other Components of Equity Capital
SC80		8,885,147	Total Savings Association Equity Capital
SC800		-	Noncontrolling Interests in Consolidated Subsidiaries
SC84		8,885,147	Total Equity Capital
SC90		87,804,525	Total Liabilities and Equity Capital
			Schedule SI Consolidated Supplemental Information
			Miscellaneous:
SI370		2,352	Number of Full-time Equivalent Employees
SI375		2,027	Financial Assets Held for Trading Purposes
SI376		2,080	Financial Assets Carried at Fair Value through Earnings
SI377		174	Financial Liabilities Carried at Fair Value through Earnings
SI385		27,315,780	Available-for-Sale Securities
SI387		-	Assets Held for Sale
SI390		-	Loans Serviced for Others
SI394		9,398,795	Pledged Loans
SI395		-	Pledged Trading Assets
			Residual Interests:
SI402		-	Residual Interests in the Form of Interest-Only Strips
SI404		-	Other Residual Interests
			Qualified Thrift Lender Test:
			Actual Thrift Investment Percentage at Month-end:
SI581		100	First Month of Quarter
SI582		100	Second Month of Quarter
SI583		100	Third Month of Quarter
			IRS Domestic Building and Loan Test:
SI585		-	Percent of Assets Test
SI586		-	Do you meet the DBLA business operations test?
SI588		11,637	Aggregate Investment in Service Corporations
			Extensions of credit by the reporting association (and its controlled subsidiaries) to its executive officers, principal shareholders, directors, and their related interests as of the report date:
SI590		2,070,346	Aggregate amount of all extensions of credit
			Number of executive officers, principal shareholders, and directors to whom the amount of all extensions of credit (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of unimpaired capital and unimpaired surplus (CCR30 + CCR35 + CCR530 + CCR105).
SI595		1	
			Summary of Changes in Savings Association Equity Capital:
SI600		8,874,957	Savings Association Equity Capital, Beginning Balance from Prior Qtr (SC80)
SI610		44,462	Net Income (Loss) Attributable to Savings Association (SO91)
			Dividends Declared:
SI620		-	Preferred Stock
SI630		-	Common Stock
SI640		-	Stock Issued
SI650		-	Stock Retired
SI655		-	Capital Contributions (Where No Stock is Issued)

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
SI660		-	New Basis Accounting Adjustments
SI662		(35,198)	Other Comprehensive Income
SI668		-	Prior Period Adjustments
SI671		926	Other Adjustments
SI680		8,885,147	Savings Association Equity Capital, Ending Balance (SC80) (600 + 610 - 620 - 630 + 640 - 650 + 655 + 660 + 662 + 668 + 671) Assets Covered by FDIC Loss-Sharing Agreements: Carrying Amount of Covered
SI770		-	Loans and Leases
SI772		-	Real Estate Owned
SI774		-	Debt securities
SI776		-	Other assets
SI815		603,975	Mutual Fund and Annuity Sales: Total Assets you Manage of Proprietary Mutual Funds and Annuities Average Balance Sheet Data (Based on Month-End Data):
SI870		87,853,491	Total Assets
SI875		26,500,236	Deposits and Investments Excluding Non-Interest-Earning Items
SI880		57,737,175	Mortgage Loans and Mortgage-Backed Securities
SI885		577,016	Nonmortgage Loans
SI890		77,506,018	Deposits and Escrows
SI895		1,146,333	Total Borrowings Brokerage Activities: Does your institution, without trust powers, act as trustee or custodian for Individual Retirement Accounts, Health Savings
SI901		-	Accounts, and other similar accounts that are invested in non-deposit products? Does your institution provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of
SI905		-	securities?
SI911		-	Does your institution engage in third party broker arrangements, commonly referred to as "networking", to sell securities products
SI915		1	or services to thrift customers? Does your institution sweep deposit funds into any open-end investment management company registered under the Investment Company Act of 1940 that holds itself out as a money market fund? Schedule SO Consolidated Statement of Operations
SO11		620,065	Interest Income: Total
SO115		52,445	Deposits and Investment Securities
SO125		151,076	Mortgage-Backed Securities
SO141		413,572	Mortgage Loans
SO142		338	Prepayment Fees, Late Fees, and Assumption Fees for Mortgage Loans Nonmortgage Loans:
SO160		625	Commercial Loans and Leases
SO162		-	Prepayment Fees, Late Fees, and Assumption Fees for Commercial Loans
SO171		2,009	Consumer Loans and Leases
SO172		-	Prepayment Fees, Late Fees, and Assumption Fees for Consumer Loans
SO18		-	Dividend Income on Equity Investments Not Carried at Fair Value: Total
SO181		-	Federal Home Loan Bank Stock
SO185		-	Other
SO21		244,928	Interest Expense: Total
SO215		230,213	Deposits
SO225		-	Escrows
SO230		516	Advances from Federal Home Loan Bank
SO240		-	Subordinated Debentures (Including Mandatory Convertible Securities)
SO250		-	Mortgage Collateralized Securities Issued
SO260		14,199	Other Borrowed Money
SO271		-	Capitalized Interest
SO312		375,137	Net Interest Income (Expense) Before Provision for Losses on Interest-Bearing Assets
SO321		162,709	Net Provision for Losses on Interest-Bearing Assets
SO332		212,428	Net Interest Income (Expense) After Provision for Losses on Interest-Bearing Assets

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
SO42		3,101	Noninterest Income: Total
SO410		-	Mortgage Loan Servicing Fees
SO411		-	Amortization of and Fair Value Adjustments to Loan Servicing Assets and Loan Servicing Liabilities
SO420		22,803	Other Fees and Charges
			Net Income (Loss) from:
SO430		-	Sale of Available-for-Sale Securities
SO431		-	Sale of Loans and Leases Held for Sale
SO432		-	Sale of Other Assets Held for Sale
SO441		(14,051)	Other-Than-Temporary Impairment Charges on Debt and Equity Securities
SO461		(16,472)	Operations and Sale of Repossessed Assets
SO465		-	LOCOM Adjustments Made to Assets Held for Sale
SO467		-	Sale of Securities Held-to-Maturity
SO475		-	Sale of Loans Held for Investment
SO477		-	Sale of Other Assets Held for Investment
SO485		(25)	Gains and Losses on Financial Assets and Liabilities Carried at Fair Value
SO488		10,846	Other Noninterest Income
SO489		15	Memo: Detail of Other Noninterest Income Code
SO492		9,161	Memo: Detail of Other Noninterest Income Amount
SO495		99	Memo: Detail of Other Noninterest Income Code
SO496		490	Memo: Detail of Other Noninterest Income Amount
SO497		99	Memo: Detail of Other Noninterest Income Code
SO498		809	Memo: Detail of Other Noninterest Income Amount
SO51		183,426	Noninterest Expense: Total
SO510		58,538	All Personnel Compensation and Expense
SO520		3,858	Legal Expense
SO530		17,484	Office Occupancy and Equipment Expense
SO540		31,938	Marketing and Other Professional Services
SO550		-	Loan Servicing Fees
SO560		5,673	Goodwill and Other Intangibles Expense
SO570		-	Net Provision for Losses on Non-Interest-Bearing Assets
SO580		65,935	Other Noninterest Expense
SO581	CONF		Memo: Detail of Other Noninterest Expense Code
SO582	CONF		Memo: Detail of Other Noninterest Expense Amount
SO583	CONF		Memo: Detail of Other Noninterest Expense Code
SO584	CONF		Memo: Detail of Other Noninterest Expense Amount
SO585		99	Memo: Detail of Other Noninterest Expense Code
SO586		2,458	Memo: Detail of Other Noninterest Expense Amount
SO60		32,103	Income (Loss) Before Income Taxes:
SO71		(12,359)	Income Taxes: Total
SO710		(21,850)	Federal
SO720		9,491	State, Local, and Other
SO81		44,462	Income (Loss) Before Extraordinary Items
SO811		-	Extraordinary Items, Net of Tax Effect
SO88		44,462	Net Income (Loss) Attributable to Savings Association and Noncontrolling Interests
SO880		-	Net Income (Loss) Attributable to Noncontrolling Interests
SO91		44,462	Net Income (Loss) Attributable to Savings Association
			Schedule SQ Consolidated Supplemental Questions
			All questions except 310 should be completed for the reporting savings association only.
SQ270		12	Your fiscal year-end (MM)
SQ280		10	Code representing nature of work to be performed by independent public accountants for the current fiscal year
SQ300	No		Did you change your independent public accountant during the quarter?
SQ310	Yes		Did you and your consolidated subsidiaries have any outstanding futures or options positions at quarter-end?
SQ320	No		Do you have a Subchapter S election in effect for federal income tax purposes for the current tax year?
			Have you been consolidated with your parent in another TFR? If so, enter the OTS docket number of your parent savings association.
SQ410	No		

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
SQ420		No	Have you been consolidated with your parent in a Commercial Bank Call Report? If so, enter the FDIC certificate number of your parent commercial bank. Web Site Information: If you have a web page on the Internet, indicate your main Internet home page address (for transactional or nontransactional web sites).(78 characters maximum)
SQ530		http://www.ingdirect.com	
SQ540	1		Do you provide transactional Internet banking to your customers, as defined in 12 CFR 555.300(b)? Schedule VA Consolidated Valuation Allowances and Related Data Reconciliation
VA105		402,254	Beginning Balance Valuation Allowances General
VA108		5,176	Beginning Balance Valuation Allowances Specific
VA110		407,430	Beginning Balance Valuation Allowances Total
			Add or Deduct:
VA115		162,711	Net Provision for Loss Valuation Allowances General
VA118		(2)	Net Provision for Loss Valuation Allowances Specific
VA120		162,709	Net Provision for Loss Valuation Allowances Total
VA125		(581)	Transfers Valuation Allowances General
VA128		581	Transfers Valuation Allowances Specific
			Add:
VA135		820	Recoveries Valuation Allowances General
VA140		820	Recoveries Valuation Allowances Total
VA145		(9,020)	Adjustments Valuation Allowances General
VA148		-	Adjustments Valuation Allowances Specific
VA150		(9,020)	Adjustments Valuation Allowances Total
			Deduct:
VA155		122,876	Charge-offs Valuation Allowances General
VA158		53	Charge-offs Valuation Allowances Specific
VA160		122,929	Charge-offs Valuation Allowances Total
VA165		433,308	Ending Balance Valuation Allowances General
VA168		5,702	Ending Balance Valuation Allowances Specific
VA170		439,010	Ending Balance Valuation Allowances Total
			Charge-offs, Recoveries, and Specific Valuation Allowance Activity
VA46		122,507	Mortgage Loans: Total General Valuation Allowances Charge-offs(VA155)
VA47		781	Mortgage Loans: Total General Valuation Allowances Recoveries(VA135)
VA48		575	Mortgage Loans: Total Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA49		122,301	Mortgage Loans: Total Adjusted Net Charge-offs
			Construction:
VA420		-	1 to 4 Dwelling Units General Valuation Allowances Charge-offs(VA155)
VA421		-	1 to 4 Dwelling Units General Valuation Allowances Recoveries(VA135)
VA422		-	1 to 4 Dwelling Units Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA425		-	1 to 4 Dwelling Units Adjusted Net Charge-offs
VA430		-	Multifamily (5 or More) Dwelling Units General Valuation Allowances Charge-offs(VA155)
VA431		-	Multifamily (5 or More) Dwelling Units General Valuation Allowances Recoveries(VA135)
			Multifamily (5 or More) Dwelling Units Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA432		-	VA128)
VA435		-	Multifamily (5 or More) Dwelling Units Adjusted Net Charge-offs
VA440		-	Nonresidential Property General Valuation Allowances Charge-offs(VA155)
VA441		-	Nonresidential Property General Valuation Allowances Recoveries(VA135)
VA442		-	Nonresidential Property Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA445		-	Nonresidential Property Adjusted Net Charge-offs
			Permanent:
VA446		842	1-4 Dwelling Units: Revolving, Open-End Loans General Valuation Allowances Charge-offs(VA155)
VA447		5	1-4 Dwelling Units: Revolving, Open-End Loans General Valuation Allowances Recoveries(VA135)
			1-4 Dwelling Units: Revolving, Open-End Loans Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA448		700	Allowances(VA 118 + VA128)
VA449		1,537	1-4 Dwelling Units: Revolving, Open-End Loans Adjusted Net Charge-offs

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
VA456		121,518	1-4 Dwelling Units: All Other: Secured by First Liens General Valuation Allowances Charge-offs(VA155)
VA457		776	1-4 Dwelling Units: All Other: Secured by First Liens General Valuation Allowances Recoveries(VA135)
VA458		-	1-4 Dwelling Units: All Other: Secured by First Liens Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA459		120,742	1-4 Dwelling Units: All Other: Secured by First Liens Adjusted Net Charge-offs
VA466		147	1-4 Dwelling Units: All Other: Secured by Junior Liens General Valuation Allowances Charge-offs(VA155)
VA467		-	1-4 Dwelling Units: All Other: Secured by Junior Liens General Valuation Allowances Recoveries(VA135)
VA468		(125)	1-4 Dwelling Units: All Other: Secured by Junior Liens Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA469		22	1-4 Dwelling Units: All Other: Secured by Junior Liens Adjusted Net Charge-offs
VA470		-	Multifamily (5 or More) Dwelling Units General Valuation Allowances Charge-offs(VA155)
VA471		-	Multifamily (5 or More) Dwelling Units General Valuation Allowances Recoveries(VA135)
VA472		-	Multifamily (5 or More) Dwelling Units Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA475		-	Multifamily (5 or More) Dwelling Units Adjusted Net Charge-offs
VA480		-	Nonresidential Property (Except Land) General Valuation Allowances Charge-offs(VA155)
VA481		-	Nonresidential Property (Except Land) General Valuation Allowances Recoveries(VA135)
VA482		-	Nonresidential Property (Except Land) Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA485		-	Nonresidential Property (Except Land) Adjusted Net Charge-offs
VA490		-	Land General Valuation Allowances Charge-offs(VA155)
VA491		-	Land General Valuation Allowances Recoveries(VA135)
VA492		-	Land Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA495		-	Land Adjusted Net Charge-offs
VA56		369	Nonmortgage Loans: Total General Valuation Allowances Charge-offs(VA155)
VA57		39	Nonmortgage Loans: Total General Valuation Allowances Recoveries(VA135)
VA58		3	Nonmortgage Loans: Total Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA59		333	Nonmortgage Loans: Total Adjusted Net Charge-offs
VA520		-	Commercial Loans General Valuation Allowances Charge-offs(VA155)
VA521		-	Commercial Loans General Valuation Allowances Recoveries(VA135)
VA522		-	Commercial Loans Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA525		-	Commercial Loans Adjusted Net Charge-offs
VA510		-	Consumer Loans: Loans on Deposits General Valuation Allowances Charge-offs(VA155)
VA511		-	Consumer Loans: Loans on Deposits General Valuation Allowances Recoveries(VA135)
VA512		-	Consumer Loans: Loans on Deposits Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA515		-	Consumer Loans: Loans on Deposits Adjusted Net Charge-offs
VA516		-	Consumer Loans: Home Improvement Loans General Valuation Allowances Charge-offs(VA155)
VA517		-	Consumer Loans: Home Improvement Loans General Valuation Allowances Recoveries(VA135)
VA518		-	Consumer Loans: Home Improvement Loans Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA519		-	Consumer Loans: Home Improvement Loans Adjusted Net Charge-offs
VA530		-	Consumer Loans: Education Loans General Valuation Allowances Charge-offs(VA155)
VA531		-	Consumer Loans: Education Loans General Valuation Allowances Recoveries(VA135)
VA532		-	Consumer Loans: Education Loans Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA535		-	Consumer Loans: Education Loans Adjusted Net Charge-offs
VA540		-	Consumer Loans: Auto Loans General Valuation Allowances Charge-offs(VA155)
VA541		-	Consumer Loans: Auto Loans General Valuation Allowances Recoveries(VA135)
VA542		-	Consumer Loans: Auto Loans Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA545		-	Consumer Loans: Auto Loans Adjusted Net Charge-offs
VA550		-	Consumer Loans: Mobile Home Loans General Valuation Allowances Charge-offs(VA155)
VA551		-	Consumer Loans: Mobile Home Loans General Valuation Allowances Recoveries(VA135)

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
VA552			- Consumer Loans: Mobile Home Loans Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA555			- Consumer Loans: Mobile Home Loans Adjusted Net Charge-offs
VA556			- Consumer Loans: Credit Cards General Valuation Allowances Charge-offs(VA155)
VA557			- Consumer Loans: Credit Cards General Valuation Allowances Recoveries(VA135)
VA558			- Consumer Loans: Credit Cards Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA559			- Consumer Loans: Credit Cards Adjusted Net Charge-offs
VA560	369		Consumer Loans: Other General Valuation Allowances Charge-offs(VA155)
VA561	39		Consumer Loans: Other General Valuation Allowances Recoveries(VA135)
VA562	3		Consumer Loans: Other Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA565	333		Consumer Loans: Other Adjusted Net Charge-offs
VA60			- Repossessed Assets: Total General Valuation Allowances Charge-offs(VA155)
VA62			- Repossessed Assets: Total Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA65			- Repossessed Assets: Total Adjusted Net Charge-offs
VA605			- Real Estate Construction General Valuation Allowances Charge-offs(VA155)
VA606			- Real Estate Construction Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA607			- Real Estate Construction Adjusted Net Charge-offs
VA613			- Real Estate 1-4 Dwelling Units General Valuation Allowances Charge-offs(VA155)
VA614			- Real Estate 1-4 Dwelling Units Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA615			- Real Estate 1-4 Dwelling Units Adjusted Net Charge-offs
VA616			- Real Estate Multifamily (5 or More) Dwelling Units General Valuation Allowances Charge-offs(VA155)
VA617			- Real Estate Multifamily (5 or More) Dwelling Units Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA618			- Real Estate Multifamily (5 or More) Dwelling Units Adjusted Net Charge-offs
VA625			- Real Estate Nonresidential (Except Land) General Valuation Allowances Charge-offs(VA155)
VA626			- Real Estate Nonresidential (Except Land) Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA627			- Real Estate Nonresidential (Except Land) Adjusted Net Charge-offs
VA628			- Real Estate Land General Valuation Allowances Charge-offs(VA155)
VA629			- Real Estate Land Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA631			- Real Estate Land Adjusted Net Charge-offs
VA630			- Other Repossessed Assets General Valuation Allowances Charge-offs (VA155)
VA632			- Other Repossessed Assets Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA633			- Other Repossessed Assets Adjusted Net Charge-offs
VA72			- Real Estate Held for Investment Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA75			- Real Estate Held for Investment Adjusted Net Charge-offs
VA822			- Equity Investments Not Carried at Fair Value Specific Valuation Allowance Provisions & Transfers from General Allowances (VA118 + VA128)
VA825			- Equity Investments Not Carried at Fair Value Adjusted Net Charge-offs
VA930			- Other Assets General Valuation Allowances Charge-offs(VA155)
VA931			- Other Assets General Valuation Allowances Recoveries(VA135)
VA932			- Other Assets Specific Valuation Allowance Provisions & Transfers from General Allowances(VA 118 + VA128)
VA935			- Other Assets Adjusted Net Charge-offs
			OTHER ITEMS
			Troubled Debt Restructured:
VA940		90,771	Amount this Quarter
VA942		1,501,025	Amount Included in Schedule SC in Compliance with Modified Terms
VA95		161,362	Mortgage Loans Foreclosed During the Quarter: Total

SELECTED DENAME	SELECTED MDRM NUMBER	DENAME VALUE	FFIEC ITEM DESCRIPTION
VA951		-	Construction
VA952		161,362	Permanent Loans Secured By:
VA953		-	1-4 Dwelling Units
VA954		-	Multifamily (5 or More) Dwelling Units
VA955		-	Nonresidential (Except Land)
VA979		-	Land
VA980		-	Credit card Charge-Offs Related to Accrued Interest
VA981		-	Purchased Credit-Impaired Loans
VA985		-	Outstanding Balance (Contractual)
		-	Recorded Investment (Carrying Amount Before Deducting Any Loan Loss Allowances)
		-	Allowance Amount Included in Allowance for Loan and Lease Losses (SC283, SC357)

CONFIDENTIAL EXHIBITS

to the

NOTIFICATION

to the

BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM

by

CAPITAL ONE FINANCIAL CORPORATION

in connection with the acquisition of

ING BANK, FSB

SHAREBUILDER ADVISORS, LLC

and

ING DIRECT INVESTING, INC.

**Pursuant to Sections 4(c)(8) and 4(j)
of the Bank Holding Company Act of 1956, as amended
and Section 225.24 of Regulation Y**