Rosetta Resources Inc. Form 305B2 April 05, 2013

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM T-1

### STATEMENT OF ELIGIBILITY

#### **UNDER THE TRUST INDENTURE ACT OF 1939**

#### OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

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

# WELLS FARGO BANK, NATIONAL ASSOCIATION

(Exact name of trustee as specified in its charter)

A National Banking Association (Jurisdiction of incorporation or

94-1347393 (I.R.S. Employer

organization if not a U.S. national bank)

Identification No.)

101 North Phillips Avenue

Sioux Falls, South Dakota (Address of principal executive offices)

57104 (Zip code)

Wells Fargo & Company

**Law Department, Trust Section** 

MAC N9305-175

Sixth Street and Marquette Avenue, 17th Floor

Minneapolis, Minnesota 55479

(612) 667-4608

(Name, address and telephone number of agent for service)

#### ROSETTA RESOURCES INC.

(and the Subsidiary Guarantor Registrants Identified on the Following Page)

(Exact name of registrant as specified in its charter)

**Delaware** (State or other jurisdiction of

43-2083519 (I.R.S. Employer

incorporation or organization)

**Identification Number**)

717 Texas, Suite 2800

**Houston, Texas** 

(713) 335-4000

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

(Senior Debt Securities)

### TABLE OF SUBSIDIARY GUARANTOR REGISTRANTS

Exact Name of Subsidiary Guarantor		Primary Standard	I.R.S. Employer	
Registrant as Specified in its Charter (1)	State or Other Jurisdiction of Organization	Industrial Classification Code Number	Identification Number	
Rosetta Resources Offshore, LLC	Delaware	1311	51-0546843	
Rosetta Resources Holdings, LLC	Delaware	1311	20-2943018	
Rosetta Resources Operating GP, LLC	Delaware	1311	27-0011349	
Rosetta Resources Operating LP	Delaware	1311	71-0882453	
Rosetta Resources Michigan Limited Partnership	Delaware	1311	30-0421588	

<sup>(1)</sup> The address for each subsidiary guarantor registrant is 717 Texas, Suite 2800, Houston, Texas 77002, and the telephone number for each subsidiary guarantor registrant is (713) 335-4000.

Item 1. <u>General Information</u>. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.  Comptroller of the Currency
Treasury Department
Washington, D.C.
Federal Deposit Insurance Corporation
Washington, D.C.
Federal Reserve Bank of San Francisco
San Francisco, California 94120
(b) Whether it is authorized to exercise corporate trust powers.  The trustee is authorized to exercise corporate trust powers.
Item 2. <u>Affiliations with Obligor.</u> If the obligor is an affiliate of the trustee, describe each such affiliation.
None with respect to the trustee.
No responses are included for Items 3-14 of this Form T-1 because the obligor is not in default as provided under Item 13.
Item 15. <u>Foreign Trustee.</u> Not applicable.
Item 16. <u>List of Exhibits.</u> List below all exhibits filed as a part of this Statement of Eligibility.
Exhibit 1. A copy of the Articles of Association of the trustee now in effect.*
Exhibit 2. A copy of the Comptroller of the Currency Certificate of Corporate Existence and Fiduciary Powers for Wells Fargo Bank National Association, dated February 4, 2004.**
Exhibit 3. See Exhibit 2
Exhibit 4. Copy of By-laws of the trustee as now in effect.***
Exhibit 5. Not applicable.
Exhibit 6. The consent of the trustee required by Section 321(b) of the Act.

Exhibit 7.	A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or
	examining authority.

Exhibit 8. Not applicable.

Exhibit 9. Not applicable.

- \* Incorporated by reference to the exhibit of the same number to the trustee s Form T-1 filed as exhibit 25 to the Form S-4 dated December 30, 2005 of Hornbeck Offshore Services LLC file number 333-130784-06.
- \*\* Incorporated by reference to the exhibit of the same number to the trustee s Form T-1 filed as exhibit 25 to the Form T-3 dated March 3, 2004 of Trans-Lux Corporation file number 022-28721.
- \*\*\* Incorporated by reference to the exhibit of the same number to the trustee s Form T-1 filed as exhibit 25 to the Form S-4 dated May 26, 2005 of Penn National Gaming Inc. file number 333-125274.

#### **SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Wells Fargo Bank, National Association, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Dallas and State of Texas on the 5th of April. 2013.

WELLS FARGO BANK, NATIONAL ASSOCIATION

Patrick T. Giordano Vice President

#### **EXHIBIT 6**

April 5, 2013

Securities and Exchange Commission

Washington, D.C. 20549

#### Gentlemen:

In accordance with Section 321(b) of the Trust Indenture Act of 1939, as amended, the undersigned hereby consents that reports of examination of the undersigned made by Federal, State, Territorial, or District authorities authorized to make such examination may be furnished by such authorities to the Securities and Exchange Commission upon its request thereof.

Very truly yours,

WELLS FARGO BANK, NATIONAL ASSOCIATION

Patrick T. Giordano Vice President

Exhibit 7

### Consolidated Report of Condition of

### Wells Fargo Bank National Association

### of 101 North Phillips Avenue, Sioux Falls, SD 57104

### And Foreign and Domestic Subsidiaries,

at the close of business December 31, 2012, filed in accordance with 12 U.S.C. §161 for National Banks.

ASSETS         Cash and balances due from depository institutions:         2,2460           Cash and balances and currency and coin         \$ 22,460           Interest-bearing balances         105,937           Securities:         8           Held-to-maturity securities         203,661           Federal funds sold and securities purchased under agreements to resell:         46           Securities purchased under agreements to resell:         46           Securities purchased under agreements to resell:         20,961           Federal funds sold in domestic offices         46           Securities purchased under agreements to resell:         20,973           Loans and lease financing receivables:         29,991           Loans and leases held for sale         29,991           Loans and leases, net of unearned income         745,960           LESS: Allowance for loan and lease losses         14,234           Loans and leases, net of unearned income and allowance         731,726           Trading Assets         3,4637           Other real estate owned         3,891           Investments in unconsolidated subsidiaries and associated companies         595           Direct and indirect investments in real estate ventures         11           Intagible assets         19,870           Other assets </th <th></th> <th colspan="2">Dollar Amounts In Millions</th>		Dollar Amounts In Millions		
Nomitreest-bearing balances and currency and coin         \$ 22,460           Interest-bearing balances         105,937           Securities         105,037           Federal funds sold and securities purchased under agreements to resell:         203,661           Federal funds sold in domestic offices         46           Securities purchased under agreements to resell:         30,783           Ecural funds sold in domestic offices         46           Securities purchased under agreements to resell:         30,783           Loans and lease financing receivables:         29,91           Loans and leases, net of unearned income         745,960           LESS: Allowance for loan and lease losses         14,234           Leans and leases, net of unearned income and allowance         73,745           Trading Assets         7,746           Other rate astea owned         3,891           Investments in unconsolidated subsidiaries and associated companies         595           Direct and indirect investments in real estate ventures         11           Intangible assets         19,870           Other assets         21,545           Goodwill         21,545           Other assets         25,241           Intangible assets         25,241           Chear assets         2				
Interest-bearing balances         105,937           Securities:         10           Held-to-maturity securities         0           Available-for-sale securities purchased under agreements to resell:         203,661           Federal funds sold in domestic offices         46           Securities purchased under agreements to resell         30,783           Loans and lease financing receivables:         29,991           Loans and lease financing receivables:         29,991           Loans and leases net of unearned income         745,960           LESS: Allowance for loan and lease loses         14,234           Loans and leases, net of unearned income         731,726           Trading Assets         7,746           Other saset of unearned income and allowance         7,746           Unass and fixed assets (including capitalized leases)         7,746           Other real estate owned         3,891           Investments in unconsolidated subsidiaries and associated companies         555           Direct and indirect investments in real estate ventures         11           Intamgible assets         21,545           Other assets         3,255           Direct and indirect investments in real estate ventures         1,215           Intamgible assets         2,25,341				
Securities:         0           Held-to-maturity securities         203,661           Available-for-sale securities         203,661           Federal funds sold and securities purchased under agreements to resell:         46           Securities purchased under agreements to resell         30,783           Loans and lease financing receivables:         29,991           Loans and lease financing receivables:         29,991           Loans and leases, net of uneamed income         745,960           LESS: Allowance for loan and lease losses         14,234           Less: Allowance for loan and leases osses         14,234           Less: Allowance for loan and leases, net of uneamed income and allowance         731,726           Trading Assets         34,637           Premises and fixed assets (including capitalized leases)         7,746           Other rate astea owned         3,891           Investments in unconsolidated subsidiaries and associated companies         595           Direct and indirect investments in real estate ventures         11           Intangible asset         11           Goodwill         21,545           Other intangible assets         \$1,266,125           Other intangible assets         \$1,266,125           Intangible assets         \$2,254,11	Noninterest-bearing balances and currency and coin		\$	,
Held-to-maturity securities         0           Available-for-sale securities purchased under agreements to resell:         203,661           Federal funds sold and securities purchased under agreements to resell:         46           Securities purchased under agreements to resell         30,783           Loans and lease financing receivables:         29,991           Loans and leases, net of unearned income         745,960           LESS: Allowance for loan and lease losses         14,234           Loans and leases, net of unearned income and allowance         731,726           Trading Assets         34,637           Fremises and fixed assets (including capitalized leases)         7,746           Other real estate owned         3,891           Investments in unconsolidated subsidiaries and associated companies         95           Direct and indirect investments in real estate ventures         11           Intargible assets         12,545           Oodwill         21,545           Other intagible assets         19,870           Other assets         3,226           Total assets         53,226           Interest         25,411           Interest         5,266,125           In domestic offices         8,98,31           Noninterest-bearing         664,920				105,937
Available-for-sale securities         203,661           Federal funds sold and securities purchased under agreements to resell:         ***           Federal funds sold in domestic offices         30,783           Securities purchased under agreements to resell         30,783           Loans and leases financing receivables:         29,991           Loans and leases, net of unearned income         745,660           LESS: Allowance for loan and lease losses         7,246           Less: Allowance for loan and lease losses         3,817           Coans and leases, net of unearned income and allowance         731,726           Trading Assets         3,837           Premises and fixed assets (including capitalized leases)         7,746           Other real estate owned         3,891           Investments in unconsolidated subsidiaries and associated companies         595           Direct and indirect investments in real estate ventures         11           Intangible assets         12,545           Goodwill         21,545           Other intangible assets         19,870           Other assets         53,226           Total assets         \$ 1,266,125           LIABILITIES         \$ 918,31           In consensi offices         \$ 918,31           In foreign offices, Edge and				
Federal funds sold and securities purchased under agreements to resell         46           Federal funds sold in domestic offices         30,783           Cecurities purchased under agreements to resell         30,783           Loans and lease financing receivables:         29,991           Loans and leases, net of userned income         745,960           LESS: Allowance for loan and lease losses         14,234           Loans and leases, net of unearned income and allowance         731,726           Loans and leases, net of unearned income and allowance         34,637           Premises and fixed assets (including capitalized leases)         7,746           Other real estate owned         3,891           Investments in unconsolidated subsidiaries and associated companies         595           Direct and indirect investments in real estate ventures         11           Intargible assets         21,545           Other intangible assets         19,870           Other assets         \$1,266,125           Interestive assets         \$1,266,125           Interestive assets         \$1,266,125           LIABILITIES         \$1,266,125           LIABILITIES         \$91,831           In domestic offices         \$91,831           Noninterest-bearing         64,920           In fo	Held-to-maturity securities			0
Federal funds sold in domestic offices         46           Securities purchased under agreements to resell         30,783           Loans and lease financing receivables:         29,991           Loans and leases, net of unearmed income         745,960           LESS: Allowance for loan and lease losses         14,234           Loans and leases, net of unearmed income and allowance         731,726           LESS: Allowance for loan and lease losses         14,234           Loans and leases, net of unearmed income and allowance         731,726           Trading Assets         34,637           Tremises and fixed assets (including capitalized leases)         7,746           Other real estate owned         3,891           Investments in unconsolidated subsidiaries and associated companies         595           Direct and indirect investments in real estate ventures         11           Intangible assets         21,545           Other reasets         19,870           Other assets         3,226           Other assets         3,226           Total assets         1,266,125           LIABILITIES         2           LIABILITIES         2           Liabilities         918,331           Noninterest-bearing         64,202           In foreign of	Available-for-sale securities			203,661
Securities purchased under agreements to resell         30,783           Loans and lease financing receivables:         29,991           Loans and leases find for sale         29,991           Loans and leases, net of unearned income         745,960           LESS: Allowance for loan and lease losses         14,234           Loans and leases, net of unearned income and allowance         731,726           Trading Assets         34,637           Permises and fixed assets (including capitalized leases)         7,746           Other real estate owned         3,891           Investments in unconsolidated subsidiaries and associated companies         955           Direct and indirect investments in real estate ventures         11           Intangible assets         21,545           Other intangible assets         19,870           Other assets         19,870           Other assets         \$1,266,125           LIABILITIES         \$918,331           In domestic offices         \$918,331           Noninterest-bearing         \$918,331           In foreign offices, Edge and Agreement subsidiaries, and IBFs         76,108           Noninterest-bearing         1,821           Interest-bearing         74,287           Federal funds purchased and securities sold under agreements to re	Federal funds sold and securities purchased under agreements to resell:			
Loans and leases financing receivables:         29,991           Loans and leases, held for sale         745,960           LeSS: Allowance for loan and lease losses         14,234           Loans and leases, net of unearned income and allowance         731,726           Trading Assets         34,637           Tremises and fixed assets (including capitalized leases)         7,746           Other real estate owned         3,891           Investments in unconsolidated subsidiaries and associated companies         95           Direct and indirect investments in real estate ventures         11           Intangible assets         11           Other intangible assets         19,870           Other intangible assets         53,226           Other intangible assets         53,226           Other assets         53,226           Total assets         \$1,266,125           Total assets         \$1,266,125           Total assets         \$918,331           Interest-bearing         \$918,331           Interest-bearing         \$76,108           In foreign offices, Edge and Agreement subsidiaries, and IBFs         76,108           Noninterest-bearing         74,287           Interest-bearing         74,287           Federal funds purchased and securities	Federal funds sold in domestic offices			46
Loans and leases, net of unearmed income         745,960           LESS: Allowance for loan and lease losses         14,234           Loans and leases, net of unearmed income and allowance         731,726           Less: Allowance for loan and lease losses         34,637           Trading Assets         34,637           Premises and fixed assets (including capitalized leases)         7,746           Other real estate owned         3,891           Investments in unconsolidated subsidiaries and associated companies         95           Direct and indirect investments in real estate ventures         11           Intangible assets         11           Other intangible assets         19,870           Other intangible assets         19,870           Other assets         53,226           Total assets         \$ 1,266,125           LIABILITIES         \$ 1,266,125           LIABILITIES         \$ 918,331           In domestic offices         \$ 918,331           Noninterest-bearing         253,411           Interest-bearing         76,108           In foreign offices, Edge and Agreement subsidiaries, and IBFs         76,108           Noninterest-bearing         1,821           Interest-bearing         74,287           Federal funds purchased and	Securities purchased under agreements to resell			30,783
Loans and leases, net of unearned income         745,960           LESS: Allowance for loan and lease losses         14,234           Loans and leases, net of unearned income and allowance         731,726           Trading Assets         34,637           Premises and fixed assets (including capitalized leases)         7,746           Other real estate owned         3,891           Investments in unconsolidated subsidiaries and associated companies         595           Direct and indirect investments in real estate ventures         11           Intargible assets         21,545           Other intangible assets         19,870           Other assets         53,226           Total assets         53,226           Total assets         \$ 1,266,125           LIABILITIES         \$ 1,266,125           Deposits:         \$ 918,331           In domestic offices         \$ 918,331           Noninterest-bearing         253,411           Interest-bearing         664,920           In foreign offices, Edge and Agreement subsidiaries, and IBFs         76,108           Noninterest-bearing         1,821           Interest-bearing         1,821           Interest-bearing         74,287           Federal funds purchased and securities sold under agreements	Loans and lease financing receivables:			
LESS: Allowance for loan and lease losses         14,234           Loans and leases, net of unearned income and allowance         731,726           Trading Assets         34,637           Premises and fixed assets (including capitalized leases)         7,746           Other real estate owned         3,891           Investments in unconsolidated subsidiaries and associated companies         595           Direct and indirect investments in real estate ventures         1           Intangible assets         21,545           Other intangible assets         19,870           Other assets         53,226           Other assets         \$1,266,125           Total assets         \$2,264,125           Total assets         \$1,266,125           LIABILITIES         \$1,266,125           LIABILITIES         \$918,331           Noninterest-bearing         253,411           Interest-bearing         664,920           In foreign offices, Edge and Agreement subsidiaries, and IBFs         76,108           Noninterest-bearing         1,821           Interest-bearing         74,287           Federal funds purchased and securities sold under agreements to repurchase:         17,247	Loans and leases held for sale			29,991
Loans and leases, net of unearned income and allowance         731,726           Trading Assets         34,637           Premises and fixed assets (including capitalized leases)         7,746           Other real estate owned         3,891           Investments in unconsolidated subsidiaries and associated companies         595           Direct and indirect investments in real estate ventures         11           Intangible assets         21,545           Goodwill         21,545           Other intangible assets         19,870           Other assets         53,226           Total assets         \$ 1,266,125           LIABILITIES         \$ 1,266,125           LIABILITIES         \$ 918,331           In domestic offices         \$ 918,331           Noninterest-bearing         253,411           Interest-bearing         664,920           In foreign offices, Edge and Agreement subsidiaries, and IBFs         76,108           Noninterest-bearing         1,821           Interest-bearing         74,287           Federal funds purchased and securities sold under agreements to repurchase:         Federal funds purchased in domestic offices	Loans and leases, net of unearned income	745,960		
Trading Assets         34,637           Premises and fixed assets (including capitalized leases)         7,746           Other real estate owned         3,891           Investments in unconsolidated subsidiaries and associated companies         595           Direct and indirect investments in real estate ventures         11           Intangible assets         21,545           Other intangible assets         53,226           Other assets         53,226           Total assets         \$ 1,266,125           LIABILITIES         \$ 918,331           Deposits:         \$ 918,331           In domestic offices         \$ 918,331           Noninterest-bearing         253,411           Interest-bearing         664,920           In foreign offices, Edge and Agreement subsidiaries, and IBFs         76,108           Noninterest-bearing         1,821           Interest-bearing         74,287           Federal funds purchased and securities sold under agreements to repurchase:         Federal funds purchased in domestic offices         17,247	LESS: Allowance for loan and lease losses	14,234		
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Other real estate owned         3,891           Investments in unconsolidated subsidiaries and associated companies         595           Direct and indirect investments in real estate ventures         11           Intangible assets         21,545           Goodwill         21,545           Other intangible assets         19,870           Other assets         53,226           Total assets           LIABILITIES         ***           Deposits:         ***           In domestic offices         \$ 918,331           Noninterest-bearing         253,411           Interest-bearing         664,920           In foreign offices, Edge and Agreement subsidiaries, and IBFs         76,108           Noninterest-bearing         1,821           Interest-bearing         74,287           Federal funds purchased and securities sold under agreements to repurchase:         17,247	Trading Assets			34,637
Investments in unconsolidated subsidiaries and associated companies         595           Direct and indirect investments in real estate ventures         11           Intangible assets         21,545           Other intangible assets         19,870           Other assets         53,226           Total assets         \$ 1,266,125           LIABILITIES         \$ 1,266,125           Deposits:         \$ 918,331           Noninterest-bearing         253,411           Interest-bearing         664,920           In foreign offices, Edge and Agreement subsidiaries, and IBFs         76,108           Noninterest-bearing         1,821           Interest-bearing         74,287           Federal funds purchased and securities sold under agreements to repurchase:         Federal funds purchased in domestic offices	Premises and fixed assets (including capitalized leases)			7,746
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Intangible assets         21,545           Other intangible assets         19,870           Other assets         53,226           Total assets         \$ 1,266,125           LIABILITIES         \$ 1,266,125           Deposits:         \$ 918,331           Noninterest-bearing         253,411           Interest-bearing         664,920           In foreign offices, Edge and Agreement subsidiaries, and IBFs         76,108           Noninterest-bearing         1,821           Interest-bearing         74,287           Federal funds purchased and securities sold under agreements to repurchase:         Federal funds purchased in domestic offices	Investments in unconsolidated subsidiaries and associated companies			595
Goodwill         21,545           Other intangible assets         19,870           Other assets         53,226           Total assets           LIABILITIES           Deposits:           In domestic offices         \$ 918,331           Noninterest-bearing         253,411           Interest-bearing         664,920           In foreign offices, Edge and Agreement subsidiaries, and IBFs         76,108           Noninterest-bearing         1,821           Interest-bearing         74,287           Federal funds purchased and securities sold under agreements to repurchase:         Federal funds purchased in domestic offices	Direct and indirect investments in real estate ventures			11
Other intangible assets Other assets  Total assets  Salabeta  LIABILITIES  Deposits: In domestic offices In domestic offices  Noninterest-bearing Interest-bearing Interest-bearing Inforeign offices, Edge and Agreement subsidiaries, and IBFs Noninterest-bearing Interest-bearing	Intangible assets			
Other assets 53,226  Total assets \$ 1,266,125  LIABILITIES  Deposits: In domestic offices \$ 918,331  Noninterest-bearing \$ 253,411  Interest-bearing \$ 664,920  In foreign offices, Edge and Agreement subsidiaries, and IBFs \$ 76,108  Noninterest-bearing \$ 1,821  Interest-bearing \$ 74,287  Federal funds purchased and securities sold under agreements to repurchase: Federal funds purchased in domestic offices \$ 17,247	Goodwill			21,545
Total assets \$ 1,266,125  LIABILITIES  Deposits: In domestic offices \$ 918,331  Noninterest-bearing \$ 253,411  Interest-bearing \$ 664,920  In foreign offices, Edge and Agreement subsidiaries, and IBFs \$ 76,108  Noninterest-bearing \$ 1,821  Interest-bearing \$ 74,287  Federal funds purchased and securities sold under agreements to repurchase:  Federal funds purchased in domestic offices \$ 17,247	Other intangible assets			19,870
LIABILITIES  Deposits: In domestic offices \$918,331  Noninterest-bearing \$253,411  Interest-bearing \$664,920  In foreign offices, Edge and Agreement subsidiaries, and IBFs 76,108  Noninterest-bearing \$1,821  Interest-bearing \$74,287  Federal funds purchased and securities sold under agreements to repurchase: Federal funds purchased in domestic offices \$17,247	Other assets			53,226
Deposits: In domestic offices \$918,331 Noninterest-bearing 253,411 Interest-bearing 664,920 In foreign offices, Edge and Agreement subsidiaries, and IBFs 76,108 Noninterest-bearing 1,821 Interest-bearing 74,287 Federal funds purchased and securities sold under agreements to repurchase: Federal funds purchased in domestic offices 17,247	Total assets		\$	1,266,125
In domestic offices \$ 918,331  Noninterest-bearing 253,411  Interest-bearing 664,920  In foreign offices, Edge and Agreement subsidiaries, and IBFs 76,108  Noninterest-bearing 1,821  Interest-bearing 74,287  Federal funds purchased and securities sold under agreements to repurchase:  Federal funds purchased in domestic offices 17,247	LIABILITIES			
In domestic offices \$918,331  Noninterest-bearing 253,411  Interest-bearing 664,920  In foreign offices, Edge and Agreement subsidiaries, and IBFs 76,108  Noninterest-bearing 1,821  Interest-bearing 74,287  Federal funds purchased and securities sold under agreements to repurchase:  Federal funds purchased in domestic offices 177,247	Deposits:			
Noninterest-bearing 253,411 Interest-bearing 664,920 In foreign offices, Edge and Agreement subsidiaries, and IBFs 76,108 Noninterest-bearing 1,821 Interest-bearing 74,287 Federal funds purchased and securities sold under agreements to repurchase: Federal funds purchased in domestic offices 17,247	·		\$	918,331
Interest-bearing 664,920 In foreign offices, Edge and Agreement subsidiaries, and IBFs 76,108 Noninterest-bearing 1,821 Interest-bearing 74,287 Federal funds purchased and securities sold under agreements to repurchase: Federal funds purchased in domestic offices 17,247	Noninterest-bearing	253,411		
In foreign offices, Edge and Agreement subsidiaries, and IBFs  Noninterest-bearing  Interest-bearing  Interest-bearing  Federal funds purchased and securities sold under agreements to repurchase:  Federal funds purchased in domestic offices  17,247	•	664,920		
Noninterest-bearing 1,821 Interest-bearing 74,287 Federal funds purchased and securities sold under agreements to repurchase: Federal funds purchased in domestic offices 17,247				76,108
Interest-bearing 74,287 Federal funds purchased and securities sold under agreements to repurchase: Federal funds purchased in domestic offices 17,247		1,821		
Federal funds purchased and securities sold under agreements to repurchase:  Federal funds purchased in domestic offices  17,247	· · · · · · · · · · · · · · · · · · ·			
Federal funds purchased in domestic offices 17,247		. , . ,		
•				17.247
	•			12,230

	 llar Amounts n Millions
Trading liabilities	18,815
Other borrowed money	
(includes mortgage indebtedness and obligations under capitalized leases)	39,654
Subordinated notes and debentures	16,747
Other liabilities	32,260
Total liabilities	\$ 1,131,392
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	519
Surplus (exclude all surplus related to preferred stock)	101,833
Retained earnings	24,167
Accumulated other comprehensive income	7,144
Other equity capital components	0
Total bank equity capital	133,663
Noncontrolling (minority) interests in consolidated subsidiaries	1,070
5 ( · · · · · · · · · · · · · · · · · ·	,
Total equity capital	134,733
Total liabilities, and equity capital	\$ 1,266,125

I, Timothy J. Sloan, EVP & CFO of the above-named bank do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true to the best of my knowledge and belief.

Timothy J. Sloan

EVP & CFO

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

John Stumpf David Hoyt Michael Loughlin Directors