SCHEDULE RC-S – BANK SECURITIZATION AND ASSET SALE ACTIVITIES

General Instructions

Note: For the March 31, 2001, report date, reporting banks are only required to complete Memorandum items 1, 2, 4, and 5 of Schedule RC-S. Effective as of the June 30, 2001, report date, reporting banks must complete all of Schedule RC-S with the exception of Memorandum items 4 and 5.

Schedule RC-S should be completed on a fully consolidated basis. Schedule RC-S includes information on assets that have been securitized or sold and are not reportable on the balance sheet of the Report of Condition, except for certain on-balance-sheet retained interest-only strips (which are reported in item 2.a of this schedule), subordinated securities and other enhancements (which are reported in items 2.b and 9 and Memorandum items 3.a.(1) and (2)), and seller's interests (which are reported in items 6.a and 6.b).

Column Instructions

Column A, 1-4 Family Residential Loans: 1-4 family residential loans are permanent closed-end loans secured by first or junior liens on 1-to-4 family residential properties as defined for Schedule RC-C, part I, items 1.c.(2)(a) and 1.c.(2)(b).

Column B, Home Equity Lines: Home equity lines are revolving, open-end lines of credit secured by 1-to-4 family residential properties as defined for Schedule RC-C, part I, item 1.c.(1).

Column C, Credit Card Receivables: Credit card receivables are extensions of credit to individuals for household, family, and other personal expenditures arising from credit cards as defined for Schedule RC-C, part I, item 6.a.

Column D, Auto Loans: Auto loans are loans to individuals for the purpose of purchasing private passenger vehicles, including minivans, vans, sport-utility vehicles, pickup trucks, and similar light trucks for personal use, and are a subset of "Other consumer loans," as defined for Schedule RC-C, part I, item 6.c.

Column E, Other Consumer Loans: Other consumer loans are loans to individuals for household, family, and other personal expenditures as defined for Schedule RC-C, part I, items 6.b and 6.c, excluding auto loans as described in Column D of this schedule.

Column F, Commercial and Industrial Loans: Commercial and industrial loans are loans for commercial and industrial purposes to sole proprietorships, partnerships, corporations, and other business enterprises, whether secured (other than by real estate) or unsecured, single-payment or installment, as defined for Schedule RC-C, part I, item 4.

Column G, All Other Loans and All Leases: All other loans are loans that cannot properly be reported in Columns A through F of this schedule and all lease financing receivables as defined for Schedule RC-C, part I, items 1.a, 1.b, 1.d, 1.e, 2, 3, and 7 through 10.

For purposes of items 1 through 10 of Schedule RC-S on bank securitization activities and other securitization facilities, information about each separate securitization should be included in only one of the seven columns of this schedule. The appropriate column for a particular securitization should be based on the predominant type of loan included in the securitization and this column should be used consistently over time. For example, a securitization may include auto loans to individuals and to business enterprises. If these auto loans are predominantly loans to individuals, all of the requested information about this securitization should be included in Column D, Auto Loans.

Definitions

For purposes of this schedule, the following definitions of terms are applicable.

Recourse or other seller-provided credit enhancement means an arrangement in which the reporting bank retains, in form or in substance, any risk of credit loss directly or indirectly associated with a transferred (sold) asset that exceeds its pro rata claim on the asset. It also includes a representation or warranty extended by the reporting bank when it transfers an asset, or assumed by the bank when it services a transferred asset, that obligates the bank to absorb credit losses on the transferred asset. Such an arrangement typically exists when a bank transfers assets and agrees to protect purchasers or some other party, e.g., investors in securitized assets, from losses due to default by or nonperformance of the obligor on the transferred assets or some other party. The bank provides this protection by retaining:

- (a) an interest in the transferred assets, e.g., interest-only strips receivable, "spread" accounts, subordinated interests or securities, collateral invested amounts, and cash collateral accounts, that absorbs losses, or
- (b) an obligation to repurchase the transferred assets

in the event of a default of principal or interest on the transferred assets or any other deficiency in the performance of the underlying obligor or some other party. *Subordinated interests and subordinated securities* retained by a bank when it securitizes assets expose the bank to more than its pro rata share of loss and thus are considered a form of credit enhancement to the securitization structure.

Liquidity facility means any arrangement, including servicer cash advances, in which the reporting bank is obligated to provide funding to a securitization structure to ensure investors of timely payments on issued securities, e.g., by smoothing timing differences in the receipt of interest and principal payments on the underlying securitized assets, or to ensure investors of payments in the event of market disruptions. Advances under such a facility are typically reimbursed from subsequent collections by the securitization structure and are not subordinated to other claims on the cash flows from the underlying assets and, therefore, should generally not be construed to be a form of credit enhancement. However, if the advances under such a facility are subordinated to other claims on the cash flows, the facility should be treated as a credit enhancement for purposes of this schedule.

Seller's interest means the reporting bank's ownership interest in loans that have been securitized, except an interest that is a form of recourse or other seller-provided credit enhancement. Seller's interests should be reported on Schedule RC – Balance Sheet – as securities or as loans depending on the form in which the interest is held. However, seller's interests differ from the securities issued to investors by the securitization structure. The principal amount of a seller's interest is generally equal to the total principal amount of the pool of assets included in the securitization structure less the principal amount of those assets attributable to investors, i.e., in the form of securities issued to investors.

Item Instructions

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Bank Securitization Activities

- Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements.

 Report in the appropriate column the principal balance outstanding as of the report date of loans and leases which the reporting bank has sold and securitized while:
 - (1) retaining the right to service these assets or
 - (2) when servicing has not been retained, retaining recourse or providing other seller-provided credit enhancements to the securitization structure.

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Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1. Report in the appropriate subitem the maximum contractual credit exposure remaining as of the report date under recourse arrangements and other seller-provided credit enhancements provided by the reporting bank to securitization structures reported in Schedule RC-S, item 1, above. Do not report as the remaining maximum contractual exposure a reasonable estimate of the probable loss under the recourse arrangements or credit enhancement provisions or the fair value of any liability incurred under such provisions. Furthermore, do not reduce the remaining maximum contractual exposure by the amount of any associated recourse liability account.

Do not include unused portions of commitments that function as liquidity facilities (report such unused commitments in Schedule RC-S, item 3).

- **Retained interest-only strips.** Report in the appropriate column the carrying value of interest-only strips included as securities in Schedules RC-B, as other assets in Schedule RC-F, or as trading assets in Schedule RC, item 5, that the reporting bank has retained as credit enhancements in connection with the securitization structures reported in Schedule RC-S, item 1, above.
- 2.b Standby letters of credit, subordinated securities, and other enhancements. Report in the appropriate column the unused portion of standby letters of credit, the carrying value of subordinated securities or other retained interests (other than retained interest-only strips reported in Schedule RC-S, item 2.a, above), and the maximum contractual amount of recourse or other credit exposure arising from other credit enhancements that the reporting bank has provided or retained in connection with the securitization structures reported in Schedule RC-S, item 1, above.
- Reporting bank's unused commitments to provide liquidity to structures reported in item 1. Report in the appropriate column the unused portions of commitments provided by the reporting bank to the securitization structures reported in Schedule RC-S, item 1, above that function as liquidity facilities.
- Past due loan amounts included in item 1. Report in the appropriate subitem the outstanding principal balance of loans and leases reported in Schedule RC-S, item 1, above that are 30 days or more past due as of the report date. For purposes of determining whether a loan or lease reported in item 1 above is past due, the reporting criteria to be used are the same as those for columns A and B of Schedule RC-N.
- **4.a 30-89 days past due.** Report in the appropriate column the outstanding principal balance of loans and leases reported in Schedule RC-S, item 1, above that are 30 to 89 days past due as of the report date.
- **4.b 90 days or more past due.** Report in the appropriate column the outstanding principal balance of loans and leases reported in Schedule RC-S, item 1, above that are 90 days or more past due as of the report date.
- Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date).

 Report in the appropriate subitem the amount of charge-offs and recoveries during the calendar year to date on loans and leases that have been sold and securitized in the securitization structures reported in Schedule RC-S, item 1, above.

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- Charge-offs. Report in the appropriate column the amount of loans and leases that have been sold and securitized by the reporting bank in the securitization structures reported in Schedule RC-S, item 1, above that have been charged off or otherwise designated as losses by the trustees of the securitizations, or other designated parties, during the calendar year-to-date.
- **Recoveries.** Report in the appropriate column the amount of recoveries of previously charged-off loans and leases in the securitization structures reported in Schedule RC-S, item 1, above during the calendar year-to-date.
- Amount of ownership (or seller's) interests carried as. Report in the appropriate subitem the carrying value of the reporting bank's ownership (or seller's) interests in the securitization structures reported in Schedule RC-S, item 1, above.
- **Securities.** Report in the appropriate column the carrying value of seller's interests in the form of a security that are included as available-for-sale or held-to-maturity securities in Schedule RC-B Securities or as trading securities in Schedule
- **6.b** Loans. Report in the appropriate column the carrying value of seller's interests not in the form of a security. Such seller's interests are to be reported as loans and included in Schedule RC-C Loans and Lease Financing Receivables.
- Past due loan amounts included in interests reported in item 6.a. Report in the appropriate subitem the outstanding principal balance of loans included in the reporting bank's seller's interests reported in Schedule RC-S, item 6.a, above that are 30 days or more past due as of the report date. For purposes of determining whether a loan included in the seller's interests reported in item 6.a is past due, the reporting criteria to be used are the same as those for columns A and B of Schedule RC-N.
- **7.a** 30-89 days past due. Report in the appropriate column the outstanding principal balance of loans included in the seller's interests reported in Schedule RC-S, item 6.a, above that are 30-89 days past due as of the report date.
- **7.b 90 days or more past due.** Report in the appropriate column the outstanding principal balance of loans included in the seller's interests reported in Schedule RC-S, item 6.a, above that are 90 or more days past due as of the report date.
- 8 Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date). Report in the appropriate subitem the amount of charge-offs and recoveries during the calendar year to date on loans that had been included in the seller's interests reported in Schedule RC-S, item 6.a, above.
- **8.a** Charge-offs. Report in the appropriate column the amount of loans that had been included in the seller's interests reported in Schedule RC-S, item 6.a, above that have been charged off or otherwise designated as losses by the trustees of the securitizations, or other designated parties, during the calendar year-to-date.
- **Recoveries.** Report in the appropriate column the amount of recoveries of previously charged-off loans that had been included in the seller's interests reported in Schedule RC-S, item 6.a, above during the calendar year-to-date.

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For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions

Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements. Report in the appropriate column the maximum contractual credit exposure remaining as of the report date under credit enhancements provided by the reporting bank to securitization structures sponsored by or otherwise established by other institutions, i.e., securitizations not reported in Schedule RC-S, item 1, above. Report the unused portion of standby letters of credit, the carrying value of purchased subordinated securities, and the maximum contractual amount of credit exposure arising from other credit enhancements that provide credit support to these securitization structures. Do not report as the remaining maximum contractual exposure a reasonable estimate of the probable loss under credit enhancement provisions or the fair value of any liability incurred under such provisions. Furthermore, do not reduce the remaining maximum contractual exposure by the amount of any associated recourse liability account.

Exclude the amount of credit exposure arising from loans and leases that the reporting bank has sold with recourse or other seller-provided credit enhancements to other institutions, which then securitized the loans and leases purchased from the bank (report this exposure in Schedule RC-S, item 12, below). Also exclude the amount of credit exposure arising from credit enhancements provided to asset-backed commercial paper conduits (report this exposure in Schedule RC-S, Memorandum item 3.a).

Reporting bank's unused commitments to provide liquidity to other institutions'
securitization structures. Report in the appropriate column the unused portions of
commitments provided by the reporting bank that function as liquidity facilities to
securitization structures sponsored by or otherwise established by other institutions,
i.e., securitizations not reported in Schedule RC-S, item 1, above. Exclude the amount of
unused commitments to provide liquidity to asset-backed commercial paper conduits (report
this amount in Schedule RC-S, Memorandum item 3.b).

Bank Asset Sales

- Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank. Report in the appropriate column the unpaid principal balance as of the report date of loans and leases, which the reporting bank has sold with recourse or other seller-provided credit enhancements, but which were not securitized by the reporting bank. Include loans and leases that the reporting bank has sold with recourse or other seller-provided credit enhancements to other institutions, which then securitized the loans and leases purchased from the bank.
- Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11. Report in the appropriate column the maximum contractual credit exposure remaining as of the report date under recourse arrangements or other seller-provided credit enhancements provided by the reporting bank in connection with its sales of the loans and leases reported in Schedule RC-S, item 11, above. Report the unused portion of standby letters of credit, the carrying value of retained interests, and the maximum contractual amount of recourse or other credit exposure arising from other credit enhancements that the reporting bank has provided. Do not report as the remaining maximum contractual exposure a reasonable estimate of the probable loss under the recourse arrangements or credit enhancement provisions or the fair value of any liability incurred under such provisions. Furthermore, do not reduce the remaining maximum contractual exposure by the amount of any associated recourse liability account.

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- Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994. Report in the appropriate subitem the outstanding principal balance of and recourse exposure on small business loans and leases on personal property (small business obligations) which the bank has transferred with recourse during the time the bank was a "qualifying institution" and did not exceed the retained recourse limit set forth in banking agency regulations implementing Section 208. Transfers of small business obligations with recourse that were consummated during such a time should be reported as sales for Call Report purposes if the transactions are treated as sales under generally accepted accounting principles (GAAP) and the institution establishes a recourse liability account that is sufficient under GAAP.
- **1.a** Outstanding principal balance. Report the principal balance outstanding as of the report date for small business obligations which the bank has transferred with recourse while it was a "qualifying institution" and did not exceed the retained recourse limit.
- 1.b Amount of retained recourse on these obligations as of the report date. Report the maximum contractual amount of recourse the bank has retained on the small business obligations whose outstanding principal balance was reported in Schedule RC-S, Memorandum item 1.a. above, not a reasonable estimate of the probable loss under the recourse provision and not the fair value of the liability incurred under this provision. Furthermore, the remaining maximum contractual exposure should not be reduced by the amount of any associated recourse liability account. The amount of recourse exposure to be reported should not include interest payments the bank has advanced on delinquent obligations. For small business obligations transferred with full (unlimited) recourse, the amount of recourse exposure to be reported is the outstanding principal balance of the obligations as of the report date. For small business obligations transferred with limited recourse, the amount of recourse exposure to be reported is the maximum amount of principal the transferring bank would be obligated to pay the holder of the obligations in the event the entire outstanding principal balance of the obligations transferred becomes uncollectible.
- Qutstanding principal balance of assets serviced for others. Report in the appropriate subitem the outstanding principal balance of financial assets the bank services for others under servicing contracts entered into with the Government National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, and other entities. Include those financial assets for which the reporting bank has purchased the servicing (i.e., purchased servicing) and those financial assets that the reporting bank has acquired and sold, but for which it has retained the servicing duties and responsibilities (i.e., retained servicing).
- 2.a 1–4 family residential mortgages serviced with recourse or other servicer- provided credit enhancements. Report the outstanding principal balance of 1-to-4 family residential mortgage loans that the reporting bank services for others under servicing arrangements in which the reporting bank also provides recourse or other servicer-provided credit enhancements. Include 1-to-4 family residential mortgages serviced under regular option contracts (i.e., with recourse) with the Federal National Mortgage Association, serviced with recourse for the Federal Home Loan Mortgage Corporation, and serviced with recourse under other servicing contracts.

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- 2.b 1–4 family residential mortgages serviced with no recourse or other servicer- provided credit enhancements. Report the outstanding principal balance of 1-to-4 family residential mortgage loans that the reporting bank services for others under servicing arrangements in which the reporting bank does not provide recourse or other servicer-provided credit enhancements.
- **2.c** Other financial assets. NOTE: Memorandum item 2.c is to be completed in the March 31, 2001, Report of Condition if the principal balance of other financial assets serviced for others is more than \$10 million and this principal balance exceeds 10 percent of total assets. Memorandum item 2.c is to be completed beginning June 30, 2001, if the principal balance of other financial assets serviced for others is more than \$10 million.

Report the outstanding principal balance of loans and other financial assets, other than 1-to-4 family residential mortgage loans, that the reporting bank services for others. These serviced financial assets may include, but are not limited to, credit cards, automobile loans, and loans guaranteed by the Small Business Administration.

- 3 Asset-backed commercial paper conduits:
- 3.a Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements. Report in the appropriate subitem the maximum contractual credit exposure remaining as of the report date under standby letters of credit, subordinated securities, and other credit enhancements provided by the reporting bank to asset-backed commercial paper conduit structures. Do not report in these subitems a reasonable estimate of the probable loss under the credit enhancement provisions or the fair value of any liability incurred under such provisions.
- Conduits sponsored by the bank, a bank affiliate, or the bank's holding company.

 Report the unused portion of standby letters of credit, the carrying value of subordinated securities, and the maximum contractual amount of credit exposure arising from other credit enhancements that the reporting bank has provided to asset-backed commercial paper conduit structures sponsored by the reporting bank, an affiliate of the reporting bank, or the reporting bank's holding company.
- **Conduits sponsored by other unrelated institutions.** Report the unused portion of standby letters of credit, the carrying value of subordinated securities, and the maximum contractual amount of credit exposure arising from other credit enhancements that the reporting bank has provided to asset-backed commercial paper conduit structures *other than those* sponsored by the reporting bank, an affiliate of the reporting bank, or the reporting bank's holding company.
- 3.b Unused commitments to provide liquidity to conduit structures. Report in the appropriate subitem the unused portions of commitments provided by the reporting bank that function as liquidity facilities to asset-backed commercial paper conduit structures. Typically, these facilities take the form of a Backstop Line (Loan Agreement) or an Asset Purchase Agreement. Under a backstop line, the reporting bank advances funds to the conduit when a draw is required under the liquidity facility. The advance is secured by the cash flow of the underlying asset pools. Under an asset purchase agreement, the reporting bank purchases a specific pool of assets from the conduit when a draw is required under the liquidity facility. Typically, the reporting bank is repaid from the cash flow on the purchased assets or from the sale of the purchased pool of assets.

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- 3.b.(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company.

 Report the unused portions of commitments provided by the reporting bank that function as liquidity facilities to asset-backed commercial paper conduit structures sponsored by the reporting bank, an affiliate of the reporting bank, or the reporting bank's holding company.
- 3.b.(2) Conduits sponsored by other unrelated institutions. Report the unused portions of commitments provided by the reporting bank that function as liquidity facilities to asset-backed commercial paper conduit structures other than those sponsored by the reporting bank, an affiliate of the reporting bank, or the reporting bank's holding company.
 - Financial assets transferred with recourse that have been treated as sold for Call Report purposes. Report in the appropriate subitem the outstanding principal balance of and the recourse exposure on financial assets that have been transferred with recourse in transactions reported as sales in accordance with generally accepted accounting principles (GAAP) or that have been transferred in other transactions that qualify for sale treatment under GAAP in which risk of loss or obligation for payment of principal or interest has been retained by, or may fall back upon, the seller (see the Glossary entry for "sales of assets for risk-based capital purposes"). Also include in the appropriate subitem the outstanding principal balance of and the recourse exposure on mortgages that have been swapped with recourse with FNMA or FHLMC in exchange for participation certificates or other securities which the bank has either sold or carries as assets in Schedule RC Balance Sheet. A transfer of loans without recourse or any other form of risk retention in which the bank's (or a consolidated subsidiary's) servicing responsibilities obligate it to advance interest payments on delinquent loans is not considered a transfer with recourse for purposes of this item.

The amount of recourse exposure to be reported in Memorandum items 4.a.(2) and 4.b.(2) is the maximum contractual exposure remaining as of the report date under the recourse or other risk retention provision under which the assets have been transferred (or swapped), not a reasonable estimate of the probable loss under this provision and not the fair value of the liability incurred under this provision. Further, the remaining maximum contractual exposure should not be reduced by the amount of any associated recourse liability account. The amount of recourse exposure to be reported should not include interest payments the bank has advanced on delinquent loans. For assets transferred (or swapped) with full (unlimited) recourse or risk retention, the amount of recourse exposure to be reported is the outstanding principal balance of the assets as of the report date. For assets transferred (or swapped) with limited recourse or risk retention, the amount of recourse exposure to be reported is the maximum amount of principal the transferring bank would be obligated to pay the holder of the assets in the event the entire outstanding principal balance of the assets transferred (or swapped) becomes uncollectible.

4.a <u>First lien 1-4 family residential mortgage loans:</u>

4.a.(1) Outstanding principal balance of mortgages transferred as of the report date. Report the principal balance outstanding as of the report date for first lien 1-to-4 family residential mortgage loans that have been transferred with recourse or some other form of risk retention by the bank or a consolidated subsidiary in transactions that have been reported as sales in accordance with generally accepted accounting principles. Also report the principal balance outstanding as of the report date for first lien 1-to-4 family residential mortgage loans that have been swapped with recourse with FNMA and FHLMC in exchange for participation certificates or other securities which the bank has either sold or carries as assets in Schedule RC, item 2, "Securities," or item 5, "Trading assets."

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- **Amount of recourse exposure on these mortgages as of the report date.** Report the maximum contractual amount of recourse exposure or other form of risk retention associated with the mortgages whose outstanding principal balance was reported in Schedule RC-S, Memorandum item 4.a.(1), above.
- 4.b Other financial assets (excluding small business obligations reported in Memorandum item 1). Exclude from Memorandum items 4.b.(1) and (2) the outstanding principal balance of and amount of recourse retained on small business obligations transferred with recourse under Section 208 of the Riegle Act of 1994, which are to be reported in Schedule RC-S, Memorandum items 1.a and 1.b, above.
- 4.b.(1) Outstanding principal balance of assets transferred as of the report date. Report the principal balance outstanding as of the report date for financial assets other than first lien 1-to-4 family residential mortgage loans (e.g., debt securities, consumer loans, commercial loans, and commercial real estate loans) that have been transferred with recourse or some other form of risk retention by the bank or a consolidated subsidiary in transactions that have been reported as sales in accordance with generally accepted accounting principles. Also report the principal balance outstanding as of the report date for mortgages other than first lien 1-to-4 family residential mortgage loans that have been swapped with recourse with FNMA and FHLMC in exchange for participation certificates or other securities which the bank has either sold or carries as assets in Schedule RC, item 2, "Securities," or item 5, "Trading assets."
- **Amount of recourse exposure on these assets as of the report date.** Report the maximum contractual amount of recourse exposure or other form of risk retention associated with the assets whose outstanding principal balance was reported in Schedule RC-S, Memorandum item 4.b.(1), above.

NOTE: On the FFIEC 041, Memorandum item 5 is <u>not</u> applicable to banks that have less than \$300 million in total assets.

Loans extended under credit cards and related plans to individuals for household, family, and other personal expenditures that have been securitized and sold (with servicing retained). Report the amount outstanding as of the report date of extensions of credit to individuals for household, family, and other personal expenditures arising from bank credit cards and other revolving credit plans which the bank has securitized in transactions that have been reported as sales in accordance with these instructions and for which the servicing of the loans has been retained. The amount reported should include loans securitized and sold in all prior quarters as well as in the current quarter. Because they have been reported as sold, these securitized consumer loans are no longer included as assets on the balance sheet of the reporting bank and thus are not reported in Schedule RC-C, item 6, "Loans to individuals for household, family, and other personal expenditures." (Refer to the instructions for Schedule RC-C, items 6.a and 6.b, for further information on "Credit cards" and "Other revolving credit plans.")