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SUNTRUST BANKS INC

Form 13F-HR/A

May 31, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2011

Check here if Amendment [ X ] Amendment Number: 1  
This Amendment: [ X ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: SunTrust Banks, Inc.  
Address: 303 Peachtree Street N.E.  
Atlanta, GA 30308

13F File Number: 28-04696

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing this report is authorized to submit it, that all information contained herein is true, correct, and complete, and that it is understood that all required items, statements, schedules, lists and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Victor A. Smith  
Title: Senior Vice President  
Phone: (804)782-5656

Signature	Place	Date of Signing:
Victor A. Smith	Richmond, VA	May 31, 2011

Report Type (Check only one.):

[ ] 13F HOLDINGS REPORT.  
[ ] 13F NOTICE.  
[ X ] 13F COMBINATION REPORT.

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

List of Other Managers Reporting for this Manager:  
First Mercantile Trust Company 28-10498

FORM 13F SUMMARY PAGE

Report Summary:

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Number of Other Included Managers: 8

1	28-11308	RidgeWorth Capital Management, Inc.
3	28-11399	GenSpring Family Offices, LLC
5	28-11489	SunTrust Bank
6	28-11303	SunTrust Investment Services, Inc.
7		Ceredex Value Advisors LLC
8		Certium Asset Management LLC
9		IronOak Advisors LLC
10		Silvant Capital Management LLC

Form 13F Information Table Entry Total: 4760

Form 13F Information Table Value Total in thousands: \$22,560,627

NAME OF ISSUER	-TITLE OF CLASS-	--CUSIP--	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	-MANA
D AMDOCS LTD COM		G02602103	6	219	SH		DEFINED	3
D AMDOCS LTD COM		G02602103	375	13002	SH		DEFINED	5
D AMDOCS LTD COM		G02602103	1289	44688	SH		DEFINED	8
D ARCH CAP GROUP LTD COM		G0450A105	35	358	SH		DEFINED	3
D ARCH CAP GROUP LTD COM		G0450A105	343	3460	SH		DEFINED	9
D ASPEN INSURANCE HLDGS LTD COM		G05384105	518	18814	SH		DEFINED	8
D ASSURED GUARANTY LTD COM		G0585R106	133	8955	SH		DEFINED	5
D ASSURED GUARANTY LTD COM		G0585R106	2	170	SH		DEFINED	5
D ASSURED GUARANTY LTD COM		G0585R106	143	9600	SH		DEFINED	6
D ACCENTURE PLC CL A COM		G1151C101	915	16649	SH		DEFINED	3
D ACCENTURE PLC CL A COM		G1151C101	88	1605	SH		DEFINED	5
D ACCENTURE PLC CL A COM		G1151C101	19	359	SH		DEFINED	5
D ACCENTURE PLC CL A COM		G1151C101	1947	35433	SH		DEFINED	8
D ACCENTURE PLC CL A COM		G1151C101	771	14031	SH		DEFINED	9
D COOPER INDUSTRIES PLC CL A		G24140108	51	793	SH		DEFINED	3
D COOPER INDUSTRIES PLC CL A		G24140108	80	1247	SH		DEFINED	5
D COOPER INDUSTRIES PLC CL A		G24140108	150	2314	SH		DEFINED	5
D COOPER INDUSTRIES PLC CL A		G24140108	104	1610	SH		DEFINED	9
D EVEREST RE GROUP LTD COM		G3223R108	5	60	SH		DEFINED	3
D EVEREST RE GROUP LTD COM		G3223R108	426	4834	SH		DEFINED	8
D GENPACT LTD COM		G3922B107	5	387	SH		DEFINED	3
D GENPACT LTD COM		G3922B107	162	11194	SH		DEFINED	5
D HERBALIFE LTD USD COM		G4412G101	12	149	SH		DEFINED	5
D HERBALIFE LTD USD COM		G4412G101	276	3394	SH		DEFINED	8
D INGERSOLL-RAND PLC COM		G47791101	449	9304	SH		DEFINED	3
D INGERSOLL-RAND PLC COM		G47791101	671	13904	SH		DEFINED	5
D INGERSOLL-RAND PLC COM		G47791101	1316	27258	SH		DEFINED	5
D INGERSOLL-RAND PLC COM		G47791101	31	660	SH		DEFINED	6
D INGERSOLL-RAND PLC COM		G47791101	39826	824400	SH		DEFINED	7
D INGERSOLL-RAND PLC COM		G47791101	472	9785	SH		DEFINED	8
D INVESCO LTD BERMUDA COM		G491BT108	101	3978	SH		DEFINED	3
D INVESCO LTD BERMUDA COM		G491BT108	18862	737973	SH		DEFINED	5
D INVESCO LTD BERMUDA COM		G491BT108	2333	91293	SH		DEFINED	5
D INVESCO LTD BERMUDA COM		G491BT108	775	30332	SH		DEFINED	6
D INVESCO LTD BERMUDA COM		G491BT108	372	14581	SH		DEFINED	8
D LAZARD LTD LP CL A		G54050102	9	222	SH		DEFINED	3
D LAZARD LTD LP CL A		G54050102	482	11605	SH		DEFINED	5
D LAZARD LTD LP CL A		G54050102	5	128	SH		DEFINED	5
D LAZARD LTD LP CL A		G54050102	41130	989200	SH		DEFINED	7
D NABORS INDUSTRIES LTD COM		G6359F103	77	2558	SH		DEFINED	3
D NABORS INDUSTRIES LTD COM		G6359F103	264	8690	SH		DEFINED	8

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D PARTNERRE HLDGS LTD	G6852T105	21	271 SH	DEFINED	3
D PARTNERRE HLDGS LTD	G6852T105	318	4017 SH	DEFINED	5
D PARTNERRE HLDGS LTD	G6852T105	55	700 SH	DEFINED	5
D PARTNERRE HLDGS LTD	G6852T105	27211	343400 SH	DEFINED	7
D SEADRILL LTD COM	G7945E105	31	880 SH	DEFINED	5
D SEADRILL LTD COM	G7945E105	288	8000 SH	DEFINED	5
D SIGNET JEWELERS LTD COM	G81276100	1358	29523 SH	DEFINED	3
D SIGNET JEWELERS LTD COM	G81276100	143	3117 SH	DEFINED	8
D UTI WORLDWIDE INC SHS	G87210103	2804	139040 SH	DEFINED	10
D UTI WORLDWIDE INC SHS	G87210103	18	920 SH	DEFINED	5
D TSAKOS ENERGY NAVIGATION L OM	G9108L108	5652	514800 SH	DEFINED	3
D VALIDUS HLDGS LTD BERMUDA	G9319H102	893	26820 SH	DEFINED	8
D WHITE MOUNTAINS INS GROUP COM	G9618E107	24	67 SH	DEFINED	3
D WHITE MOUNTAINS INS GROUP COM	G9618E107	959	2634 SH	DEFINED	5
D WILLIS GROUP HLDGS PLC USD 11 COM	G96666105	152	3771 SH	DEFINED	5
D WILLIS GROUP HLDGS PLC USD 11 COM	G96666105	467	11585 SH	DEFINED	9
D XL GROUP PLC COM	G98290102	32	1339 SH	DEFINED	3
D XL GROUP PLC COM	G98290102	27	1100 SH	DEFINED	5
D XL GROUP PLC COM	G98290102	229	9320 SH	DEFINED	8
D XL GROUP PLC COM	G98290102	1314	53450 SH	DEFINED	9
D ACE LTD CHF 33.74 SHS	H0023R105	15	240 SH	DEFINED	3
D ACE LTD CHF 33.74 SHS	H0023R105	185	2873 SH	DEFINED	5
D ACE LTD CHF 33.74 SHS	H0023R105	161	2500 SH	DEFINED	5
D ACE LTD CHF 33.74 SHS	H0023R105	153	2370 SH	DEFINED	6
D ACE LTD CHF 33.74 SHS	H0023R105	649	10038 SH	DEFINED	8
D ALLIED WORLD ASSURANCE CO	H01531104	491	7839 SH	DEFINED	8
D WEATHERFORD INTL LTD COM	H27013103	70	3128 SH	DEFINED	3
D WEATHERFORD INTL LTD COM	H27013103	625	27667 SH	DEFINED	5
D WEATHERFORD INTL LTD COM	H27013103	1	80 SH	DEFINED	5
D WEATHERFORD INTL LTD COM	H27013103	2	99 SH	DEFINED	8
D GARMIN LTD COM	H2906T109	1060	31328 SH	DEFINED	3
D GARMIN LTD COM	H2906T109	30	890 SH	DEFINED	5
D GARMIN LTD COM	H2906T109	6	200 SH	DEFINED	5
D LOGITECH INTL SA REG USD S	H50430232	12	673 SH	DEFINED	3
D LOGITECH INTL SA REG USD S	H50430232	542	29932 SH	DEFINED	5
D NOBLE CORP COM	H5833N103	42	926 SH	DEFINED	3
D NOBLE CORP COM	H5833N103	5	120 SH	DEFINED	5
D NOBLE CORP COM	H5833N103	71	1560 SH	DEFINED	5
D NOBLE CORP COM	H5833N103	343	7529 SH	DEFINED	8
D TRANSOCEAN LTD CHF15 SHS	H8817H100	43	559 SH	DEFINED	3
D TRANSOCEAN LTD CHF15 SHS	H8817H100	240	3091 SH	DEFINED	5
D TRANSOCEAN LTD CHF15 SHS	H8817H100	524	6724 SH	DEFINED	5
D TRANSOCEAN LTD CHF15 SHS	H8817H100	3	45 SH	DEFINED	6
D TRANSOCEAN LTD CHF15 SHS	H8817H100	3331	42742 SH	DEFINED	8
D TYCO INTL LTD COM	H89128104	70	1566 SH	DEFINED	3
D TYCO INTL LTD COM	H89128104	101	2273 SH	DEFINED	5
D TYCO INTL LTD COM	H89128104	52	1172 SH	DEFINED	5
D TYCO INTL LTD COM	H89128104	631	14116 SH	DEFINED	8
D UBS AG REG SHS NEW CHF.1 U XCHG	H89231338	61	3433 SH	DEFINED	3
D UBS AG REG SHS NEW CHF.1 U XCHG	H89231338	934	51778 SH	DEFINED	5
D UBS AG REG SHS NEW CHF.1 U XCHG	H89231338	293	16255 SH	DEFINED	5
D ALLOT COMMUNICATIONS LTD S	M0854Q105	186	11912 SH	DEFINED	3
D AERCAP HLDGS NV SHS	N00985106	759	60400 SH	DEFINED	3
D ASML HLDG NV NY REG SHS	N07059186	58482	1314221 SH	DEFINED	10
D ASML HLDG NV NY REG SHS	N07059186	71	1596 SH	DEFINED	3
D ASML HLDG NV NY REG SHS	N07059186	5065	113830 SH	DEFINED	9
D CNH GLOBAL NV PAR EUR 2.25	N20935206	951	19605 SH	DEFINED	8
D CORE LABORATORIES NV COM	N22717107	30	300 SH	DEFINED	3
D CORE LABORATORIES NV COM	N22717107	275	2700 SH	DEFINED	5
D NIELSEN HLDGS NV EUR0.07 C	N63218106	32	1190 SH	DEFINED	3
D NIELSEN HLDGS NV EUR0.07 C	N63218106	799	29265 SH	DEFINED	5
D VISTAPRINT NV SHS	N93540107	3602	69415 SH	DEFINED	10

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D VISTAPRINT NV SHS	N93540107	23	460	SH	DEFINED	5
D COPA HLDGS SA CL A	P31076105	10	200	SH	DEFINED	5
D COPA HLDGS SA CL A	P31076105	14778	279900	SH	DEFINED	7
D COPA HLDGS SA CL A	P31076105	696	13185	SH	DEFINED	8
D MAKEMYTRIP LTD COM	V5633W109	1419	48415	SH	DEFINED	10
D MAKEMYTRIP LTD COM	V5633W109	9	320	SH	DEFINED	5
D ROYAL CARIBBEAN CRUISES LT M	V7780T103	7	192	SH	DEFINED	3
D ROYAL CARIBBEAN CRUISES LT M	V7780T103	1345	32611	SH	DEFINED	5
D AVAGO TECHNOLOGIES INC COM	Y0486S104	1225	39417	SH	DEFINED	9
D DIANA SHIPPING INC COM	Y2066G104	195	16500	SH	DEFINED	5
D AAR CORP COM	000361105	4081	147240	SH	DEFINED	10
D AAR CORP COM	000361105	14	517	SH	DEFINED	3
D AAR CORP COM	000361105	26	955	SH	DEFINED	5
D ABB LTD SPONS ADR	000375204	179	7404	SH	DEFINED	3
D ABB LTD SPONS ADR	000375204	25462	1052599	SH	DEFINED	5
D ABB LTD SPONS ADR	000375204	3622	149770	SH	DEFINED	5
D ABB LTD SPONS ADR	000375204	24993	1033200	SH	DEFINED	7
D ABB LTD SPONS ADR	000375204	237	9825	SH	DEFINED	9
D ACCO BRANDS CORP COM	00081T108	1	109	SH	DEFINED	5
D ACCO BRANDS CORP COM	00081T108	448	47003	SH	DEFINED	5
D ABM INDS INC COM	000957100	3	131	SH	DEFINED	3
D ABM INDS INC COM	000957100	106	4175	SH	DEFINED	5
D ABM INDS INC COM	000957100	25315	997050	SH	DEFINED	7
D AFLAC INC COM	001055102	930	17634	SH	DEFINED	3
D AFLAC INC COM	001055102	5420	102692	SH	DEFINED	5
D AFLAC INC COM	001055102	4129	78236	SH	DEFINED	5
D AFLAC INC COM	001055102	61	1157	SH	DEFINED	6
D AFLAC INC COM	001055102	823	15594	SH	DEFINED	8
D AGCO CORP COM	001084102	222	4056	SH	DEFINED	5
D AGCO CORP COM	001084102	3	70	SH	DEFINED	5
D AGCO CORP COM	001084102	453	8255	SH	DEFINED	8
D AGIC EQUITY & CONV INCOME OM	00119P102	195	10096	SH	DEFINED	6
D AGL RES INC COM	001204106	14	356	SH	DEFINED	3
D AGL RES INC COM	001204106	1330	33388	SH	DEFINED	5
D AGL RES INC COM	001204106	591	14836	SH	DEFINED	5
D AGL RES INC COM	001204106	273	6859	SH	DEFINED	8
D AES CORP COM	00130H105	32	2487	SH	DEFINED	3
D AES CORP COM	00130H105	359	27627	SH	DEFINED	5
D AES CORP COM	00130H105	607	46721	SH	DEFINED	8
D ALPS ALERIAN MLP ETF	00162Q866	51	3145	SH	DEFINED	5
D ALPS ALERIAN MLP ETF	00162Q866	1535	93859	SH	DEFINED	6
D AMB PPTY CORP REIT	00163T109	38	1065	SH	DEFINED	3
D AMB PPTY CORP REIT	00163T109	534	14868	SH	DEFINED	8
D AT & T INC COM	00206R102	322	10530	SH	DEFINED	10
D AT & T INC COM	00206R102	1920	62749	SH	DEFINED	3
D AT & T INC COM	00206R102	39194	1280434	SH	DEFINED	5
D AT & T INC COM	00206R102	23700	774260	SH	DEFINED	5
D AT & T INC COM	00206R102	1479	48318	SH	DEFINED	6
D AT & T INC COM	00206R102	39960	1305477	SH	DEFINED	7
D AT & T INC COM	00206R102	5651	184640	SH	DEFINED	8
D AT & T INC COM	00206R102	1522	49743	SH	DEFINED	9
D AARON'S INC COM	002535300	439	17325	SH	DEFINED	3
D AARON'S INC COM	002535300	50	2000	SH	DEFINED	5
D AARON'S INC COM	002535300	18937	746750	SH	DEFINED	7
D AARON'S INC COM	002535300	163	6465	SH	DEFINED	8
D ABBOTT LABS COM	002824100	6828	139218	SH	DEFINED	3
D ABBOTT LABS COM	002824100	59585	1214800	SH	DEFINED	5
D ABBOTT LABS COM	002824100	19401	395548	SH	DEFINED	5
D ABBOTT LABS COM	002824100	269	5504	SH	DEFINED	6
D ABBOTT LABS COM	002824100	17380	354350	SH	DEFINED	7
D ABBOTT LABS COM	002824100	2330	47517	SH	DEFINED	8
D ABBOTT LABS COM	002824100	1459	29748	SH	DEFINED	9

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D ABERCROMBIE & FITCH CO CL M	002896207	17476	297720	SH	DEFINED	10
D ABERCROMBIE & FITCH CO CL M	002896207	1	27	SH	DEFINED	3
D ABERCROMBIE & FITCH CO CL M	002896207	0	10	SH	DEFINED	5
D ABERCROMBIE & FITCH CO CL M	002896207	47	816	SH	DEFINED	5
D ABERCROMBIE & FITCH CO CL M	002896207	155	2646	SH	DEFINED	8
D ABERCROMBIE & FITCH CO CL M	002896207	5233	89149	SH	DEFINED	9
D ABERDEEN ASIA-PACIFIC PRIM C COM	003009107	152	22000	SH	DEFINED	5
D ACACIA RESH CORP COM	003881307	6005	174825	SH	DEFINED	10
D ACACIA RESH CORP COM	003881307	39	1140	SH	DEFINED	5
D ACETO CORP COM	004446100	7	1000	SH	DEFINED	5
D ACETO CORP COM	004446100	3058	383750	SH	DEFINED	7
D ACME PACKET INC COM	004764106	7295	102805	SH	DEFINED	10
D ACME PACKET INC COM	004764106	7	100	SH	DEFINED	3
D ACME PACKET INC COM	004764106	47	670	SH	DEFINED	5
D ACME PACKET INC COM	004764106	169	2393	SH	DEFINED	6
D ACORDA THERAPEUTICS INC CO	00484M106	1729	74550	SH	DEFINED	10
D ACORDA THERAPEUTICS INC CO	00484M106	11	485	SH	DEFINED	5
D ACTIVISION BLIZZARD INC CO	00507V109	5	508	SH	DEFINED	3
D ACTIVISION BLIZZARD INC CO	00507V109	61	5584	SH	DEFINED	5
D ACTIVISION BLIZZARD INC CO	00507V109	31170	2841400	SH	DEFINED	7
D ACTIVISION BLIZZARD INC CO	00507V109	1009	91997	SH	DEFINED	9
D ACTUANT CORP CL A COM	00508X203	6225	214685	SH	DEFINED	10
D ACTUANT CORP CL A COM	00508X203	2	98	SH	DEFINED	3
D ACTUANT CORP CL A COM	00508X203	276	9523	SH	DEFINED	5
D ACTUANT CORP CL A COM	00508X203	7	254	SH	DEFINED	5
D ACUITY BRANDS INC COM	00508Y102	233	4000	SH	DEFINED	5
D ACUITY BRANDS INC COM	00508Y102	223	3815	SH	DEFINED	8
D ADOBE SYS INC COM	00724F101	1773	53498	SH	DEFINED	3
D ADOBE SYS INC COM	00724F101	158	4767	SH	DEFINED	5
D ADOBE SYS INC COM	00724F101	355	10709	SH	DEFINED	5
D ADOBE SYS INC COM	00724F101	500	15102	SH	DEFINED	8
D ADOBE SYS INC COM	00724F101	609	18376	SH	DEFINED	9
D ADTRAN INC COM	00738A106	246	5803	SH	DEFINED	8
D ADVANCE AMER CASH ADVANCE INC	00739W107	22	4200	SH	DEFINED	5
D ADVANCE AMER CASH ADVANCE INC	00739W107	8301	1566250	SH	DEFINED	7
D ADVANCE AUTO PARTS INC COM	00751Y106	22	346	SH	DEFINED	3
D ADVANCE AUTO PARTS INC COM	00751Y106	129	1981	SH	DEFINED	5
D ADVANCE AUTO PARTS INC COM	00751Y106	471	7178	SH	DEFINED	8
D ADVANCE AUTO PARTS INC COM	00751Y106	839	12800	SH	DEFINED	9
D AECOM TECHNOLOGY CORP DELA E COM	00766T100	193	6992	SH	DEFINED	5
D AECOM TECHNOLOGY CORP DELA E COM	00766T100	9	349	SH	DEFINED	6
D AECOM TECHNOLOGY CORP DELA E COM	00766T100	290	10468	SH	DEFINED	8
D AEROPOSTALE INC COM	007865108	10	450	SH	DEFINED	5
D AEROPOSTALE INC COM	007865108	191	7856	SH	DEFINED	8
D ADVANCED MICRO DEVICES INC	007903107	5	584	SH	DEFINED	3
D ADVANCED MICRO DEVICES INC	007903107	8	1000	SH	DEFINED	5
D ADVANCED MICRO DEVICES INC	007903107	146	17087	SH	DEFINED	8
D AEGON NV SPONS ADR	007924103	33	4434	SH	DEFINED	3
D AEGON NV SPONS ADR	007924103	650	86795	SH	DEFINED	5
D AEGON NV SPONS ADR	007924103	62	8325	SH	DEFINED	5
D AETNA INC COM	00817Y108	64	1721	SH	DEFINED	3
D AETNA INC COM	00817Y108	146	3910	SH	DEFINED	5
D AETNA INC COM	00817Y108	281	7516	SH	DEFINED	5
D AETNA INC COM	00817Y108	425	11358	SH	DEFINED	8
D AFFILIATED MANAGERS GROUP COM	008252108	478	4376	SH	DEFINED	3
D AFFILIATED MANAGERS GROUP COM	008252108	244	2236	SH	DEFINED	5
D AFFILIATED MANAGERS GROUP COM	008252108	7	67	SH	DEFINED	5
D AFFILIATED MANAGERS GROUP COM	008252108	499	4567	SH	DEFINED	8
D AGILENT TECHNOLOGIES INC C	00846U101	182	4082	SH	DEFINED	3
D AGILENT TECHNOLOGIES INC C	00846U101	523	11691	SH	DEFINED	5
D AGILENT TECHNOLOGIES INC C	00846U101	413	9243	SH	DEFINED	5
D AGILENT TECHNOLOGIES INC C	00846U101	828	18507	SH	DEFINED	6

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D AGILENT TECHNOLOGIES INC C	00846U101	1393	31122 SH	DEFINED	8
D AGILENT TECHNOLOGIES INC C	00846U101	394	8810 SH	DEFINED	9
D AGENUS INC COM	00847G101	19	21585 SH	DEFINED	3
D AGNICO EAGLE MINES LTD CDA SHS	008474108	64	978 SH	DEFINED	3
D AGNICO EAGLE MINES LTD CDA SHS	008474108	53	800 SH	DEFINED	5
D AGNICO EAGLE MINES LTD CDA SHS	008474108	298	4505 SH	DEFINED	9
D AIR PROD & CHEMS INC COM	009158106	424	4710 SH	DEFINED	3
D AIR PROD & CHEMS INC COM	009158106	2840	31493 SH	DEFINED	5
D AIR PROD & CHEMS INC COM	009158106	450	5001 SH	DEFINED	5
D AIR PROD & CHEMS INC COM	009158106	573	6363 SH	DEFINED	8
D AIR PROD & CHEMS INC COM	009158106	123	1375 SH	DEFINED	9
D AIRGAS INC COM	009363102	7	115 SH	DEFINED	3
D AIRGAS INC COM	009363102	621	9363 SH	DEFINED	5
D AIRGAS INC COM	009363102	42512	640050 SH	DEFINED	7
D AIRGAS INC COM	009363102	149	2248 SH	DEFINED	8
D AIRTRAN HLDGS INC COM	00949P108	7	1000 SH	DEFINED	5
D AIRTRAN HLDGS INC COM	00949P108	89	11989 SH	DEFINED	8
D AIXTRON SE SPONS ADR	009606104	165	3767 SH	DEFINED	5
D AIXTRON SE SPONS ADR	009606104	58642	1336424 SH	DEFINED	7
D AKAMAI TECHNOLOGIES INC CO	00971T101	1	44 SH	DEFINED	3
D AKAMAI TECHNOLOGIES INC CO	00971T101	12	320 SH	DEFINED	5
D AKAMAI TECHNOLOGIES INC CO	00971T101	38	1000 SH	DEFINED	5
D AKAMAI TECHNOLOGIES INC CO	00971T101	120	3169 SH	DEFINED	6
D AKAMAI TECHNOLOGIES INC CO	00971T101	217	5713 SH	DEFINED	8
D ALASKA AIR GROUP INC COM	011659109	2688	42385 SH	DEFINED	10
D ALASKA AIR GROUP INC COM	011659109	17	275 SH	DEFINED	5
D ALASKA AIR GROUP INC COM	011659109	192	3030 SH	DEFINED	8
D ALBEMARLE CORP COM	012653101	59	988 SH	DEFINED	3
D ALBEMARLE CORP COM	012653101	636	10650 SH	DEFINED	5
D ALBEMARLE CORP COM	012653101	279	4684 SH	DEFINED	5
D ALBEMARLE CORP COM	012653101	109	1836 SH	DEFINED	6
D ALBEMARLE CORP COM	012653101	489	8198 SH	DEFINED	8
D ALBEMARLE CORP COM	012653101	532	8901 SH	DEFINED	9
D ALBERTO CULVER CO NEW COM	013078100	8	226 SH	DEFINED	3
D ALBERTO CULVER CO NEW COM	013078100	241	6488 SH	DEFINED	5
D ALBERTO CULVER CO NEW COM	013078100	285	7665 SH	DEFINED	8
D ALCOA INC COM	013817101	126	7149 SH	DEFINED	3
D ALCOA INC COM	013817101	1030	58337 SH	DEFINED	5
D ALCOA INC COM	013817101	4851	274736 SH	DEFINED	5
D ALCOA INC COM	013817101	69	3932 SH	DEFINED	6
D ALCOA INC COM	013817101	565	32006 SH	DEFINED	8
D ALCATEL-LUCENT SPONS ADR	013904305	24	4259 SH	DEFINED	3
D ALCATEL-LUCENT SPONS ADR	013904305	10	1805 SH	DEFINED	5
D ALCATEL-LUCENT SPONS ADR	013904305	60	10389 SH	DEFINED	5
D ALEXANDER & BALDWIN COM	014482103	2	63 SH	DEFINED	3
D ALEXANDER & BALDWIN COM	014482103	205	4505 SH	DEFINED	5
D ALEXANDER & BALDWIN COM	014482103	174	3812 SH	DEFINED	8
D ALEXANDRIA REAL ESTATE EQU S INC	015271109	74	956 SH	DEFINED	3
D ALEXANDRIA REAL ESTATE EQU S INC	015271109	385	4947 SH	DEFINED	8
D ALEXION PHARMACEUTICALS IN M	015351109	11958	121182 SH	DEFINED	10
D ALEXION PHARMACEUTICALS IN M	015351109	7	71 SH	DEFINED	5
D ALLEGHANY CORP DEL COM	017175100	193	572 SH	DEFINED	5
D ALLEGHANY CORP DEL COM	017175100	562	1664 SH	DEFINED	5
D ALLEGHENY TECHNOLOGIES COM	01741R102	152	2255 SH	DEFINED	3
D ALLEGHENY TECHNOLOGIES COM	01741R102	2351	34728 SH	DEFINED	5
D ALLEGHENY TECHNOLOGIES COM	01741R102	200	2968 SH	DEFINED	8
D ALLERGAN INC COM	018490102	16461	231786 SH	DEFINED	10
D ALLERGAN INC COM	018490102	134	1895 SH	DEFINED	3
D ALLERGAN INC COM	018490102	2638	37151 SH	DEFINED	5
D ALLERGAN INC COM	018490102	394	5551 SH	DEFINED	5
D ALLERGAN INC COM	018490102	771	10869 SH	DEFINED	8
D ALLIANCE DATA SYS CORP COM	018581108	111	1295 SH	DEFINED	5

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D ALLIANCE DATA SYS CORP COM	018581108	392	4564 SH	DEFINED	8
D ALLIANCE RESOURCE PARTNERS	01877R108	399	4900 SH	DEFINED	5
D ALLIANCE RESOURCE PARTNERS	01877R108	65	800 SH	DEFINED	5
D ALLIANCE WORLD DLR GOVT FD COM	01879R106	201	13511 SH	DEFINED	5
D ALLIANT ENERGY CORP COM	018802108	8	225 SH	DEFINED	3
D ALLIANT ENERGY CORP COM	018802108	13	342 SH	DEFINED	5
D ALLIANT ENERGY CORP COM	018802108	253	6500 SH	DEFINED	5
D ALLIANT ENERGY CORP COM	018802108	382	9825 SH	DEFINED	8
D ALLIANT TECHSYSTEMS INC CO	018804104	119	1687 SH	DEFINED	5
D ALLIANT TECHSYSTEMS INC CO	018804104	209	2969 SH	DEFINED	8
D ALLIANCEBERNSTEIN INCOME F M	01881E101	377	49043 SH	DEFINED	3
D ALLIANCEBERNSTEIN INCOME F M	01881E101	36	4800 SH	DEFINED	5
D ALLIANCEBERNSTEIN INCOME F M	01881E101	76	9969 SH	DEFINED	5
D ALLIANCEBERNSTEIN HLDG LP	01881G106	134	6150 SH	DEFINED	3
D ALLIANCEBERNSTEIN HLDG LP	01881G106	34	1600 SH	DEFINED	5
D ALLIANCEBERNSTEIN HLDG LP	01881G106	11377	521900 SH	DEFINED	7
D ALLSCRIPTS HEALTHCARE SOLU S COM	01988P108	1	90 SH	DEFINED	5
D ALLSCRIPTS HEALTHCARE SOLU S COM	01988P108	49	2370 SH	DEFINED	5
D ALLSCRIPTS HEALTHCARE SOLU S COM	01988P108	347	16536 SH	DEFINED	8
D ALLSTATE CORP COM	020002101	43	1374 SH	DEFINED	3
D ALLSTATE CORP COM	020002101	2404	75667 SH	DEFINED	5
D ALLSTATE CORP COM	020002101	2989	94076 SH	DEFINED	5
D ALLSTATE CORP COM	020002101	34284	1078800 SH	DEFINED	7
D ALLSTATE CORP COM	020002101	506	15927 SH	DEFINED	8
D ALPINE GLOBAL PREMIER PPTY	02083A103	407	58145 SH	DEFINED	3
D ALTERA CORP COM	021441100	3681	83625 SH	DEFINED	10
D ALTERA CORP COM	021441100	16	372 SH	DEFINED	3
D ALTERA CORP COM	021441100	533	12122 SH	DEFINED	5
D ALTERA CORP COM	021441100	1106	25137 SH	DEFINED	8
D ALTERA CORP COM	021441100	8179	185804 SH	DEFINED	9
D ALTRIA GROUP INC COM	02209S103	2571	98771 SH	DEFINED	3
D ALTRIA GROUP INC COM	02209S103	8287	318382 SH	DEFINED	5
D ALTRIA GROUP INC COM	02209S103	18560	713061 SH	DEFINED	5
D ALTRIA GROUP INC COM	02209S103	533	20482 SH	DEFINED	6
D ALTRIA GROUP INC COM	02209S103	1819	69892 SH	DEFINED	8
D ALUMINA LTD ADR	022205108	136	13337 SH	DEFINED	3
D AMAZON INC COM	023135106	19884	110390 SH	DEFINED	10
D AMAZON INC COM	023135106	140	782 SH	DEFINED	3
D AMAZON INC COM	023135106	29998	166536 SH	DEFINED	5
D AMAZON INC COM	023135106	3763	20892 SH	DEFINED	5
D AMAZON INC COM	023135106	7	42 SH	DEFINED	6
D AMAZON INC COM	023135106	1986	11027 SH	DEFINED	8
D AMEREN CORP COM	023608102	6	244 SH	DEFINED	3
D AMEREN CORP COM	023608102	119	4253 SH	DEFINED	5
D AMEREN CORP COM	023608102	32	1168 SH	DEFINED	5
D AMEREN CORP COM	023608102	220	7853 SH	DEFINED	8
D AMERICA SVC GROUP INC COM	02364L109	10	400 SH	DEFINED	5
D AMERICA SVC GROUP INC COM	02364L109	3660	142750 SH	DEFINED	7
D AMERICA MOVIL SA DE CV ADR	02364W105	610	10512 SH	DEFINED	5
D AMERICA MOVIL SA DE CV ADR	02364W105	424	7300 SH	DEFINED	5
D AMERICA MOVIL SA DE CV ADR	02364W105	11	200 SH	DEFINED	6
D AMERICAN EAGLE OUTFITTERS COM	02553E106	21	1331 SH	DEFINED	3
D AMERICAN EAGLE OUTFITTERS COM	02553E106	5532	348200 SH	DEFINED	7
D AMERICAN EAGLE OUTFITTERS COM	02553E106	279	17621 SH	DEFINED	8
D AMERICAN EAGLE OUTFITTERS COM	02553E106	297	18700 SH	DEFINED	9
D AMERICAN ELEC PWR INC COM	025537101	25	739 SH	DEFINED	3
D AMERICAN ELEC PWR INC COM	025537101	1209	34416 SH	DEFINED	5
D AMERICAN ELEC PWR INC COM	025537101	326	9297 SH	DEFINED	5
D AMERICAN ELEC PWR INC COM	025537101	133	3791 SH	DEFINED	6
D AMERICAN ELEC PWR INC COM	025537101	513	14599 SH	DEFINED	8
D AMERICAN ELEC PWR INC COM	025537101	94	2700 SH	DEFINED	9
D AMERICAN EXPRESS CO COM	025816109	3831	84775 SH	DEFINED	10

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D AMERICAN EXPRESS CO COM	025816109	418	9265	SH	DEFINED	3
D AMERICAN EXPRESS CO COM	025816109	5333	117989	SH	DEFINED	5
D AMERICAN EXPRESS CO COM	025816109	5500	121689	SH	DEFINED	5
D AMERICAN EXPRESS CO COM	025816109	121	2678	SH	DEFINED	6
D AMERICAN EXPRESS CO COM	025816109	1523	33706	SH	DEFINED	8
D AMERICAN FINL GROUP INC OH OM	025932104	0	3	SH	DEFINED	5
D AMERICAN FINL GROUP INC OH OM	025932104	946	27033	SH	DEFINED	8
D AMERICAN INTL GROUP INC CO	026874784	25	719	SH	DEFINED	3
D AMERICAN INTL GROUP INC CO	026874784	240	6848	SH	DEFINED	5
D AMERICAN INTL GROUP INC CO	026874784	23	671	SH	DEFINED	5
D AMERICAN INTL GROUP INC CO	026874784	0	14	SH	DEFINED	6
D AMERICAN INTL GROUP INC CO	026874784	149	4255	SH	DEFINED	8
D AMERICAN REPROGRAPHICS CO	029263100	2050	198120	SH	DEFINED	10
D AMERICAN REPROGRAPHICS CO	029263100	13	1290	SH	DEFINED	5
D AMERICAN SCIENCE & ENGR IN M	029429107	2653	28735	SH	DEFINED	10
D AMERICAN SCIENCE & ENGR IN M	029429107	2	28	SH	DEFINED	3
D AMERICAN SCIENCE & ENGR IN M	029429107	17	185	SH	DEFINED	5
D AMERICAN TOWER CORP CL A C	029912201	67284	1298420	SH	DEFINED	10
D AMERICAN TOWER CORP CL A C	029912201	172	3328	SH	DEFINED	3
D AMERICAN TOWER CORP CL A C	029912201	1142	22048	SH	DEFINED	5
D AMERICAN TOWER CORP CL A C	029912201	52	1009	SH	DEFINED	6
D AMERICAN TOWER CORP CL A C	029912201	619	11947	SH	DEFINED	8
D AMERON INTL INC COM	030710107	20	300	SH	DEFINED	5
D AMERON INTL INC COM	030710107	3566	51098	SH	DEFINED	7
D AMERISOURCEBERGEN CORP COM	03073E105	74937	1894265	SH	DEFINED	10
D AMERISOURCEBERGEN CORP COM	03073E105	9	241	SH	DEFINED	3
D AMERISOURCEBERGEN CORP COM	03073E105	282	7131	SH	DEFINED	5
D AMERISOURCEBERGEN CORP COM	03073E105	71	1800	SH	DEFINED	5
D AMERISOURCEBERGEN CORP COM	03073E105	737	18644	SH	DEFINED	6
D AMERISOURCEBERGEN CORP COM	03073E105	320	8104	SH	DEFINED	8
D AMERISOURCEBERGEN CORP COM	03073E105	8754	221293	SH	DEFINED	9
D AMERIGROUP CORP COM	03073T102	32	500	SH	DEFINED	3
D AMERIGROUP CORP COM	03073T102	239	3728	SH	DEFINED	5
D AMERIPRISE FINL INC COM	03076C106	6568	107535	SH	DEFINED	10
D AMERIPRISE FINL INC COM	03076C106	85	1400	SH	DEFINED	3
D AMERIPRISE FINL INC COM	03076C106	763	12495	SH	DEFINED	5
D AMERIPRISE FINL INC COM	03076C106	825	13515	SH	DEFINED	5
D AMERIPRISE FINL INC COM	03076C106	889	14556	SH	DEFINED	8
D AMERIPRISE FINL INC COM	03076C106	7678	125707	SH	DEFINED	9
D AMERIGAS PARTNERS LP	030975106	9	195	SH	DEFINED	5
D AMERIGAS PARTNERS LP	030975106	396	8245	SH	DEFINED	5
D AMETEK INC COM NEW	031100100	161	3691	SH	DEFINED	3
D AMETEK INC COM NEW	031100100	1134	25861	SH	DEFINED	5
D AMETEK INC COM NEW	031100100	370	8437	SH	DEFINED	5
D AMETEK INC COM NEW	031100100	625	14255	SH	DEFINED	8
D AMGEN INC COM	031162100	10775	201591	SH	DEFINED	10
D AMGEN INC COM	031162100	432	8083	SH	DEFINED	3
D AMGEN INC COM	031162100	21132	395362	SH	DEFINED	5
D AMGEN INC COM	031162100	6956	130158	SH	DEFINED	5
D AMGEN INC COM	031162100	10	200	SH	DEFINED	6
D AMGEN INC COM	031162100	1578	29540	SH	DEFINED	8
D AMGEN INC COM	031162100	1101	20599	SH	DEFINED	9
D AMPHENOL CORP COM CL A	032095101	605	11135	SH	DEFINED	3
D AMPHENOL CORP COM CL A	032095101	698	12845	SH	DEFINED	5
D AMPHENOL CORP COM CL A	032095101	11	210	SH	DEFINED	5
D AMPHENOL CORP COM CL A	032095101	284	5235	SH	DEFINED	8
D AMSURG CORP COM	03232P405	3437	135121	SH	DEFINED	3
D ANADARKO PETE CORP COM	032511107	177	2162	SH	DEFINED	3
D ANADARKO PETE CORP COM	032511107	78	957	SH	DEFINED	5
D ANADARKO PETE CORP COM	032511107	4482	54715	SH	DEFINED	5
D ANADARKO PETE CORP COM	032511107	13	164	SH	DEFINED	6
D ANADARKO PETE CORP COM	032511107	1276	15587	SH	DEFINED	8



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D ANALOG DEVICES INC COM	032654105	88518	2247812	SH	DEFINED	10
D ANALOG DEVICES INC COM	032654105	28	727	SH	DEFINED	3
D ANALOG DEVICES INC COM	032654105	518	13175	SH	DEFINED	5
D ANALOG DEVICES INC COM	032654105	1588	40338	SH	DEFINED	8
D ANALOG DEVICES INC COM	032654105	7027	178455	SH	DEFINED	9
D ANHEUSER BUSCH INBEV SA/NV NS ADR	03524A108	17	309	SH	DEFINED	3
D ANHEUSER BUSCH INBEV SA/NV NS ADR	03524A108	59	1045	SH	DEFINED	5
D ANHEUSER BUSCH INBEV SA/NV NS ADR	03524A108	441	7720	SH	DEFINED	9
D ANIXTER INTL INC COM	035290105	4697	67210	SH	DEFINED	10
D ANIXTER INTL INC COM	035290105	3	48	SH	DEFINED	3
D ANIXTER INTL INC COM	035290105	30	435	SH	DEFINED	5
D ANIXTER INTL INC COM	035290105	244	3500	SH	DEFINED	5
D ANNALY CAPITAL MGMT INC RE	035710409	120	6912	SH	DEFINED	3
D ANNALY CAPITAL MGMT INC RE	035710409	36	2115	SH	DEFINED	5
D ANNALY CAPITAL MGMT INC RE	035710409	108	6225	SH	DEFINED	5
D ANNALY CAPITAL MGMT INC RE	035710409	57	3302	SH	DEFINED	6
D ANNALY CAPITAL MGMT INC RE	035710409	30755	1762500	SH	DEFINED	7
D ANSYS INC COM	03662Q105	441	8154	SH	DEFINED	8
D AON CORP COM	037389103	35	667	SH	DEFINED	3
D AON CORP COM	037389103	695	13128	SH	DEFINED	5
D AON CORP COM	037389103	179	3393	SH	DEFINED	5
D AON CORP COM	037389103	528	9972	SH	DEFINED	8
D APACHE CORP COM	037411105	40698	310864	SH	DEFINED	10
D APACHE CORP COM	037411105	692	5289	SH	DEFINED	3
D APACHE CORP COM	037411105	50794	387982	SH	DEFINED	5
D APACHE CORP COM	037411105	9669	73861	SH	DEFINED	5
D APACHE CORP COM	037411105	101	777	SH	DEFINED	6
D APACHE CORP COM	037411105	1540	11764	SH	DEFINED	8
D APACHE CORP COM	037411105	7543	57621	SH	DEFINED	9
D APOLLO INVT CORP COM	03761U106	199	16570	SH	DEFINED	3
D APOLLO INVT CORP COM	03761U106	90	7500	SH	DEFINED	5
D APOLLO INVT CORP COM	03761U106	5	455	SH	DEFINED	6
D APOLLO INVT CORP COM	03761U106	207	17207	SH	DEFINED	8
D APPLE INC COM	037833100	197752	567429	SH	DEFINED	10
D APPLE INC COM	037833100	1314	3771	SH	DEFINED	3
D APPLE INC COM	037833100	77139	221343	SH	DEFINED	5
D APPLE INC COM	037833100	16720	47978	SH	DEFINED	5
D APPLE INC COM	037833100	3449	9899	SH	DEFINED	6
D APPLE INC COM	037833100	10169	29179	SH	DEFINED	8
D APPLE INC COM	037833100	11503	33008	SH	DEFINED	9
D APPLIED MATLS INC COM	038222105	64	4150	SH	DEFINED	3
D APPLIED MATLS INC COM	038222105	30	1972	SH	DEFINED	5
D APPLIED MATLS INC COM	038222105	17	1100	SH	DEFINED	5
D APPLIED MATLS INC COM	038222105	62	4000	SH	DEFINED	6
D APPLIED MATLS INC COM	038222105	1525	97677	SH	DEFINED	8
D APTARGROUP INC COM	038336103	2	45	SH	DEFINED	3
D APTARGROUP INC COM	038336103	300	6000	SH	DEFINED	5
D APTARGROUP INC COM	038336103	75	1500	SH	DEFINED	5
D APTARGROUP INC COM	038336103	296	5915	SH	DEFINED	8
D AQUA AMER INC COM	03836W103	5	232	SH	DEFINED	3
D AQUA AMER INC COM	03836W103	278	12159	SH	DEFINED	8
D ARCH CHEMICALS INC COM	03937R102	3147	75675	SH	DEFINED	10
D ARCH CHEMICALS INC COM	03937R102	3	76	SH	DEFINED	3
D ARCH CHEMICALS INC COM	03937R102	20	495	SH	DEFINED	5
D ARCH COAL INC COM	039380100	9	272	SH	DEFINED	3
D ARCH COAL INC COM	039380100	75	2100	SH	DEFINED	5
D ARCH COAL INC COM	039380100	243	6762	SH	DEFINED	5
D ARCH COAL INC COM	039380100	13342	370200	SH	DEFINED	7
D ARCH COAL INC COM	039380100	530	14728	SH	DEFINED	8
D ARCHER DANIELS MIDLAND CO	039483102	16	467	SH	DEFINED	3
D ARCHER DANIELS MIDLAND CO	039483102	2199	61073	SH	DEFINED	5
D ARCHER DANIELS MIDLAND CO	039483102	471	13090	SH	DEFINED	5

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D ARCHER DANIELS MIDLAND CO	039483102	73	2044 SH	DEFINED	6
D ARCHER DANIELS MIDLAND CO	039483102	708	19673 SH	DEFINED	8
D ARES CAP CORP COM	04010L103	138	8151 SH	DEFINED	3
D ARES CAP CORP COM	04010L103	761	44943 SH	DEFINED	5
D ARES CAP CORP COM	04010L103	6	374 SH	DEFINED	5
D ARES CAP CORP COM	04010L103	10	610 SH	DEFINED	6
D ARIBA INC COM NEW	04033V203	6493	190205 SH	DEFINED	10
D ARIBA INC COM NEW	04033V203	42	1240 SH	DEFINED	5
D ARM HLDGS PLC SPONS ADR	042068106	14193	503834 SH	DEFINED	10
D ARM HLDGS PLC SPONS ADR	042068106	6	244 SH	DEFINED	3
D ARM HLDGS PLC SPONS ADR	042068106	232	8245 SH	DEFINED	5
D ARM HLDGS PLC SPONS ADR	042068106	7	259 SH	DEFINED	5
D ARM HLDGS PLC SPONS ADR	042068106	205	7280 SH	DEFINED	6
D ARROW ELECTRONICS INC COM	042735100	2	62 SH	DEFINED	3
D ARROW ELECTRONICS INC COM	042735100	209	5011 SH	DEFINED	5
D ARROW ELECTRONICS INC COM	042735100	429	10250 SH	DEFINED	8
D ARUBA NETWORKS INC COM	043176106	8584	253685 SH	DEFINED	10
D ARUBA NETWORKS INC COM	043176106	56	1655 SH	DEFINED	5
D ASBURY AUTOMOTIVE GROUP IN M	043436104	5766	311880 SH	DEFINED	10
D ASBURY AUTOMOTIVE GROUP IN M	043436104	37	2030 SH	DEFINED	5
D ASBURY AUTOMOTIVE GROUP IN M	043436104	36	2000 SH	DEFINED	5
D ASCENA RETAIL GROUP INC CO	04351G101	5022	154970 SH	DEFINED	10
D ASCENA RETAIL GROUP INC CO	04351G101	32	1010 SH	DEFINED	5
D ASCENA RETAIL GROUP INC CO	04351G101	199	6155 SH	DEFINED	8
D ASHLAND INC NEW COM	044209104	65	1137 SH	DEFINED	3
D ASHLAND INC NEW COM	044209104	231	4005 SH	DEFINED	5
D ASHLAND INC NEW COM	044209104	639	11069 SH	DEFINED	5
D ASHLAND INC NEW COM	044209104	55	964 SH	DEFINED	6
D ASHLAND INC NEW COM	044209104	67738	1172750 SH	DEFINED	7
D ASHLAND INC NEW COM	044209104	408	7077 SH	DEFINED	8
D ASIAINFO-LINKAGE INC COM	04518A104	4979	230020 SH	DEFINED	10
D ASIAINFO-LINKAGE INC COM	04518A104	33	1525 SH	DEFINED	5
D ASSOCIATED BANC CORP COM	045487105	2	143 SH	DEFINED	3
D ASSOCIATED BANC CORP COM	045487105	51	3482 SH	DEFINED	5
D ASSOCIATED BANC CORP COM	045487105	227	15342 SH	DEFINED	8
D ASSURANT INC COM	04621X108	24	645 SH	DEFINED	3
D ASSURANT INC COM	04621X108	128	3333 SH	DEFINED	5
D ASSURANT INC COM	04621X108	2	64 SH	DEFINED	5
D ASSURANT INC COM	04621X108	57	1500 SH	DEFINED	6
D ASSURANT INC COM	04621X108	943	24503 SH	DEFINED	8
D ASTRAZENECA PLC SPONS ADR	046353108	50	1102 SH	DEFINED	3
D ASTRAZENECA PLC SPONS ADR	046353108	767	16639 SH	DEFINED	5
D ASTRAZENECA PLC SPONS ADR	046353108	45	981 SH	DEFINED	5
D ASTRAZENECA PLC SPONS ADR	046353108	1816	39383 SH	DEFINED	8
D ATLANTIC AMERN CORP COM	048209100	237	109595 SH	DEFINED	5
D ATMEL CORP COM	049513104	504	36995 SH	DEFINED	5
D ATMEL CORP COM	049513104	3	250 SH	DEFINED	5
D ATMEL CORP COM	049513104	560	41144 SH	DEFINED	8
D ATMOS ENERGY CORP COM	049560105	163	4785 SH	DEFINED	5
D ATMOS ENERGY CORP COM	049560105	53	1576 SH	DEFINED	5
D ATMOS ENERGY CORP COM	049560105	272	7978 SH	DEFINED	8
D ATWOOD OCEANICS INC COM	050095108	234	5046 SH	DEFINED	8
D AUBURN NATL BANCORP ALA CO	050473107	875	44739 SH	DEFINED	5
D AUTODESK INC COM	052769106	1577	35770 SH	DEFINED	10
D AUTODESK INC COM	052769106	124	2813 SH	DEFINED	3
D AUTODESK INC COM	052769106	24132	547106 SH	DEFINED	5
D AUTODESK INC COM	052769106	3671	83227 SH	DEFINED	5
D AUTODESK INC COM	052769106	5	115 SH	DEFINED	6
D AUTODESK INC COM	052769106	297	6735 SH	DEFINED	8
D AUTODESK INC COM	052769106	5462	123828 SH	DEFINED	9
D AUTOLIV INC COM	052800109	28	384 SH	DEFINED	3
D AUTOLIV INC COM	052800109	980	13206 SH	DEFINED	5

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D AUTOMATIC DATA PROCESSING COM	053015103	4043	78800 SH	DEFINED	3
D AUTOMATIC DATA PROCESSING COM	053015103	2411	47007 SH	DEFINED	5
D AUTOMATIC DATA PROCESSING COM	053015103	1536	29944 SH	DEFINED	5
D AUTOMATIC DATA PROCESSING COM	053015103	17	350 SH	DEFINED	6
D AUTOMATIC DATA PROCESSING COM	053015103	765	14917 SH	DEFINED	8
D AUTOMATIC DATA PROCESSING COM	053015103	283	5520 SH	DEFINED	9
D AUTOZONE INC COM	053332102	286	1047 SH	DEFINED	3
D AUTOZONE INC COM	053332102	45	167 SH	DEFINED	5
D AUTOZONE INC COM	053332102	221	811 SH	DEFINED	8
D AVALONBAY COMMUNITIES INC	053484101	14	118 SH	DEFINED	3
D AVALONBAY COMMUNITIES INC	053484101	12	103 SH	DEFINED	5
D AVALONBAY COMMUNITIES INC	053484101	388	3233 SH	DEFINED	8
D AVALONBAY COMMUNITIES INC	053484101	241	2013 SH	DEFINED	9
D AVERY DENNISON CORP COM	053611109	28	683 SH	DEFINED	3
D AVERY DENNISON CORP COM	053611109	322	7682 SH	DEFINED	5
D AVERY DENNISON CORP COM	053611109	2181	52000 SH	DEFINED	5
D AVERY DENNISON CORP COM	053611109	273	6525 SH	DEFINED	8
D AVISTA CORP COM	05379B107	2	110 SH	DEFINED	3
D AVISTA CORP COM	05379B107	79	3454 SH	DEFINED	5
D AVISTA CORP COM	05379B107	9429	407689 SH	DEFINED	7
D AVNET INC COM	053807103	2	86 SH	DEFINED	3
D AVNET INC COM	053807103	465	13644 SH	DEFINED	8
D AVON PRODS INC COM	054303102	132	4899 SH	DEFINED	3
D AVON PRODS INC COM	054303102	237	8800 SH	DEFINED	5
D AVON PRODS INC COM	054303102	56	2100 SH	DEFINED	5
D AVON PRODS INC COM	054303102	345	12782 SH	DEFINED	8
D BB&T CORP COM	054937107	483	17598 SH	DEFINED	3
D BB&T CORP COM	054937107	26031	948336 SH	DEFINED	5
D BB&T CORP COM	054937107	4966	180912 SH	DEFINED	5
D BB&T CORP COM	054937107	78935	2875601 SH	DEFINED	7
D BB&T CORP COM	054937107	604	22040 SH	DEFINED	8
D BB&T CORP COM	054937107	112	4100 SH	DEFINED	9
D BCE INC CDA COM US SHS	05534B760	111	3061 SH	DEFINED	3
D BCE INC CDA COM US SHS	05534B760	1135	31260 SH	DEFINED	5
D BCE INC CDA COM US SHS	05534B760	43	1185 SH	DEFINED	5
D BJ'S WHOLESALE CLUB INC CO	05548J106	65	1337 SH	DEFINED	5
D BJ'S WHOLESALE CLUB INC CO	05548J106	238	4892 SH	DEFINED	8
D BJ'S WHOLESALE CLUB INC CO	05548J106	400	8195 SH	DEFINED	9
D BP PLC SPONS ADR	055622104	288	6539 SH	DEFINED	3
D BP PLC SPONS ADR	055622104	3029	68638 SH	DEFINED	5
D BP PLC SPONS ADR	055622104	5189	117566 SH	DEFINED	5
D BP PLC SPONS ADR	055622104	33	751 SH	DEFINED	6
D BP PLC SPONS ADR	055622104	4866	110241 SH	DEFINED	8
D BRE PPTYS INC REIT CL A	05564E106	272	5778 SH	DEFINED	8
D BMC SOFTWARE INC COM	055921100	4	84 SH	DEFINED	3
D BMC SOFTWARE INC COM	055921100	414	8332 SH	DEFINED	5
D BMC SOFTWARE INC COM	055921100	265	5338 SH	DEFINED	8
D BAIDU INC SPONS ADR	056752108	14728	106878 SH	DEFINED	10
D BAIDU INC SPONS ADR	056752108	14	106 SH	DEFINED	3
D BAIDU INC SPONS ADR	056752108	60	439 SH	DEFINED	5
D BAIDU INC SPONS ADR	056752108	384	2790 SH	DEFINED	5
D BAKER HUGHES INC COM	057224107	9	130 SH	DEFINED	3
D BAKER HUGHES INC COM	057224107	349	4762 SH	DEFINED	5
D BAKER HUGHES INC COM	057224107	5	74 SH	DEFINED	5
D BAKER HUGHES INC COM	057224107	965	13143 SH	DEFINED	8
D BALL CORP COM	058498106	42	1188 SH	DEFINED	3
D BALL CORP COM	058498106	134	3743 SH	DEFINED	5
D BALL CORP COM	058498106	448	12513 SH	DEFINED	5
D BALL CORP COM	058498106	179	5010 SH	DEFINED	8
D BALLY TECHNOLOGIES INC COM	05874B107	134	3547 SH	DEFINED	5
D BALLY TECHNOLOGIES INC COM	05874B107	178	4709 SH	DEFINED	8
D BANCO BILBAO VIZCAYA SPONS	05946K101	248	20676 SH	DEFINED	3

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D BANCO SANTANDER SA SPONS A	05964H105	418	35743	SH	DEFINED	3
D BANCO SANTANDER SA SPONS A	05964H105	1947	166350	SH	DEFINED	5
D BANCO SANTANDER SA SPONS A	05964H105	1	100	SH	DEFINED	5
D BANCO SANTANDER SA SPONS A	05964H105	6	575	SH	DEFINED	6
D BANCORPSOUTH INC COM	059692103	156	10146	SH	DEFINED	5
D BANCORPSOUTH INC COM	059692103	101	6538	SH	DEFINED	8
D BANK OF AMERICA CORP COM	060505104	186	14000	SH	DEFINED	10
D BANK OF AMERICA CORP COM	060505104	1896	142283	SH	DEFINED	3
D BANK OF AMERICA CORP COM	060505104	36854	2764745	SH	DEFINED	5
D BANK OF AMERICA CORP COM	060505104	10455	784329	SH	DEFINED	5
D BANK OF AMERICA CORP COM	060505104	249	18725	SH	DEFINED	6
D BANK OF AMERICA CORP COM	060505104	28011	2101400	SH	DEFINED	7
D BANK OF AMERICA CORP COM	060505104	4014	301194	SH	DEFINED	8
D BANK OF HAWAII CORP COM	062540109	131	2740	SH	DEFINED	5
D BANK OF HAWAII CORP COM	062540109	21	452	SH	DEFINED	6
D BANK OF HAWAII CORP COM	062540109	9481	198278	SH	DEFINED	7
D BANK OF HAWAII CORP COM	062540109	203	4253	SH	DEFINED	8
D BANK OF NEW YORK MELLON CO OM	064058100	571	19140	SH	DEFINED	3
D BANK OF NEW YORK MELLON CO OM	064058100	23600	790093	SH	DEFINED	5
D BANK OF NEW YORK MELLON CO OM	064058100	5458	182735	SH	DEFINED	5
D BANK OF NEW YORK MELLON CO OM	064058100	28	970	SH	DEFINED	6
D BANK OF NEW YORK MELLON CO OM	064058100	1116	37395	SH	DEFINED	8
D BANK OF NEW YORK MELLON CO OM	064058100	1221	40891	SH	DEFINED	9
D BANK NOVA SCOTIA HALIFAX C OM US	064149107	223	3636	SH	DEFINED	3
D IPATH DJ-UBS COMMDTY TTL R ETN	06738C778	35	700	SH	DEFINED	3
D IPATH DJ-UBS COMMDTY TTL R ETN	06738C778	295	5760	SH	DEFINED	5
D IPATH DJ-UBS COMMDTY TTL R ETN	06738C778	218	4250	SH	DEFINED	5
D IPATH DJ-UBS COMMDTY TTL R ETN	06738C778	75	1473	SH	DEFINED	6
D IPATH S&P GSCI CRUDE OIL T TRN	06738C786	39	1400	SH	DEFINED	3
D IPATH S&P GSCI CRUDE OIL T TRN	06738C786	229	8125	SH	DEFINED	5
D BARCLAYS PLC ADR	06738E204	37	2040	SH	DEFINED	3
D BARCLAYS PLC ADR	06738E204	462	25473	SH	DEFINED	5
D C R BARD INC COM	067383109	1311	13199	SH	DEFINED	3
D C R BARD INC COM	067383109	345	3474	SH	DEFINED	5
D C R BARD INC COM	067383109	7480	75284	SH	DEFINED	5
D C R BARD INC COM	067383109	251	2535	SH	DEFINED	8
D C R BARD INC COM	067383109	281	2835	SH	DEFINED	9
D BARCLAYS IPATH DJ AGRIC TT N	06739H206	85	1300	SH	DEFINED	5
D BARCLAYS IPATH DJ AGRIC TT N	06739H206	928	14151	SH	DEFINED	6
D IPATH DJ-UBS SOFTS SUBINDE N	06739H230	707	7966	SH	DEFINED	6
D BARCLAYS BANK PLC 8.125% P ER 5	06739H362	1064	40500	SH	DEFINED	5
D BARCLAYS BANK PLC 8.125% P ER 5	06739H362	207	7900	SH	DEFINED	5
D BARCLAYS BK PLC SPONS 7.75 D-4	06739H511	643	25000	SH	DEFINED	5
D BARCLAYS BK PLC SPONS 7.75 D-4	06739H511	25	1000	SH	DEFINED	6
D BARNES GROUP INC COM	067806109	2450	117360	SH	DEFINED	10
D BARNES GROUP INC COM	067806109	115	5534	SH	DEFINED	3
D BARNES GROUP INC COM	067806109	16	770	SH	DEFINED	5
D BARRICK GOLD CORP CAD COM	067901108	238	4591	SH	DEFINED	3
D BARRICK GOLD CORP CAD COM	067901108	1660	31986	SH	DEFINED	5
D BARRICK GOLD CORP CAD COM	067901108	39	761	SH	DEFINED	5
D BARRICK GOLD CORP CAD COM	067901108	51	1000	SH	DEFINED	6
D BARRICK GOLD CORP CAD COM	067901108	2256	43469	SH	DEFINED	9
D BASSETT FURNITURE INDS INC	070203104	269	34474	SH	DEFINED	5
D BAXTER INTL INC COM	071813109	739	13748	SH	DEFINED	3
D BAXTER INTL INC COM	071813109	28875	537014	SH	DEFINED	5
D BAXTER INTL INC COM	071813109	9298	172932	SH	DEFINED	5
D BAXTER INTL INC COM	071813109	3	71	SH	DEFINED	6
D BAXTER INTL INC COM	071813109	17440	324350	SH	DEFINED	7
D BAXTER INTL INC COM	071813109	1000	18603	SH	DEFINED	8
D BAXTER INTL INC COM	071813109	1358	25263	SH	DEFINED	9
D BE AEROSPACE INC COM	073302101	7187	202290	SH	DEFINED	10
D BE AEROSPACE INC COM	073302101	30	853	SH	DEFINED	3

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D BE AEROSPACE INC COM	073302101	11478	323067	SH	DEFINED	5
D BE AEROSPACE INC COM	073302101	660	18593	SH	DEFINED	5
D BE AEROSPACE INC COM	073302101	320	9026	SH	DEFINED	8
D BECKMAN COULTER INC COM	075811109	2	30	SH	DEFINED	3
D BECKMAN COULTER INC COM	075811109	24	300	SH	DEFINED	5
D BECKMAN COULTER INC COM	075811109	513	6183	SH	DEFINED	8
D BECTON DICKINSON & CO COM	075887109	1692	21251	SH	DEFINED	3
D BECTON DICKINSON & CO COM	075887109	3373	42376	SH	DEFINED	5
D BECTON DICKINSON & CO COM	075887109	510	6417	SH	DEFINED	5
D BECTON DICKINSON & CO COM	075887109	2347	29488	SH	DEFINED	8
D BECTON DICKINSON & CO COM	075887109	89	1125	SH	DEFINED	9
D BED BATH & BEYOND INC COM	075896100	58385	1209557	SH	DEFINED	10
D BED BATH & BEYOND INC COM	075896100	50	1054	SH	DEFINED	3
D BED BATH & BEYOND INC COM	075896100	201	4177	SH	DEFINED	5
D BED BATH & BEYOND INC COM	075896100	161	3350	SH	DEFINED	5
D BED BATH & BEYOND INC COM	075896100	371	7690	SH	DEFINED	8
D BED BATH & BEYOND INC COM	075896100	4995	103495	SH	DEFINED	9
D BELDEN CDT INC COM	077454106	2449	65241	SH	DEFINED	10
D BELDEN CDT INC COM	077454106	1	44	SH	DEFINED	3
D BELDEN CDT INC COM	077454106	15	425	SH	DEFINED	5
D BERKLEY W R CORP COM	084423102	27	846	SH	DEFINED	3
D BERKLEY W R CORP COM	084423102	318	9891	SH	DEFINED	5
D BERKLEY W R CORP COM	084423102	46	1430	SH	DEFINED	5
D BERKLEY W R CORP COM	084423102	329	10231	SH	DEFINED	8
D BERKSHIRE HATHAWAY INC DEL A COM	084670108	1002	8	SH	DEFINED	3
D BERKSHIRE HATHAWAY INC DEL A COM	084670108	6265	50	SH	DEFINED	5
D BERKSHIRE HATHAWAY INC DEL A COM	084670108	14534	116	SH	DEFINED	5
D BERKSHIRE HATHAWAY INC CL M NEW	084670702	4902	58623	SH	DEFINED	3
D BERKSHIRE HATHAWAY INC CL M NEW	084670702	11836	141530	SH	DEFINED	5
D BERKSHIRE HATHAWAY INC CL M NEW	084670702	7837	93714	SH	DEFINED	5
D BERKSHIRE HATHAWAY INC CL M NEW	084670702	664	7945	SH	DEFINED	6
D BERKSHIRE HATHAWAY INC CL M NEW	084670702	4308	51513	SH	DEFINED	8
D BERKSHIRE HATHAWAY INC CL M NEW	084670702	179	2150	SH	DEFINED	9
D BERRY PETE CO CL A COM	085789105	2907	57640	SH	DEFINED	10
D BERRY PETE CO CL A COM	085789105	19	380	SH	DEFINED	5
D BEST BUY INC COM	086516101	22	784	SH	DEFINED	3
D BEST BUY INC COM	086516101	448	15610	SH	DEFINED	5
D BEST BUY INC COM	086516101	31	1090	SH	DEFINED	5
D BEST BUY INC COM	086516101	281	9789	SH	DEFINED	8
D BHP BILLITON LTD SPONS ADR	088606108	141	1480	SH	DEFINED	3
D BHP BILLITON LTD SPONS ADR	088606108	2014	21011	SH	DEFINED	5
D BHP BILLITON LTD SPONS ADR	088606108	201	2100	SH	DEFINED	5
D BHP BILLITON LTD SPONS ADR	088606108	7	80	SH	DEFINED	6
D BIO REFERENCE LABS INC COM	09057G602	3297	146930	SH	DEFINED	10
D BIO REFERENCE LABS INC COM	09057G602	1	74	SH	DEFINED	3
D BIO REFERENCE LABS INC COM	09057G602	21	955	SH	DEFINED	5
D BIO RAD LABORATORIES INC C COM	090572207	14539	121019	SH	DEFINED	3
D BIO RAD LABORATORIES INC C COM	090572207	1	15	SH	DEFINED	5
D BIO RAD LABORATORIES INC C COM	090572207	207	1723	SH	DEFINED	8
D BIOGEN IDEC INC COM	09062X103	18	254	SH	DEFINED	3
D BIOGEN IDEC INC COM	09062X103	84	1150	SH	DEFINED	5
D BIOGEN IDEC INC COM	09062X103	225	3075	SH	DEFINED	5
D BIOGEN IDEC INC COM	09062X103	2771	37720	SH	DEFINED	8
D BLACK BOX CORP COM	091826107	3	89	SH	DEFINED	3
D BLACK BOX CORP COM	091826107	38	1100	SH	DEFINED	5
D BLACK BOX CORP COM	091826107	14126	401904	SH	DEFINED	7
D BLACKROCK GLOBAL FLOATING INC	091941104	309	20740	SH	DEFINED	5
D BLACKROCK INCOME TRUST INC	09247F100	175	26100	SH	DEFINED	3
D BLACKROCK INCOME TRUST INC	09247F100	6	1000	SH	DEFINED	5
D BLACKROCK INC CL A COM	09247X101	54	269	SH	DEFINED	3
D BLACKROCK INC CL A COM	09247X101	926	4609	SH	DEFINED	5
D BLACKROCK INC CL A COM	09247X101	3551	17667	SH	DEFINED	5

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D BLACKROCK INC CL A COM	09247X101	7	38 SH	DEFINED	6
D BLACKROCK INC CL A COM	09247X101	1546	7696 SH	DEFINED	9
D BLACKROCK MUN INCOME TR SH INT	09248F109	107	8741 SH	DEFINED	5
D BLACKROCK MUN INCOME TR SH INT	09248F109	41	3403 SH	DEFINED	6
D BLACKROCK HEALTH SCIENCES OM	09250W107	280	10402 SH	DEFINED	5
D BLACKSTONE GROUP LP	09253U108	320	17920 SH	DEFINED	3
D BLACKSTONE GROUP LP	09253U108	12	724 SH	DEFINED	6
D BLACKROCK MUNI INTER DURAT FD INC	09253X102	315	22858 SH	DEFINED	5
D BLACKROCK KELSO CAPITAL CO OM	092533108	109	10839 SH	DEFINED	3
D BLACKROCK MUNIYIELD CALIF ITY FD	09254N103	231	18700 SH	DEFINED	3
D BLACKROCK MUNIHOLDINGS INV ALITY	09254P108	1181	91911 SH	DEFINED	5
D BLACKROCK MUNIYIELD FLA FD	09254R104	331	26309 SH	DEFINED	5
D BLACKROCK MUNIYIELD FLA IN D	09254T100	462	37960 SH	DEFINED	5
D BLACKROCK CREDIT ALLOC INC II	09255H105	135	13760 SH	DEFINED	6
D BLACKROCK DEBT STRATEGIES NC	09255R103	108	27100 SH	DEFINED	6
D BLOCK H & R INC COM	093671105	1	99 SH	DEFINED	3
D BLOCK H & R INC COM	093671105	511	30550 SH	DEFINED	5
D BLOCK H & R INC COM	093671105	25	1500 SH	DEFINED	5
D BLOCK H & R INC COM	093671105	189	11299 SH	DEFINED	8
D BLOUNT INTL INC COM	095180105	475	29776 SH	DEFINED	3
D BOEING CO COM	097023105	1277	17280 SH	DEFINED	3
D BOEING CO COM	097023105	1469	19873 SH	DEFINED	5
D BOEING CO COM	097023105	4476	60551 SH	DEFINED	5
D BOEING CO COM	097023105	6	91 SH	DEFINED	6
D BOEING CO COM	097023105	1712	23165 SH	DEFINED	8
D BOISE INC COM	09746Y105	3883	423955 SH	DEFINED	10
D BOISE INC COM	09746Y105	25	2760 SH	DEFINED	5
D BORG WARNER INC COM	099724106	64593	810562 SH	DEFINED	10
D BORG WARNER INC COM	099724106	57	719 SH	DEFINED	3
D BORG WARNER INC COM	099724106	58	728 SH	DEFINED	5
D BORG WARNER INC COM	099724106	792	9949 SH	DEFINED	8
D BORG WARNER INC COM	099724106	6560	82320 SH	DEFINED	9
D BOSTON PPTYS INC REIT	101121101	324	3420 SH	DEFINED	3
D BOSTON PPTYS INC REIT	101121101	447	4719 SH	DEFINED	8
D BOSTON SCIENTIFIC CORP COM	101137107	9	1314 SH	DEFINED	3
D BOSTON SCIENTIFIC CORP COM	101137107	3	556 SH	DEFINED	5
D BOSTON SCIENTIFIC CORP COM	101137107	71	10000 SH	DEFINED	5
D BOSTON SCIENTIFIC CORP COM	101137107	2	324 SH	DEFINED	6
D BOSTON SCIENTIFIC CORP COM	101137107	326	45461 SH	DEFINED	8
D BOTTOMLINE TECHNOLOGIES IN M	101388106	3323	132345 SH	DEFINED	10
D BOTTOMLINE TECHNOLOGIES IN M	101388106	21	860 SH	DEFINED	5
D BRANDYWINE RLTY TR REIT	105368203	23	1900 SH	DEFINED	3
D BRANDYWINE RLTY TR REIT	105368203	18	1500 SH	DEFINED	5
D BRANDYWINE RLTY TR REIT	105368203	385	31755 SH	DEFINED	9
D BRAVO BRIO RESTAURANT GROU C COM	10567B109	899	50850 SH	DEFINED	10
D BRAVO BRIO RESTAURANT GROU C COM	10567B109	5	330 SH	DEFINED	5
D BRIGGS & STRATTON CORP COM	109043109	2	119 SH	DEFINED	3
D BRIGGS & STRATTON CORP COM	109043109	9	400 SH	DEFINED	5
D BRIGGS & STRATTON CORP COM	109043109	434	19200 SH	DEFINED	5
D BRIGHAM EXPL CO COM	109178103	4585	123335 SH	DEFINED	10
D BRIGHAM EXPL CO COM	109178103	29	805 SH	DEFINED	5
D BRINKER INTL INC COM	109641100	3	150 SH	DEFINED	5
D BRINKER INTL INC COM	109641100	201	7956 SH	DEFINED	8
D BRINKS CO COM	109696104	242	7330 SH	DEFINED	5
D BRINKS CO COM	109696104	13	411 SH	DEFINED	5
D BRINKS CO COM	109696104	16722	505050 SH	DEFINED	7
D BRINKS CO COM	109696104	136	4137 SH	DEFINED	8
D BRISTOL MYERS SQUIBB CO CO	110122108	930	35220 SH	DEFINED	3
D BRISTOL MYERS SQUIBB CO CO	110122108	11676	441793 SH	DEFINED	5
D BRISTOL MYERS SQUIBB CO CO	110122108	24384	922606 SH	DEFINED	5
D BRISTOL MYERS SQUIBB CO CO	110122108	238	9016 SH	DEFINED	6
D BRISTOL MYERS SQUIBB CO CO	110122108	1506	57010 SH	DEFINED	8

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D BRISTOL MYERS SQUIBB CO CO	110122108	1358	51382 SH	DEFINED	9
D BRITISH AMERN TOBACCO PLC	110448107	54	668 SH	DEFINED	3
D BRITISH AMERN TOBACCO PLC	110448107	633	7828 SH	DEFINED	5
D BROADCOM CORP CL A COM	111320107	58858	1494622 SH	DEFINED	10
D BROADCOM CORP CL A COM	111320107	50	1295 SH	DEFINED	3
D BROADCOM CORP CL A COM	111320107	668	16971 SH	DEFINED	5
D BROADCOM CORP CL A COM	111320107	1	40 SH	DEFINED	5
D BROADCOM CORP CL A COM	111320107	3	95 SH	DEFINED	6
D BROADCOM CORP CL A COM	111320107	612	15553 SH	DEFINED	8
D BROADSOFT INC COM	11133B409	3683	77355 SH	DEFINED	10
D BROADSOFT INC COM	11133B409	23	500 SH	DEFINED	5
D BROADRIDGE FINANCIAL SOL C	11133T103	36	1600 SH	DEFINED	5
D BROADRIDGE FINANCIAL SOL C	11133T103	18	825 SH	DEFINED	5
D BROADRIDGE FINANCIAL SOL C	11133T103	18209	802550 SH	DEFINED	7
D BROADRIDGE FINANCIAL SOL C	11133T103	255	11258 SH	DEFINED	8
D BROCADE COMMUNICATIONS SYS NEW	111621306	3	588 SH	DEFINED	3
D BROCADE COMMUNICATIONS SYS NEW	111621306	249	40528 SH	DEFINED	5
D BROOKFIELD ASSET MGMT CL A USD	112585104	1242	38267 SH	DEFINED	3
D BROOKFIELD ASSET MGMT CL A USD	112585104	394	12166 SH	DEFINED	5
D BROOKFIELD PPTYS CORP COM	112900105	284	16070 SH	DEFINED	3
D BROWN & BROWN INC COM	115236101	1490	57790 SH	DEFINED	3
D BROWN & BROWN INC COM	115236101	562	21800 SH	DEFINED	5
D BROWN & BROWN INC COM	115236101	269	10447 SH	DEFINED	8
D BROWN FORMAN CORP CL A COM	115637100	379	5580 SH	DEFINED	5
D BROWN FORMAN CORP CL B COM	115637209	1381	20227 SH	DEFINED	3
D BROWN FORMAN CORP CL B COM	115637209	485	7115 SH	DEFINED	5
D BROWN FORMAN CORP CL B COM	115637209	4	60 SH	DEFINED	5
D BROWN FORMAN CORP CL B COM	115637209	212	3104 SH	DEFINED	8
D BROWN SHOE CO INC COM	115736100	329	27000 SH	DEFINED	5
D BRYN MAWR BK CORP COM	117665109	258	12550 SH	DEFINED	5
D BUCKEYE PARTNERS LP	118230101	4173	65688 SH	DEFINED	3
D BUCKEYE PARTNERS LP	118230101	139	2196 SH	DEFINED	5
D BUCKEYE PARTNERS LP	118230101	819	12900 SH	DEFINED	5
D BUCKEYE TECHNOLOGIES INC C	118255108	3674	134930 SH	DEFINED	10
D BUCKEYE TECHNOLOGIES INC C	118255108	3	142 SH	DEFINED	3
D BUCKEYE TECHNOLOGIES INC C	118255108	61	2270 SH	DEFINED	5
D BUCKEYE TECHNOLOGIES INC C	118255108	14226	522450 SH	DEFINED	7
D BUCYRUS INTL INC CL A COM	118759109	50	550 SH	DEFINED	3
D BUCYRUS INTL INC CL A COM	118759109	665	7280 SH	DEFINED	8
D BUFFALO WILD WINGS INC COM	119848109	2	48 SH	DEFINED	3
D BUFFALO WILD WINGS INC COM	119848109	217	4000 SH	DEFINED	5
D BUILDERS FIRSTSOURCE INC C	12008R107	178	63000 SH	DEFINED	5
D C & F FINL CORP COM	12466Q104	1519	69054 SH	DEFINED	3
D C & F FINL CORP COM	12466Q104	11	500 SH	DEFINED	5
D CBS CORP NEW CL B	124857202	4812	192210 SH	DEFINED	10
D CBS CORP NEW CL B	124857202	14	579 SH	DEFINED	3
D CBS CORP NEW CL B	124857202	385	15396 SH	DEFINED	5
D CBS CORP NEW CL B	124857202	2134	85246 SH	DEFINED	8
D CBS CORP NEW CL B	124857202	6987	279049 SH	DEFINED	9
D CB RICHARD ELLIS GROUP INC A COM	12497T101	67	2511 SH	DEFINED	3
D CB RICHARD ELLIS GROUP INC A COM	12497T101	161	6060 SH	DEFINED	5
D CB RICHARD ELLIS GROUP INC A COM	12497T101	230	8626 SH	DEFINED	8
D CF INDS HLDGS INC COM	125269100	134	981 SH	DEFINED	5
D CF INDS HLDGS INC COM	125269100	4	31 SH	DEFINED	5
D CF INDS HLDGS INC COM	125269100	1	9 SH	DEFINED	6
D CF INDS HLDGS INC COM	125269100	292	2135 SH	DEFINED	8
D C H ROBINSON WORLDWIDE INC NEW	12541W209	345	4658 SH	DEFINED	3
D C H ROBINSON WORLDWIDE INC NEW	12541W209	37	500 SH	DEFINED	5
D C H ROBINSON WORLDWIDE INC NEW	12541W209	366	4946 SH	DEFINED	8
D CIGNA CORP COM	125509109	18	422 SH	DEFINED	3
D CIGNA CORP COM	125509109	1659	37476 SH	DEFINED	5
D CIGNA CORP COM	125509109	191	4315 SH	DEFINED	5

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D CIGNA CORP COM	125509109	37496	846800	SH	DEFINED	7
D CIGNA CORP COM	125509109	357	8083	SH	DEFINED	8
D CLECO CORP COM	12561W105	291	8512	SH	DEFINED	5
D CLECO CORP COM	12561W105	205	6000	SH	DEFINED	5
D CLECO CORP COM	12561W105	184	5379	SH	DEFINED	8
D CME GROUP INC COM	12572Q105	44	147	SH	DEFINED	3
D CME GROUP INC COM	12572Q105	610	2024	SH	DEFINED	8
D CMS ENERGY CORP COM	125896100	6	342	SH	DEFINED	3
D CMS ENERGY CORP COM	125896100	212	10823	SH	DEFINED	5
D CMS ENERGY CORP COM	125896100	4	206	SH	DEFINED	5
D CMS ENERGY CORP COM	125896100	147	7500	SH	DEFINED	8
D CNOOC LTD SPONS ADR	126132109	750	2964	SH	DEFINED	5
D CNOOC LTD SPONS ADR	126132109	50	200	SH	DEFINED	5
D CSX CORP COM	126408103	128	1639	SH	DEFINED	3
D CSX CORP COM	126408103	2810	35760	SH	DEFINED	5
D CSX CORP COM	126408103	7496	95379	SH	DEFINED	5
D CSX CORP COM	126408103	29	374	SH	DEFINED	6
D CSX CORP COM	126408103	1252	15939	SH	DEFINED	8
D CSX CORP COM	126408103	131	1675	SH	DEFINED	9
D CVS CAREMARK CORP COM	126650100	385	11224	SH	DEFINED	3
D CVS CAREMARK CORP COM	126650100	33449	974650	SH	DEFINED	5
D CVS CAREMARK CORP COM	126650100	6808	198380	SH	DEFINED	5
D CVS CAREMARK CORP COM	126650100	181	5295	SH	DEFINED	6
D CVS CAREMARK CORP COM	126650100	9481	276255	SH	DEFINED	7
D CVS CAREMARK CORP COM	126650100	1395	40670	SH	DEFINED	8
D CA INC COM	12673P105	33	1393	SH	DEFINED	3
D CA INC COM	12673P105	97	4027	SH	DEFINED	5
D CA INC COM	12673P105	7	300	SH	DEFINED	5
D CA INC COM	12673P105	276	11444	SH	DEFINED	8
D CABLEVISION SYS CORP CL A	12686C109	2	81	SH	DEFINED	3
D CABLEVISION SYS CORP CL A	12686C109	72	2085	SH	DEFINED	5
D CABLEVISION SYS CORP CL A	12686C109	242	6997	SH	DEFINED	8
D CABOT CORP COM	127055101	939	20301	SH	DEFINED	5
D CABOT CORP COM	127055101	3	73	SH	DEFINED	5
D CABOT CORP COM	127055101	266	5758	SH	DEFINED	8
D CABOT MICROELECTRONICS COR M	12709P103	4	82	SH	DEFINED	3
D CABOT MICROELECTRONICS COR M	12709P103	241	4616	SH	DEFINED	5
D CABOT OIL & GAS CORP COM	127097103	41	792	SH	DEFINED	3
D CABOT OIL & GAS CORP COM	127097103	79	1500	SH	DEFINED	5
D CABOT OIL & GAS CORP COM	127097103	167	3170	SH	DEFINED	8
D CADENCE DESIGN SYS INC COM	127387108	232	23884	SH	DEFINED	8
D CALIFORNIA PIZZA KITCHEN I OM	13054D109	1652	97895	SH	DEFINED	10
D CALIFORNIA PIZZA KITCHEN I OM	13054D109	0	24	SH	DEFINED	3
D CALIFORNIA PIZZA KITCHEN I OM	13054D109	10	640	SH	DEFINED	5
D CALIFORNIA WTR SVC GROUP C	130788102	29	800	SH	DEFINED	5
D CALIFORNIA WTR SVC GROUP C	130788102	11881	319660	SH	DEFINED	7
D CAMDEN PPTY TR REIT	133131102	295	5205	SH	DEFINED	3
D CAMDEN PPTY TR REIT	133131102	352	6199	SH	DEFINED	8
D CAMECO CORP CDA COM	13321L108	40	1344	SH	DEFINED	3
D CAMECO CORP CDA COM	13321L108	1017	33888	SH	DEFINED	5
D CAMECO CORP CDA COM	13321L108	23	775	SH	DEFINED	5
D CAMERON INTL CORP COM	13342B105	83342	1459591	SH	DEFINED	10
D CAMERON INTL CORP COM	13342B105	111	1951	SH	DEFINED	3
D CAMERON INTL CORP COM	13342B105	20139	352704	SH	DEFINED	5
D CAMERON INTL CORP COM	13342B105	1502	26310	SH	DEFINED	5
D CAMERON INTL CORP COM	13342B105	4	76	SH	DEFINED	6
D CAMERON INTL CORP COM	13342B105	419	7351	SH	DEFINED	8
D CAMERON INTL CORP COM	13342B105	8137	142507	SH	DEFINED	9
D CAMPBELL SOUP CO COM	134429109	25	758	SH	DEFINED	3
D CAMPBELL SOUP CO COM	134429109	749	22625	SH	DEFINED	5
D CAMPBELL SOUP CO COM	134429109	43	1325	SH	DEFINED	5
D CAMPBELL SOUP CO COM	134429109	180	5447	SH	DEFINED	8



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D CAMPUS CREST COMMUNITIES I EIT	13466Y105	8	700	SH	DEFINED	5
D CAMPUS CREST COMMUNITIES I EIT	13466Y105	3111	263050	SH	DEFINED	7
D CANADIAN NATL RAILWAY CO C OM	136375102	263	3497	SH	DEFINED	3
D CANADIAN NATL RAILWAY CO C OM	136375102	892	11851	SH	DEFINED	5
D CANADIAN NATL RAILWAY CO C OM	136375102	793	10542	SH	DEFINED	6
D CANADIAN NATURAL RESOURCES COM	136385101	31	642	SH	DEFINED	3
D CANADIAN NATURAL RESOURCES COM	136385101	1846	37360	SH	DEFINED	5
D CANON INC ADR	138006309	179	4149	SH	DEFINED	3
D CANON INC ADR	138006309	309	7133	SH	DEFINED	5
D CANON INC ADR	138006309	1	25	SH	DEFINED	5
D CAPITAL CITY BK GROUP INC	139674105	3860	304470	SH	DEFINED	3
D CAPITAL CITY BK GROUP INC	139674105	24	1946	SH	DEFINED	5
D CAPITAL ONE FINL CORP COM	14040H105	15400	296387	SH	DEFINED	10
D CAPITAL ONE FINL CORP COM	14040H105	239	4617	SH	DEFINED	3
D CAPITAL ONE FINL CORP COM	14040H105	35193	677313	SH	DEFINED	5
D CAPITAL ONE FINL CORP COM	14040H105	5605	107874	SH	DEFINED	5
D CAPITAL ONE FINL CORP COM	14040H105	702	13526	SH	DEFINED	8
D CAPITAL ONE FINL CORP COM	14040H105	5827	112155	SH	DEFINED	9
D CARBO CERAMICS INC COM	140781105	4010	28420	SH	DEFINED	10
D CARBO CERAMICS INC COM	140781105	22	162	SH	DEFINED	3
D CARBO CERAMICS INC COM	140781105	167	1190	SH	DEFINED	5
D CARDINAL HEALTH INC COM	14149Y108	18	458	SH	DEFINED	3
D CARDINAL HEALTH INC COM	14149Y108	286	6960	SH	DEFINED	5
D CARDINAL HEALTH INC COM	14149Y108	102	2500	SH	DEFINED	5
D CARDINAL HEALTH INC COM	14149Y108	192	4691	SH	DEFINED	6
D CARDINAL HEALTH INC COM	14149Y108	427	10399	SH	DEFINED	8
D CARDINAL HEALTH INC COM	14149Y108	1249	30387	SH	DEFINED	9
D CARDTRONICS INC COM	14161H108	5674	278835	SH	DEFINED	10
D CARDTRONICS INC COM	14161H108	36	1815	SH	DEFINED	5
D CAREFUSION CORP COM	14170T101	5	212	SH	DEFINED	3
D CAREFUSION CORP COM	14170T101	180	6404	SH	DEFINED	5
D CAREFUSION CORP COM	14170T101	7	250	SH	DEFINED	5
D CAREFUSION CORP COM	14170T101	188	6688	SH	DEFINED	8
D CAREFUSION CORP COM	14170T101	476	16905	SH	DEFINED	9
D CARLISLE CORP COM	142339100	6	150	SH	DEFINED	5
D CARLISLE CORP COM	142339100	242	5440	SH	DEFINED	8
D CARMAX INC COM	143130102	30	935	SH	DEFINED	3
D CARMAX INC COM	143130102	218	6822	SH	DEFINED	8
D CARNIVAL CORP UNIT COM	143658300	59340	1546935	SH	DEFINED	10
D CARNIVAL CORP UNIT COM	143658300	71	1858	SH	DEFINED	3
D CARNIVAL CORP UNIT COM	143658300	17417	454060	SH	DEFINED	5
D CARNIVAL CORP UNIT COM	143658300	1754	45730	SH	DEFINED	5
D CARNIVAL CORP UNIT COM	143658300	4	109	SH	DEFINED	6
D CARNIVAL CORP UNIT COM	143658300	492	12847	SH	DEFINED	8
D CARNIVAL CORP UNIT COM	143658300	6122	159600	SH	DEFINED	9
D CARPENTER TECHNOLOGY CORP	144285103	42	1000	SH	DEFINED	5
D CARPENTER TECHNOLOGY CORP	144285103	17327	405700	SH	DEFINED	7
D CARPENTER TECHNOLOGY CORP	144285103	167	3920	SH	DEFINED	8
D CASH AMER INVTS INC COM	14754D100	23	517	SH	DEFINED	3
D CASH AMER INVTS INC COM	14754D100	161	3500	SH	DEFINED	5
D CASH AMER INVTS INC COM	14754D100	60064	1304329	SH	DEFINED	7
D CASH STORE FINL SVCS INC C OM	14756F103	12	900	SH	DEFINED	5
D CASH STORE FINL SVCS INC C OM	14756F103	4655	322850	SH	DEFINED	7
D CATALYST HEALTH SOLUTIONS COM	14888B103	6009	107440	SH	DEFINED	10
D CATALYST HEALTH SOLUTIONS COM	14888B103	18	330	SH	DEFINED	3
D CATALYST HEALTH SOLUTIONS COM	14888B103	39	700	SH	DEFINED	5
D CATERPILLAR INC COM	149123101	6739	60525	SH	DEFINED	10
D CATERPILLAR INC COM	149123101	556	5002	SH	DEFINED	3
D CATERPILLAR INC COM	149123101	42310	379982	SH	DEFINED	5
D CATERPILLAR INC COM	149123101	13287	119328	SH	DEFINED	5
D CATERPILLAR INC COM	149123101	2148	19299	SH	DEFINED	6
D CATERPILLAR INC COM	149123101	2246	20178	SH	DEFINED	8

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D CATERPILLAR INC COM	149123101	8309	74621 SH	DEFINED	9
D CATHAY GENERAL BANCORP COM	149150104	2700	158410 SH	DEFINED	10
D CATHAY GENERAL BANCORP COM	149150104	17	1030 SH	DEFINED	5
D CATHAY GENERAL BANCORP COM	149150104	119	6989 SH	DEFINED	8
D CAVIUM NETWORKS COM	14965A101	5673	126275 SH	DEFINED	10
D CAVIUM NETWORKS COM	14965A101	37	825 SH	DEFINED	5
D CEDAR FAIR LP	150185106	288	15000 SH	DEFINED	5
D CELGENE CORP COM	151020104	19	337 SH	DEFINED	3
D CELGENE CORP COM	151020104	26382	458236 SH	DEFINED	5
D CELGENE CORP COM	151020104	1950	33870 SH	DEFINED	5
D CELGENE CORP COM	151020104	831	14436 SH	DEFINED	8
D CENOVUS ENERGY INC COM	15135U109	138	3509 SH	DEFINED	3
D CENOVUS ENERGY INC COM	15135U109	2050	52060 SH	DEFINED	5
D CENOVUS ENERGY INC COM	15135U109	60	1526 SH	DEFINED	5
D CENTERPOINT ENERGY INC COM	15189T107	35	2010 SH	DEFINED	3
D CENTERPOINT ENERGY INC COM	15189T107	35	2000 SH	DEFINED	5
D CENTERPOINT ENERGY INC COM	15189T107	140	8000 SH	DEFINED	5
D CENTERPOINT ENERGY INC COM	15189T107	281	16050 SH	DEFINED	8
D CENTRAL GARDEN & PET CO CO	153527106	0	13 SH	SOLE	
D CENTRAL GARDEN & PET CO CO	153527106	234	26650 SH	DEFINED	5
D CENTRAL GARDEN AND PET CO	153527205	684	74322 SH	DEFINED	5
D CENTURYLINK INC COM	156700106	34	835 SH	DEFINED	3
D CENTURYLINK INC COM	156700106	1099	26458 SH	DEFINED	5
D CENTURYLINK INC COM	156700106	79	1907 SH	DEFINED	5
D CENTURYLINK INC COM	156700106	31	764 SH	DEFINED	6
D CENTURYLINK INC COM	156700106	873	21016 SH	DEFINED	8
D CERNER CORP COM	156782104	8680	78063 SH	DEFINED	10
D CERNER CORP COM	156782104	92	829 SH	DEFINED	3
D CERNER CORP COM	156782104	2965	26664 SH	DEFINED	5
D CERNER CORP COM	156782104	4	38 SH	DEFINED	5
D CERNER CORP COM	156782104	237	2140 SH	DEFINED	8
D CHARLES RIVER LABS INTL IN M	159864107	36	950 SH	DEFINED	5
D CHARLES RIVER LABS INTL IN M	159864107	76	2000 SH	DEFINED	5
D CHARLES RIVER LABS INTL IN M	159864107	190	4952 SH	DEFINED	8
D CHESAPEAKE ENERGY CORP COM	165167107	100	2999 SH	DEFINED	3
D CHESAPEAKE ENERGY CORP COM	165167107	248	7400 SH	DEFINED	5
D CHESAPEAKE ENERGY CORP COM	165167107	278	8300 SH	DEFINED	5
D CHESAPEAKE ENERGY CORP COM	165167107	213	6384 SH	DEFINED	6
D CHESAPEAKE ENERGY CORP COM	165167107	680	20289 SH	DEFINED	8
D CHEVRON CORP COM	166764100	352	3280 SH	DEFINED	10
D CHEVRON CORP COM	166764100	6094	56700 SH	DEFINED	3
D CHEVRON CORP COM	166764100	113466	1055600 SH	DEFINED	5
D CHEVRON CORP COM	166764100	61129	568704 SH	DEFINED	5
D CHEVRON CORP COM	166764100	1401	13034 SH	DEFINED	6
D CHEVRON CORP COM	166764100	33903	315414 SH	DEFINED	7
D CHEVRON CORP COM	166764100	6766	62954 SH	DEFINED	8
D CHEVRON CORP COM	166764100	9840	91552 SH	DEFINED	9
D CHICAGO BRIDGE & IRON NV N G SHS	167250109	659	16225 SH	DEFINED	5
D CHICAGO BRIDGE & IRON NV N G SHS	167250109	4	99 SH	DEFINED	5
D CHICO'S FAS INC COM	168615102	5548	372640 SH	DEFINED	10
D CHICO'S FAS INC COM	168615102	42	2875 SH	DEFINED	5
D CHICO'S FAS INC COM	168615102	5	370 SH	DEFINED	5
D CHICO'S FAS INC COM	168615102	237	15958 SH	DEFINED	8
D CHINA MOBILE HONG KONG LTD	16941M109	561	12146 SH	DEFINED	5
D CHINA MOBILE HONG KONG LTD	16941M109	49	1080 SH	DEFINED	5
D CHINA MOBILE HONG KONG LTD	16941M109	4	93 SH	DEFINED	6
D CHINA UNICOM LTD SPONS ADR	16945R104	610	36796 SH	DEFINED	5
D CHIPOTLE MEXICAN GRILL INC A COM	169656105	14	52 SH	DEFINED	5
D CHIPOTLE MEXICAN GRILL INC A COM	169656105	772	2838 SH	DEFINED	8
D CHUBB CORP COM	171232101	170	2787 SH	DEFINED	3
D CHUBB CORP COM	171232101	2056	33536 SH	DEFINED	5
D CHUBB CORP COM	171232101	705	11514 SH	DEFINED	5

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D CHUBB CORP COM	171232101	22004	358900	SH	DEFINED	7
D CHUBB CORP COM	171232101	730	11916	SH	DEFINED	8
D CHURCH & DWIGHT INC COM	171340102	27	350	SH	DEFINED	3
D CHURCH & DWIGHT INC COM	171340102	3270	41218	SH	DEFINED	5
D CHURCH & DWIGHT INC COM	171340102	28	364	SH	DEFINED	5
D CHURCH & DWIGHT INC COM	171340102	500	6303	SH	DEFINED	8
D CHURCH & DWIGHT INC COM	171340102	369	4655	SH	DEFINED	9
D CIENA CORP COM NEW	171779309	1	71	SH	DEFINED	5
D CIENA CORP COM NEW	171779309	227	8774	SH	DEFINED	8
D CIMAREX ENERGY CO COM	171798101	46	407	SH	DEFINED	3
D CIMAREX ENERGY CO COM	171798101	269	2338	SH	DEFINED	5
D CIMAREX ENERGY CO COM	171798101	73	637	SH	DEFINED	5
D CIMAREX ENERGY CO COM	171798101	881	7648	SH	DEFINED	8
D CINCINNATI FINL CORP COM	172062101	38	1179	SH	DEFINED	3
D CINCINNATI FINL CORP COM	172062101	368	11234	SH	DEFINED	5
D CINCINNATI FINL CORP COM	172062101	13	422	SH	DEFINED	5
D CINCINNATI FINL CORP COM	172062101	269	8233	SH	DEFINED	8
D CIRCOR INTL INC COM	17273K109	4207	89486	SH	DEFINED	10
D CIRCOR INTL INC COM	17273K109	1	32	SH	DEFINED	3
D CIRCOR INTL INC COM	17273K109	26	574	SH	DEFINED	5
D CIRCOR INTL INC COM	17273K109	3559	75700	SH	DEFINED	7
D CISCO SYS INC COM	17275R102	15356	895424	SH	DEFINED	10
D CISCO SYS INC COM	17275R102	3953	230507	SH	DEFINED	3
D CISCO SYS INC COM	17275R102	18848	1099024	SH	DEFINED	5
D CISCO SYS INC COM	17275R102	10330	602384	SH	DEFINED	5
D CISCO SYS INC COM	17275R102	234	13670	SH	DEFINED	6
D CISCO SYS INC COM	17275R102	2923	170469	SH	DEFINED	8
D CISCO SYS INC COM	17275R102	356	20807	SH	DEFINED	9
D CIRRUS LOGIC INC COM	172755100	6674	317370	SH	DEFINED	10
D CIRRUS LOGIC INC COM	172755100	43	2070	SH	DEFINED	5
D CIRRUS LOGIC INC COM	172755100	42	2000	SH	DEFINED	5
D CITIGROUP INC COM	172967101	94	21310	SH	DEFINED	3
D CITIGROUP INC COM	172967101	3133	708897	SH	DEFINED	5
D CITIGROUP INC COM	172967101	355	80420	SH	DEFINED	5
D CITIGROUP INC COM	172967101	10	2400	SH	DEFINED	6
D CITIGROUP INC COM	172967101	3850	871068	SH	DEFINED	8
D CITIGROUP INC COM	172967101	878	198843	SH	DEFINED	9
D CITRIX SYS INC COM	177376100	19	267	SH	DEFINED	3
D CITRIX SYS INC COM	177376100	161	2202	SH	DEFINED	5
D CITRIX SYS INC COM	177376100	417	5689	SH	DEFINED	8
D CITRIX SYS INC COM	177376100	364	4960	SH	DEFINED	9
D CITY NATL CORP COM	178566105	237	4158	SH	DEFINED	8
D CLEAN HARBORS INC COM	184496107	303	3078	SH	DEFINED	5
D CLEAN HARBORS INC COM	184496107	9	96	SH	DEFINED	5
D CLEAN HARBORS INC COM	184496107	199	2023	SH	DEFINED	8
D CLIFFS NATURAL RESOURCES I OM	18683K101	48	496	SH	DEFINED	3
D CLIFFS NATURAL RESOURCES I OM	18683K101	256	2614	SH	DEFINED	5
D CLIFFS NATURAL RESOURCES I OM	18683K101	43	442	SH	DEFINED	5
D CLIFFS NATURAL RESOURCES I OM	18683K101	918	9350	SH	DEFINED	8
D CLOROX CO COM	189054109	169	2412	SH	DEFINED	3
D CLOROX CO COM	189054109	1026	14656	SH	DEFINED	5
D CLOROX CO COM	189054109	926	13219	SH	DEFINED	5
D CLOROX CO COM	189054109	29	425	SH	DEFINED	6
D CLOROX CO COM	189054109	287	4100	SH	DEFINED	8
D CLOROX CO COM	189054109	405	5780	SH	DEFINED	9
D CLOUD PEAK ENERGY COM	18911Q102	695	32210	SH	DEFINED	6
D CLOUGH GLOBAL EQUITY FD CO	18914C100	213	13881	SH	DEFINED	5
D COACH INC COM	189754104	63309	1216551	SH	DEFINED	10
D COACH INC COM	189754104	588	11307	SH	DEFINED	3
D COACH INC COM	189754104	27067	520133	SH	DEFINED	5
D COACH INC COM	189754104	3207	61635	SH	DEFINED	5
D COACH INC COM	189754104	4	89	SH	DEFINED	6

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D COACH INC COM	189754104	829	15946	SH	DEFINED	8
D COACH INC COM	189754104	319	6145	SH	DEFINED	9
D COCA-COLA CO COM	191216100	1518691	22892544	SH	SOLE	
D COCA-COLA CO COM	191216100	11762	177299	SH	DEFINED	10
D COCA-COLA CO COM	191216100	221874	3344506	SH	DEFINED	3
D COCA-COLA CO COM	191216100	1644332	24786436	SH	DEFINED	5
D COCA-COLA CO COM	191216100	226538	3414806	SH	DEFINED	5
D COCA-COLA CO COM	191216100	4741	71472	SH	DEFINED	8
D COCA-COLA CO COM	191216100	560	8452	SH	DEFINED	9
D COCA-COLA ENTERPRISES INC COM	19122T109	817	29960	SH	DEFINED	3
D COCA-COLA ENTERPRISES INC COM	19122T109	21277	779404	SH	DEFINED	5
D COCA-COLA ENTERPRISES INC COM	19122T109	1571	57579	SH	DEFINED	8
D COCA-COLA FEMSA SAB DE CV S ADR	191241108	461	6000	SH	DEFINED	3
D COCA-COLA FEMSA SAB DE CV S ADR	191241108	561	7289	SH	DEFINED	5
D COGDELL SPENCER INC REIT	19238U107	60	10200	SH	DEFINED	3
D COGNIZANT TECH SOLUTIONS C OM	192446102	799	9819	SH	DEFINED	3
D COGNIZANT TECH SOLUTIONS C OM	192446102	784	9638	SH	DEFINED	5
D COGNIZANT TECH SOLUTIONS C OM	192446102	8	108	SH	DEFINED	5
D COGNIZANT TECH SOLUTIONS C OM	192446102	249	3059	SH	DEFINED	6
D COGNIZANT TECH SOLUTIONS C OM	192446102	742	9125	SH	DEFINED	8
D COHEN & STEERS REIT & PFD ME	19247X100	178	11711	SH	DEFINED	6
D COHERENT INC COM	192479103	5679	97730	SH	DEFINED	10
D COHERENT INC COM	192479103	36	635	SH	DEFINED	5
D COHU INC COM	192576106	2	161	SH	DEFINED	3
D COHU INC COM	192576106	19	1257	SH	DEFINED	5
D COHU INC COM	192576106	6677	434703	SH	DEFINED	7
D COLGATE PALMOLIVE CO COM	194162103	14336	177521	SH	DEFINED	10
D COLGATE PALMOLIVE CO COM	194162103	265542	3288039	SH	DEFINED	3
D COLGATE PALMOLIVE CO COM	194162103	8430	104394	SH	DEFINED	5
D COLGATE PALMOLIVE CO COM	194162103	6331	78393	SH	DEFINED	5
D COLGATE PALMOLIVE CO COM	194162103	32	400	SH	DEFINED	6
D COLGATE PALMOLIVE CO COM	194162103	41958	519550	SH	DEFINED	7
D COLGATE PALMOLIVE CO COM	194162103	1277	15814	SH	DEFINED	8
D COLLECTIVE BRANDS INC COM	19421W100	6	320	SH	DEFINED	5
D COLLECTIVE BRANDS INC COM	19421W100	285	13209	SH	DEFINED	5
D COLLECTIVE BRANDS INC COM	19421W100	120	5570	SH	DEFINED	8
D COLUMBIA SPORTSWEAR CO COM	198516106	5	100	SH	DEFINED	5
D COLUMBIA SPORTSWEAR CO COM	198516106	695	11700	SH	DEFINED	7
D COMCAST CORP COM CL A	20030N101	374	15132	SH	DEFINED	3
D COMCAST CORP COM CL A	20030N101	2499	101095	SH	DEFINED	5
D COMCAST CORP COM CL A	20030N101	452	18296	SH	DEFINED	5
D COMCAST CORP COM CL A	20030N101	2064	83520	SH	DEFINED	8
D COMERICA INC COM	200340107	5	152	SH	DEFINED	3
D COMERICA INC COM	200340107	463	12625	SH	DEFINED	5
D COMERICA INC COM	200340107	110	3000	SH	DEFINED	5
D COMERICA INC COM	200340107	84378	2297900	SH	DEFINED	7
D COMERICA INC COM	200340107	193	5277	SH	DEFINED	8
D COMERICA INC COM	200340107	1235	33645	SH	DEFINED	9
D COMMERCE BANCSHARES INC CO	200525103	3	92	SH	DEFINED	3
D COMMERCE BANCSHARES INC CO	200525103	276	6842	SH	DEFINED	8
D COMMERCIAL METALS CO COM	201723103	20	1180	SH	DEFINED	3
D COMMERCIAL METALS CO COM	201723103	3	200	SH	DEFINED	5
D COMMERCIAL METALS CO COM	201723103	178	10324	SH	DEFINED	8
D COMMUNITY HEALTH SYS COM	203668108	327	8191	SH	DEFINED	8
D COMPASS MINERALS INTL INC	20451N101	9	100	SH	DEFINED	5
D COMPASS MINERALS INTL INC	20451N101	274	2930	SH	DEFINED	8
D COMPASS DIVERSIFIED HLDGS	20451Q104	35	2400	SH	DEFINED	5
D COMPASS DIVERSIFIED HLDGS	20451Q104	11878	805850	SH	DEFINED	7
D COMPUTER PROGRAMS & SYS IN M	205306103	1931	30050	SH	DEFINED	10
D COMPUTER PROGRAMS & SYS IN M	205306103	3	48	SH	DEFINED	3
D COMPUTER PROGRAMS & SYS IN M	205306103	12	195	SH	DEFINED	5
D COMPUTER SCIENCES CORP COM	205363104	41	854	SH	DEFINED	3

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D COMPUTER SCIENCES CORP COM	205363104	69	1425 SH	DEFINED	5
D COMPUTER SCIENCES CORP COM	205363104	223	4580 SH	DEFINED	8
D COMTECH TELECOMMUNICATIONS	205826209	35	1300 SH	DEFINED	5
D COMTECH TELECOMMUNICATIONS	205826209	13497	495850 SH	DEFINED	7
D CONAGRA FOODS INC COM	205887102	212	8947 SH	DEFINED	3
D CONAGRA FOODS INC COM	205887102	2372	99892 SH	DEFINED	5
D CONAGRA FOODS INC COM	205887102	3181	133968 SH	DEFINED	5
D CONAGRA FOODS INC COM	205887102	45221	1904050 SH	DEFINED	7
D CONAGRA FOODS INC COM	205887102	310	13066 SH	DEFINED	8
D CONCHO RES INC COM	20605P101	55	513 SH	DEFINED	3
D CONCHO RES INC COM	20605P101	856	7980 SH	DEFINED	5
D CONCHO RES INC COM	20605P101	85	800 SH	DEFINED	5
D CONCHO RES INC COM	20605P101	459	4285 SH	DEFINED	6
D CONCUR TECHNOLOGIES INC CO	206708109	4051	73060 SH	DEFINED	10
D CONCUR TECHNOLOGIES INC CO	206708109	0	13 SH	DEFINED	3
D CONCUR TECHNOLOGIES INC CO	206708109	26	475 SH	DEFINED	5
D CONCUR TECHNOLOGIES INC CO	206708109	229	4144 SH	DEFINED	8
D CONOCOPHILLIPS COM	20825C104	1184	14829 SH	DEFINED	3
D CONOCOPHILLIPS COM	20825C104	11494	143928 SH	DEFINED	5
D CONOCOPHILLIPS COM	20825C104	9227	115548 SH	DEFINED	5
D CONOCOPHILLIPS COM	20825C104	515	6449 SH	DEFINED	6
D CONOCOPHILLIPS COM	20825C104	35570	445409 SH	DEFINED	7
D CONOCOPHILLIPS COM	20825C104	3450	43212 SH	DEFINED	8
D CONOCOPHILLIPS COM	20825C104	171	2150 SH	DEFINED	9
D CONSOL ENERGY INC COM	20854P109	0	16 SH	DEFINED	3
D CONSOL ENERGY INC COM	20854P109	1	20 SH	DEFINED	5
D CONSOL ENERGY INC COM	20854P109	369	6891 SH	DEFINED	8
D CONSOLIDATED EDISON INC CO	209115104	72	1423 SH	DEFINED	3
D CONSOLIDATED EDISON INC CO	209115104	1433	28260 SH	DEFINED	5
D CONSOLIDATED EDISON INC CO	209115104	540	10651 SH	DEFINED	5
D CONSOLIDATED EDISON INC CO	209115104	133	2641 SH	DEFINED	6
D CONSOLIDATED EDISON INC CO	209115104	568	11199 SH	DEFINED	8
D CONSTANT CONTACT INC COM	210313102	2334	66890 SH	DEFINED	10
D CONSTANT CONTACT INC COM	210313102	15	435 SH	DEFINED	5
D CONSTELLATION BRANDS INC C COM	21036P108	18	905 SH	DEFINED	3
D CONSTELLATION BRANDS INC C COM	21036P108	85	4200 SH	DEFINED	5
D CONSTELLATION BRANDS INC C COM	21036P108	162	8000 SH	DEFINED	5
D CONSTELLATION BRANDS INC C COM	21036P108	16	800 SH	DEFINED	6
D CONSTELLATION BRANDS INC C COM	21036P108	497	24514 SH	DEFINED	8
D CONSTELLATION ENERGY GROUP COM	210371100	5	179 SH	DEFINED	3
D CONSTELLATION ENERGY GROUP COM	210371100	320	10307 SH	DEFINED	5
D CONSTELLATION ENERGY GROUP COM	210371100	178	5746 SH	DEFINED	5
D CONSTELLATION ENERGY GROUP COM	210371100	32113	1031600 SH	DEFINED	7
D CONSTELLATION ENERGY GROUP COM	210371100	186	5977 SH	DEFINED	8
D CONSTELLATION ENERGY GROUP COM	210371100	1088	34976 SH	DEFINED	9
D CONTINENTAL RESOURCES INC	212015101	272	3806 SH	DEFINED	5
D CONTINENTAL RESOURCES INC	212015101	8	119 SH	DEFINED	5
D CONVERGYS CORP COM	212485106	155	10814 SH	DEFINED	8
D COOPER COS INC COM	216648402	15	229 SH	DEFINED	3
D COOPER COS INC COM	216648402	164	2369 SH	DEFINED	5
D COOPER COS INC COM	216648402	60776	875112 SH	DEFINED	7
D COOPER TIRE CORP COM	216831107	6630	257485 SH	DEFINED	10
D COOPER TIRE CORP COM	216831107	43	1675 SH	DEFINED	5
D COOPER TIRE CORP COM	216831107	23751	922400 SH	DEFINED	7
D COPART INC COM	217204106	86	2000 SH	DEFINED	3
D COPART INC COM	217204106	228	5284 SH	DEFINED	8
D CORN PRODUCTS INTL INC COM	219023108	221	4281 SH	DEFINED	5
D CORN PRODUCTS INTL INC COM	219023108	114	2214 SH	DEFINED	5
D CORN PRODUCTS INTL INC COM	219023108	347	6703 SH	DEFINED	8
D CORNING INC COM	219350105	136	6637 SH	DEFINED	3
D CORNING INC COM	219350105	428	20755 SH	DEFINED	5
D CORNING INC COM	219350105	2872	139252 SH	DEFINED	5

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D CORNING INC COM		219350105	1930	93582 SH	DEFINED	8
D CORPORATE EXECUTIVE BOARD OM		21988R102	2266	56150 SH	DEFINED	10
D CORPORATE EXECUTIVE BOARD OM		21988R102	14	365 SH	DEFINED	5
D CORPORATE EXECUTIVE BOARD OM		21988R102	120	2984 SH	DEFINED	8
D CORPORATE OFFICE PPTYS TR		22002T108	214	5935 SH	DEFINED	8
D CORRECTIONS CORP AMER NEW		22025Y407	236	9686 SH	DEFINED	8
D COSTCO WHOLESALE CORP COM		22160K105	232	3166 SH	DEFINED	3
D COSTCO WHOLESALE CORP COM		22160K105	3866	52729 SH	DEFINED	5
D COSTCO WHOLESALE CORP COM		22160K105	2691	36710 SH	DEFINED	5
D COSTCO WHOLESALE CORP COM		22160K105	106	1457 SH	DEFINED	6
D COSTCO WHOLESALE CORP COM		22160K105	962	13121 SH	DEFINED	8
D COUSINS PROPERTIES INC REI		222795106	285	34210 SH	DEFINED	3
D COUSINS PROPERTIES INC REI		222795106	294	35265 SH	DEFINED	5
D COUSINS PROPERTIES INC REI		222795106	91	10914 SH	DEFINED	5
D COUSINS PROPERTIES INC REI		222795106	76	9176 SH	DEFINED	8
D COVANCE INC COM		222816100	16	300 SH	DEFINED	3
D COVANCE INC COM		222816100	77	1416 SH	DEFINED	5
D COVANCE INC COM		222816100	294	5385 SH	DEFINED	8
D COVENTRY HEALTH CARE INC C		222862104	7	230 SH	DEFINED	3
D COVENTRY HEALTH CARE INC C		222862104	12	390 SH	DEFINED	5
D COVENTRY HEALTH CARE INC C		222862104	141	4427 SH	DEFINED	8
D COVENTRY HEALTH CARE INC C		222862104	515	16170 SH	DEFINED	9
D CRACKER BARREL OLD CTRY ST COM		22410J106	4	86 SH	DEFINED	3
D CRACKER BARREL OLD CTRY ST COM		22410J106	381	7757 SH	DEFINED	5
D CRACKER BARREL OLD CTRY ST COM		22410J106	85	1750 SH	DEFINED	5
D CRACKER BARREL OLD CTRY ST COM		22410J106	15022	305700 SH	DEFINED	7
D CRANE CO COM		224399105	2	60 SH	DEFINED	3
D CRANE CO COM		224399105	48	1000 SH	DEFINED	5
D CRANE CO COM		224399105	1240	25605 SH	DEFINED	5
D CRANE CO COM		224399105	17756	366650 SH	DEFINED	7
D CRANE CO COM		224399105	197	4084 SH	DEFINED	8
D CRAWFORD & CO CL B COM		224633107	0	77 SH	SOLE	
D CRAWFORD & CO CL B COM		224633107	5746	1207276 SH	DEFINED	5
D CRAWFORD & CO CL B COM		224633107	1832	384912 SH	DEFINED	5
D CRAWFORD & CO CL A COM		224633206	0	5 SH	SOLE	
D CRAWFORD & CO CL A COM		224633206	6285	1859693 SH	DEFINED	5
D CRAWFORD & CO CL A COM		224633206	24985	7392091 SH	DEFINED	5
D CREDIT SUISSE GROUP ADR		225401108	34	816 SH	DEFINED	3
D CREDIT SUISSE GROUP ADR		225401108	210	4934 SH	DEFINED	5
D CREDIT SUISSE GROUP ADR		225401108	6	151 SH	DEFINED	6
D CREE INC COM		225447101	39	850 SH	DEFINED	5
D CREE INC COM		225447101	0	20 SH	DEFINED	5
D CREE INC COM		225447101	451	9776 SH	DEFINED	8
D CROWN HLDGS INC COM		228368106	39	1014 SH	DEFINED	3
D CROWN HLDGS INC COM		228368106	635	16471 SH	DEFINED	5
D CTRIP.COM INTL LTD ADR		22943F100	6909	166542 SH	DEFINED	10
D CTRIP.COM INTL LTD ADR		22943F100	0	10 SH	DEFINED	3
D CTRIP.COM INTL LTD ADR		22943F100	93	2250 SH	DEFINED	5
D CTRIP.COM INTL LTD ADR		22943F100	41	1000 SH	DEFINED	5
D CUBIC CORP COM		229669106	6794	118163 SH	DEFINED	7
D CUBIST PHARMACEUTICALS INC		229678107	3422	135610 SH	DEFINED	10
D CUBIST PHARMACEUTICALS INC		229678107	2	117 SH	DEFINED	3
D CUBIST PHARMACEUTICALS INC		229678107	22	885 SH	DEFINED	5
D CULLEN FROST BANKERS INC C		229899109	311	5283 SH	DEFINED	5
D CULLEN FROST BANKERS INC C		229899109	320	5428 SH	DEFINED	8
D CUMMINS INC COM		231021106	6776	61815 SH	DEFINED	10
D CUMMINS INC COM		231021106	27	248 SH	DEFINED	3
D CUMMINS INC COM		231021106	813	7425 SH	DEFINED	5
D CUMMINS INC COM		231021106	539	4925 SH	DEFINED	5
D CUMMINS INC COM		231021106	684	6248 SH	DEFINED	6
D CUMMINS INC COM		231021106	690	6302 SH	DEFINED	8
D CUMMINS INC COM		231021106	5893	53765 SH	DEFINED	9

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D CURIS INC COM	231269101	205	63112 SH	DEFINED	3
D CYMER INC COM	232572107	5686	100505 SH	DEFINED	10
D CYMER INC COM	232572107	2	44 SH	DEFINED	3
D CYMER INC COM	232572107	37	655 SH	DEFINED	5
D CYPRESS SEMICONDUCTER CORP	232806109	4	229 SH	DEFINED	3
D CYPRESS SEMICONDUCTER CORP	232806109	13	680 SH	DEFINED	5
D CYPRESS SEMICONDUCTER CORP	232806109	34	1800 SH	DEFINED	5
D CYPRESS SEMICONDUCTER CORP	232806109	303	15646 SH	DEFINED	8
D CYPRESS SHARPRIDGE INVTS I EIT	23281A307	211	16666 SH	DEFINED	3
D CYPRESS SHARPRIDGE INVTS I EIT	23281A307	126	10000 SH	DEFINED	5
D CYPRESS SHARPRIDGE INVTS I EIT	23281A307	1552	122400 SH	DEFINED	5
D CYTEC INDS INC COM	232820100	308	5670 SH	DEFINED	5
D CYTEC INDS INC COM	232820100	39	730 SH	DEFINED	5
D CYTEC INDS INC COM	232820100	244	4500 SH	DEFINED	6
D CYTEC INDS INC COM	232820100	50148	922350 SH	DEFINED	7
D CYTEC INDS INC COM	232820100	239	4397 SH	DEFINED	8
D DNP SELECT INCOME FD INC C	23325P104	90	9545 SH	DEFINED	5
D DNP SELECT INCOME FD INC C	23325P104	13	1440 SH	DEFINED	5
D DPL INC COM	233293109	52	1924 SH	DEFINED	3
D DPL INC COM	233293109	50	1837 SH	DEFINED	5
D DPL INC COM	233293109	31	1162 SH	DEFINED	5
D DPL INC COM	233293109	288	10541 SH	DEFINED	8
D D R HORTON INC COM	23331A109	1	93 SH	DEFINED	3
D D R HORTON INC COM	23331A109	9209	790500 SH	DEFINED	7
D D R HORTON INC COM	23331A109	98	8492 SH	DEFINED	8
D DTE ENERGY CO COM	233331107	14	295 SH	DEFINED	3
D DTE ENERGY CO COM	233331107	130	2660 SH	DEFINED	5
D DTE ENERGY CO COM	233331107	83	1705 SH	DEFINED	5
D DTE ENERGY CO COM	233331107	12	256 SH	DEFINED	6
D DTE ENERGY CO COM	233331107	370	7562 SH	DEFINED	8
D DTF TAX-FREE INCOME INC	23334J107	1238	85795 SH	DEFINED	3
D DTF TAX-FREE INCOME INC	23334J107	49	3400 SH	DEFINED	5
D DSW INC CL A COM	23334L102	5129	128355 SH	DEFINED	10
D DSW INC CL A COM	23334L102	33	835 SH	DEFINED	5
D DWS MUN INCOME TR COM	23338M106	485	41676 SH	DEFINED	5
D DANAHER CORP COM	235851102	607	11702 SH	DEFINED	3
D DANAHER CORP COM	235851102	13366	257539 SH	DEFINED	5
D DANAHER CORP COM	235851102	9219	177643 SH	DEFINED	5
D DANAHER CORP COM	235851102	145	2800 SH	DEFINED	6
D DANAHER CORP COM	235851102	995	19173 SH	DEFINED	8
D DARDEN RESTAURANTS INC COM	237194105	495	10078 SH	DEFINED	3
D DARDEN RESTAURANTS INC COM	237194105	19798	402991 SH	DEFINED	5
D DARDEN RESTAURANTS INC COM	237194105	3277	66713 SH	DEFINED	5
D DARDEN RESTAURANTS INC COM	237194105	226	4602 SH	DEFINED	8
D DARDEN RESTAURANTS INC COM	237194105	1319	26865 SH	DEFINED	9
D DAVITA INC COM	23918K108	35	418 SH	DEFINED	3
D DAVITA INC COM	23918K108	1365	15974 SH	DEFINED	5
D DAVITA INC COM	23918K108	247	2894 SH	DEFINED	8
D DEAN FOODS CO COM NEW	242370104	10	1067 SH	DEFINED	3
D DEAN FOODS CO COM NEW	242370104	141	14125 SH	DEFINED	5
D DEAN FOODS CO COM NEW	242370104	20	2030 SH	DEFINED	5
D DEAN FOODS CO COM NEW	242370104	54	5421 SH	DEFINED	8
D DECKERS OUTDOOR CORP COM	243537107	6793	78855 SH	DEFINED	10
D DECKERS OUTDOOR CORP COM	243537107	8	100 SH	DEFINED	3
D DECKERS OUTDOOR CORP COM	243537107	71	827 SH	DEFINED	5
D DECKERS OUTDOOR CORP COM	243537107	96	1120 SH	DEFINED	5
D DECKERS OUTDOOR CORP COM	243537107	301	3495 SH	DEFINED	8
D DEERE & CO COM	244199105	178	1845 SH	DEFINED	10
D DEERE & CO COM	244199105	216	2230 SH	DEFINED	3
D DEERE & CO COM	244199105	2348	24236 SH	DEFINED	5
D DEERE & CO COM	244199105	1853	19135 SH	DEFINED	5
D DEERE & CO COM	244199105	258	2670 SH	DEFINED	6

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D DEERE & CO COM	244199105	1212	12515 SH	DEFINED	8
D DELAWARE INVTS AZ MUNI INC COM	246100101	248	19270 SH	DEFINED	3
D DELAWARE INVTS AZ MUNI INC COM	246100101	42	3300 SH	DEFINED	5
D DELL INC COM	24702R101	215	14841 SH	DEFINED	3
D DELL INC COM	24702R101	408	28130 SH	DEFINED	5
D DELL INC COM	24702R101	122	8455 SH	DEFINED	5
D DELL INC COM	24702R101	723	49889 SH	DEFINED	8
D DENBURY RESOURCES INC COM	247916208	49	2014 SH	DEFINED	3
D DENBURY RESOURCES INC COM	247916208	293	12049 SH	DEFINED	8
D DENTSPLY INTL INC COM	249030107	1083	29284 SH	DEFINED	3
D DENTSPLY INTL INC COM	249030107	291	7882 SH	DEFINED	5
D DENTSPLY INTL INC COM	249030107	156	4238 SH	DEFINED	8
D DEVON ENERGY CORP NEW COM	25179M103	216	2360 SH	DEFINED	3
D DEVON ENERGY CORP NEW COM	25179M103	2797	30487 SH	DEFINED	5
D DEVON ENERGY CORP NEW COM	25179M103	843	9191 SH	DEFINED	5
D DEVON ENERGY CORP NEW COM	25179M103	17266	188150 SH	DEFINED	7
D DEVON ENERGY CORP NEW COM	25179M103	1680	18308 SH	DEFINED	8
D DEVON ENERGY CORP NEW COM	25179M103	536	5845 SH	DEFINED	9
D DEVRY INC DEL COM	251893103	371	6740 SH	DEFINED	5
D DEVRY INC DEL COM	251893103	100	1834 SH	DEFINED	8
D DIAGEO PLC SPONS ADR	25243Q205	163	2151 SH	DEFINED	3
D DIAGEO PLC SPONS ADR	25243Q205	909	11929 SH	DEFINED	5
D DIAGEO PLC SPONS ADR	25243Q205	159	2090 SH	DEFINED	5
D DIAGEO PLC SPONS ADR	25243Q205	110	1450 SH	DEFINED	9
D DIAMOND FOODS INC COM	252603105	5694	102045 SH	DEFINED	10
D DIAMOND FOODS INC COM	252603105	2	48 SH	DEFINED	3
D DIAMOND FOODS INC COM	252603105	37	665 SH	DEFINED	5
D DIAMOND OFFSHORE DRILLING COM	25271C102	85	1097 SH	DEFINED	3
D DIAMOND OFFSHORE DRILLING COM	25271C102	130	1684 SH	DEFINED	5
D DIAMOND OFFSHORE DRILLING COM	25271C102	2	30 SH	DEFINED	5
D DIAMOND OFFSHORE DRILLING COM	25271C102	221	2849 SH	DEFINED	8
D DIAMOND OFFSHORE DRILLING COM	25271C102	777	10001 SH	DEFINED	9
D DICK'S SPORTING GOODS INC	253393102	173	4342 SH	DEFINED	5
D DICK'S SPORTING GOODS INC	253393102	318	7954 SH	DEFINED	8
D DIEBOLD INC COM	253651103	65	1840 SH	DEFINED	5
D DIEBOLD INC COM	253651103	207	5860 SH	DEFINED	8
D DIGITAL REALTY TR INC REIT	253868103	46	800 SH	DEFINED	3
D DIGITAL REALTY TR INC REIT	253868103	104	1795 SH	DEFINED	5
D DIGITAL REALTY TR INC REIT	253868103	21046	362000 SH	DEFINED	7
D DIGITAL RIVER INC COM	25388B104	18	500 SH	DEFINED	3
D DIGITAL RIVER INC COM	25388B104	292	7807 SH	DEFINED	5
D DIGITAL RIVER INC COM	25388B104	130	3479 SH	DEFINED	8
D DIONEX CORP COM	254546104	396	3361 SH	DEFINED	3
D DIONEX CORP COM	254546104	4	35 SH	DEFINED	5
D WALT DISNEY CO COM	254687106	4268	99065 SH	DEFINED	10
D WALT DISNEY CO COM	254687106	1429	33165 SH	DEFINED	3
D WALT DISNEY CO COM	254687106	53980	1252739 SH	DEFINED	5
D WALT DISNEY CO COM	254687106	13900	322597 SH	DEFINED	5
D WALT DISNEY CO COM	254687106	80	1858 SH	DEFINED	6
D WALT DISNEY CO COM	254687106	17287	401200 SH	DEFINED	7
D WALT DISNEY CO COM	254687106	2524	58578 SH	DEFINED	8
D WALT DISNEY CO COM	254687106	5842	135595 SH	DEFINED	9
D DISCOVERY COMMUNICATIONS I COM	25470F104	30	768 SH	DEFINED	3
D DISCOVERY COMMUNICATIONS I COM	25470F104	412	10339 SH	DEFINED	5
D DISCOVERY COMMUNICATIONS I COM	25470F104	6	174 SH	DEFINED	5
D DISCOVERY COMMUNICATIONS I COM	25470F104	336	8438 SH	DEFINED	8
D DISCOVER FINL SVCS COM	254709108	1730	71746 SH	DEFINED	3
D DISCOVER FINL SVCS COM	254709108	266	11038 SH	DEFINED	5
D DISCOVER FINL SVCS COM	254709108	134	5575 SH	DEFINED	5
D DISCOVER FINL SVCS COM	254709108	349	14505 SH	DEFINED	6
D DISCOVER FINL SVCS COM	254709108	388	16125 SH	DEFINED	8
D DISCOVER FINL SVCS COM	254709108	439	18240 SH	DEFINED	9



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D DIRECTV COM CL A	25490A101	19	406 SH	DEFINED	3	
D DIRECTV COM CL A	25490A101	514	10998 SH	DEFINED	5	
D DIRECTV COM CL A	25490A101	198	4234 SH	DEFINED	5	
D DIRECTV COM CL A	25490A101	74	1594 SH	DEFINED	6	
D DIRECTV COM CL A	25490A101	3423	73161 SH	DEFINED	8	
D DIRECTV COM CL A	25490A101	283	6050 SH	DEFINED	9	
D DIXIE GROUP INC	7.000 /15/12	255519AA8	27	28000 SH	DEFINED	5
D DIXIE GROUP INC CL A COM	255519100	18	4000 SH	DEFINED	5	
D DIXIE GROUP INC CL A COM	255519100	65	13950 SH	DEFINED	5	
D DOLLAR TREE INC COM	256746108	0	8 SH	DEFINED	3	
D DOLLAR TREE INC COM	256746108	41	752 SH	DEFINED	5	
D DOLLAR TREE INC COM	256746108	16	300 SH	DEFINED	5	
D DOLLAR TREE INC COM	256746108	616	11110 SH	DEFINED	8	
D DOMINION RES INC VA NEW CO	25746U109	333	7470 SH	DEFINED	3	
D DOMINION RES INC VA NEW CO	25746U109	6004	134335 SH	DEFINED	5	
D DOMINION RES INC VA NEW CO	25746U109	4391	98233 SH	DEFINED	5	
D DOMINION RES INC VA NEW CO	25746U109	336	7528 SH	DEFINED	6	
D DOMINION RES INC VA NEW CO	25746U109	775	17353 SH	DEFINED	8	
D DOMINION RES INC VA NEW CO	25746U109	136	3049 SH	DEFINED	9	
D DONALDSON INC COM	257651109	413	6751 SH	DEFINED	8	
D DONNELLEY R R & SONS CO CO	257867101	13	688 SH	DEFINED	3	
D DONNELLEY R R & SONS CO CO	257867101	24	1280 SH	DEFINED	5	
D DONNELLEY R R & SONS CO CO	257867101	39	2105 SH	DEFINED	5	
D DONNELLEY R R & SONS CO CO	257867101	42728	2258400 SH	DEFINED	7	
D DONNELLEY R R & SONS CO CO	257867101	116	6167 SH	DEFINED	8	
D DOVER CORP COM	260003108	24786	377042 SH	DEFINED	10	
D DOVER CORP COM	260003108	74	1128 SH	DEFINED	3	
D DOVER CORP COM	260003108	1205	18345 SH	DEFINED	5	
D DOVER CORP COM	260003108	477	7257 SH	DEFINED	5	
D DOVER CORP COM	260003108	365	5554 SH	DEFINED	8	
D DOVER CORP COM	260003108	8152	124015 SH	DEFINED	9	
D DOW CHEM CO COM	260543103	336	8901 SH	DEFINED	3	
D DOW CHEM CO COM	260543103	2482	65771 SH	DEFINED	5	
D DOW CHEM CO COM	260543103	5942	157407 SH	DEFINED	5	
D DOW CHEM CO COM	260543103	45	1200 SH	DEFINED	6	
D DOW CHEM CO COM	260543103	1328	35197 SH	DEFINED	8	
D DOW 30 COVERED CALL FD INC	260582101	135	9059 SH	DEFINED	3	
D DOW 30 COVERED CALL FD INC	260582101	93	6242 SH	DEFINED	6	
D DR PEPPER SNAPPLE GROUP IN M	26138E109	75	2036 SH	DEFINED	3	
D DR PEPPER SNAPPLE GROUP IN M	26138E109	42	1152 SH	DEFINED	5	
D DR PEPPER SNAPPLE GROUP IN M	26138E109	247	6667 SH	DEFINED	8	
D DR PEPPER SNAPPLE GROUP IN M	26138E109	480	12940 SH	DEFINED	9	
D DREAMWORKS ANIMATION INC C COM	26153C103	38	1385 SH	DEFINED	3	
D DREAMWORKS ANIMATION INC C COM	26153C103	1106	39618 SH	DEFINED	5	
D DREAMWORKS ANIMATION INC C COM	26153C103	177	6351 SH	DEFINED	8	
D DREAMWORKS ANIMATION INC C COM	26153C103	318	11415 SH	DEFINED	9	
D DRESSER-RAND GROUP INC COM	261608103	288	5376 SH	DEFINED	5	
D DRESSER-RAND GROUP INC COM	261608103	5	100 SH	DEFINED	5	
D DREYFUS STRATEGIC MUNS INC	261932107	180	22412 SH	DEFINED	5	
D DREYFUS STRATEGIC MUNS INC	261932107	4	500 SH	DEFINED	5	
D DREYFUS STRATEGIC MUNS INC	261932107	22	2750 SH	DEFINED	6	
D DRIL-QUIP COM	262037104	79	1000 SH	DEFINED	3	
D DRIL-QUIP COM	262037104	240	3038 SH	DEFINED	8	
D DU PONT E I DE NEMOURS & C M	263534109	7996	145470 SH	DEFINED	10	
D DU PONT E I DE NEMOURS & C M	263534109	86	1579 SH	DEFINED	3	
D DU PONT E I DE NEMOURS & C M	263534109	7406	134742 SH	DEFINED	5	
D DU PONT E I DE NEMOURS & C M	263534109	10764	195834 SH	DEFINED	5	
D DU PONT E I DE NEMOURS & C M	263534109	744	13552 SH	DEFINED	6	
D DU PONT E I DE NEMOURS & C M	263534109	2909	52932 SH	DEFINED	8	
D DU PONT E I DE NEMOURS & C M	263534109	8016	145838 SH	DEFINED	9	
D DUKE ENERGY CORP NEW COM	26441C105	88	4864 SH	DEFINED	3	
D DUKE ENERGY CORP NEW COM	26441C105	3268	180101 SH	DEFINED	5	

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D DUKE ENERGY CORP NEW COM	26441C105	4289	236313	SH	DEFINED	5
D DUKE ENERGY CORP NEW COM	26441C105	348	19195	SH	DEFINED	6
D DUKE ENERGY CORP NEW COM	26441C105	735	40536	SH	DEFINED	8
D DUKE REALTY CORP REIT	264411505	105	7563	SH	DEFINED	3
D DUKE REALTY CORP REIT	264411505	616	44011	SH	DEFINED	5
D DUKE REALTY CORP REIT	264411505	28	2000	SH	DEFINED	5
D DUKE REALTY CORP REIT	264411505	311	22241	SH	DEFINED	8
D DUN & BRADSTREET CORP DEL COM	26483E100	151	1891	SH	DEFINED	3
D DUN & BRADSTREET CORP DEL COM	26483E100	138	1720	SH	DEFINED	5
D DUN & BRADSTREET CORP DEL COM	26483E100	208	2600	SH	DEFINED	5
D DUN & BRADSTREET CORP DEL COM	26483E100	119	1487	SH	DEFINED	8
D E-HOUSE CHINA HLDGS LTD	26852W103	32	2800	SH	DEFINED	5
D E-HOUSE CHINA HLDGS LTD	26852W103	17681	1504850	SH	DEFINED	7
D EMC CORP MASS COM	268648102	94403	3554337	SH	DEFINED	10
D EMC CORP MASS COM	268648102	883	33255	SH	DEFINED	3
D EMC CORP MASS COM	268648102	37288	1403919	SH	DEFINED	5
D EMC CORP MASS COM	268648102	7655	288248	SH	DEFINED	5
D EMC CORP MASS COM	268648102	386	14566	SH	DEFINED	6
D EMC CORP MASS COM	268648102	1734	65311	SH	DEFINED	8
D EMC CORP MASS COM	268648102	9126	343610	SH	DEFINED	9
D ENI SPA SPONS ADR	26874R108	307	6257	SH	DEFINED	3
D ENI SPA SPONS ADR	26874R108	15	316	SH	DEFINED	5
D ENI SPA SPONS ADR	26874R108	8	171	SH	DEFINED	6
D EOG RESOURCES INC COM	26875P101	207	1748	SH	DEFINED	3
D EOG RESOURCES INC COM	26875P101	1149	9699	SH	DEFINED	5
D EOG RESOURCES INC COM	26875P101	281	2375	SH	DEFINED	5
D EOG RESOURCES INC COM	26875P101	1052	8883	SH	DEFINED	8
D EOG RESOURCES INC COM	26875P101	218	1845	SH	DEFINED	9
D EQT CORP COM	26884L109	29	587	SH	DEFINED	3
D EQT CORP COM	26884L109	87	1750	SH	DEFINED	5
D EQT CORP COM	26884L109	1239	24846	SH	DEFINED	5
D EQT CORP COM	26884L109	220	4416	SH	DEFINED	8
D ETFS PALLADIUM TR ETF	26923A106	113	1494	SH	DEFINED	3
D ETFS PALLADIUM TR ETF	26923A106	732	9630	SH	DEFINED	5
D E*TRADE FINL CORP COM	269246401	6	441	SH	DEFINED	3
D E*TRADE FINL CORP COM	269246401	57	3696	SH	DEFINED	5
D E*TRADE FINL CORP COM	269246401	102	6531	SH	DEFINED	8
D EAST WEST BANCORP INC COM	27579R104	8	390	SH	DEFINED	3
D EAST WEST BANCORP INC COM	27579R104	241	10981	SH	DEFINED	5
D EAST WEST BANCORP INC COM	27579R104	4	191	SH	DEFINED	5
D EAST WEST BANCORP INC COM	27579R104	288	13125	SH	DEFINED	8
D EASTMAN CHEMICAL CO COM	277432100	20	210	SH	DEFINED	3
D EASTMAN CHEMICAL CO COM	277432100	497	5008	SH	DEFINED	5
D EASTMAN CHEMICAL CO COM	277432100	342	3452	SH	DEFINED	5
D EASTMAN CHEMICAL CO COM	277432100	13	140	SH	DEFINED	6
D EASTMAN CHEMICAL CO COM	277432100	349	3521	SH	DEFINED	8
D EASTMAN KODAK CO COM	277461109	1	354	SH	DEFINED	3
D EASTMAN KODAK CO COM	277461109	0	150	SH	DEFINED	5
D EASTMAN KODAK CO COM	277461109	75	23404	SH	DEFINED	8
D EATON CORP COM	278058102	154	2791	SH	DEFINED	3
D EATON CORP COM	278058102	558	10072	SH	DEFINED	5
D EATON CORP COM	278058102	1893	34160	SH	DEFINED	5
D EATON CORP COM	278058102	633	11418	SH	DEFINED	8
D EATON CORP COM	278058102	385	6945	SH	DEFINED	9
D EATON VANCE CORP NON VTG C	278265103	19	600	SH	DEFINED	3
D EATON VANCE CORP NON VTG C	278265103	339	10525	SH	DEFINED	8
D EATON VANCE MUNICIPAL BD F	27827X101	255	22389	SH	DEFINED	5
D EATON VANCE TAX-MANAGED BU ITE	27828Y108	154	12000	SH	DEFINED	5
D EATON VANCE TAX-MANAGED BU ITE	27828Y108	124	9645	SH	DEFINED	5
D EBAY INC COM	278642103	142	4599	SH	DEFINED	3
D EBAY INC COM	278642103	922	29726	SH	DEFINED	5
D EBAY INC COM	278642103	32	1050	SH	DEFINED	5

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D EBAY INC COM	278642103	1050	33831 SH	DEFINED	8
D ECOLAB INC COM	278865100	56	1102 SH	DEFINED	3
D ECOLAB INC COM	278865100	791	15514 SH	DEFINED	5
D ECOLAB INC COM	278865100	53882	1056100 SH	DEFINED	7
D ECOLAB INC COM	278865100	353	6937 SH	DEFINED	8
D EDISON INTL COM	281020107	29	810 SH	DEFINED	3
D EDISON INTL COM	281020107	922	25215 SH	DEFINED	5
D EDISON INTL COM	281020107	327	8952 SH	DEFINED	5
D EDISON INTL COM	281020107	43	1188 SH	DEFINED	6
D EDISON INTL COM	281020107	354	9676 SH	DEFINED	8
D EDWARDS LIFESCIENCES CORP	28176E108	17	200 SH	DEFINED	5
D EDWARDS LIFESCIENCES CORP	28176E108	6	80 SH	DEFINED	5
D EDWARDS LIFESCIENCES CORP	28176E108	885	10182 SH	DEFINED	8
D EINSTEIN NOAH REST GROUP I OM	28257U104	13	800 SH	DEFINED	5
D EINSTEIN NOAH REST GROUP I OM	28257U104	5188	318700 SH	DEFINED	7
D EL PASO CORP COM	28336L109	378	21037 SH	DEFINED	3
D EL PASO CORP COM	28336L109	9	500 SH	DEFINED	5
D EL PASO CORP COM	28336L109	379	21077 SH	DEFINED	8
D EL PASO ELEC CO COM	283677854	14	484 SH	DEFINED	3
D EL PASO ELEC CO COM	283677854	381	12533 SH	DEFINED	5
D ELECTRONIC ARTS INC COM	285512109	4	245 SH	DEFINED	3
D ELECTRONIC ARTS INC COM	285512109	9	500 SH	DEFINED	5
D ELECTRONIC ARTS INC COM	285512109	0	40 SH	DEFINED	5
D ELECTRONIC ARTS INC COM	285512109	197	10105 SH	DEFINED	8
D ELIZABETH ARDEN INC COM	28660G106	1271	42373 SH	DEFINED	6
D EMERSON ELEC CO COM	291011104	78398	1341748 SH	DEFINED	10
D EMERSON ELEC CO COM	291011104	875	14992 SH	DEFINED	3
D EMERSON ELEC CO COM	291011104	45805	783941 SH	DEFINED	5
D EMERSON ELEC CO COM	291011104	15063	257808 SH	DEFINED	5
D EMERSON ELEC CO COM	291011104	409	7015 SH	DEFINED	6
D EMERSON ELEC CO COM	291011104	17055	291900 SH	DEFINED	7
D EMERSON ELEC CO COM	291011104	1423	24359 SH	DEFINED	8
D EMERSON ELEC CO COM	291011104	7119	121842 SH	DEFINED	9
D ENBRIDGE INC CAD COM	29250N105	88	1437 SH	DEFINED	3
D ENBRIDGE INC CAD COM	29250N105	181	2960 SH	DEFINED	5
D ENBRIDGE ENERGY PARTNERS L M	29250R106	6337	98073 SH	DEFINED	3
D ENBRIDGE ENERGY PARTNERS L M	29250R106	235	3643 SH	DEFINED	5
D ENBRIDGE ENERGY PARTNERS L M	29250R106	633	9800 SH	DEFINED	5
D ENCANA CORP CAD COM	292505104	117	3416 SH	DEFINED	3
D ENCANA CORP CAD COM	292505104	1474	42712 SH	DEFINED	5
D ENCANA CORP CAD COM	292505104	52	1526 SH	DEFINED	5
D ENCORE CAP GROUP INC COM	292554102	5979	252555 SH	DEFINED	10
D ENCORE CAP GROUP INC COM	292554102	39	1650 SH	DEFINED	5
D ENDO PHARMACEUTICALS HLDGS COM	29264F205	12	329 SH	DEFINED	3
D ENDO PHARMACEUTICALS HLDGS COM	29264F205	258	6764 SH	DEFINED	5
D ENDO PHARMACEUTICALS HLDGS COM	29264F205	3	85 SH	DEFINED	5
D ENDO PHARMACEUTICALS HLDGS COM	29264F205	399	10456 SH	DEFINED	8
D ENERGEN CORP COM	29265N108	793	12571 SH	DEFINED	5
D ENERGEN CORP COM	29265N108	6	102 SH	DEFINED	5
D ENERGEN CORP COM	29265N108	402	6381 SH	DEFINED	8
D ENERGIZER HLDGS INC COM	29266R108	7	102 SH	DEFINED	3
D ENERGIZER HLDGS INC COM	29266R108	304	4275 SH	DEFINED	5
D ENERGIZER HLDGS INC COM	29266R108	282	3965 SH	DEFINED	5
D ENERGIZER HLDGS INC COM	29266R108	445	6265 SH	DEFINED	8
D ENERGY TRANSFER PARTNERS L	29273R109	8882	171602 SH	DEFINED	3
D ENERGY TRANSFER PARTNERS L	29273R109	412	7979 SH	DEFINED	5
D ENERGY TRANSFER PARTNERS L	29273R109	542	10490 SH	DEFINED	5
D ENERGY TRANSFER PARTNERS L	29273R109	86	1665 SH	DEFINED	6
D ENERGY TRANSFER EQUITY LP	29273V100	28	630 SH	DEFINED	3
D ENERGY TRANSFER EQUITY LP	29273V100	81	1800 SH	DEFINED	5
D ENERGY TRANSFER EQUITY LP	29273V100	33	750 SH	DEFINED	5
D ENERGY TRANSFER EQUITY LP	29273V100	138	3074 SH	DEFINED	6

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D ENERPLUS CORP CAD COM	292766102	365	11560	SH	DEFINED	5
D ENERPLUS CORP CAD COM	292766102	54	1728	SH	DEFINED	6
D ENPRO INDS INC COM	29355X107	3779	104055	SH	DEFINED	10
D ENPRO INDS INC COM	29355X107	2	65	SH	DEFINED	3
D ENPRO INDS INC COM	29355X107	24	680	SH	DEFINED	5
D ENSIGN GROUP INC COM	29358P101	31	1000	SH	DEFINED	5
D ENSIGN GROUP INC COM	29358P101	11000	344522	SH	DEFINED	7
D ENSCO PLC SPONS ADR	29358Q109	4	75	SH	DEFINED	3
D ENSCO PLC SPONS ADR	29358Q109	260	4500	SH	DEFINED	6
D ENTERCOM COMMUNICATIONS CO OM	293639100	318	28900	SH	DEFINED	5
D ENTERCOM COMMUNICATIONS CO OM	293639100	728	66100	SH	DEFINED	5
D ENTERGY CORP COM	29364G103	9	140	SH	DEFINED	3
D ENTERGY CORP COM	29364G103	522	7774	SH	DEFINED	5
D ENTERGY CORP COM	29364G103	97	1452	SH	DEFINED	5
D ENTERGY CORP COM	29364G103	15841	235700	SH	DEFINED	7
D ENTERGY CORP COM	29364G103	781	11630	SH	DEFINED	8
D ENTERPRISE PRODUCTS PARTNE P	293792107	12497	290234	SH	DEFINED	3
D ENTERPRISE PRODUCTS PARTNE P	293792107	582	13525	SH	DEFINED	5
D ENTERPRISE PRODUCTS PARTNE P	293792107	1417	32929	SH	DEFINED	5
D ENTERPRISE PRODUCTS PARTNE P	293792107	58	1350	SH	DEFINED	6
D EQUIFAX INC COM	294429105	2185	56267	SH	DEFINED	3
D EQUIFAX INC COM	294429105	4145	106712	SH	DEFINED	5
D EQUIFAX INC COM	294429105	1086	27973	SH	DEFINED	5
D EQUIFAX INC COM	294429105	142	3663	SH	DEFINED	8
D EQUINIX INC COM NEW	29444U502	371	4080	SH	DEFINED	8
D EQUITY ONE INC REIT	294752100	539	28721	SH	DEFINED	5
D EQUITY ONE INC REIT	294752100	84	4500	SH	DEFINED	5
D EQUITY ONE INC REIT	294752100	80	4267	SH	DEFINED	8
D EQUITY RESIDENTIAL PPTYS T IT	29476L107	12	224	SH	DEFINED	3
D EQUITY RESIDENTIAL PPTYS T IT	29476L107	1275	22603	SH	DEFINED	5
D EQUITY RESIDENTIAL PPTYS T IT	29476L107	638	11323	SH	DEFINED	5
D EQUITY RESIDENTIAL PPTYS T IT	29476L107	138	2463	SH	DEFINED	6
D EQUITY RESIDENTIAL PPTYS T IT	29476L107	602	10679	SH	DEFINED	8
D ESSEX PPTY TR INC REIT	297178105	355	2863	SH	DEFINED	8
D ETABLISSEMENTS DELHAIZE FR	29759W101	146	1792	SH	DEFINED	3
D ETABLISSEMENTS DELHAIZE FR	29759W101	326	4000	SH	DEFINED	5
D EVERCORE PARTNERS INC CL A	29977A105	41	1200	SH	DEFINED	5
D EVERCORE PARTNERS INC CL A	29977A105	14567	424831	SH	DEFINED	7
D EXELON CORP COM	30161N101	133	3235	SH	DEFINED	3
D EXELON CORP COM	30161N101	817	19814	SH	DEFINED	5
D EXELON CORP COM	30161N101	1572	38132	SH	DEFINED	5
D EXELON CORP COM	30161N101	825	20025	SH	DEFINED	8
D EXPEDIA INC DEL COM	30212P105	2323	102516	SH	DEFINED	3
D EXPEDIA INC DEL COM	30212P105	0	10	SH	DEFINED	5
D EXPEDIA INC DEL COM	30212P105	1	85	SH	DEFINED	5
D EXPEDIA INC DEL COM	30212P105	135	5994	SH	DEFINED	8
D EXPEDITORS INTL WASH INC C	302130109	5703	113720	SH	DEFINED	10
D EXPEDITORS INTL WASH INC C	302130109	205	4088	SH	DEFINED	3
D EXPEDITORS INTL WASH INC C	302130109	85	1700	SH	DEFINED	5
D EXPEDITORS INTL WASH INC C	302130109	313	6260	SH	DEFINED	8
D EXPRESS SCRIPTS INC COM	302182100	72033	1295334	SH	DEFINED	10
D EXPRESS SCRIPTS INC COM	302182100	489	8802	SH	DEFINED	3
D EXPRESS SCRIPTS INC COM	302182100	45275	814160	SH	DEFINED	5
D EXPRESS SCRIPTS INC COM	302182100	6382	114764	SH	DEFINED	5
D EXPRESS SCRIPTS INC COM	302182100	342	6163	SH	DEFINED	6
D EXPRESS SCRIPTS INC COM	302182100	883	15882	SH	DEFINED	8
D EXXON MOBIL CORP COM	30231G102	12588	149626	SH	DEFINED	3
D EXXON MOBIL CORP COM	30231G102	193803	2303614	SH	DEFINED	5
D EXXON MOBIL CORP COM	30231G102	116343	1382899	SH	DEFINED	5
D EXXON MOBIL CORP COM	30231G102	1499	17829	SH	DEFINED	6
D EXXON MOBIL CORP COM	30231G102	12867	152943	SH	DEFINED	8
D EXXON MOBIL CORP COM	30231G102	1456	17310	SH	DEFINED	9

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D FLIR SYS INC COM	302445101	38	1112 SH	DEFINED	3
D FLIR SYS INC COM	302445101	164	4739 SH	DEFINED	8
D FMC TECHNOLOGIES INC COM	30249U101	1826	19330 SH	DEFINED	10
D FMC TECHNOLOGIES INC COM	30249U101	30	327 SH	DEFINED	3
D FMC TECHNOLOGIES INC COM	30249U101	714	7561 SH	DEFINED	6
D FMC TECHNOLOGIES INC COM	30249U101	343	3632 SH	DEFINED	8
D FMC CORP COM NEW	302491303	0	5 SH	DEFINED	3
D FMC CORP COM NEW	302491303	232	2741 SH	DEFINED	5
D FMC CORP COM NEW	302491303	181	2136 SH	DEFINED	8
D FMC CORP COM NEW	302491303	464	5475 SH	DEFINED	9
D FTI CONSULTING INC COM	302941109	2911	75969 SH	DEFINED	5
D FTI CONSULTING INC COM	302941109	6	163 SH	DEFINED	6
D FTI CONSULTING INC COM	302941109	156	4085 SH	DEFINED	8
D FACTSET RESH SYS INC COM	303075105	1074	10260 SH	DEFINED	3
D FACTSET RESH SYS INC COM	303075105	237	2270 SH	DEFINED	5
D FACTSET RESH SYS INC COM	303075105	6	65 SH	DEFINED	5
D FACTSET RESH SYS INC COM	303075105	430	4110 SH	DEFINED	8
D FAIRCHILD SEMICONDUCTOR IN OM	303726103	1	93 SH	DEFINED	3
D FAIRCHILD SEMICONDUCTOR IN OM	303726103	203	11174 SH	DEFINED	8
D FAMILY DLR STORES INC COM	307000109	18040	351526 SH	DEFINED	3
D FAMILY DLR STORES INC COM	307000109	434	8458 SH	DEFINED	5
D FAMILY DLR STORES INC COM	307000109	25	500 SH	DEFINED	5
D FAMILY DLR STORES INC COM	307000109	4	80 SH	DEFINED	6
D FAMILY DLR STORES INC COM	307000109	195	3804 SH	DEFINED	8
D FASTENAL CO COM	311900104	133	2052 SH	DEFINED	3
D FASTENAL CO COM	311900104	324	5000 SH	DEFINED	5
D FASTENAL CO COM	311900104	283	4374 SH	DEFINED	8
D FEDERAL RLTY INVT TR REIT	313747206	46	571 SH	DEFINED	3
D FEDERAL RLTY INVT TR REIT	313747206	15	185 SH	DEFINED	5
D FEDERAL RLTY INVT TR REIT	313747206	445	5465 SH	DEFINED	8
D FEDERATED INVESTORS INC CL OM	314211103	2	85 SH	DEFINED	3
D FEDERATED INVESTORS INC CL OM	314211103	29	1100 SH	DEFINED	5
D FEDERATED INVESTORS INC CL OM	314211103	10839	405200 SH	DEFINED	7
D FEDERATED INVESTORS INC CL OM	314211103	127	4782 SH	DEFINED	8
D FEDEX CORP COM	31428X106	551	5897 SH	DEFINED	3
D FEDEX CORP COM	31428X106	5261	56246 SH	DEFINED	5
D FEDEX CORP COM	31428X106	1178	12595 SH	DEFINED	5
D FEDEX CORP COM	31428X106	9	97 SH	DEFINED	6
D FEDEX CORP COM	31428X106	875	9354 SH	DEFINED	8
D F5 NETWORKS INC COM	315616102	40343	393326 SH	DEFINED	10
D F5 NETWORKS INC COM	315616102	0	6 SH	DEFINED	3
D F5 NETWORKS INC COM	315616102	6	68 SH	DEFINED	5
D F5 NETWORKS INC COM	315616102	257	2512 SH	DEFINED	8
D FIDELITY NATL INFORMATION COM	31620M106	400	12252 SH	DEFINED	3
D FIDELITY NATL INFORMATION COM	31620M106	2829	86566 SH	DEFINED	5
D FIDELITY NATL INFORMATION COM	31620M106	428	13101 SH	DEFINED	5
D FIDELITY NATL INFORMATION COM	31620M106	257	7876 SH	DEFINED	8
D FIDELITY NATL FINL INC NEW A	31620R105	164	11656 SH	DEFINED	5
D FIDELITY NATL FINL INC NEW A	31620R105	394	27899 SH	DEFINED	5
D FIDELITY NATL FINL INC NEW A	31620R105	5	410 SH	DEFINED	6
D FIDELITY NATL FINL INC NEW A	31620R105	280	19871 SH	DEFINED	8
D FIFTH THIRD BANCORP COM	316773100	5929	427060 SH	DEFINED	10
D FIFTH THIRD BANCORP COM	316773100	119	8625 SH	DEFINED	3
D FIFTH THIRD BANCORP COM	316773100	957	68924 SH	DEFINED	5
D FIFTH THIRD BANCORP COM	316773100	56	4065 SH	DEFINED	5
D FIFTH THIRD BANCORP COM	316773100	0	1 SH	DEFINED	6
D FIFTH THIRD BANCORP COM	316773100	39410	2838350 SH	DEFINED	7
D FIFTH THIRD BANCORP COM	316773100	375	27053 SH	DEFINED	8
D FIFTH THIRD BANCORP COM	316773100	5231	376760 SH	DEFINED	9
D FINISAR CORP COM NEW	31787A507	2536	103095 SH	DEFINED	10
D FINISAR CORP COM NEW	31787A507	16	670 SH	DEFINED	5
D FIRST BANCORP INC/ME COM	31866P102	320	21000 SH	DEFINED	5

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D 1ST CONSTITUTION BANCORP C	31986N102	6	745 SH	DEFINED	3
D 1ST CONSTITUTION BANCORP C	31986N102	99	11901 SH	DEFINED	5
D FIRST FINL HLDGS INC COM	320239106	144	12804 SH	DEFINED	5
D FIRST HORIZON NATL CORP CO	320517105	0	38 SH	SOLE	
D FIRST HORIZON NATL CORP CO	320517105	1	174 SH	DEFINED	3
D FIRST HORIZON NATL CORP CO	320517105	102	9163 SH	DEFINED	5
D FIRST HORIZON NATL CORP CO	320517105	215	19196 SH	DEFINED	5
D FIRST HORIZON NATL CORP CO	320517105	86	7725 SH	DEFINED	8
D FIRST INDL RLTY TR INC REI	32054K103	115	9688 SH	DEFINED	5
D FIRST INDL RLTY TR INC REI	32054K103	35	3000 SH	DEFINED	5
D FIRST NIAGARA FINL GROUP I OM	33582V108	6	500 SH	DEFINED	5
D FIRST NIAGARA FINL GROUP I OM	33582V108	253	18665 SH	DEFINED	8
D FIRST SOLAR INC COM	336433107	17	108 SH	DEFINED	3
D FIRST SOLAR INC COM	336433107	469	2916 SH	DEFINED	5
D FIRST SOLAR INC COM	336433107	6	40 SH	DEFINED	5
D FIRST SOLAR INC COM	336433107	266	1659 SH	DEFINED	8
D FIRST TR ISE REVERE NAT GA DEX FD	33734J102	313	13413 SH	DEFINED	6
D FIRST TR NASDAQ 100 TECH I ETF	337345102	639	23673 SH	DEFINED	6
D FISERV INC COM	337738108	5	95 SH	DEFINED	3
D FISERV INC COM	337738108	32	526 SH	DEFINED	5
D FISERV INC COM	337738108	54	867 SH	DEFINED	5
D FISERV INC COM	337738108	274	4376 SH	DEFINED	8
D FIRSTMERIT CORP COM	337915102	136	8019 SH	DEFINED	5
D FIRSTMERIT CORP COM	337915102	207	12175 SH	DEFINED	5
D FIRSTMERIT CORP COM	337915102	164	9645 SH	DEFINED	8
D FIRSTENERGY CORP COM	337932107	8	240 SH	DEFINED	3
D FIRSTENERGY CORP COM	337932107	308	8307 SH	DEFINED	5
D FIRSTENERGY CORP COM	337932107	186	5023 SH	DEFINED	5
D FIRSTENERGY CORP COM	337932107	467	12607 SH	DEFINED	8
D FLUOR CORP COM NEW	343412102	91426	1241196 SH	DEFINED	10
D FLUOR CORP COM NEW	343412102	185	2514 SH	DEFINED	3
D FLUOR CORP COM NEW	343412102	29105	395132 SH	DEFINED	5
D FLUOR CORP COM NEW	343412102	3392	46063 SH	DEFINED	5
D FLUOR CORP COM NEW	343412102	7	101 SH	DEFINED	6
D FLUOR CORP COM NEW	343412102	399	5427 SH	DEFINED	8
D FLUOR CORP COM NEW	343412102	10075	136784 SH	DEFINED	9
D FLOWERS FOODS INC COM	343498101	664	24389 SH	DEFINED	5
D FLOWERS FOODS INC COM	343498101	88	3251 SH	DEFINED	5
D FLOWERS FOODS INC COM	343498101	44653	1639850 SH	DEFINED	7
D FLOWERS FOODS INC COM	343498101	181	6674 SH	DEFINED	8
D FLOWSERVE CORP COM	34354P105	116	901 SH	DEFINED	3
D FLOWSERVE CORP COM	34354P105	25395	197167 SH	DEFINED	5
D FLOWSERVE CORP COM	34354P105	2306	17907 SH	DEFINED	5
D FLOWSERVE CORP COM	34354P105	10	79 SH	DEFINED	6
D FLOWSERVE CORP COM	34354P105	38298	297348 SH	DEFINED	7
D FLOWSERVE CORP COM	34354P105	213	1656 SH	DEFINED	8
D FLY LEASING LTD SPONS ADR	34407D109	829	60000 SH	DEFINED	3
D FOOT LOCKER INC COM	344849104	1	91 SH	DEFINED	3
D FOOT LOCKER INC COM	344849104	33	1700 SH	DEFINED	5
D FOOT LOCKER INC COM	344849104	616	31248 SH	DEFINED	8
D FORD MTR CO DEL COM PAR \$0	345370860	1763	118279 SH	DEFINED	1
D FORD MTR CO DEL COM PAR \$0	345370860	86	5827 SH	DEFINED	3
D FORD MTR CO DEL COM PAR \$0	345370860	1108	74350 SH	DEFINED	5
D FORD MTR CO DEL COM PAR \$0	345370860	247	16629 SH	DEFINED	5
D FORD MTR CO DEL COM PAR \$0	345370860	911	61112 SH	DEFINED	6
D FORD MTR CO DEL COM PAR \$0	345370860	1673	112234 SH	DEFINED	8
D FOREST LABS INC COM	345838106	10	340 SH	DEFINED	3
D FOREST LABS INC COM	345838106	17	532 SH	DEFINED	5
D FOREST LABS INC COM	345838106	24	770 SH	DEFINED	5
D FOREST LABS INC COM	345838106	277	8583 SH	DEFINED	8
D FOREST OIL CORP COM	346091705	381	10095 SH	DEFINED	8
D FORTUNE BRANDS INC COM	349631101	6	101 SH	DEFINED	3

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D FORTUNE BRANDS INC COM	349631101	1591	25708	SH	DEFINED	5
D FORTUNE BRANDS INC COM	349631101	12741	205876	SH	DEFINED	5
D FORTUNE BRANDS INC COM	349631101	284	4604	SH	DEFINED	8
D FORWARD AIR CORP COM	349853101	5234	170900	SH	DEFINED	10
D FORWARD AIR CORP COM	349853101	1	60	SH	DEFINED	3
D FORWARD AIR CORP COM	349853101	34	1115	SH	DEFINED	5
D FOSSIL INC COM	349882100	419	4484	SH	DEFINED	8
D FRANKLIN RES INC COM	354613101	107	859	SH	DEFINED	3
D FRANKLIN RES INC COM	354613101	211	1691	SH	DEFINED	5
D FRANKLIN RES INC COM	354613101	28543	228200	SH	DEFINED	7
D FRANKLIN RES INC COM	354613101	540	4323	SH	DEFINED	8
D FREEPORT-MCMORAN COPPER & COM	35671D857	336	6056	SH	DEFINED	3
D FREEPORT-MCMORAN COPPER & COM	35671D857	28266	508847	SH	DEFINED	5
D FREEPORT-MCMORAN COPPER & COM	35671D857	7702	138655	SH	DEFINED	5
D FREEPORT-MCMORAN COPPER & COM	35671D857	563	10151	SH	DEFINED	6
D FREEPORT-MCMORAN COPPER & COM	35671D857	2984	53730	SH	DEFINED	8
D FRESENIUS MEDICAL CARE ADR	358029106	26	393	SH	DEFINED	3
D FRESENIUS MEDICAL CARE ADR	358029106	647	9596	SH	DEFINED	5
D FRONTIER COMMUNICATIONS CO OM	35906A108	25	3096	SH	DEFINED	3
D FRONTIER COMMUNICATIONS CO OM	35906A108	112	13670	SH	DEFINED	5
D FRONTIER COMMUNICATIONS CO OM	35906A108	534	65013	SH	DEFINED	5
D FRONTIER COMMUNICATIONS CO OM	35906A108	17	2138	SH	DEFINED	6
D FRONTIER COMMUNICATIONS CO OM	35906A108	267	32594	SH	DEFINED	8
D FRONTIER OIL CORP COM	35914P105	211	7211	SH	DEFINED	5
D FRONTIER OIL CORP COM	35914P105	6	227	SH	DEFINED	5
D FRONTIER OIL CORP COM	35914P105	274	9366	SH	DEFINED	8
D FULTON FINL CORP PA COM	360271100	2827	254537	SH	DEFINED	5
D FULTON FINL CORP PA COM	360271100	194	17545	SH	DEFINED	8
D GATX CORP COM	361448103	47	1227	SH	DEFINED	5
D GATX CORP COM	361448103	18955	490309	SH	DEFINED	7
D GATX CORP COM	361448103	158	4092	SH	DEFINED	8
D GABELLI DIVID & INCOME TR	36242H104	297	17868	SH	DEFINED	5
D GABELLI DIVID & INCOME TR	36242H104	47	2833	SH	DEFINED	5
D GAFISA SA ADR	362607301	35	2800	SH	DEFINED	5
D GAFISA SA ADR	362607301	13413	1044650	SH	DEFINED	7
D GALLAGHER ARTHUR J CO COM	363576109	54	1800	SH	DEFINED	5
D GALLAGHER ARTHUR J CO COM	363576109	36	1200	SH	DEFINED	5
D GALLAGHER ARTHUR J CO COM	363576109	293	9660	SH	DEFINED	8
D GANNETT INC COM	364730101	10	722	SH	DEFINED	3
D GANNETT INC COM	364730101	49	3280	SH	DEFINED	5
D GANNETT INC COM	364730101	312	20530	SH	DEFINED	5
D GANNETT INC COM	364730101	119	7835	SH	DEFINED	8
D GAP INC COM	364760108	31	1390	SH	DEFINED	3
D GAP INC COM	364760108	14	628	SH	DEFINED	5
D GAP INC COM	364760108	298	13153	SH	DEFINED	8
D GARDNER DENVER INC COM	365558105	23	300	SH	DEFINED	5
D GARDNER DENVER INC COM	365558105	721	9242	SH	DEFINED	8
D GARTNER INC CL A COM	366651107	138	3321	SH	DEFINED	5
D GARTNER INC CL A COM	366651107	314	7542	SH	DEFINED	8
D GEN-PROBE INC NEW COM	36866T103	142	2149	SH	DEFINED	5
D GEN-PROBE INC NEW COM	36866T103	285	4298	SH	DEFINED	8
D GEN-PROBE INC NEW COM	36866T103	503	7585	SH	DEFINED	9
D GENERAL CABLE CORP DEL NEW	369300108	3274	75625	SH	DEFINED	10
D GENERAL CABLE CORP DEL NEW	369300108	1	39	SH	DEFINED	3
D GENERAL CABLE CORP DEL NEW	369300108	21	490	SH	DEFINED	5
D GENERAL DYNAMICS CORP COM	369550108	1792	23413	SH	DEFINED	3
D GENERAL DYNAMICS CORP COM	369550108	3932	51364	SH	DEFINED	5
D GENERAL DYNAMICS CORP COM	369550108	2564	33494	SH	DEFINED	5
D GENERAL DYNAMICS CORP COM	369550108	7	100	SH	DEFINED	6
D GENERAL DYNAMICS CORP COM	369550108	45645	596200	SH	DEFINED	7
D GENERAL DYNAMICS CORP COM	369550108	940	12287	SH	DEFINED	8
D GENERAL ELEC CO COM	369604103	11807	588900	SH	DEFINED	1

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D GENERAL ELEC CO COM	369604103	5852	291875	SH	DEFINED	10
D GENERAL ELEC CO COM	369604103	7407	369451	SH	DEFINED	3
D GENERAL ELEC CO COM	369604103	90152	4496403	SH	DEFINED	5
D GENERAL ELEC CO COM	369604103	55291	2757683	SH	DEFINED	5
D GENERAL ELEC CO COM	369604103	1220	60850	SH	DEFINED	6
D GENERAL ELEC CO COM	369604103	6341	316308	SH	DEFINED	8
D GENERAL ELEC CO COM	369604103	7208	359510	SH	DEFINED	9
D GENERAL GROWTH PPTYS INC N EIT	370023103	216	14007	SH	DEFINED	3
D GENERAL MILLS INC COM	370334104	1200	32839	SH	DEFINED	3
D GENERAL MILLS INC COM	370334104	16228	443995	SH	DEFINED	5
D GENERAL MILLS INC COM	370334104	2701	73908	SH	DEFINED	5
D GENERAL MILLS INC COM	370334104	261	7154	SH	DEFINED	6
D GENERAL MILLS INC COM	370334104	689	18866	SH	DEFINED	8
D GENERAL MILLS INC COM	370334104	314	8602	SH	DEFINED	9
D GENERAL MTRS CO COM	37045V100	6	200	SH	DEFINED	3
D GENERAL MTRS CO COM	37045V100	241	7783	SH	DEFINED	5
D GENERAL MTRS CO COM	37045V100	155	5012	SH	DEFINED	5
D GENTEX CORP COM	371901109	90	3000	SH	DEFINED	5
D GENTEX CORP COM	371901109	385	12751	SH	DEFINED	8
D GENUINE PARTS CO COM	372460105	68367	1274559	SH	DEFINED	3
D GENUINE PARTS CO COM	372460105	61200	1140954	SH	DEFINED	5
D GENUINE PARTS CO COM	372460105	10038	187143	SH	DEFINED	5
D GENUINE PARTS CO COM	372460105	167	3118	SH	DEFINED	6
D GENUINE PARTS CO COM	372460105	297	5541	SH	DEFINED	8
D GENWORTH FINL INC CL A COM	37247D106	27	2049	SH	DEFINED	3
D GENWORTH FINL INC CL A COM	37247D106	64	4765	SH	DEFINED	5
D GENWORTH FINL INC CL A COM	37247D106	194	14465	SH	DEFINED	8
D GENZYME CORP GEN DIV COM	372917104	57	754	SH	DEFINED	3
D GENZYME CORP GEN DIV COM	372917104	53	703	SH	DEFINED	5
D GENZYME CORP GEN DIV COM	372917104	599	7876	SH	DEFINED	8
D GILEAD SCIENCES INC COM	375558103	359	8463	SH	DEFINED	3
D GILEAD SCIENCES INC COM	375558103	139	3292	SH	DEFINED	5
D GILEAD SCIENCES INC COM	375558103	2802	65996	SH	DEFINED	5
D GILEAD SCIENCES INC COM	375558103	30	725	SH	DEFINED	6
D GILEAD SCIENCES INC COM	375558103	1011	23814	SH	DEFINED	8
D GLAXOSMITHKLINE PLC ADR	37733W105	549	14309	SH	DEFINED	3
D GLAXOSMITHKLINE PLC ADR	37733W105	2299	59871	SH	DEFINED	5
D GLAXOSMITHKLINE PLC ADR	37733W105	899	23415	SH	DEFINED	5
D GLAXOSMITHKLINE PLC ADR	37733W105	3	88	SH	DEFINED	6
D GLAXOSMITHKLINE PLC ADR	37733W105	92	2400	SH	DEFINED	9
D GLOBAL PAYMENTS INC COM	37940X102	23	480	SH	DEFINED	3
D GLOBAL PAYMENTS INC COM	37940X102	97	2002	SH	DEFINED	5
D GLOBAL PAYMENTS INC COM	37940X102	58	1200	SH	DEFINED	5
D GLOBAL PAYMENTS INC COM	37940X102	17278	353200	SH	DEFINED	7
D GLOBAL PAYMENTS INC COM	37940X102	348	7117	SH	DEFINED	8
D GLOBAL X FDS LITHIUM ETF	37950E762	24	1148	SH	DEFINED	3
D GLOBAL X FDS LITHIUM ETF	37950E762	40	1866	SH	DEFINED	5
D GLOBAL X FDS LITHIUM ETF	37950E762	197	9170	SH	DEFINED	5
D GLOBAL X FDS SILVERS MINER F	37950E853	215	7645	SH	DEFINED	6
D GLOBE SPECIALTY METALS INC	37954N206	50	2200	SH	DEFINED	5
D GLOBE SPECIALTY METALS INC	37954N206	18978	833850	SH	DEFINED	7
D GOL LINHAS AEREAS INTEL SA ADR	38045R107	42	3100	SH	DEFINED	5
D GOL LINHAS AEREAS INTEL SA ADR	38045R107	46495	3386450	SH	DEFINED	7
D GOLDMAN SACHS GROUP INC CO	38141G104	50083	315786	SH	DEFINED	10
D GOLDMAN SACHS GROUP INC CO	38141G104	359	2266	SH	DEFINED	3
D GOLDMAN SACHS GROUP INC CO	38141G104	36843	232305	SH	DEFINED	5
D GOLDMAN SACHS GROUP INC CO	38141G104	6478	40846	SH	DEFINED	5
D GOLDMAN SACHS GROUP INC CO	38141G104	711	4485	SH	DEFINED	6
D GOLDMAN SACHS GROUP INC CO	38141G104	16264	102550	SH	DEFINED	7
D GOLDMAN SACHS GROUP INC CO	38141G104	2599	16388	SH	DEFINED	8
D GOLDMAN SACHS GROUP INC CO	38141G104	5828	36748	SH	DEFINED	9
D GOODRICH CORP COM	382388106	44	520	SH	DEFINED	3



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D GOODRICH CORP COM	382388106	8	97 SH	DEFINED	6
D GOODRICH CORP COM	382388106	314	3682 SH	DEFINED	8
D GOODYEAR TIRE & RUBR CO CO	382550101	23	1602 SH	DEFINED	3
D GOODYEAR TIRE & RUBR CO CO	382550101	44	3000 SH	DEFINED	5
D GOODYEAR TIRE & RUBR CO CO	382550101	107	7190 SH	DEFINED	8
D GOOGLE INC CL A COM	38259P508	111842	190610 SH	DEFINED	10
D GOOGLE INC CL A COM	38259P508	2805	4781 SH	DEFINED	3
D GOOGLE INC CL A COM	38259P508	46896	79925 SH	DEFINED	5
D GOOGLE INC CL A COM	38259P508	7790	13278 SH	DEFINED	5
D GOOGLE INC CL A COM	38259P508	735	1253 SH	DEFINED	6
D GOOGLE INC CL A COM	38259P508	4537	7733 SH	DEFINED	8
D GOOGLE INC CL A COM	38259P508	403	688 SH	DEFINED	9
D GORMAN RUPP CO COM	383082104	17641	447870 SH	DEFINED	5
D GRACO INC COM	384109104	535	11778 SH	DEFINED	3
D GRACO INC COM	384109104	223	4903 SH	DEFINED	5
D GRACO INC COM	384109104	61	1347 SH	DEFINED	5
D GRACO INC COM	384109104	240	5289 SH	DEFINED	8
D GRAINGER W W INC COM	384802104	35	257 SH	DEFINED	3
D GRAINGER W W INC COM	384802104	15	114 SH	DEFINED	5
D GRAINGER W W INC COM	384802104	20	150 SH	DEFINED	5
D GRAINGER W W INC COM	384802104	239	1742 SH	DEFINED	8
D GREAT PLAINS ENERGY INC CO	391164100	47	2385 SH	DEFINED	5
D GREAT PLAINS ENERGY INC CO	391164100	179	8950 SH	DEFINED	5
D GREAT PLAINS ENERGY INC CO	391164100	240	11990 SH	DEFINED	8
D GREEN MOUTAIN COFFEE ROAST M	393122106	9886	153018 SH	DEFINED	10
D GREEN MOUTAIN COFFEE ROAST M	393122106	610	9450 SH	DEFINED	5
D GREEN MOUTAIN COFFEE ROAST M	393122106	24	375 SH	DEFINED	5
D GREEN MOUTAIN COFFEE ROAST M	393122106	677	10491 SH	DEFINED	8
D GREENHAVEN CONTINS CMMDTY ETF	395258106	9	268 SH	DEFINED	5
D GREENHAVEN CONTINS CMMDTY ETF	395258106	239	6808 SH	DEFINED	6
D GREIF BROS CORP CL A COM	397624107	799	12228 SH	DEFINED	6
D GREIF BROS CORP CL A COM	397624107	180	2757 SH	DEFINED	8
D GRUPO AEROPORTUARIO DEL PA CO	400506101	68	1605 SH	DEFINED	5
D GRUPO AEROPORTUARIO DEL PA CO	400506101	24820	584151 SH	DEFINED	7
D GUESS INC COM	401617105	8360	212473 SH	DEFINED	10
D GUESS INC COM	401617105	119	3035 SH	DEFINED	5
D GUESS INC COM	401617105	0	13 SH	DEFINED	6
D GUESS INC COM	401617105	40770	1036097 SH	DEFINED	7
D GUESS INC COM	401617105	223	5673 SH	DEFINED	8
D GULFPORT ENERGY CORP COM	402635304	4962	137365 SH	DEFINED	10
D GULFPORT ENERGY CORP COM	402635304	32	895 SH	DEFINED	5
D HCC INS HLDGS INC COM	404132102	465	14856 SH	DEFINED	5
D HCC INS HLDGS INC COM	404132102	41980	1340815 SH	DEFINED	7
D HCC INS HLDGS INC COM	404132102	317	10132 SH	DEFINED	8
D HCP INC REIT	40414L109	70	1852 SH	DEFINED	3

are as follows:

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**NOTE 6 – FAIR VALUE DISCLOSURES (Continued)**

*Level 1:* Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

*Level 2:* Quoted prices in markets that are not active, or inputs that are observable either directly or indirectly, for substantially the full term of the asset or liability.

*Level 3:* Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported with little or no market activity).

An asset's or liability's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. For financial assets measured at fair value on a recurring and nonrecurring basis, the fair value measurements by level within the fair value hierarchy used are as follows:

Description	Total	(Level 1)	(Level 2)	(Level 3)
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
September 30, 2014:				
Recurring:				
Mortgage-backed securities - residential:				
Federal Home Loan Mortgage Corporation	\$37	\$ —	\$ 37	\$ —
Federal National Mortgage Association	5	—	5	—
Total	\$42	\$ —	\$ 42	\$ —
Nonrecurring:				
Impaired loans	\$4,110	\$ —	\$ —	\$ 4,110
December 31, 2013:				
Recurring:				
Mortgage-backed securities - residential:				
Federal Home Loan Mortgage Corporation	\$65	\$ —	\$ 65	\$ —
Federal National Mortgage Association	48	—	48	—
Total	\$113	\$ —	\$ 113	\$ —
Nonrecurring:				
Impaired loans	\$789	\$ —	\$ —	\$ 789

The following table presents additional quantitative information about assets measured at fair value on a non-recurring basis and for which the Company has utilized Level 3 inputs to determine fair value:

Quantitative Information about Level 3 Fair Value Measurements

(in thousands)	Fair Value Estimate	Valuation Techniques	Unobservable Input	Range (Weighted Average Rate)
September 30, 2014:				
Impaired loans	\$4,110	Appraisal of collateral (1)	Appraisal adjustments (2)	0.00%

Liquidation expenses (2) 0.51%-10.51% (3.23%)

December 31, 2013:

Impaired loans	\$789	Appraisal of collateral (1)	Appraisal adjustments (2)	0.00%
			Liquidation expenses (2)	3.00% (3.00%)

(1) Fair value is generally determined through independent appraisals of the underlying collateral, which generally include various Level 3 inputs which are not identifiable.

(2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and aged appraisals. The range of liquidation expenses and other appraisal adjustments are presented as a percent of the appraisal.

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Table of Contents**NOTE 6 – FAIR VALUE DISCLOSURES (Continued)**

The carrying amounts and fair values of the Company's financial instruments are summarized below:

(In thousands)	Carrying Amount	Fair Value	Fair Value at September 30, 2014		
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial Assets</b>					
Cash and cash equivalents	\$33,260	\$33,260	\$33,260	\$ —	\$ —
Certificates of deposit	1,146	1,146	—	1,146	—
Securities available-for-sale	42	42	—	42	—
Securities held-to-maturity	7,004	7,251	—	7,251	—
Loans receivable	414,503	424,245	—	—	424,245
Investments in restricted stock	1,804	1,804	—	1,804	—
Accrued interest receivable	1,349	1,349	—	1,349	—
<b>Financial Liabilities</b>					
Deposits	364,116	367,724	—	367,724	—
FHLB of New York advances	27,123	27,089	—	27,089	—
Accrued interest payable	4	4	—	4	—

(In thousands)	Carrying Amount	Fair Value	Fair Value at December 31, 2013		
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial Assets</b>					

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Cash and cash equivalents	\$31,531	\$31,531	\$31,531	\$ —	\$ —
Certificates of deposit	2,142	2,142	—	2,142	—
Securities available-for-sale	113	113	—	113	—
Securities held-to-maturity	8,444	8,739	—	8,739	—
Loans receivable	367,825	374,820	—	—	374,820
Investments in restricted stock	1,594	1,594	—	1,594	—
Accrued interest receivable	1,267	1,267	—	1,267	—
Financial Liabilities					
Deposits	325,209	328,654	—	328,654	—
FHLB of New York advances	21,000	21,016	—	21,016	—
Accrued interest payable	2	2	—	2	—

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**NOTE 6 – FAIR VALUE DISCLOSURES (Continued)**

The following methods and assumptions were used to estimate the fair values of the Company's financial instruments at September 30, 2014 and December 31, 2013:

**Cash and Cash Equivalents, Certificates of Deposit and Accrued Interest Receivable and Payable**

For these short-term instruments, the carrying amount is a reasonable estimate of fair value.

**Securities**

Fair values for securities available-for-sale and held-to-maturity are determined utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayments speeds, credit information and the security's terms and conditions, among other things.

**Loans**

Fair values are estimated for portfolios of loans with similar financial characteristics. The total loan portfolio is first divided into performing and non-performing categories. Performing loans are then segregated into adjustable and fixed rate interest terms. Fixed rate loans are segmented by type, such as construction, other loans secured by real estate, commercial and industrial loans, and consumer. Certain types, such as commercial loans and consumer loans, are further segmented by maturity and type of collateral.

For performing loans, fair value is calculated by discounting scheduled future cash flows through estimated maturity using a market rate that reflects the credit and interest-rate risks inherent in the loans. The discounted value of the cash flows is reduced by a credit risk adjustment based on internal loan classifications. For non-performing loans, fair value is calculated by discounting the estimated future cash flows from the remaining carrying value at a market rate. For impaired loans which the Company has measured and recorded impairment generally based on the fair value of the loan's collateral, fair value is generally determined based upon independent third-party appraisal of the properties, or discounted cash flows based upon the expected proceeds. These assets are typically included as Level 3 fair values, based upon the lowest level of input that is significant to the fair value measurements.

### **Restricted Stocks**

The carrying amount of the restricted stocks, consisting of Federal Home Loan Bank of New York (“FHLB”) stock and Atlantic Community Bankers Bank (“ACBB”) stock, approximates its fair value, and considers the limited marketability of these securities.

### **Deposit Liabilities**

The fair value of deposits with no stated maturity, such as non-interest-bearing demand deposits, money market accounts, interest checking accounts, and savings accounts is equal to the amount payable on demand. Time deposits are segregated by type, size, and remaining maturity. The fair value of time deposits is based on the discounted value of contractual cash flows. The discount rate is based on rates currently offered in the market.

### **FHLB of New York Advances**

The fair value of the FHLB advances is estimated based on the discounted value of future contractual payments. The discount rate is equivalent to the estimated rate at which the Company could currently obtain similar financing.

### **Off-Balance-Sheet Financial Instruments**

The fair value of commitments to extend credit is estimated based on an analysis of the interest rates and fees currently charged to enter into similar transactions, considering the remaining terms of the commitments and the credit-worthiness of the potential borrowers. At September 30, 2014 and December 31, 2013, the estimated fair values of these off-balance-sheet financial instruments were immaterial.

Table of Contents**NOTE 6 – FAIR VALUE DISCLOSURES (Continued)****Off-Balance- Sheet Financial Instruments (Continued)**

Management uses its best judgment in estimating the fair value of the Company's financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates herein are not necessarily indicative of the amounts the Company could have realized in a sale transaction on the dates indicated. The estimated fair value amounts have been measured as of their respective year-ends and have not been re-evaluated or updated for purposes of these financial statements subsequent to those respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than the amounts reported at each year-end.

The above information should not be interpreted as an estimate of the fair value of the entire Company since a fair value calculation is only provided for a limited portion of the Company's assets and liabilities. Due to a wide range of valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Company's disclosures and those of other companies may not be meaningful.

**NOTE 7 – LOANS RECEIVABLE AND THE ALLOWANCE FOR LOAN LOSSES**

The following is an analysis of the allowance for loan losses and related information concerning loan balances:

	September 30, 2014	December 31, 2013
	(In thousands)	
Residential real estate:		
One-to-four family	\$12,552	\$ 11,752
Multi-family	191,568	188,923
Mixed-use	59,261	50,467
Total residential real estate	263,381	251,142
Non-residential real estate	84,453	81,985
Construction	37,250	6,568
Commercial and industrial	32,463	31,345
Consumer	148	161
 Total Loans	 417,695	 371,201



Allowance for loan losses	(3,851 )	(4,015 )
Deferred loan costs, net	659	639
Net Loans	\$414,503	\$ 367,825

Table of Contents**NOTE 7 – LOANS RECEIVABLE AND THE ALLOWANCE FOR LOAN LOSSES (Continued)****At and for the Nine Months Ended September 30, 2014 (in thousands)**

	Residential Real Estate	Non- residential Real Estate	Construction	Commercial and Industrial	Consumer	Unallocated	Total
Allowance for loan losses:							
Beginning balance	\$2,556	\$896	\$97	\$456	\$—	\$10	\$4,015
Charge-offs	(580 )	(41 )	—	—	—	—	(621 )
Recoveries	100	565	—	—	—	—	665
Provision (credit)	198	(452 )	122	(66 )	—	(10)	(208 )
Ending balance	\$2,274	\$968	\$219	\$390	\$—	\$—	\$3,851
Ending balance: individually evaluated for impairment	\$—	\$160	\$—	\$—	\$—	\$—	\$160
Ending balance: collectively evaluated for impairment	\$2,274	\$808	\$219	\$390	\$—	\$—	\$3,691
Loans receivable:							
Ending balance	\$263,381	\$84,453	\$37,250	\$32,463	\$148	\$—	\$417,695
Ending balance: individually evaluated for impairment	\$7,328	\$11,061	\$—	\$2,538	\$—	\$—	\$20,927
Ending balance: collectively evaluated for impairment	\$256,053	\$73,392	\$37,250	\$29,925	\$148	\$—	\$396,768

**For the Three Months Ended September 30, 2014 (in thousands)**

	Residential Real Estate	Non- residential Real Estate	Construction	Commercial and Industrial	Consumer	Unallocated	Total
Allowance for loan losses:							
Beginning balance	\$ 2,623	\$ 788	\$ 161	\$ 358	\$ —	\$ —	\$3,930
Charge-offs	(188 )	—	—	—	—	—	(188 )
Recoveries	101	—	—	—	—	—	101
Provision (credit)	(262 )	180	58	32	—	—	8
Ending balance	\$ 2,274	\$ 968	\$ 219	\$ 390	\$ —	\$ —	\$3,851

Table of Contents**NOTE 7 – LOANS RECEIVABLE AND THE ALLOWANCE FOR LOAN LOSSES (Continued)****For the Nine Months Ended September 30, 2013 (in thousands)**

	Residential Real Estate	Non- residential Real Estate	Construction	Commercial and Industrial	Consumer	Unallocated	Total
Allowance for loan losses:							
Beginning balance	\$ 3,216	\$ 996	\$ —	\$ 434	\$ —	\$ —	\$4,646
Charge-offs	—	(105 )	—	—	—	—	(105 )
Recoveries	23	4	—	—	—	—	27
Provision	(672 )	66	118	(66 )	—	—	(554 )
Ending balance	\$ 2,567	\$ 961	\$ 118	\$ 368	\$ —	\$ —	\$4,014

**For the Three Months Ended September 30, 2013 (in thousands)**

	Residential Real Estate	Non- residential Real Estate	Construction	Commercial and Industrial	Consumer	Unallocated	Total
Allowance for loan losses:							
Beginning balance	\$ 2,804	\$ 869	\$ 75	\$ 457	\$ —	\$ —	\$4,205
Charge-offs	—	—	—	—	—	—	—
Recoveries	—	—	—	—	—	—	—
Provision	(237 )	92	43	(89 )	—	—	(191 )
Ending balance	\$ 2,567	\$ 961	\$ 118	\$ 368	\$ —	\$ —	\$4,014

**At December 31, 2013 (in thousands)**

	Residential Real Estate	Non- residential Real Estate	Construction	Commercial and Industrial	Consumer	Unallocated	Total
Allowance for loan losses:							
Ending balance - Total	\$2,556	\$896	\$97	\$456	\$—	\$10	\$4,015
Ending balance: individually evaluated for impairment	\$—	\$—	\$—	\$—	\$—	\$—	\$—
Ending balance: collectively evaluated for impairment	\$2,556	\$896	\$97	\$456	\$—	\$10	\$4,015

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Loans receivable:

Ending balance - Total	\$251,142	\$81,985	\$6,568	\$31,345	\$161	\$—	\$371,201
Ending balance: individually evaluated for impairment	\$8,629	\$11,488	\$—	\$—	\$—	\$—	\$20,117
Ending balance: collectively evaluated for impairment	\$242,513	\$70,497	\$6,568	\$31,345	\$161	\$—	\$351,084

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Table of Contents**NOTE 7 – LOANS RECEIVABLE AND THE ALLOWANCE FOR LOAN LOSSES (Continued)**

The following is a summary of impaired loans at September 30, 2014 and December 31, 2013:

	September 30, 2014			December 31, 2013		
	Unpaid			Unpaid		
	Recorded Principal	Related		Recorded Principal	Related	
	InvestmenBalance	Allowance		InvestmenBalance	Allowance	
	(In thousands)					
With no related allowance recorded:						
Residential real estate-Multi-family	\$7,328	\$8,055	\$ —	\$8,629	\$9,259	\$ —
Non-residential real estate	8,964	11,981	—	11,488	14,739	—
Commercial and industrial	2,538	2,538	—	—	—	—
Subtotal	\$18,830	\$22,574	\$ —	\$20,117	\$23,998	\$ —
With an allowance recorded:						
Non-residential real estate	\$2,097	\$2,097	\$ 160	\$—	\$—	\$ —
Subtotal	\$2,097	\$2,097	\$ 160	\$—	\$—	\$ —
Total:						
Residential real estate-Multi-family	\$7,328	\$8,055	\$ —	\$8,629	\$9,259	\$ —
Non-residential real estate	11,061	14,078	160	11,488	14,739	—
Commercial and industrial	2,538	2,538	—	—	—	—
Total	\$20,927	\$24,671	\$ 160	\$20,117	\$23,998	\$ —

	Three Months		Nine Months	
	Ended September 30,		Ended September 30, 2014	
	2014			
	Average Interest	Average Interest	Average Interest	Average Interest
	Recorded Income	Recorded Income	Recorded Income	Recorded Income
	InvestmenRecognized	Investment	Investment	Investment
	(In thousands)			
With no related allowance recorded:				
Residential real estate-Multi-family	\$8,292	\$ 42	\$ 8,465	\$ 155
Non-residential real estate	8,951	303	9,225	379
Commercial and industrial	2,525	—	1,262	—
Subtotal	\$19,768	\$ 345	\$ 18,952	\$ 534
With an allowance recorded:				

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Non-residential real estate	\$2,078	\$ —	\$ 2,059	\$ 22
Subtotal	\$2,078	\$ —	\$ 2,059	\$ 22
Total:				
Residential real estate-Multi-family	\$8,292	\$ 42	\$ 8,465	\$ 155
Non-residential real estate	11,029	303	11,284	401
Commercial and industrial	2,525	—	1,262	—
Total	\$21,846	\$ 345	\$ 21,011	\$ 556

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Table of Contents**NOTE 7 –LOANS RECEIVABLE AND THE ALLOWANCE FOR LOAN LOSSES (Continued)**

	Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013	
	Average Interest Recorded Income	Investment Recognized	Average Recorded Investment	Interest Income Recognized
(In thousands)				
With no related allowance recorded (1):				
Residential real estate-Multi-family	\$8,570	\$ 62	\$ 9,726	\$ 322
Non-residential real estate	11,226	21	10,564	66
Commercial and industrial	916	—	1,459	49
Total	\$20,712	\$ 83	\$ 21,749	\$ 437

(1) There were no impaired loans with related allowance recorded outstanding during the three and nine months ended September 30, 2013.

The following table provides information about delinquencies in our loan portfolio at the dates indicated.

**Age Analysis of Past Due Loans as of September 30, 2014 (in thousands)**

	30-59 Days Past Due	60 – 89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans Receivable	Recorded Investment > 90 Days and Accruing
Residential real estate:							
One- to four-family	\$ —	\$ —	\$ —	\$ —	\$12,552	\$ 12,552	\$ —
Multi-family	—	—	897	897	190,671	191,568	—
Mixed-use	—	—	2,199	2,199	57,062	59,261	—
Non-residential real estate	—	—	3,097	3,097	81,356	84,453	—
Construction loans	—	—	—	—	37,250	37,250	—
Commercial and industrial loans	—	—	2,538	2,538	29,925	32,463	—
Consumer	—	—	—	—	148	148	—
Total loans	\$ —	\$ —	\$ 8,731	\$ 8,731	\$408,964	\$ 417,695	\$ —

Table of Contents**NOTE 7 – LOANS RECEIVABLE AND THE ALLOWANCE FOR LOAN LOSSES (Continued)****Age Analysis of Past Due Loans as of December 31, 2013 (in thousands)**

	30-59 Days Past Due	60 – 89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans Receivable	Recorded Investment > 90 Days and Accruing
Residential real estate:							
One- to four-family	\$ —	\$ —	\$ —	\$ —	\$ 11,752	\$ 11,752	\$ —
Multi-family	—	—	—	—	188,923	188,923	—
Mixed-use	—	2,210	—	2,210	48,257	50,467	—
Non-residential real estate	—	—	2,372	2,372	79,613	81,985	—
Construction loans	—	—	—	—	6,568	6,568	—
Commercial and industrial loans	—	—	—	—	31,345	31,345	—
Consumer	—	—	—	—	161	161	—
Total loans	\$ —	\$ 2,210	\$ 2,372	\$ 4,582	\$ 366,619	\$ 371,201	\$ —

The following tables provide certain information related to the credit quality of the loan portfolio.

**Credit Risk Profile by Internally Assigned Grade at September 30, 2014 (in thousands)**

	Residential Real Estate	Non-residential Real Estate	Construction	Commercial and Industrial	Consumer	Total
Grade:						
Pass	\$ 260,285	\$ 74,527	\$ 37,250	\$ 29,425	\$ 148	\$ 401,635
Special Mention	230	829	—	500	—	1,559
Substandard	2,866	9,097	—	2,538	—	14,501
Total	\$ 263,381	\$ 84,453	\$ 37,250	\$ 32,463	\$ 148	\$ 417,695

**Credit Risk Profile by Internally Assigned Grade at December 31, 2013 (in thousands)**

	Residential Real Estate	Non-residential Real Estate	Construction	Commercial and Industrial	Consumer	Total
Grade:						
Pass	\$ 248,932	\$ 71,659	\$ 6,568	\$ 25,733	\$ 161	\$ 353,053
Special Mention	—	—	—	5,612	—	5,612



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Substandard	2,210	10,326	—	—	—	12,536
Total	\$ 251,142	\$ 81,985	\$ 6,568	\$ 31,345	\$ 161	\$371,201

The following table sets forth the composition of our nonaccrual loans at the dates indicated.

**Loans Receivable on Nonaccrual Status as of September 30, 2014 and December 31, 2013 (in thousands)**

	2014	2013
Residential real estate	\$3,096	\$2,210
Non-residential real estate	3,097	2,372
Commercial and industrial loans	2,538	84
Total	\$8,731	\$4,666

Table of Contents**NOTE 7 – LOANS RECEIVABLE AND THE ALLOWANCE FOR LOAN LOSSES (Continued)**

There were no loans modified that were deemed TDRs during the three and nine months ended September 30, 2014. The following table shows the breakdown of loans modified in TDRs for the periods indicated:

(dollars in thousands)	Three Months Ended September 30, 2013			Nine Months Ended September 30, 2013		
	Number of Modifications	Recorded Investment Prior to Modification	Recorded Investment After Modification	Number of Modifications	Recorded Investment Prior to Modification	Recorded Investment After Modification
Real estate:						
Multi-family	0	\$ —	\$ —	1	\$ 307	\$ 307
Non-residential	0	—	—	3	3,253	3,253
Total	0	\$ —	\$ —	4	\$ 3,560	\$ 3,560

The multi-family mortgage loan had an original interest rate of 6.75% with an amortization of 25 years. We reduced the interest rate and converted the monthly payments to interest only for twenty months and then amortizing for 30 years, with a balloon payment after approximately five and one-half years from the modification date.

Two non-residential mortgage loans had an original interest rate of 6.75% with an amortization of 25 years. We reduced the interest rate and converted the monthly payments to interest only for twenty months and then amortizing for 30 years, with a balloon payment after approximately five and one-half years from the modification date.

One non-residential mortgage loan had an original interest rate of 6.75% with an amortization of 30 years. We reduced the interest rate and converted the monthly payments to interest only for nineteen months and then amortizing for 30 years, with a balloon payment after two years from the modification date.

As of September 30, 2014, none of the loans that were modified during the previous twelve months had defaulted in the three and nine month periods ended September 30, 2014. As of September 30, 2013, none of the loans that were modified during the previous twelve months had defaulted in the three and nine month periods ended September 30, 2013.

**NOTE 8 – EFFECT OF RECENT ACCOUNTING PRONOUNCEMENTS**

In July 2013, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update (“ASU”) 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*, which provides guidance on financial statement presentation of an unrecognized tax benefit when a net operating loss (NOL) carryforward, a similar tax loss, or a tax credit carryforward exists. The FASB’s objective in issuing this ASU is to eliminate diversity in practice resulting from a lack of guidance on this topic in current U.S. GAAP. This ASU applies to all entities with unrecognized tax benefits that also have tax loss or tax credit carryforwards in the same tax jurisdiction as of the reporting date. For public entities, the guidance is effective for fiscal years beginning after December 15, 2013 and interim periods within those years. The adoption of this guidance did not have a material impact on the Company’s consolidated financial statements.

In January 2014, the FASB issued ASU 2014-04, *Receivables – Troubled Debt Restructurings by Creditors*, which clarifies that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loans, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. For public entities, the guidance is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. The Company does not expect the adoption of this guidance to have a material impact on the Company’s consolidated financial statements.

In May 2014, the FASB and International Accounting Standards Board (“IASB”) issued ASU 2014-09, *Revenue from Contracts with Customers*. The standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The ASU is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2016. The adoption of this standard effective April 1, 2017 is not expected to have a material impact on the Company’s consolidated financial statements.

Table of Contents**NOTE 9 – DIVIDEND RESTRICTION**

NorthEast Community Bancorp MHC (the “MHC”) held 7,273,750 shares, or 58.8%, of the Company’s issued and outstanding common stock, and the minority public shareholders held 41.2% of outstanding stock, at September 30, 2014. The MHC filed notice with, and received approval from, the Federal Reserve Bank of Philadelphia to waive its right to receive cash dividends for the period from November 13, 2013 through November 12, 2014.

The MHC intends to file a notice with the Federal Reserve Bank of Philadelphia to waive its right to receive cash dividends declared by the Company in the 12 months subsequent to the members’ approval to waive such right at a meeting of the MHC’s members to be held on November 25, 2014.

The MHC has waived receipt of all past dividends paid by the Company through September 30, 2014, with the exception of the dividend for the quarter ended June 30, 2012. Because the MHC determined not to waive receipt of the dividend for the quarter ended June 30, 2012, the MHC received \$218,000 in dividends in August 2012. The dividends waived are considered as a restriction on the retained earnings of the Company. As of September 30, 2014 and December 31, 2013, the aggregate retained earnings restricted for cash dividends waived were \$5,892,000 and \$5,237,000, respectively.

**NOTE 10 – RECLASSIFICATION OUT OF ACCUMULATED OTHER COMPREHENSIVE INCOME**

Amounts reclassified from Accumulated Other Comprehensive Income are as follows:

Details about Accumulated Other Comprehensive Income Components	Three Months Ended September 30, 2014 (In thousands)	Nine Months Ended September 30, 2014	Affected Line Item in the Consolidated Statements of Comprehensive Income (Loss)
Amortization of defined benefit pension items:			
Prior service costs	\$ 5	(1) \$ 16	(1) Salary and employee benefits
Actuarial loss	1	(1) (1)	) (1) Salary and employee benefits
	6	15	Total before tax
	(4)	(6)	) Provision for income taxes
Total reclassifications for the period	\$ 2	\$ 9	Net of taxes

- (1) These accumulated other comprehensive income components are included in the computation of net periodic pension cost.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **FORWARD-LOOKING STATEMENTS**

This quarterly report contains forward-looking statements that are based on assumptions and may describe future plans, strategies and expectations of the Company. These forward-looking statements are generally identified by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project" or similar expressions. The Company's ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations of the Company include, but are not limited to, changes in interest rates, national and regional economic conditions, legislative and regulatory changes, monetary and fiscal policies of the U.S. government, including policies of the U.S. Treasury and the Federal Reserve Board, the quality and composition of the loan or investment portfolios, demand for loan products, deposit flows, competition, demand for financial services in the Company's market area, changes in real estate market values in the Company's market area, and changes in relevant accounting principles and guidelines. Additional factors that may affect the Company's results are discussed in the Company's Annual Report on Form 10-K under "Item 1A. Risk Factors." These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Except as required by applicable law or regulation, the Company does not undertake, and specifically disclaims any obligation, to release publicly the result of any revisions that may be made to any forward-looking statements to reflect events or circumstances after the date of the statements or to reflect the occurrence of anticipated or unanticipated events.

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**CRITICAL ACCOUNTING POLICIES**

We consider accounting policies involving significant judgments and assumptions by management that have, or could have, a material impact on the carrying value of certain assets or on income to be critical accounting policies. We consider the allowance for loan losses and valuation of goodwill to be a critical accounting policy. There have been no changes to our critical accounting policies and procedures during the nine months ended September 30, 2014.

For additional information on our critical accounting policies, please refer to Note 1 of the consolidated financial statements included in our 2013 Annual Report on Form 10-K.

**Third Quarter Performance Highlights**

The Company's earnings for the quarter ended September 30, 2014 decreased by \$3,000 compared to the same period in 2013 primarily due to increases in the provision for loan losses, non-interest expenses, and the provision for income taxes and a decrease in non-interest income, partially offset by an increase in net interest income. The Company had an \$8,000 provision for loan losses during the quarter ended September 30, 2014 compared to a credit of \$191,000 in provision for loan losses during the quarter ended September 30, 2013.

Non-performing loans (comprised of non-accrual loans) increased by \$4.1 million, or 87.1%, to \$8.7 million as of September 30, 2014 from \$4.6 million as of December 31, 2013. The increase in non-performing loans was primarily due to the addition of two non-performing commercial and industrial loans totaling \$2.5 million, two non-performing non-residential mortgage loans totaling \$2.3 million, two non-performing multi-family mortgage loans totaling \$897,000, one non-performing mixed-use mortgage loan totaling \$230,000, and payments made by the Company for real estate taxes, water and sewer charges totaling \$120,000 on properties secured by the non-performing mortgage loans, partially offset by the conversion from non-performing to performing status of one non-residential mortgage loan totaling \$823,000, the satisfaction of one non-residential mortgage loan totaling \$789,000 and two commercial and industrial loans totaling \$85,000, and the charge-off of \$325,000 for one mixed-use mortgage loan.

Our interest rate spread decreased to 3.42% for the three months ended September 30, 2014 from 3.45% for the three months ended September 30, 2013 and our net interest margin decreased to 3.64% for the three months ended September 30, 2014 from 3.69% for the three months ended September 30, 2013. The decrease in the interest rate spread and the net interest margin in the third quarter of 2014 compared to the same period in 2013 was due to a decrease of nine basis points in the yield on our interest-earning assets that exceeded a decrease of six basis points in the cost of our interest-bearing liabilities.

Our loans receivable, net, increased by \$46.7 million, or 12.7%, to \$414.5 million as of September 30, 2014 from \$367.8 million at December 31, 2013 due primarily to increases of \$30.7 million in construction mortgage loans, \$8.8 million in mixed-use mortgage loans, \$2.6 million in multi-family mortgage loans, \$2.5 million in non-residential mortgage loans, \$1.1 million in commercial and industrial loans, and \$800,000 in one-to-four family mortgage loans, offset by a decrease of \$13,000 in consumer loans.

### **Comparison of Financial Condition at September 30, 2014 and December 31, 2013**

Total assets increased by \$43.8 million, or 9.6%, to \$502.1 million at September 30, 2014 from \$458.2 million at December 31, 2013. The increase in total assets was due primarily to increases of \$46.7 million in loans receivable, net, \$1.7 million in cash and cash equivalents, \$465,000 in bank owned life insurance, \$210,000 in restricted stocks, \$82,000 in accrued interest receivable, and \$62,000 in real estate owned, offset by decreases of \$2.4 million in other assets, \$1.4 million in securities held-to-maturity, \$996,000 in certificates of deposit and \$418,000 in premises and equipment. The increase in total assets was funded primarily from increases of \$38.9 million in deposits and \$6.1 million in FHLB advances, partially offset by a decrease of \$590,000 in advance payments by borrowers for taxes and insurance.

Loans receivable, net, increased by \$46.7 million, or 12.7%, to \$414.5 million at September 30, 2014 from \$367.8 million at December 31, 2013 due primarily to loan originations totaling \$115.5 million which exceeded loan repayments and charge-offs totaling \$68.8 million. The increase in the mortgage loan portfolio was due to increases of \$30.7 million, or 467.1%, in the construction mortgage loan portfolio to \$37.3 million at September 30, 2014 from \$6.6 million at December 31, 2013, \$8.8 million, or 17.4%, in the mixed-use mortgage loan portfolio to \$59.3 million at September 30, 2014 from \$50.5 million at December 31, 2013, \$2.5 million, or 3.0%, in the non-residential mortgage loan portfolio to \$84.5 million at September 30, 2014 from \$82.0 million at December 31, 2013, \$2.6 million, or 1.4%, in the multi-family mortgage loan portfolio to \$191.6 million at September 30, 2014 from \$188.9 million at December 31, 2013, \$1.1 million, or 3.6%, in the commercial and industrial loan portfolio to \$32.5 million at September 30, 2014 from \$31.3 million at December 31, 2013, and \$800,000, or 6.8%, in the one-to-four family mortgage loan portfolio to \$12.6 million at September 30, 2014 from \$11.8 million at December 31, 2013, partially offset by a decrease of \$13,000, or 8.1%, in the consumer loan portfolio to \$148,000 at September 30, 2014 from \$161,000 at December 31, 2013.

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The increase in the construction mortgage loan portfolio was due to the Company's entry in 2012 in the Massachusetts construction market through the origination of construction loans secured by the construction of multi-family and single family properties and the Company's entry during the latter part of 2013 into the New York City metropolitan area construction market through the origination of construction loans secured by the construction of multi-family properties located in the New York City metropolitan area. The increase in the construction mortgage loan portfolio, the multi-family, mixed-use and non-residential mortgage loan portfolio and the commercial and industrial loan portfolio was due to the Company's more aggressive origination activities through the hiring of two new chief lending officers in our two lending regions in the New York City metropolitan area. The purpose of the increase in loan origination was to increase interest income.

Cash and cash equivalents increased by \$1.7 million, or 5.5%, to \$33.3 million at September 30, 2014 from \$31.5 million at December 31, 2013 due primarily to increases in deposits and FHLB advances, offset by an increase in the loan portfolio. Bank owned life insurance increased by \$465,000, or 2.3%, to \$21.0 million at September 30, 2014 from \$20.5 million at December 31, 2013 due to accrued earnings during 2014. Investments in restricted stocks increased by \$210,000, or 13.2%, to \$1.8 million at September 30, 2014 from \$1.6 million at December 31, 2013 due to an increase in FHLB advances and the purchase of \$70,000 in ACBB stock. The FHLB requires the purchase of FHLB restricted stock amounting to 4.5% of the borrowed amount. The purchase of ACBB restricted stock was due to the Company's decision to become a member of ACBB, a banker's bank, in order to provide the Company with an additional source of correspondent banking services such as borrowings as a source of liquidity and investments in overnight Federal Funds as a source of additional interest income.

Accrued interest receivable increased by \$82,000, or 6.5%, to \$1.35 million at September 30, 2014 from \$1.27 million at December 31, 2013 due primarily to an increase in the mortgage loan portfolio. Other assets decreased by \$2.4 million, or 32.2%, to \$5.1 million at September 30, 2014 from \$7.5 million at December 31, 2013 due to a \$1.9 million income tax refund from the Internal Revenue Service that reduced current tax assets. Securities held-to-maturity decreased by \$1.4 million, or 17.1%, to \$7.0 million at September 30, 2014 from \$8.4 million at December 31, 2013 due primarily to repayments. Premises and equipment decreased by \$418,000, or 3.4%, to \$11.8 million at September 30, 2014 from \$12.2 million at December 31, 2013 due primarily to depreciation.

Deposits increased by \$38.9 million, or 12.0%, to \$364.1 million at September 30, 2014 from \$325.2 million at December 31, 2013. The increase in deposits was primarily attributable to increases of \$30.4 million in certificates of deposit, \$6.7 million in NOW and money market accounts, and \$2.4 million in non-interest bearing accounts, partially offset by decreases of \$674,000 in regular savings accounts. The increase in certificates of deposit was due to the offering of competitive interest rates for non-broker certificates of deposit gathered through a non-broker nationwide certificate of deposit listing service from banks and credit unions in amounts greater than \$75,000 and less than \$250,000. In this regard, we obtained \$29.3 million in non-broker certificates of deposit since December 31, 2013. FHLB advances increased by \$6.1 million, or 29.2%, to \$27.1 million at September 30, 2014 from \$21.0 million at December 31, 2013. The increase in deposits and FHLB advances was primarily attributable to efforts by the Company to increase liquidity, fund loan originations, increase reliance on long term certificates of deposit, and diversify sources of funds.



Advance payments by borrowers for taxes and insurance decreased by \$590,000, or 14.8%, to \$3.4 million at September 30, 2014 from \$4.0 million at December 31, 2013 due primarily to remittances of taxes for our borrowers.

Stockholders' equity decreased by \$601,000, or 0.6%, to \$103.6 million at September 30, 2014, from \$104.2 million at December 31, 2013. This decrease was primarily the result of stock repurchases of \$1.4 million, and cash dividends declared and paid of \$433,000, partially offset by comprehensive income of \$1.1 million and the amortization of \$139,000 for the ESOP for the period.

### **Comparison of Operating Results for the Three Months Ended September 30, 2014 and 2013**

**General.** Net income decreased by \$3,000, or 0.8%, to \$378,000 for the quarter ended September 30, 2014 from net income of \$381,000 for the quarter ended September 30, 2013. The decrease was primarily the result of an increase of \$199,000 in provision for loan losses from a credit of \$191,000 in provision for loan losses in 2013 to an \$8,000 in provision for loan losses in 2014, an increase of \$163,000 in non-interest expenses, an increase of \$22,000 in the provision for income taxes and a decrease of \$22,000 in non-interest income, partially offset by an increase of \$403,000 in net interest income.

**Net Interest Income.** Net interest income increased by \$403,000, or 11.2%, to \$4.0 million for the three months ended September 30, 2014 from \$3.6 million for the three months ended September 30, 2013. The increase in net interest income resulted primarily from an increase of \$466,000 in interest income, partially offset by an increase of \$63,000 in interest expense.

The net interest spread decreased by three basis points to 3.42% for the three months ended September 30, 2014 from 3.45% for the three months ended September 30, 2013. The net interest margin decreased by five basis points between these periods from 3.69% for the quarter ended September 30, 2013 to 3.64% for the quarter ended September 30, 2014. The decrease in the interest rate spread and the net interest margin in the third quarter of 2014 compared to the same period in 2013 was due to a decrease of nine basis points in the yield on our interest-earning assets that exceeded a decrease of six basis points in the cost of our interest-bearing liabilities.

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The average yield on our interest-earning assets decreased by nine basis points to 4.42% for the three months ended September 30, 2014 from 4.51% for the three months ended September 30, 2013 and the cost of our interest-bearing liabilities decreased by six basis points to 1.00% for the three months ended September 30, 2014 from 1.06% for the three months ended September 30, 2013. The decrease in the yield on our interest-earning assets was due to a decrease in the yield on loans receivable, offset by increases in the yield on securities and other interest-earning assets. The decrease in the cost of our interest-bearing liabilities was due to a decrease in the cost of borrowed money, offset by an increase in the cost of interest-bearing deposits.

The following table summarizes average balances and average yields and costs of interest-earning assets and interest-bearing liabilities for the three months ended September 30, 2014 and 2013.

	Three Months Ended September 30,					
	2014			2013		
	Average Balance	Interest and Dividends	Yield/ Cost	Average Balance	Interest and Dividends	Yield/ Cost
(Dollars in thousands)						
Assets:						
Interest-earning assets:						
Loans	\$400,390	\$ 4,770	4.77 %	\$339,682	\$ 4,304	5.07 %
Securities (including restricted stock)	9,045	68	3.01	10,629	72	2.75
Other interest-earning assets	28,739	7	0.10	38,483	3	0.02
Total interest-earning assets	438,174	4,845	4.42	388,794	4,379	4.51
Allowance for loan losses	(4,021 )			(4,203 )		
Non-interest-earning assets	49,320			48,797		
Total assets	\$483,473			\$433,388		
Liabilities and equity:						
Interest-bearing liabilities:						
Interest-bearing demand	\$66,296	\$ 61	0.37 %	\$63,666	\$ 60	0.38 %
Savings and club accounts	85,136	119	0.56	82,630	112	0.54
Certificates of deposit	171,142	651	1.52	147,862	577	1.56
Total interest-bearing deposits	322,574	831	1.03	294,158	749	1.02
Borrowings	21,860	27	0.49	5,000	46	3.68
Total interest-bearing liabilities	344,434	858	1.00	299,158	795	1.06
Noninterest-bearing demand	28,657			22,769		
Other liabilities	7,238			6,814		
Total liabilities	380,329			328,741		
Stockholders' equity	103,144			104,647		
Total liabilities and Stockholders' equity	\$483,473			\$433,388		

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Net interest income		\$ 3,987		\$ 3,584
Interest rate spread			3.42 %	3.45 %
Net interest margin			3.64 %	3.69 %
Net interest-earning assets	\$93,740		\$89,636	
Interest-earning assets to interest-bearing liabilities	127.22 %		129.96 %	

Total interest income increased by \$466,000, or 10.6%, to \$4.8 million for the three months ended September 30, 2014 from \$4.4 million for the three months ended September 30, 2013. Interest income on loans increased by \$466,000, or 10.8%, to \$4.8 million for the three months ended September 30, 2014 from \$4.3 million for the three months ended September 30, 2013. The increase was primarily the result of an increase of \$60.7 million, or 17.9%, in the average balance of the loan portfolio to \$400.4 million for the three months ended September 30, 2014 from \$339.7 million for the three months ended September 30, 2013 as originations outpaced repayments and charge-offs, net of recoveries. The increase in the average balance of the loan portfolio was offset by a decrease of 30 basis points in the average yield on loans to 4.77% for the three months ended September 30, 2014 from 5.07% for the three months ended September 30, 2013. The decrease in the average yield on loans was due to the pay-off of numerous higher yielding mortgage loans and the refinancing and/or re-pricing to lower interest rates of numerous mortgage loans in our loan portfolio.

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Interest income on securities decreased by \$4,000, or 5.6%, to \$68,000 for the three months ended September 30, 2014 from \$72,000 for the three months ended September 30, 2013. The decrease was primarily due to a decrease of \$1.6 million, or 14.9%, in the average balance of securities to \$9.0 million for the three months ended September 30, 2014 from \$10.6 million for the three months ended September 30, 2013, offset by an increase of 26 basis points in the average yield on securities to 3.01% for the three months ended September 30, 2014 from 2.75% for the three months ended September 30, 2013. The decrease in the average balance was due to the principal repayments on investment securities, offset by an increase in FHLB New York stock. The increase in the yield was due to dividends from FHLB New York stock that yielded approximately 4.0% and an increase in FHLB New York stock as a percentage of total investment securities.

Interest income on other interest-earning assets (consisting solely of interest-earning deposits) increased by \$4,000, or 133.3% to \$7,000 for the three months ended September 30, 2014 from \$3,000 for the three months ended September 30, 2013. The increase was primarily due to an increase of eight basis points in the average yield on other interest-earning assets to 0.10% for the three months ended September 30, 2014 from 0.02% for the three months ended September 30, 2013, offset by a decrease of \$9.7 million, or 25.3%, in the average balance of interest-earning assets to \$28.7 million for the three months ended September 30, 2014 from \$38.5 million for the three months ended September 30, 2013. The increase in interest income on interest-earnings deposits was due to an increase in the average balance of higher yielding certificates of deposit at other financial institutions, offset by a decrease in the average balance of interest-earning deposits maintained at the FHLB and Federal Reserve Bank of New York.

Total interest expense increased by \$63,000, or 7.9%, to \$858,000 for the three months ended September 30, 2014 from \$795,000 for the three months ended September 30, 2013. Interest expense on deposits increased by \$82,000, or 10.9%, to \$831,000 for the three months ended September 30, 2014 from \$749,000 for the three months ended September 30, 2013. The increase in the interest expense on deposits was a result of an increase of \$28.4 million, or 9.7%, in the average balance of interest bearing deposits to \$322.6 million for the three months ended September 30, 2014 from \$294.2 million for the three months ended September 30, 2013. The increase in the interest expense on deposits was also a result of an increase of one basis point in the average cost of interest-bearing deposits to 1.03% for the three months ended September 30, 2014 from 1.02% for the three months ended September 30, 2013.

The interest expense of our interest-bearing demand deposits increased by \$1,000, or 1.7%, to \$61,000 for the three months ended September 30, 2014 from \$60,000 for the three months ended September 30, 2013. The increase in interest expense in our interest-bearing demand deposits was due to an increase of \$2.6 million, or 4.1%, in the average balance of our interest-bearing demand deposits to \$66.3 million for the three months ended September 30, 2014 from \$63.7 million for the three months ended September 30, 2013, offset by a decrease of one basis point in the average interest cost to 0.37% for the three months ended September 30, 2014 from 0.38% for the three months ended September 30, 2013 as we offered competitive interest rates to generate deposits.

The interest expense of our interest-bearing savings and club deposits increased by \$7,000, or 6.3%, to \$119,000 for the three months ended September 30, 2014 from \$112,000 for the three months ended September 30, 2013. The increase in interest expense in our interest-bearing savings and club deposits was due to an increase of \$2.5 million, or 3.0%, in the average balance of our interest-bearing savings and club deposits to \$85.1 million for the three months

ended September 30, 2014 from \$82.6 million for the three months ended September 30, 2013. The increase in interest expense in our interest-bearing savings and club deposits was also due to a two basis point increase in the average interest cost to 0.56% for the three months ended September 30, 2014 from 0.54% for the three months ended September 30, 2013 as we continued to offer competitive interest rates to generate deposits.

The interest expense of our interest-bearing certificates of deposit increased by \$74,000, or 12.8%, to \$651,000 for the three months ended September 30, 2014 from \$577,000 for the three months ended September 30, 2013. The increase in interest expense in our interest-bearing certificates of deposit was due to an increase of \$23.3 million, or 15.7%, in the average balance of our interest-bearing certificates of deposit to \$171.1 million for the three months ended September 30, 2014 from \$147.9 million for the three months ended September 30, 2013. The increase in our interest-bearing certificates was due to management's decision to continue offering competitive interest rates to generate deposits through a non-broker nationwide certificate of deposit listing service. The increase in interest expense of our interest-bearing certificates of deposit was offset by a four basis point decrease in the average interest cost on such certificates to 1.52% for the three months ended September 30, 2014 from 1.56% for the three months ended September 30, 2013. The decrease in the average interest cost of our interest-bearing certificates of deposit was due to the re-pricing of maturing certificates of deposit and the acquisition of competitively priced interest-bearing certificates of deposit through a non-broker nationwide certificate of deposit listing service.

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Interest expense on borrowings decreased by \$19,000, or 41.3%, to \$27,000 for the three months ended September 30, 2014 from \$46,000 for the three months ended September 30, 2013. The decrease in interest expense on borrowings was due to a decrease of 319 basis points in the cost of borrowed money to 0.49% for the three months ended September 30, 2014 from 3.68% for the three months ended September 30, 2013 due primarily to the maturity and repayment of higher costing FHLB advances and new lower cost FHLB advances obtained during the nine months ended September 30, 2014. The decrease in interest expense on borrowings was partially offset by an increase of \$16.9 million, or 337.2%, in the average balance of borrowed money to \$21.9 million for the three months ended September 30, 2014 from \$5.0 million for the three months ended September 30, 2013.

**Provision for Loan Losses.** The following table summarizes the activity in the allowance for loan losses and provision for loan losses for the three months ended September 30, 2014 and 2013.

	Three Months Ended September 30,	
	2014	2013
	(Dollars in thousands)	
Allowance at beginning of period	\$ 3,930	\$ 4,205
Provision (credit) for loan losses	8	(191 )
Charge-offs	(188 )	—
Recoveries	101	—
Net charge-offs	(87 )	—
Allowance at end of period	\$ 3,851	\$ 4,014
End of period - Allowance to non-performing loans	44.11 %	173.78 %
End of period - Allowance to total loans outstanding	0.92 %	1.15 %
Net charge-offs to average loans outstanding during the period	0.02 %	—

The allowance to non-performing loans ratio decreased to 44.11% at September 30, 2014 from 173.78% at September 30, 2013 due primarily to an increase in non-performing loans to \$8.7 million at September 30, 2014 from \$2.3 million at September 30, 2013 and a decrease of \$163,000 in the allowance for loan losses. The increase in non-performing loans was due to the addition of six mortgage loans totaling \$5.4 million and two commercial and industrial loans totaling \$2.5 million, partially offset by the conversion from non-performing to performing status of one mortgage loan totaling \$810,000 and the satisfaction of one mortgage loan totaling \$742,000.

The allowance for loan losses was \$3.9 million at September 30, 2014, \$4.0 million at December 31, 2013, and \$4.0 million at September 30, 2013. We recorded a provision for loan losses of \$8,000 for the three months ended September 30, 2014 compared to a credit provision for loan losses of (\$191,000) for the three month period ended September 30, 2013. The reduction in the allowance for loan losses was due to the Company's assessment that there are no additional losses currently anticipated in connection with the increase in non-performing loans beyond the amounts already charged-off, that there has been an improvement in the Company's historical charge-offs, and that the level of allowance for loan losses was adequate due to improvements in the economy and the multi-family, mixed-use

and non-residential real estate market.

The reduction in the allowance for loan losses was also due to the Company's decision to revise the methodology used to calculate the historical loss factor. The Company has revised the historical loss look back period from three to two years as a result of the Company's determination that the Company's historical loss charge-offs from 2009 to 2012 was a result of the recent economic recession, that the bulk of the loss charge-offs from 2009 to 2012 occurred in 2012, that there has not been a significant amount of loss charge-offs during the past two years, and that the Company's loan portfolio has weathered the recession with no further anticipated significant loss charge-offs. The Company's allowance for loan losses at September 30, 2014 and provision for loan losses recognized for the quarter ended September 30, 2014 would have been \$176,000 larger without the change in the methodology.

We had charge-offs of \$188,000 during the three months ended September 30, 2014 compared to no charge-offs during the three months ended September 30, 2013. We recorded recoveries of \$101,000 during the three months ended September 30, 2014 compared to no recoveries during the three months ended September 30, 2013.

**Non-interest Income.** Non-interest income decreased by \$22,000, or 4.7%, to \$450,000 for the three months ended September 30, 2014 from \$472,000 for the three months ended September 30, 2013. The decrease was primarily due to decreases of \$26,000 in other loan fees and service charges, and \$5,000 in earnings on bank owned life insurance, offset by increases of \$8,000 in advisory fee income generated by our wealth management division and \$1,000 in other non-interest income. The decrease in other loan fees and service charges was due to decreases of \$9,000 in loan late charges, \$6,000 in loan fees, and \$3,000 in deposit account service charges. The decrease in earnings on bank owned life insurance was due to a decrease in the effective yield of the underlying investments. The increase in advisory fee income from our wealth management division was due to an increase in assets under management.

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**Non-interest Expense.** Non-interest expense increased by \$163,000, or 4.4%, to \$3.9 million for the three months ended September 30, 2014 from \$3.7 million for the three months ended September 30, 2013. The increase resulted primarily from increases of \$231,000 in salaries and employee benefits, \$103,000 in real estate owned expenses, \$51,000 in outside data processing expense, and \$3,000 in advertising expense, partially offset by decreases of \$127,000 in other non-interest expense, \$40,000 in FDIC insurance expense, \$30,000 in occupancy expense, and \$28,000 in equipment expense.

Salaries and employee benefits, which represented 53.9% of the Company's non-interest expense during the quarter ended September 30, 2014, increased by \$231,000, or 12.4%, to \$2.1 million in 2014 from \$1.9 million in 2013 due to the staffing of the Rockland County, New York loan production office, offset by a reduction in the number of full time equivalent employees to 98 at September 30, 2014 from 102 at September 30, 2013. The reduction in staff occurred in the wealth management department, branch operations, lending operations, and headquarters support personnel as part of a continued effort to contain expenses.

Real estate owned expense increased by \$103,000, or 174.6%, to \$162,000 in 2014 from \$59,000 in 2013 due to operating expenses related to two foreclosed properties during the quarter ended September 30, 2014 compared to one foreclosed property during the quarter ended September 30, 2013. The Company acquired and sold one foreclosed multi-family property during a relatively short period of time during the quarter ended September 30, 2014 resulting in a charge-off of \$188,000 against the allowance for loan losses.

Outside data processing expense increased by \$51,000, or 22.3%, to \$280,000 in 2014 from \$229,000 in 2013 due to the addition of the Rockland County, New York loan production office in January 2014 and an upgrade in data services. Advertising expense increased by \$3,000, or 23.1%, to \$16,000 in 2014 from \$13,000 in 2013 due to marketing efforts to promote services and products.

Other non-interest expense decreased by \$127,000, or 13.9%, to \$787,000 in 2014 from \$914,000 in 2013 due mainly to decreases of \$88,000 in miscellaneous other non-interest expenses, \$56,000 in directors, officers and employee expenses, \$20,000 in audit and accounting fees, and \$11,000 in directors compensation, offset by increases of \$18,000 in service contracts, \$14,000 in telephone expenses, \$11,000 in legal fees, \$2,000 in insurance expenses, and \$1,000 in office supplies and stationery. The decrease in miscellaneous other non-interest expenses was partially due to decreases of \$50,000 in consulting expenses, \$24,000 in personnel recruitment fees, and \$7,000 in postage expenses.

FDIC insurance expense decreased by \$40,000, or 25.8%, to \$115,000 in 2014 from \$155,000 in 2013 due to a decrease in the Company's quarterly assessment multiplier, offset by an increase in the Company's assessment base from 2013 to 2014. Occupancy expense decreased by \$30,000, or 8.5%, to \$322,000 in 2014 from \$352,000 in 2013 due to a reimbursement of rental expense for our First Avenue branch office, offset by the addition of the Rockland County, New York loan production office in January 2014. Equipment expense decreased by \$28,000, or 20.3%, to \$110,000 in 2014 from \$138,000 in 2013 due to decreases in the purchases of additional equipment and continued efforts to contain expenses.



**Income Taxes.** Income tax expense increased by \$22,000, or 15.3%, to \$166,000 for the three months ended September 30, 2014 from \$144,000 for the three months ended September 30, 2013. The increase resulted primarily from a \$19,000 increase in pre-tax income in 2014 compared to 2013. The effective tax rate was 30.5% for the three months ended September 30, 2014 and 27.4% for the three months ended June 30, 2013. The increase in the effective tax rate between periods was due to a lower percentage of our pre-tax income being tax-exempt, specifically the earnings on bank-owned life insurance, in 2014 compared to 2013.

### **Comparison of Operating Results For The Nine Months Ended September 30, 2014 and 2013**

**General.** Net income increased by \$80,000, or 8.3%, to \$1.1 million for the nine months ended September 30, 2014 from \$969,000 for the nine months ended September 30, 2013. The increase was primarily the result of an increase of \$467,000 in net interest income and a decrease of \$181,000 in non-interest expenses, offset by a decrease of \$346,000 in credit to the provision for loan losses, a decrease of \$91,000 in non-interest income, and an increase of \$131,000 in the provision for income taxes.

**Net Interest Income.** Net interest income increased by \$467,000, or 4.1%, to \$12.0 million for the nine months ended September 30, 2014 from \$11.5 million for the nine months ended September 30, 2013. The increase in net interest income resulted primarily from an increase of \$590,000 in interest income that exceeded an increase of \$123,000 in interest expense.

The net interest spread decreased by 17 basis points to 3.52% for the nine months ended September 30, 2014 from 3.69% for the nine months ended September 30, 2013. The net interest margin decreased by 20 basis points between these periods from 3.94% for the nine months ended September 30, 2013 to 3.74% for the nine months ended September 30, 2014. The decrease in the interest rate spread and the net interest margin in 2014 compared to the same period in 2013 was due to a decrease of 23 basis points in the yield on our interest-earning assets that exceeded a decrease of six basis points in the cost of our interest-bearing liabilities.

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The average yield on our interest-earning assets decreased by 23 basis points to 4.53% for the nine months ended September 30, 2014 from 4.76% for the nine months ended September 30, 2013 and the cost of our interest-bearing liabilities decreased by six basis points to 1.01% for the nine months ended September 30, 2014 from 1.07% for the nine months ended September 30, 2013. The decrease in the yield on our interest-earning assets was due to a decrease in the yield on loans receivable, offset by increases in the yield on securities and other interest-earning assets. The decrease in the cost of our interest-bearing liabilities was due to a decrease in the cost of borrowed money, offset by an increase in the cost of interest-bearing deposits.

The following table summarizes average balances and average yields and costs of interest-earning assets and interest-bearing liabilities for the nine months ended September 30, 2014 and 2013.

	Nine Months Ended September 30,			2013		
	2014	Interest and Dividends	Yield/ Cost	Average Balance	Interest and Dividends	Yield/ Cost
(Dollars in thousands)						
Assets:						
Interest-earning assets:						
Loans	\$388,934	\$ 14,250	4.89 %	\$342,571	\$ 13,627	5.30 %
Securities	9,468	215	3.03	11,772	255	2.89
Other interest-earning assets	27,955	16	0.08	34,821	9	0.03
Total interest-earning assets	426,357	14,481	4.53	389,164	13,891	4.76
Allowance for loan losses	(4,116 )			(4,403 )		
Non-interest-earning assets	48,701			49,606		
Total assets	\$470,942			\$434,367		
Liabilities and equity:						
Interest-bearing liabilities:						
Interest-bearing demand	\$63,062	\$ 170	0.36 %	\$62,217	\$ 163	0.35 %
Savings and club accounts	85,609	352	0.55	82,638	331	0.53
Certificates of deposit	165,238	1,875	1.51	147,755	1,713	1.55
Total interest-bearing deposits	313,909	2,397	1.02	292,610	2,207	1.01
Borrowings	19,974	125	0.83	7,070	192	3.62
Total interest-bearing liabilities	333,883	2,522	1.01	299,680	2,399	1.07
Noninterest-bearing demand	25,539			22,331		
Other liabilities	8,039			7,504		
Total liabilities	367,461			329,515		
Stockholders' equity	103,481			104,852		
Total liabilities and Stockholders' equity	\$470,942			\$434,367		

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Net interest income		\$ 11,959		\$ 11,492
Interest rate spread			3.52 %	3.69 %
Net interest margin			3.74 %	3.94 %
Net interest-earning assets	\$92,474			\$89,484
Average interest-earning assets to average interest-bearing liabilities	127.70 %			129.86 %

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Total interest income increased by \$590,000, or 4.2%, to \$14.5 million for the nine months ended September 30, 2014, from \$13.9 million for the nine months ended September 30, 2013. Interest income on loans increased by \$623,000, or 4.6%, to \$14.3 million for the nine months ended September 30, 2014 from \$13.6 million for the nine months ended September 30, 2013 as a result of an increase of \$46.4 million, or 13.5%, in the average balance of the loan portfolio to \$388.9 million for the nine months ended September 30, 2014 from \$342.6 million for the nine months ended September 30, 2013 as originations outpaced repayments. The increase in the average balance of the loan portfolio was offset by a decrease of 41 basis points in the average yield on loans to 4.89% for the nine months ended September 30, 2014 from 5.30% for the nine months ended September 30, 2013. The decrease in the average yield on loans was due to the pay-off of higher yielding mortgage loans and the refinancing and/or re-pricing to lower interest rates of mortgage loans in our loan portfolio.

Interest income on securities decreased by \$40,000, or 15.7%, to \$215,000 for the nine months ended September 30, 2014 from \$255,000 for the nine months ended September 30, 2013. The decrease was primarily due to a decrease of \$2.3 million, or 19.6%, in the average balance of securities to \$9.5 million for the nine months ended September 30, 2014 from \$11.8 million for the nine months ended September 30, 2013, offset by an increase of 14 basis points in the average yield on securities to 3.03% for the nine months ended September 30, 2014 from 2.89% for the nine months ended September 30, 2013. The decrease in the average balance was due to the principal repayments on investment securities, offset by an increase in FHLB New York stock. The increase in the yield was due to dividends from FHLB New York stock that yielded approximately 4.0% and an increase in FHLB New York stock as a percentage of total investment securities.

Interest income on other interest-earning assets (consisting solely of interest-earning deposits) increased by \$7,000, or 77.8%, to \$16,000 for the nine months ended September 30, 2014 from \$9,000 for the nine months ended September 30, 2013. The increase was primarily due to an increase of five basis points in the average yield on other interest-earning assets to 0.08% for the nine months ended September 30, 2014 from 0.03% for the nine months ended September 30, 2013, offset by a decrease of \$6.9 million or 19.7%, in the average balance of interest-earning assets to \$28.0 million for the nine months ended September 30, 2014 from \$34.8 million for the nine months ended September 30, 2013. The increase in interest income on interest-earnings deposits was also due to an increase in the average balance of higher yielding certificates of deposit at other financial institutions, offset by a decrease in the average balance of interest-earning deposits maintained at the FHLB and Federal Reserve Bank of New York.

Total interest expense increased by \$123,000, or 5.1%, to \$2.5 million for the nine months ended September 30, 2014 from \$2.4 million for the nine months ended September 30, 2013. Interest expense on deposits increased by \$190,000, or 8.6%, to \$2.4 million for the nine months ended September 30, 2014 from \$2.2 million for the nine months ended September 30, 2013. The increase in the interest expense on deposits was a result of an increase of \$21.3 million, or 7.3%, in the average balance of interest bearing deposits to \$313.9 million for the nine months ended September 30, 2014 from \$292.6 million for the nine months ended September 30, 2013. The increase in the interest expense on deposits was also a result of an increase of one basis point in the average cost of interest-bearing deposits to 1.02% for the nine months ended September 30, 2014 from 1.01% for the nine months ended September 30, 2013.

The interest expense of our interest-bearing demand deposits increased by \$7,000, or 4.3%, to \$170,000 for the nine months ended September 30, 2014 from \$163,000 for the nine months ended September 30, 2013. The increase in interest expense in our interest-bearing demand deposits was due to an increase of \$845,000, or 1.4%, in the average balance of our interest-bearing demand deposits to \$63.1 million for the nine months ended September 30, 2014 from \$62.2 million for the nine months ended September 30, 2013 and an increase of one basis point in the average interest cost to 0.36% for the nine months ended September 30, 2014 from 0.35% for the nine months ended September 30, 2013 as we continued to offer competitive interest rates to generate deposits.

The interest expense of our interest-bearing savings and club deposits increased by \$21,000, or 6.3%, to \$352,000 for the nine months ended September 30, 2014 from \$331,000 for the nine months ended September 30, 2013. The increase in interest expense in our interest-bearing savings and club deposits was due to an increase of \$3.0 million, or 3.6%, in the average balance of our interest-bearing savings and club deposits to \$85.6 million for the nine months ended September 30, 2014 from \$82.6 million for the nine months ended September 30, 2013. The increase in interest expense in our interest-bearing savings and club deposits was also due to a two basis point increase in the average interest cost to 0.55% for the nine months ended September 30, 2014 from 0.53% for the nine months ended September 30, 2013 as we continued to offer competitive interest rates to generate deposits.

The interest expense of our interest-bearing certificates of deposit increased by \$162,000, or 9.5%, to \$1.9 million for the nine months ended September 30, 2014 from \$1.7 million for the nine months ended September 30, 2013. The increase in interest expense in our interest-bearing certificates of deposit was due to an increase of \$17.5 million, or 11.8%, in the average balance of our interest-bearing certificates of deposit to \$165.2 million for the nine months ended September 30, 2014 from \$147.8 million for the nine months ended September 30, 2013. The increase in our interest-bearing certificates of deposit was due to management's decision to continue offering competitive interest rates to generate deposits through a non-broker nationwide certificate of deposit listing service. The increase in interest expense of our interest-bearing certificates of deposit was offset by a four basis point decrease in the average interest cost on such certificates to 1.51% for the nine months ended September 30, 2014 from 1.55% for the nine months ended September 30, 2013. The decrease in the average interest cost of our interest-bearing certificates of deposit was due to the re-pricing of maturing certificates of deposit and the acquisition of competitively priced interest-bearing certificates of deposit through a non-broker nationwide certificate of deposit listing service.

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Interest expense on borrowings decreased by \$67,000, or 34.9%, to \$125,000 for the nine months ended September 30, 2014 from \$192,000 for the nine months ended September 30, 2013. The decrease in interest expense on borrowings was due to a decrease of 279 basis points in the cost of borrowed money to 0.83% for the nine months ended September 30, 2014 from 3.62% for the nine months ended September 30, 2013 due primarily to the maturity and repayment of higher costing FHLB advances during the nine months ended September 30, 2014 and new lower costing FHLB advances obtained in December 2013 and the nine months ended September 30, 2014. The decrease in interest expense on borrowings was partially offset by an increase of \$12.9 million, or 182.5%, in the average balance of borrowed money to \$20.0 million for the nine months ended September 30, 2014 from \$7.1 million for the nine months ended September 30, 2013.

**Allowance for Loan Losses.** The following table summarizes the activity in the allowance for loan losses for the nine months ended September 30, 2014 and 2013.

	Nine Months Ended September 30, 2014      2013 (Dollars in thousands)	
Allowance at beginning of period	\$ 4,015	\$ 4,646
Provision (credit) for loan losses	(208 )	(554 )
Charge-offs	(621 )	(105 )
Recoveries	665	27
Net recovery (charge-offs)	44	(78 )
Allowance at end of period	\$ 3,851	\$ 4,014

We recorded provisions (credit) for loan losses of (\$208,000) and (\$554,000) for the nine-month periods ended September 30, 2014 and 2013, respectively. We charged-off \$621,000 against two non-performing multi-family mortgage loans, one mixed-use mortgage loan, one non-residential mortgage loan, and one foreclosed multi-family mortgage loan during the nine months ended September 30, 2014 compared to charge-offs of \$105,000 against two non-performing non-residential mortgage loans during the nine months ended September 30, 2013. We recorded recoveries of \$665,000 during the nine months ended September 30, 2014 compared to recoveries of \$27,000 during the nine months ended September 30, 2013.

The reduction in the allowance for loan losses was also due to the Company's decision to revise the methodology used to calculate the historical loss factor. The Company has revised the historical loss look back period from three to two years as a result of the Company's determination that the Company's historical loss charge-offs from 2009 to 2012 was a result of the recent economic recession, that the bulk of the loss charge-offs from 2009 to 2012 occurred in 2012, that there has not been a significant amount of loss charge-offs during the past two years, and that the Company's loan portfolio has weathered the recession with no further anticipated significant loss charge-offs. The Company's allowance for loan losses at September 30, 2014 would have been \$176,000 larger and the provision (credit) for loan losses recognized for the nine months ended September 30, 2014 would have been \$176,000 lower without the change in the methodology.

**Non-interest Income.** Non-interest income decreased by \$91,000, or 6.1%, to \$1.4 million for the nine months ended September 30, 2014 from \$1.5 million for the nine months ended September 30, 2013. The decrease was primarily due to decreases of \$130,000 in other loan fees and service charges and \$16,000 in earnings on bank owned life insurance, partially offset by increases of \$53,000 in advisory fee income generated by our wealth management division and \$2,000 in other non-interest income. The decrease in other loan fees and service charges was due to decreases of \$66,000 in mortgage broker fee income, \$40,000 in loan fee income, and \$11,000 in loan late charges. The increase in advisory fee income from our wealth management division was due to an increase in assets under management.

**Non-interest Expense.** Non-interest expense decreased by \$181,000, or 1.5%, to \$12.1 million for the nine months ended September 30, 2014 from \$12.3 million for the nine months ended September 30, 2013. The decrease resulted primarily from decreases of \$334,000 in impairment loss on goodwill, \$114,000 in other non-interest expense, \$64,000 in equipment expenses, \$44,000 in real estate owned expenses, and \$6,000 in advertising expense, offset by increases of \$249,000 in salaries and employee benefits, \$95,000 in FDIC insurance expense, \$31,000 in outside data processing expenses, and \$6,000 in occupancy expense.

The Company did not have any impairment loss on goodwill for the nine months ended September 30, 2014. During the second quarter of 2013, the Company determined that an adjustment to the goodwill impairment of \$227,000 previously recorded in 2012 was necessary. As a result, an additional impairment charge of \$334,000 was recognized for the nine months ended September 30, 2013. The goodwill was recorded in connection with the Hayden Financial Group acquisition in 2007. The impairment was caused primarily by the expected decrease in other revenue from this division resulting from a reduction in personnel.

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Other non-interest expense decreased by \$114,000, or 4.1%, to \$2.7 million in 2014 from \$2.8 million in 2013 due mainly to decreases of \$218,000 in legal fees, \$52,000 in directors, officers and employee expenses, \$48,000 in directors compensation, and \$14,000 in office supplies and stationery, offset by increases of \$71,000 in audit and accounting fees, \$66,000 in service contracts, \$59,000 in telephone expenses, \$13,000 in miscellaneous other non-interest expenses, and \$8,000 in insurance expenses. The decrease in legal fees was due primarily to the Company's decision to capitalize certain legal fees. The decrease in directors, officers and employee expenses was due to efforts to contain expense. The increase in audit and accounting fees was due to an increase in services provided by our independent and contract internal auditors.

Equipment expense decreased by \$64,000, or 13.6%, to \$405,000 in 2014 from \$469,000 in 2013 due to decreases in the purchases of additional equipment and continued efforts to contain expenses. Real estate owned expense decreased by \$44,000, or 13.8%, to \$274,000 in 2014 from \$318,000 in 2013 due primarily to a loss of \$51,000 on the sale of a real estate owned during the nine months ended September 30, 2013. Advertising expense decreased by \$6,000, or 14.0%, to \$37,000 in 2014 from \$43,000 in 2013 due to continued efforts to contain expenses. Salaries and employee benefits, which represented 53.3% of the Company's non-interest expense during the nine months ended September 30, 2014, increased by \$249,000, or 4.0%, to \$6.4 million in 2014 from \$6.2 million in 2013 due to the staffing of the Rockland County, New York loan production office, offset by a reduction in the number of full time equivalent employees to 98 at September 30, 2014 from 102 at September 30, 2013. The reduction in staff occurred in the wealth management department, branch operations, lending operations and headquarters support personnel as part of a continued effort to contain expenses.

FDIC insurance expense increased by \$95,000, or 35.4%, to \$363,000 in 2014 from \$268,000 in 2013 due to increases in the Company's assessment base, offset by a decrease in the quarterly assessment multiplier from 2013 to 2014. Outside data processing expense increased by \$31,000, or 3.9%, to \$820,000 in 2014 from \$789,000 in 2013 due to the addition of the Rockland County, New York loan production office in January 2014 and an upgrade in data services. Occupancy expense increased by \$6,000, or 0.5%, to \$1.1 million in 2014 from \$1.1 million in 2013 due to the addition of the Rockland County, New York loan production office in January 2014.

**Income Taxes.** Income tax expense increased by \$131,000, or 43.4%, to \$433,000 for the nine months ended September 30, 2014 from \$302,000 for the nine months ended September 30, 2013. The increase resulted primarily from a \$211,000 increase in pre-tax income in 2014 compared to 2013. The effective tax rate was 29.2% for the nine months ended September 30, 2014 compared to 23.8% for the nine months ended September 30, 2013. The increase in the effective tax rate was primarily due to the decreased portion of pre-tax income during 2014 attributed to tax-exempt earnings on bank-owned life insurance.

**NON PERFORMING ASSETS**

The following table provides information with respect to our non-performing assets at the dates indicated.



	At September 30, 2014	At December 31, 2013		
	(Dollars in thousands)			
Non-accrual loans	\$ 8,731	\$ 4,666		
Loans past due 90 days or more and accruing	—	—		
Total non-performing loans	8,731	4,666		
Real estate owned	4,047	3,985		
Total non-performing assets	12,778	8,651		
Accruing troubled debt restructurings	12,196	15,535		
Nonaccrual troubled debt restructurings	2,545	1,269		
Total troubled debt restructurings	14,741	16,804		
Less nonaccrual troubled debt restructurings in total nonaccrual loans	2,545	1,269		
Total troubled debt restructurings and non-performing assets	\$ 24,974	\$ 24,186		
Total non-performing loans to total loans	2.09	%	1.26	%
Total non-performing assets to total assets	2.54	%	1.89	%
Total non-performing assets and troubled debt restructurings to total assets	4.97	%	5.28	%

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The non-accrual loans at September 30, 2014 consisted of 10 loans in the aggregate, comprised of two multi-family mortgage loans, two mixed-use mortgage loans, four non-residential mortgage loans, and two commercial and industrial loans.

Non-performing loans increased by \$4.1 million, or 87.1%, to \$8.7 million as of September 30, 2014 from \$4.6 million as of December 31, 2013. The increase in non-performing loans was primarily due to the addition of two non-performing commercial and industrial loans totaling \$2.5 million, two non-performing non-residential mortgage loans totaling \$2.3 million, two non-performing multi-family mortgage loans totaling \$897,000, one non-performing mixed-use mortgage loan totaling \$230,000, and payments made by the Company for real estate taxes, water and sewer charges totaling \$120,000 on properties secured by the non-performing mortgage loans, partially offset by the conversion from non-performing to performing status of one non-residential mortgage loan totaling \$823,000, the satisfaction of one non-residential mortgage loan totaling \$789,000 and two commercial and industrial loans totaling \$85,000, and the charge-off of \$325,000 for one mixed-use mortgage loan.

The two non-accrual multi-family mortgage loans totaled \$897,000 at September 30, 2014 and consisted primarily of the following mortgage loans:

An outstanding balance of \$694,000 secured by a 23 unit apartment building. We classified this loan as (1) substandard. The Company has commenced a foreclosure action. We are evaluating the options currently available to us.

An outstanding balance of \$204,000 secured by a six unit apartment building. We classified this loan as (2) substandard. The Company has commenced a foreclosure action. We are evaluating the options currently available to us.

The two non-accrual mixed-use mortgage loans totaled \$2.2 million at September 30, 2014 and consisted primarily of the following mortgage loans:

An outstanding balance of \$2.0 million, net of charge-off of \$325,000, secured by three separate buildings with 25 apartment units and office spaces. We classified this loan as substandard. We acquired the property as real estate owned via a receiver sale on October 3, 2014 and we have retained a management company to operate the (1) property. We plan to renovate the property and will evaluate the options currently available to us. Prior to the receiver sale, the Court appointed a forensic accountant who is still reviewing the books and records of the borrowing entity and managing partner.

An outstanding balance of \$230,000 secured by two apartments above a full service gas station. We classified this (2) loan as special mention. We are negotiating with the borrower to bring the loan current.

The four non-accrual non-residential mortgage loans totaled \$3.1 million at September 30, 2014 and consisted primarily of the following mortgage loans:

(1) An outstanding balance of \$2.1 million secured by an office building. We classified this loan as substandard. We acquired the property via a deed-in-lieu of foreclosure in November 2014. The Company has retained a property management company to operate the property. Upon minor renovation and lease-up of the property, the Company will market the property for sale. We do not anticipate any loss due to the projected positive cash flow from the property.

(2) An outstanding balance of \$448,000, net of charge-off of \$400,000, secured by a strip shopping center and warehouse. We classified this loan as substandard. The property was severely damaged by fire and the Company and borrower are currently suing the insurance company and the borrower's insurance agent as part of the Company's collection efforts. The borrower is marketing the property for sale.

(3) An outstanding balance of \$348,000, secured by a building housing auto repair and auto rental facilities. We classified this loan as substandard. We acquired the property as real estate owned via a foreclosure sale on October 17, 2014. We have a contract to sell the property and we expect to close the sale by the end of 2014.

(4) An outstanding balance of \$204,000, secured by a restaurant and seafood market. We classified this loan as substandard. The Company has commenced a foreclosure action. We are evaluating the options currently available to us.

The two non-accrual commercial and industrial loans totaled \$2.5 million at September 30, 2014 and consisted primarily of the following loans:

(1) Two loans with an aggregate balance of \$2.5 million, consisting of a line of credit with an outstanding balance of \$1.4 million and remaining available line of credit of \$76,000 and a term loan with an outstanding balance of \$1.1 million. The loans are secured by the assets of a construction company. The Company is working with the borrower and the borrower's surety bonding company to cure the delinquencies and/or satisfy the loans.

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Based on current appraisals and/or fair value analyses of these properties, the Company does not anticipate any losses beyond the amounts already charged off.

At September 30, 2014, we owned one foreclosed property with a net balance of \$4.0 million consisting of an office building located in New Jersey. The property was most recently appraised in November 2013 for \$4.3 million. The Company plans to renovate the property shortly to attract more tenants. Upon completion of the renovation, the Company will order an updated appraisal. The Company's managing agent is operating and marketing the building for additional tenants and sale. The Company won a \$1.7 million judgment in July 2014 against the former borrower whereby the judgment protects the Company in the event of a loss on the sale of the property.

The Company acquired and sold one foreclosed multi-family property in the quarter ended September 30, 2014 resulting in a charge-off of \$188,000 against the allowance for loan losses.

**TROUBLED DEBT RESTRUCTURED LOANS**

There were no loans modified that were deemed to be TDRs during the three and nine months ended September 30, 2014. As of September 30, 2014, none of the loans that were modified during the previous twelve months had defaulted in the three and nine month period ended September 30, 2014.

The following tables show the activity in TDR loans for the period indicated:

	Residential Real Estate (in thousands)	Nonresidential Real Estate	Construction	Commercial and Industrial	Consumer	Total
Balance at December 31, 2013	\$6,419	\$ 10,385	\$ —	\$ —	\$ —	\$16,804
Additions	—	100	—	—	—	100
Repayments	(49 )	(50 )	—	—	—	(99 )
Transfer to real estate owned	(2,151)					(2,151 )
Amortization of TDR reserves	13	74	—	—	—	87
Balance - September 30, 2014	\$4,232	\$ 10,509	\$ —	\$ —	\$ —	\$14,741
Related allowance	\$—	\$ —	\$ —	\$ —	\$ —	\$—

There were no charge-offs of loans classified as TDRs in the three and nine months ended September 30, 2014. Additions for the period consist of real estate taxes and similar items paid to protect the collateral position of the Company.

There were no loans modified during the three months ended September 30, 2013. There were four loans modified during the nine months ended September 30, 2013.

One multi-family mortgage loan had an original interest rate of 6.75% with an amortization of 25 years. We reduced the interest rate and converted the monthly payments to interest only for twenty months and then amortizing for 30 years, with a balloon payment after approximately five and one-half years from the modification date.

Two non-residential mortgage loans had an original interest rate of 6.75% with an amortization of 25 years. We reduced the interest rate and converted the monthly payments to interest only for twenty months and then amortizing for 30 years, with a balloon payment after approximately five and one-half years from the modification date.

One non-residential mortgage loan had an original interest rate of 6.75% with an amortization of 30 years. We reduced the interest rate and converted the monthly payments to interest only for nineteen months and then amortizing for 30 years, with a balloon payment after two years from the modification date.

As of September 30, 2013, none of the loans that were modified during the previous twelve months had defaulted in the three and nine month periods ended September 30, 2013.

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The following tables show the activity in TDR loans for the period indicated:

	Residential Real Estate (in thousands)	Nonresidential Real Estate	Construction	Commercial and Industrial	Consumer	Total
Balance at December 31, 2012	\$6,444	\$ 6,989	\$	— \$	— \$	— \$13,433
Additions	251	3,291		—	—	— 3,542
Repayments	(9 )	(32 )		—	—	— (41 )
Amortization of TDR reserves	40	110		—	—	— 150
Balance - September 30, 2013	\$6,726	\$ 10,358	\$	— \$	— \$	— \$17,084
Related allowance	\$—	\$ —	\$	— \$	— \$	— \$—

There were no charge offs against loans classified as TDRs in the three and nine months ended September 30, 2013. Additions for the period consist of four non-residential mortgage loans and one residential mortgage loan that were modified and real estate taxes and similar items paid to protect the collateral position of the Company.

**Liquidity Management.** Liquidity is the ability to meet current and future financial obligations of a short-term nature. Our primary sources of funds consist of deposit inflows, loan repayments, maturities and sales of securities, and borrowings from the Federal Home Loan Bank of New York. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, economic conditions and competition.

We regularly adjust our investments in liquid assets based upon our assessment of: (1) expected loan demands; (2) expected deposit flows; (3) yields available on interest-earning deposits and securities; and (4) the objectives of our asset/liability management policy.

Our most liquid assets are cash and cash equivalents. The levels of these assets depend on our operating, financing, lending, and investing activities during any given period. Cash and cash equivalents totaled \$33.3 million at September 30, 2014 and consisted primarily of interest-bearing deposits at other financial institutions and miscellaneous cash items. The Company can also borrow an additional \$72.3 million from the FHLB of New York and \$8.0 million from ACBB to provide additional liquidity.

At September 30, 2014, we had \$83.6 million in loan commitments outstanding, consisting of \$32.9 million in unused loans in process, \$28.2 million in unused commercial and industrial loan lines of credit, \$19.7 million of real estate loan commitments, \$2.7 million in unused real estate equity lines of credit, and \$119,000 in consumer lines of credit.

Certificates of deposit due within one year of September 30, 2014 totaled \$63.6 million. This represented 35.0% of certificates of deposit at September 30, 2014. We believe a large percentage of certificates of deposit that mature within one year reflects customers' hesitancy to invest their funds for long periods in the current interest rate environment. If these maturing deposits do not remain with us, we will be required to seek other sources of funds, including other certificates of deposit and borrowings. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we paid on the certificates of deposit due on or before September 30, 2014. We believe, however, based on past experience, a significant portion of our certificates of deposit will remain with us. We have the ability to attract and retain deposits by adjusting the interest rates offered.

Our primary investing activities are the origination of loans and the purchase of securities. Our primary financing activities consist of deposit accounts and FHLB advances. At September 30, 2014, we had the ability to borrow \$72.3 million, net of \$27.1 million in outstanding advances, from the FHLB of New York. At September 30, 2014, we had no overnight advances outstanding. Deposit flows are affected by the overall level of interest rates, the interest rates and products offered by us and our local competitors and other factors. We generally manage the pricing of our deposits to be competitive and to maintain or increase our core deposit relationships depending on our level of real estate loan commitments outstanding. Occasionally, we offer promotional rates on certain deposit products to attract deposits or to lengthen repricing time frames.

During the quarter ended September 30, 2014, the Company became a member of ACBB, a banker's bank, in order to provide the Company with an additional source of correspondent services that includes the ability to borrow \$8.0 million from ACBB via a line of credit. The Company has thus far not utilized this line of credit.

The Company is a separate legal entity from the Bank and must provide for its own liquidity. In addition to its operating expenses, the Company is responsible for paying any dividends declared to its shareholders and for the repurchase, if any, of its shares of common stock. At September 30, 2014, the Company had liquid assets of \$11.4 million.

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**Capital Management.** The Bank is subject to various regulatory capital requirements administered by the FDIC, including a risk-based capital measure. The risk-based capital guidelines include both a definition of capital and a framework for calculating risk-weighted assets by assigning balance sheet assets and off-balance sheet items to broad risk categories. At September 30, 2014, the Bank exceeded all regulatory capital requirements. The Bank is considered “well capitalized” under regulatory guidelines.

**Off-Balance Sheet Arrangements.** In the normal course of operations, we engage in a variety of financial transactions that, in accordance with U.S. generally accepted accounting principles, are not recorded in our financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used primarily to manage customers’ requests for funding and take the form of loan commitments, letters of credit and lines of credit.

For the three and nine months ended September 30, 2014 and the year ended December 31, 2013, we engaged in no off-balance sheet transactions reasonably likely to have a material effect on our financial condition, results of operations or cash flows.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

**Qualitative Aspects of Market Risk.** The Company’s most significant form of market risk is interest rate risk. We manage the interest rate sensitivity of our interest-bearing liabilities and interest-earning assets in an effort to minimize the adverse effects of changes in the interest rate environment. Deposit accounts typically react more quickly to changes in market interest rates than mortgage loans because of the shorter maturities of deposits. As a result, sharp increases in interest rates may adversely affect our earnings while decreases in interest rates may beneficially affect our earnings. To reduce the potential volatility of our earnings, we have sought to improve the match between asset and liability maturities and rates, while maintaining an acceptable interest rate spread.

Our strategy for managing interest rate risk emphasizes: originating mortgage real estate loans that re-price to market interest rates in three to five years; purchasing securities that typically re-price within a three year time frame to limit exposure to market fluctuations; and, where appropriate, offering higher rates on long term certificates of deposit to lengthen the re-pricing time frame of our liabilities. We currently do not participate in hedging programs, interest rate swaps or other activities involving the use of derivative financial instruments.

We have an Asset/Liability Committee, comprised of our Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief Retail Banking Officer, and three Chief Lending Officers, whose function is to communicate, coordinate and control all aspects involving asset/liability management. The committee establishes and monitors the volume, maturities, pricing and mix of assets and funding sources with the objective of managing assets and funding sources to provide results that are consistent with liquidity, growth, risk limits and profitability goals.



Our goal is to manage asset and liability positions to moderate the effects of interest rate fluctuations on net interest income and net income.

**Quantitative Aspects of Market Risk.** We use an interest rate sensitivity analysis prepared by an independent third party to review our level of interest rate risk. This analysis measures interest rate risk by computing changes in the net portfolio value of our cash flows from assets, liabilities and off-balance sheet items in the event of a range of assumed changes in market interest rates. Net portfolio value represents the market value of portfolio equity and is equal to the market value of assets minus the market value of liabilities, with adjustments made for off-balance sheet items. These analyses assess the risk of loss in market risk-sensitive instruments in the event of a sudden and sustained 100 to 400 basis point increase or 100 basis point decrease in market interest rates with no effect given to any steps that we might take to counter the effect of that interest rate movement.

The following table presents the change in our net portfolio value at September 30, 2014 that would occur in the event of an immediate change in interest rates based on the independent third party assumptions, with no effect given to any steps that we might take to counteract that change.

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Basis Point (“bp”) Change in Rates	Net Portfolio Value (Dollars in thousands)			Net Portfolio Value as % of Portfolio Value of Assets	
	\$ Amount	\$ Change	% Change	NPV Ratio	Change
400	\$ 110,254	\$(10,769)	(8.90 )%	23.29%	(22) bp
300	113,554	(7,469 )	(6.17 )%	23.53%	2 bp
200	116,329	(4,694 )	(3.88 )%	23.60%	9 bp
100	118,448	(2,575 )	(2.13 )%	23.55%	4 bp
0	121,023			23.51%	
(100)	127,915	6,892	5.69 %	24.24%	73 bp

We use various assumptions in assessing interest rate risk. These assumptions relate to interest rates, loan prepayment rates, deposit decay rates and the market values of certain assets under differing interest rate scenarios, among others. As with any method of measuring interest rate risk, certain shortcomings are inherent in the methods of analyses presented in the foregoing tables. For example, although certain assets and liabilities may have similar maturities or periods to repricing, they may react in different degrees to changes in market interest rates. Also, the interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types may lag behind changes in market rates.

Additionally, certain assets, such as adjustable-rate mortgage loans, have features that restrict changes in interest rates on a short-term basis and over the life of the asset. Further, in the event of a change in interest rates, expected rates of prepayments on loans and early withdrawals from certificates could deviate significantly from those assumed in calculating the table. Prepayment rates can have a significant impact on interest income. Because of the large percentage of loans we hold, rising or falling interest rates have a significant impact on the prepayment speeds of our earning assets that in turn affect the rate sensitivity position. When interest rates rise, prepayments tend to slow. When interest rates fall, prepayments tend to rise. Our asset sensitivity would be reduced if prepayments slow and vice versa. While we believe these assumptions to be reasonable, there can be no assurance that assumed prepayment rates will approximate actual future loan repayment activity.

**Item 4. Controls and Procedures**

The Company’s management, including the Company’s principal executive officer and principal financial officer, have evaluated the effectiveness of the Company’s “disclosure controls and procedures,” as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the “Exchange Act”). Based upon their

evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the "SEC") (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in the Company's internal control over financial reporting during the three months ended September 30, 2014 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

On October 31, 2011, a complaint was filed by Stilwell Value Partners IV, L.P. in the Supreme Court of New York, New York County (the "Court"), against the MHC and each of the directors of the Company and the MHC as defendants, and against the Company as a nominal defendant. The complaint alleged that the directors had breached their fiduciary duties by not expanding the Company board to allow for disinterested consideration of a "second-step" conversion of the MHC. As relief, the complaint requested, among other things, that the Company's board of directors be increased by at least three new members, that such new members be given sole responsibility to determine whether the Company should engage in a second-step conversion and that the Court order the Company to engage in a second-step conversion. A motion to dismiss the Complaint was filed on December 14, 2011. On September 27, 2012, the Court granted the Company's motion to dismiss and dismissed the complaint granting Stilwell leave to file an amended complaint within 20 days. On December 14, 2012 Stilwell filed an amended complaint, alleging that the directors had breached their fiduciary duties by not voting to authorize a second step conversion or permitting disinterested consideration by new, independent board members of a second step conversion. Stilwell asserted claims against the MHC, as majority shareholder of the Company, for breach of fiduciary duty and for aiding and abetting the directors' alleged breach of fiduciary duty.

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The defendants and the Company filed a motion to dismiss on February 1, 2013. Stilwell filed his opposition on March 8, 2013, and the defendants and the Company filed their reply brief on March 29, 2013. The Court held a hearing on the motion on June 12, 2013. On October 23, 2013, the Court denied the motion to dismiss, holding the Court could not say that Stilwell had not alleged a viable claim, and thus the Court allowed the lawsuit against the Company's directors and the MHC to proceed. The defendants and the Company appealed that decision to the Supreme Court of the State of New York's Appellate Division, First Department, ("Appellate Division") on November 27, 2013. The defendants and the Company filed their opening appeal brief on February 18, 2014. Stilwell filed his response brief on March 26, 2014. The defendants and the Company filed their reply brief on April 4, 2014. The Appellate Division heard oral argument on May 22, 2014.

Additionally, on February 21, 2014, Stilwell moved to disqualify the Company's counsel, which represents the Company, the individual directors, and MHC in this litigation. Stilwell argued that he was suing the directors and MHC on behalf of the Company and thus that there was a conflict of interest among the defendants that required the Company to have separate counsel. The defendants opposed the motion on March 7, 2014. Stilwell filed a reply on March 13, 2014. The Court held oral argument on April 9, 2014, and denied the disqualification motion. Plaintiff appealed and filed its opening brief on July 1, 2014, which was docketed on July 7, 2014. Defendant's opposition was filed on August 6, 2014. Plaintiffs' reply brief was filed on August 15, 2014. The parties are waiting a decision on that appeal.

On July 3, 2014, Salvatore Randazzo, a former director of the MHC, the Company and the Bank, retained separate counsel to represent him in the litigation.

The parties have completed fact discovery, including fact witness depositions and document production, and have begun expert discovery.

The Company and Bank are also subject to claims and litigation that arise primarily in the ordinary course of business. Based on information presently available and advice received from legal counsel representing the Company and Bank in connection with such claims and litigation, it is the opinion of management that the disposition or ultimate determination of such claims and litigation will not have a material adverse effect on the consolidated financial position, results of operations or liquidity of the Company.

## **Item 1A. Risk Factors**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2013, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks that we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially affect our business, financial condition and/or operating results.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None

**Item 3. Defaults Upon Senior Securities**

Not applicable

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None

**Item 6. Exhibits**

31.1 CEO certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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31.2 CFO certification pursuant to Section 302 of the Sarbanes Oxley Act of 2002.

32.1 CEO and CFO certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Financial Condition, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Stockholders' Equity, (v) the Consolidated Statements of Cash Flows and (vi) the Notes to the Consolidated Financial Statements.

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**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Northeast Community Bancorp, Inc.

Date: November 14, 2014 By: /s/ Kenneth A. Martinek  
Kenneth A. Martinek  
Chief Executive Officer

Date: November 14, 2014 By: /s/ Donald S. Hom  
Donald S. Hom  
Executive Vice President and Chief Financial Officer