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Federal Reserve System: Board of Governors - Bank of America Corporation Order Approving the Acquisition of a Savings Association and an Industrial Loan Company

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FEDERAL RESERVE SYSTEM

Bank of America Corporation
Charlotte, North Carolina

Order Approving the Acquisition of a Savings Association
and an Industrial Loan Company

Bank of America Corporation (“Bank of America”), a financial holding company within the meaning of the Bank Holding Company Act (“BHC Act”), has requested the Board’s approval under sections 4(c)(8) and 4(j) of the BHC Act and section 225.24 of the Board’s Regulation Y¹ to acquire Merrill Lynch & Company, Inc. (“Merrill”), and thereby indirectly acquire Merrill’s subsidiary savings association, Merrill Lynch Bank & Trust Co., FSB (“ML Bank”), both of New York, New York. In addition, Bank of America has requested the Board’s approval to acquire Merrill Lynch Bank USA (“ML USA”), Salt Lake City, Utah, and thereby engage in operating an industrial loan company.² Bank of America also has filed notice to acquire Merrill Lynch Yatirim Bank A.S., Istanbul, Turkey, pursuant to section 4(c)(13) of the BHC Act and the Board’s Regulation K.³

Notice of the proposal, affording interested persons an opportunity to submit comments, has been published in the Federal Register (73 Federal Register 61,130 (2008)). The time for filing comments has expired, and the Board has considered the proposal and all comments received in light of the factors set forth in section 4 of the BHC Act.

Bank of America, with total consolidated assets of \$1.8 trillion, is the largest depository organization in the United States, as measured by deposits, and controls deposits of approximately \$774.2 billion, which represent approximately

¹ 12 U.S.C. §§ 1843(c)(8) and (j); 12 CFR 225.24.

² 12 CFR 225.28(b)(4)(i).

³ 12 U.S.C. § 1843(c)(13); see 12 CFR 211.9(f). Bank of America also proposes to acquire Merrill’s other subsidiaries in accordance with sections 4(c)(13) or 4(k) of the BHC Act. 12 U.S.C. §§ 1843(c)(13) and (k).

10.8 percent of the total amount of deposits of insured depository institutions in the United States.⁴ Bank of America controls six insured depository institutions⁵ that operate in thirty-one states and the District of Columbia.

Merrill has total consolidated assets of approximately \$875 billion and controls deposits of approximately \$77.8 billion, which represent approximately 1.1 percent of the total amount of deposits of insured depository institutions in the United States. ML Bank and ML USA operate in nine states.

On consummation of the proposal, Bank of America would remain the largest depository organization in the United States, with total consolidated assets of approximately \$2.7 trillion. Bank of America would control deposits of approximately \$852 billion, representing approximately 11.9 percent of the total amount of deposits of insured depository institutions in the United States.⁶

⁴ Asset and nationwide deposit-ranking data are as of June 30, 2008. In this context, insured depository institutions include commercial banks, savings banks, and savings associations.

⁵ Bank of America, National Association (“BANA”), Charlotte, North Carolina, is Bank of America’s largest subsidiary depository institution, as measured by both assets and deposits.

⁶ The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (“Riegle-Neal Act”) provides that the Board may not approve an application for the interstate acquisition of a bank if consummation of the acquisition would result in the applicant controlling more than 10 percent of the total amount of deposits of insured depository institutions in the United States. Pub. L. 103-328 (1994), codified at 12 U.S.C. § 1842(d). ML Bank is chartered as a federal savings bank under the Home Owners’ Loan Act and, therefore, is exempt from the definition of “bank.” 12 U.S.C. § 1461 *et seq.*; 12 U.S.C. § 1841(c)(2)(B). ML USA operates as an industrial loan company and also is exempt from the definition of “bank” under the BHC Act. *See* 12 U.S.C. § 1841(c)(2)(H). As a result, ML Bank and ML USA are not “banks” for purposes of the BHC Act and its nationwide deposit cap. Accordingly, the Riegle-Neal Act’s prohibition against approving proposals that would result in the applicant exceeding the nationwide deposit cap does not apply to the proposed acquisition of Merrill, ML Bank, and ML USA. After consummation of the proposal, however, the calculation of Bank of America’s total deposits would include the deposits of ML Bank and ML USA for purposes of calculating compliance with the nationwide deposit cap prohibition in connection with any subsequent application by Bank of America to acquire a bank pursuant to section 3 of the BHC Act or by one of its

Factors Governing Board Review of the Proposal

The Board previously has determined by regulation that the operation of a savings association and an industrial loan company by a bank holding company are activities closely related to banking for purposes of section 4(c)(8) of the BHC Act.⁷ The Board requires that savings associations, industrial loan companies, and any other entities acquired by bank holding companies or financial holding companies conform their direct and indirect activities to the requirements for permissible activities under section 4 of the BHC Act and Regulation Y.⁸ Bank of America has certified that Merrill is substantially engaged in activities that are financial in nature, incidental to a financial activity, or otherwise permissible for a financial holding company under section 4(c) of the BHC Act.⁹ Bank of America has committed that it will conform, terminate, or divest, within two years of the acquisition of Merrill, all the activities and investments of Merrill that are not permissible for a bank holding company under section 4(c) of the BHC Act.¹⁰

To approve the proposal, section 4(j)(2)(A) of the BHC Act requires the Board to determine that the proposed acquisition of ML Bank and ML USA “can reasonably be expected to produce benefits to the public, such as greater convenience, increased competition, or gains in efficiency, that outweigh possible adverse effects, such as undue concentration of resources, decreased or unfair competition, conflicts of interests, or unsound banking practices.”¹¹ As part of its evaluation under these public

subsidiary banks to merge with an unaffiliated bank pursuant to the Bank Merger Act. (12 U.S.C. § 1828(c)).

⁷ 12 CFR 225.28(b)(1), (2), (4), (5), (6), (7), and (12).

⁸ A savings association operated by a bank holding company may engage only in activities that are permissible for bank holding companies under section 4(c)(8) of the BHC Act. 12 CFR 225.28(b)(4) and 225.86(a).

⁹ A company is substantially engaged in activities permissible for a financial holding company if at least 85 percent of the company’s consolidated total annual gross revenue is derived from, and at least 85 percent of the company’s consolidated total assets is attributable to, the conduct of activities permissible for a financial holding company. 12 CFR 225.85(a)(3)(ii).

¹⁰ 12 CFR 225.85(a)(3).

¹¹ 12 U.S.C. § 1843(j)(2)(A).

interest factors, the Board reviews the financial and managerial resources of the companies involved, the effect of the proposal on competition in the relevant markets, and the public benefits of the proposal.¹² In acting on a notice to acquire a savings association or an insured industrial loan company, the Board also reviews the records of performance of the relevant insured depository institutions under the Community Reinvestment Act (“CRA”).¹³

Competitive Considerations

The Board has considered carefully the competitive effects of Bank of America’s acquisition of Merrill, including the acquisition of ML Bank and ML USA, in light of all the facts of record. Bank of America and Merrill have subsidiary insured depository institutions that compete directly in 11 banking markets in California, Massachusetts, Nevada, New York, and Oregon.¹⁴ The Board has reviewed carefully the competitive effects of the proposal in all markets in light of all the facts of record. In particular, the Board has considered the number of competitors that would remain in the markets, the relative shares of total deposits in depository institutions in each market (“market deposits”) controlled by Bank of America and Merrill,¹⁵ the concentration levels

¹² See 12 CFR 225.26. See, e.g., Wachovia Corporation, 92 Federal Reserve Bulletin C183 (2006); Banc One Corporation, 83 Federal Reserve Bulletin 602 (1997).

¹³ 12 U.S.C. § 2901 et seq.

¹⁴ ML Bank operates 54 branches in California, Connecticut, Massachusetts, Nevada, New Jersey, New York, Oregon, and Pennsylvania and offers a full range of banking products and services to its customers. ML USA operates three branches in New Jersey, New York, and Utah. ML USA accepts money market deposit accounts, transaction accounts, and certificates of deposit. It also makes loans and serves as a transfer agent, subaccountant, registrar, and fiscal agent for nonproprietary money market funds and mutual funds.

¹⁵ Deposit and market share data are as of June 30, 2008, and are based on calculations in which the deposits of thrift institutions are included at 50 percent. The Board previously has indicated that thrift institutions have become, or have the potential to become, significant competitors of commercial banks. See, e.g., Midwest Financial Group, 75 Federal Reserve Bulletin 386, 387 (1989); National City Corporation, 70 Federal Reserve Bulletin 743, 744 (1984). Thus, the Board regularly has included thrift deposits in the market share calculation on a 50 percent weighted basis. See, e.g., First Hawaiian, Inc., 77 Federal Reserve Bulletin 52, 55 (1991). In the market share calculations in this

of market deposits and the increase in those levels as measured by the Herfindahl-Hirschman Index (“HHI”) under the Department of Justice Merger Guidelines (“DOJ Guidelines”),¹⁶ and other characteristics of the markets.

Consummation of the proposal would be consistent with Board precedent and within the thresholds in the DOJ Guidelines in all the banking markets in which the insured depository institutions of Bank of America and Merrill directly compete.¹⁷ On consummation of the proposal, two of the banking markets would remain unconcentrated and eight would remain moderately concentrated. One banking market would continue to be highly concentrated but with no increase in the HHI. In each of the 11 banking markets, numerous competitors would remain.

The DOJ also reviewed the proposal and has advised the Board that consummation of the transaction would not likely have a significantly adverse effect on competition in any relevant banking market or in any relevant market. The appropriate federal supervisory agencies also have been afforded an opportunity to comment and have not objected to the proposal.

case, the Board weighted the deposits of ML Bank at 50 percent on a pre-acquisition basis and at 100 percent on a post-acquisition basis to reflect the resulting control of such deposits by a commercial banking organization. ML USA offers only limited services and its offices are not open to the public. The Board, therefore, excluded the deposits of ML USA on a pre-acquisition basis and weighted them at 100 percent on a post-acquisition basis to reflect the resulting control of such deposits by a commercial banking organization.

¹⁶ Under the DOJ Guidelines, a market is considered unconcentrated if the post-acquisition HHI is under 1000, moderately concentrated if the post-acquisition HHI is between 1000 and 1800, and highly concentrated if the post-acquisition HHI exceeds 1800. The Department of Justice (“DOJ”) has informed the Board that a bank merger or acquisition generally will not be challenged (in the absence of other factors indicating anticompetitive effects) unless the post-acquisition HHI is at least 1800 and the acquisition increases the HHI by more than 200 points. The DOJ has stated that the higher-than-normal HHI thresholds for screening bank mergers and acquisitions for anticompetitive effects implicitly recognize the competitive effects of limited-purpose and other nondepository financial entities.

¹⁷ Those banking markets and the effects of the proposal on their concentration of banking resources are described in the appendix.

Based on all the facts of record, the Board concludes that consummation of the proposal would not have a significantly adverse effect on competition or on the concentration of resources in any relevant banking market. Accordingly, the Board has determined that competitive considerations are consistent with approval.

Financial and Managerial Resources

In reviewing the proposal under section 4 of the BHC Act, the Board has considered carefully the financial and managerial resources of Bank of America, Merrill, and their subsidiary insured depository institutions and the effect of the transaction on those resources. This review was conducted in light of all the facts of record, including confidential reports of examination, other supervisory information from the primary federal and state supervisors of the organizations involved in the proposal, and publicly reported and other financial information, including information provided by Bank of America. The Board also has consulted with the Office of Thrift Supervision (“OTS”) and Federal Deposit Insurance Corporation (“FDIC”), the primary federal supervisors of Merrill’s subsidiary insured depository institutions.

In evaluating financial resources in expansionary proposals by banking organizations, the Board reviews the financial condition of the organizations involved on both a parent-only and consolidated basis, as well as the financial condition of the subsidiary insured depository institutions and the organizations’ significant nonbanking operations. In this evaluation, the Board considers a variety of information, including capital adequacy, asset quality, and earnings performance. In assessing financial factors, the Board consistently has considered capital adequacy to be especially important. The Board also evaluates the financial condition of the combined organization at consummation, including its capital position, asset quality, and earnings prospects, and the impact of the proposed funding of the transaction. In addition, the Board considers the ability of the organization to absorb the costs of the proposal and the plans for integrating operations after consummation.

The Board has considered carefully the financial factors of the proposal. Bank of America and its subsidiary depository institutions are well capitalized and would remain so on consummation of the proposal. ML Bank and ML USA also

are well capitalized and would remain so after consummation of the proposal. Based on its review of the record, including all of the considerations noted above, the Board finds that Bank of America has sufficient financial resources to effect the proposal.¹⁸

The Board also has considered the managerial resources of the organizations involved and the proposed combined organization. The Board has reviewed the examination records of Bank of America and its subsidiary depository institutions, and ML Bank and ML USA, including assessments of their management, risk-management systems, and operations. In addition, the Board has considered its supervisory experiences and those of the other relevant federal supervisory agencies with the organizations and their records of compliance with applicable banking laws and with anti-money laundering laws. The Board also has considered carefully Bank of America's plans for implementing the proposal, including its proposed risk-management systems after consummation. Bank of America plans to implement enhanced risk-management policies, procedures, and controls at the combined organization and is devoting significant financial and other resources to address all aspects of the post-acquisition integration process. The Board also has considered Bank of America's record of successfully integrating large organizations into its operations and risk-management systems after acquisitions.

Based on all the facts of record, the Board has concluded that considerations relating to the financial and managerial resources of the organizations involved in the proposal are consistent with approval under section 4 of the BHC Act.

Records of Performance Under the CRA

As noted previously, the Board reviews the records of performance under the CRA of the relevant insured depository institutions when acting on a notice to acquire an insured depository institution, including a savings association or industrial loan company. The CRA requires the federal financial supervisory agencies to encourage insured depository institutions to help meet the credit needs of the local communities in which they operate, consistent with their safe and sound operation, and requires the

¹⁸ The proposed transaction is structured as a share exchange and would not increase the debt-service requirements of the combined company.

appropriate federal financial supervisory agency to take into account the relevant depository institution's record of meeting the credit needs of its entire community, including low- and moderate-income ("LMI") neighborhoods, in evaluating bank expansionary proposals.¹⁹

As provided in the CRA, the Board has evaluated the proposal in light of the evaluations by the appropriate federal supervisors of the CRA performance records of the relevant insured depository institutions. An institution's most recent CRA performance evaluation is a particularly important consideration in the application process because it represents a detailed, on-site evaluation of the institution's overall record of performance under the CRA by its appropriate federal supervisor.²⁰

Bank of America's lead bank, BANA, received an "outstanding" rating at its most recent CRA performance evaluation by the Office of the Comptroller of the Currency, as of December 31, 2006.²¹ All other insured depository institutions of Bank of America were rated "outstanding" or "satisfactory" at their most recent CRA performance evaluations.

ML USA received an "outstanding" rating at its most recent CRA performance evaluation by the FDIC, as of January 10, 2006.²² ML Bank has not yet received a CRA rating because before its conversion to a savings association on August 5, 2006, it was a trust company and thus not subject to the CRA. Bank of America has represented that it will institute the community development and community investment policies of BANA at ML Bank to strengthen the bank's CRA policies, and to help meet the credit needs of the communities it serves.

¹⁹ 12 U.S.C. § 2903.

²⁰ See Interagency Questions and Answers Regarding Community Reinvestment, 66 Federal Register 36,620 and 36,639 (2001).

²¹ The period for the BANA evaluation was January 1, 2004, through December 31, 2006.

²² The period for the ML USA evaluation was April 1, 2003, through December 31, 2005.

Based on a review of the entire record, and for the reasons discussed above, the Board has concluded that considerations relating to the CRA performance records of the relevant insured depository institutions are consistent with approval of the proposal.

Public Benefits

As part of its evaluation of the public interest factors under section 4 of the BHC Act, the Board has reviewed carefully the public benefits and possible adverse effects of the proposal. The record indicates that consummation of the proposal would result in benefits to consumers currently served by ML Bank and ML USA by providing them access to additional banking and nonbanking products and services from Bank of America. Bank of America has represented that it would grant customers of ML Bank and ML USA access to BANA's ATM network and branches on the same terms and conditions as BANA customers. As noted, Bank of America also would implement enhanced risk-management systems at the combined organization.

For the reasons discussed above and based on all the facts of record, the Board has determined that the conduct of the proposed nonbanking activities within the framework of Regulation Y and Board precedent is not likely to result in significantly adverse effects, such as undue concentration of resources, decreased or unfair competition, conflicts of interests, or unsound banking practices. For the reasons discussed above and based on the entire record, the Board has concluded that consummation of the proposal can reasonably be expected to produce public benefits that would outweigh any likely adverse effects. Accordingly, the Board has determined that the balance of the public benefits under the standard of section 4(j)(2) of the BHC Act is consistent with approval.

Bank of America also has provided notice under section 4(c)(13) of the BHC Act and the Board's Regulation K to acquire Merrill Lynch Yatirim Bank A.S. The Board concludes that all factors required to be considered under the BHC Act and the Board's Regulation K are consistent with approval.

Conclusion

Based on the foregoing and all the facts of record, including reports of examination of the institutions involved, information provided by Bank of America,

and confidential supervisory information, the Board has determined that the proposal should be, and hereby is, approved. In reaching its conclusion, the Board has considered all the facts of record in light of the factors that it is required to consider under the BHC Act. The Board's approval is specifically conditioned on compliance by Bank of America with the conditions imposed in this order and all the commitments made to the Board in connection with the proposal. The Board's approval also is subject to all the conditions set forth in Regulation Y, including those in sections 225.7 and 225.25(c),²³ and to the Board's authority to require such modification or termination of the activities of the bank holding company or any of its subsidiaries as the Board finds necessary to ensure compliance with, and to prevent evasion of, the provisions of the BHC Act and the Board's regulations and orders issued thereunder. For purposes of this action, these conditions and commitments are deemed to be conditions imposed in writing by the Board in connection with its findings and decisions herein and, as such, may be enforced in proceedings under applicable law.

The proposal shall not be consummated later than three months after the effective date of this order, unless such period is extended for good cause by the Board or by the Federal Reserve Bank of Richmond, acting pursuant to delegated authority.

By order of the Board of Governors,²⁴ effective November 26, 2008.

(SIGNED)

Robert deV. Frierson
Deputy Secretary of the Board

²³ 12 CFR 225.7 and 225.25(c).

²⁴ Voting for this action: Chairman Bernanke, Vice Chairman Kohn, and Governors Warsh, Kroszner, and Duke.

Appendix

**Banking Markets Consistent with Board Precedent
and DOJ Guidelines**

All rankings, market deposit shares, and HHIs are based on thrift deposits weighted at 50 percent, except for the savings association deposits of Merrill, which are weighted at 50 percent before consummation of the proposal and 100 percent after consummation. The deposits of ML Bank US were excluded on a pre-acquisition basis and weighted at 100 percent on a post-acquisition basis. The effects of these modifications on the post-consummation market shares and HHIs are more evident in some markets than in others.

California Banking Markets

Los Angeles – the Los Angeles Ranally Metropolitan Area and the cities of Acton in Los Angeles County and Rosamond in Kern County.

	Rank	Amount of Deposits	Market Deposit Shares (%)	Resulting HHI	Change in HHI	Remaining Number of Competitors
<i>Bank of America Pre-consummation</i>	1	\$58.8 bil.	19.8	824	+ 16	198
<i>Merrill</i>	40	\$1.4 bil.	0.3			
<i>Bank of America Post-consummation</i>	1	\$60.3 bil.	20.3			

Napa – the Napa Ranally Metropolitan Area and the cities of Calistoga and St. Helena in Napa County.

	Rank	Amount of Deposits	Market Deposit Shares (%)	Resulting HHI	Change in HHI	Remaining Number of Competitors
<i>Bank of America Pre-consummation</i>	2	\$423.8 mil.	16.0	1127	+ 27	18
<i>Merrill</i>	16	\$32.8 mil.	0.6			
<i>Bank of America Post-consummation</i>	2	\$456.7 mil.	17.2			

Palm Springs-Cathedral City-Palm Desert – the Palm Springs-Cathedral City-Palm Desert and Indio-Coachella Ranally Metropolitan Areas and the cities of Joshua Tree, Twentynine Palms, and Yucca Valley in San Bernardino County.

	Rank	Amount of Deposits	Market Deposit Shares (%)	Resulting HHI	Change in HHI	Remaining Number of Competitors
<i>Bank of America Pre-consummation</i>	1	\$1.2 bil.	19.1	936	+ 9	26
<i>Merrill</i>	23	\$18.9 mil.	0.2			
<i>Bank of America Post-consummation</i>	1	\$1.2 bil.	19.3			

San Diego – the San Diego Ranally Metropolitan Area and the cities of Camp Pendleton and Pine Valley in San Diego County.						
	Rank	Amount of Deposits	Market Deposit Shares (%)	Resulting HHI	Change in HHI	Remaining Number of Competitors
<i>Bank of America Pre-consummation</i>	1	\$7.9 bil.	17.3	1090	+ 34	70
<i>Merrill</i>	17	\$633.6 mil.	0.7			
<i>Bank of America Post-consummation</i>	1	\$8.5 bil.	18.6			

San Francisco-Oakland-San Jose – the San Francisco-Oakland-San Jose Ranally Metropolitan Area, and the cities of Byron in Contra Costa County, Hollister and San Juan Bautista in San Bonito County, Pescadero in San Mateo County and Point Reyes Station in Marsh County.						
	Rank	Amount of Deposits	Market Deposit Shares (%)	Resulting HHI	Change in HHI	Remaining Number of Competitors
<i>Bank of America Pre-consummation</i>	1	\$56.8 bil.	25.3	1497	+ 85	115
<i>Merrill</i>	12	\$5.1 bil.	1.1			
<i>Bank of America Post-consummation</i>	1	\$61.9 bil.	27.3			

Santa Barbara – the Santa Barbara Ranally Metropolitan Area.						
	Rank	Amount of Deposits	Market Deposit Shares (%)	Resulting HHI	Change in HHI	Remaining Number of Competitors
<i>Bank of America Pre-consummation</i>	2	\$648.8 mil.	10.4	1423	+ 18	18
<i>Merrill</i>	13	\$162.2 mil.	1.3			
<i>Bank of America Post-consummation</i>	2	\$811 mil.	12.8			

Santa Rosa – the Santa Rosa Ranally Metropolitan Area and the city of Cloverdale in Sonoma County.						
	Rank	Amount of Deposits	Market Deposit Shares (%)	Resulting HHI	Change in HHI	Remaining Number of Competitors
<i>Bank of America Pre-consummation</i>	2	\$845.6 mil.	12.9	1003	+ 16	21
<i>Merrill</i>	16	\$62.7 mil.	0.5			
<i>Bank of America Post-consummation</i>	2	\$908.4 mil.	13.8			

Massachusetts Banking Market						
Boston – the Boston Ranally Metropolitan Area and the towns of Amherst, Antrim, Atkinson, Bennington, Brookline, Chester, Danville, Deering, Derry, Dublin, East Hamstead, Fitzwilliam, Francestown, Fremont, Greenfield, Greenville, Hampstead, Hancock, Hollis, Hudson, Jaffrey, Kingston, Litchfield, Lyndeboro, Mason, Merrimac, Milford, Mont Vernon, Nashua City, New Ipswich, Newton, Pelham, Peterborough, Plaistow, Raymond, Rindge, Salem, Sandown, Seabrook, Sharon, South Hampton, South Nashua, Temple, Wilton, and Windham in New Hampshire.						
	Rank	Amount of Deposits	Market Deposit Shares (%)	Resulting HHI	Change in HHI	Remaining Number of Competitors
<i>Bank of America Pre-consummation</i>	1	\$29.6 bil.	22.0	1202	+ 7	159
<i>Merrill</i>	67	\$314.2 mil.	0.1			
<i>Bank of America Post-consummation</i>	1	\$29.9 bil.	22.2			

Nevada Banking Market						
Las Vegas – the Las Vegas Ranally Metropolitan Area.						
	Rank	Amount of Deposits	Market Deposit Shares (%)	Resulting HHI	Change in HHI	Remaining Number of Competitors
<i>Bank of America Pre-consummation</i>	3	\$6.8 bil.	4.2	3635	- 1	47
<i>Merrill</i>	27	\$99.9 mil.	0			
<i>Bank of America Post-consummation</i>	3	\$6.9 bil.	4.2			

New York Banking Market						
Metropolitan New York-New Jersey-Pennsylvania-Connecticut – Bronx, Dutchess, Kings, Nassau, New York, Orange, Putnam, Queens, Richmond, Rockland, Suffolk, Sullivan, Ulster, and Westchester Counties in New York; Bergen, Essex, Hudson, Hunterdon, Mercer, Middlesex, Monmouth, Morris, Ocean, Passaic, Somerset, Sussex, Union, and Warren Counties in New Jersey; Monroe and Pike Counties in Pennsylvania; and Fairfield County and portions of Litchfield and New Haven Counties in Connecticut.						
	Rank	Amount of Deposits	Market Deposit Shares (%)	Resulting HHI	Change in HHI	Remaining Number of Competitors
<i>Bank of America Pre-consummation</i>	2	\$67.2 bil.	8.5	1278	+ 8	301
<i>Merrill</i>	17	\$12.2 bil.	0.8			
<i>Bank of America Post-consummation</i>	2	\$79.4 bil.	10.0			

Oregon Banking Market						
Portland – the Portland Ranally Metropolitan Area; the cities of Banks, Molalla, Mount Angel, North Plains, Saint Helens, Scappoose, Vernonia, and Woodburn in Oregon; and the city of Yacolt in Washington.						
	Rank	Amount of Deposits	Market Deposit Shares (%)	Resulting HHI	Change in HHI	Remaining Number of Competitors
<i>Bank of America Pre-consummation</i>	2	\$4.8 bil.	17.5	1304	0	44
<i>Merrill</i>	42	0	0			
<i>Bank of America Post-consummation</i>	2	\$4.8 bil.	17.5			