RSSD ID: 1139532

Board of Governors of the Federal Reserve System

Consolidated Financial Statements for Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. § 1844) and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and Section 10 of the Home Owners Loan Act (12 U.S.C. § 1467a(b)).

This report form is to be filed by holding companies with total consolidated assets of $*500* million or more. In addition, holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Holding Companies. The Consolidated Financial Statements for Holding Companies is to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named holding company, attest that the Consolidated Financial Statements for Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Date of Report: **December 31, 2014**
Month / Day / Year (BHCK 9999)

PATRICK STRAKA
Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent)

02/10/2015
Date of Signature (MM/DD/YYYY) (BHTX J196)

CIB MARINE BANCSHARES, INC.
Legal Title of Holding Company (TEXT 9010)

1930 WEST BLUEMOUND ROAD
(Mailing Address of the Holding Company) Street / PO Box (TEXT 9110)

WAUKESHA	WI	53186
City (TEXT 9130)	State (TEXT 9200)	Zip Code (TEXT 9220)

Person to whom questions about this report should be directed:

ANNETTE ESTEVES, ASSISTANT CONTROLLER
Name / Title (BHTX 8901)

262-695-4322
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ANNETTE.ESTEVES@CIBBANK.COM
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C.I. _____ S.F. _____

Holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 45.59 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

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Report of Income for Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands	BHCK		
1. Interest income			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by 1–4 family residential properties	4435	4987	1.a.(1)(a)
(b) All other loans secured by real estate	4436	8384	1.a.(1)(b)
(c) All other loans	F821	2276	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	0	1.a.(2)
b. Income from lease financing receivables	4065	0	1.b.
c. Interest income on balances due from depository institutions[1]	4115	8	1.c.
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488	55	1.d.(1)
(2) Mortgage-backed securities	B489	1196	1.d.(2)
(3) All other securities	4060	1193	1.d.(3)
e. Interest income from trading assets	4069	63	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	0	1.f.
g. Other interest income	4518	11	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	18173	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of $100,000 or more	A517	573	2.a.(1)(a)
(b) Time deposits of less than $100,000	A518	951	2.a.(1)(b)
(c) Other deposits	6761	574	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	0	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	12	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	27	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	0	2.d.
e. Other interest expense	4398	0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	2137	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074	16036	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	379	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	0	5.a.
b. Service charges on deposit accounts in domestic offices	4483	416	5.b.
c. Trading revenue[2]	A220	83	5.c.
d. (1) Fees and commissions from securities brokerage	C886	0	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888	0	5.d.(2)
(3) Fees and commissions from annuity sales	C887	0	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.(4)
(5) Income from other insurance activities	C387	0	5.d.(5)
e. Venture capital revenue	B491	0	5.e.
f. Net servicing fees	B492	4	5.f.
g. Net securitization income	B493	0	5.g.

1. Includes interest income on time certificates of deposit not held for trading.
2. For holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

Schedule HI—Continued

Dollar Amounts in Thousands	BHCK		
5. h. Not applicable			
i. Net gains (losses) on sales of loans and leases	8560	2510	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	-47	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496	54	5.k.
l. Other noninterest income[3]	B497	620	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	3640	5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities	3196	6	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	11845	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	2202	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	22	7.c.(2)
d. Other noninterest expense[4]	4092	4928	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	18997	7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301	306	8.
9. Applicable income taxes (foreign and domestic)	4302	4	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300	302	10.
11. Extraordinary items and other adjustments, net of income taxes[5]	4320	0	11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104	302	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103	0	13.
14. Net income (loss) attributable to holding company (item 12 minus item 13)	4340	302	14.

3. See Schedule HI, memoranda item 6.
4. See Schedule HI, memoranda item 7.
5. Describe on Schedule HI, memoranda item 8.

Memoranda

Dollar Amounts in Thousands	BHCK		
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519	16038	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592	309	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313	5	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)	4507	0	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK / 4150	Number / 154	M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than $25,000 that exceed 3 percent of Schedule HI, item 5.l):	BHCK		
a. Income and fees from the printing and sale of checks	C013	0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014	96	M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016	0	M.6.c.
d. Rent and other income from other real estate owned	4042	149	M.6.d.
e. Safe deposit box rent	C015	0	M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229	0	M.6.f.

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK		
6. g. Bank card and credit card interchange fees	F555	139	M.6.g.
h. Gains on bargain purchases	J447	0	M.6.h.
i. TEXT 8562 FEE INCOME COMMERCIAL LOANS	8562	129	M.6.i.
j. TEXT 8563	8563	0	M.6.j.
k. TEXT 8564	8564	0	M.6.k.
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than $25,000 that exceed 3 percent of the sum of Schedule HI, item 7.d):			
a. Data processing expenses	C017	612	M.7a.
b. Advertising and marketing expenses	0497	0	M.7.b.
c. Directors' fees	4136	0	M.7.c.
d. Printing, stationery, and supplies	C018	0	M.7.d.
e. Postage	8403	0	M.7.e.
f. Legal fees and expenses	4141	427	M.7.f.
g. FDIC deposit insurance assessments	4146		M.7.g.
h. Accounting and auditing expenses	F556	0	M.7.h.
i. Consulting and advisory expenses	F557	569	M.7. i.
j. Automated teller machine (ATM) and interchange expenses	F558	0	M.7. j.
k. Telecommunications expenses	F559	450	M.7.k.
l. TEXT 8565 INSURANCE	8565	289	M.7. l.
m. TEXT 8566 OREO EXPENSE	8566	294	M.7.m.
n. TEXT 8567	8567	0	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):			
a. (1) TEXT 3571	3571	0	M.8.a.(1)
(2) Applicable income tax effect BHCK 3572 0			M.8.a.(2)
b. (1) TEXT 3573	3573	0	M.8.b.(1)
(2) Applicable income tax effect BHCK 3574 0			M.8.b.(2)
c. (1) TEXT 3575	3575	0	M.8.c.(1)
(2) Applicable income tax effect BHCK 3576 0			M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) *Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of $2 million or more for any quarter of the preceding calendar year:*			
a. Interest rate exposures	8757	0	M.9.a.
b. Foreign exchange exposures	8758	0	M.9.b.
c. Equity security and index exposures	8759	83	M.9.c.
d. Commodity and other exposures	8760	0	M.9.d.
e. Credit exposures	F186	0	M.9.e.

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK		
Memoranda items 9.f and 9.g are to be completed by holding companies with $100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.[1]			
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above)	K090		M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)	K094		M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			
a. Net gains (losses) on credit derivatives held for trading	C889	0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890	0	M.10.b.
11. Credit losses on derivatives (see instructions)	A251	0	M.11.
Memorandum item 12.a is to be completed by holding companies with $1 billion or more in total assets.[1]			
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431		M.12.a.
b. (1) Premiums on insurance related to the extension of credit	C242	0	M.12.b.(1)
(2) All other insurance premiums	C243	0	M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities	B983	0	M.12.c.

13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	BHCK A530	0	M.13.

Dollar Amounts in Thousands	BHCK		
Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.			
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets	F551		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552		M.14.a.(1)
b. Net gains (losses) on liabilities	F553		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409	0	M.15.

Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.	Year-to-date BHCK		
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a))	F228		M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:			
a. Total other-than-temporary impairment losses	J319	0	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	J320	0	M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b)	J321	0	M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HI-A—Changes in Holding Company Equity Capital

Dollar Amounts in Thousands	BHCK		
1. Total holding company equity capital *most recently reported* for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	66195	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	66195	3.
	BHCT		
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	4340	302	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK		
a. Sale of perpetual preferred stock, gross	3577	0	5.a.
b. Conversion or retirement of perpetual preferred stock	3578	0	5.b.
6. Sale of common stock:			
a. Sale of common stock, gross	3579	0	6.a.
b. Conversion or retirement of common stock	3580	0	6.b.
7. Sale of treasury stock	4782	0	7.
8. LESS: Purchase of treasury stock	4783	0	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	0	10.
11. LESS: Cash dividends declared on common stock	4460	0	11.
12. Other comprehensive income[1]	B511	1036	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	0	14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT 3210	67533	15.

1. Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

Dollar Amounts in Thousands	(Column A) Charge-offs[1] BHCK		(Column B) Recoveries BHCK		
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1–4 family residential construction loans	C891	0	C892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	19	C894	3	1.a.(2)
b. Secured by farmland in domestic offices	3584	0	3585	0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411	35	5412	17	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	181	C217	377	1.c.(2)(a)
(b) Secured by junior liens	C235	1111	C218	305	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	7	3589	56	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	1	C896	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	609	C898	2	1.e.(2)
f. In foreign offices	B512	0	B513	0	1.f.
2. Loans to depository institutions and acceptances of other banks:					
a. To U.S. banks and other U.S. depository institutions	4653	0	4663	0	2.a.
b. To foreign banks	4654	0	4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655	0	4665	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	4645	14	4617	104	4.a.
b. To non-U.S. addressees (domicile)	4646	0	4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	0	B515	0	5.a.
b. Automobile loans	K129	2	K133	4	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205	20	K206	1	5.c.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	0	4628	0	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	F185	0	F187	0	8.a.
b. All other leases	C880	0	F188	0	8.b.
9. Total (sum of items 1 through 8)	4635	1999	4605	869	9.

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Charge-offs[1] Calendar Year-to-date BHCK		(Column B) Recoveries Calendar Year-to-date BHCK		
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409	0	5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)	4652	0	4662	0	M.2.

Memorandum item 3 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

	Calendar Year-to-date BHCK		
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	C388	0	M.3.

Dollar Amounts in Thousands	BHCK		
II. Changes in allowance for loan and lease losses			
1. Balance *most recently reported* at end of previous year (i.e., after adjustments from amended Reports of Income)	B522	8308	1.
	BHCT		
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605	869	2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	BHCK C079	1999	3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523	0	4.
	BHCT		
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230	379	5.
	BHCK		
6. Adjustments (see instructions for this schedule)	C233	0	6.
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	BHCT 3123	7557	7.

1. Include write-downs arising from transfers to a held-for-sale account.

Memoranda

Dollar Amounts in Thousands	BHCK		
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435	0	M.1.
Memoranda items 2 and 3 are to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	0	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390	0	M.3.
Memorandum item 4 is to be completed by all holding companies.			
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781	0	M.4.

Schedule HI-C—Disaggregated Data on the Allowance for Loan and Lease Losses

Schedule HI-C is to be completed by holding companies with $1 billion or more in total assets.[1]

Dollar Amounts in Thousands	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)	(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)	(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)	(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)	(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)	(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)	
	BHCK	BHCK	BHCK	BHCK	BHCK	BHCK	
1. Real estate loans:							
a. Construction loans	M708	M709	M710	M711	M712	M713	1.a.
b. Commercial real estate loans	M714	M715	M716	M717	M719	M720	1.b.
c. Residential real estate loans	M721	M722	M723	M724	M725	M726	1.c.
2. Commercial loans[2]	M727	M728	M729	M730	M731	M732	2.
3. Credit cards	M733	M734	M735	M736	M737	M738	3.
4. Other consumer loans.....	M739	M740	M741	M742	M743	M744	4.
5. Unallocated, if any.....				M745			5.
6. Total (sum of items 1.a. through 5.)	M746	M747	M748	M749	M750	M751	6.

1. The asset size test is generally based on the total assets reported as of June 30, 2013.
2. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

Notes to the Income Statement—Predecessor Financial Items

For holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of $10 billion or more or 5 percent of the reporting holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

Dollar Amounts in Thousands	BHBC				
1. Total interest income	4107				1.
a. Interest income on loans and leases	4094				1.a.
b. Interest income on investment securities	4218				1.b.
2. Total interest expense	4073				2.
a. Interest expense on deposits	4421				2.a.
3. Net interest income	4074				3.
4. Provision for loan and lease losses	4230				4.
5. Total noninterest income	4079				5.
a. Income from fiduciary activities	4070				5.a.
b. Trading revenue	A220				5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490				5.c.
d. Venture capital revenue	B491				5.d.
e. Net securitization income	B493				5.e.
f. Insurance commissions and fees	B494				5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities	4091				6.
7. Total noninterest expense	4093				7.
a. Salaries and employee benefits	4135				7.a.
b. Goodwill impairment losses	C216				7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments	4301				8.
9. Applicable income taxes	4302				9.
10. Noncontrolling (minority) interest	4484				10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest	4320				11.
12. Net income (loss)	4340				12.
13. Cash dividends declared	4475				13.
14. Net charge-offs	6061				14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	4519				15.

Notes to the Income Statement (Other)

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A holding company has received $1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT		BHCK			
0000	Sch. HI, item 1.a(1), Recognition of interest payments on				
	nonaccrual loans to XYZ country				
		0000		1	350

Notes to the Income Statement (Other)

	TEXT	Dollar Amounts in Thousands	BHCK				
1.	5351		5351			0	1.
2.	5352		5352			0	2.
3.	5353		5353			0	3.
4.	5354		5354			0	4.
5.	5355		5355			0	5.
6.	B042		B042			0	6.
7.	B043		B043			0	7.
8.	B044		B044			0	8.
9.	B045		B045			0	9.
10.	B046		B046			0	10.

Notes to the Income Statement (Other)—Continued

	TEXT	Dollar Amounts in Thousands	BHCK		
11.	B047		B047	0	11.
12.	B048		B048	0	12.
13.	B049		B049	0	13.
14.	B050		B050	0	14.
15.	B051		B051	0	15.
16.	B052		B052	0	16.
17.	B053		B053	0	17.
18.	B054		B054	0	18.
19.	B055		B055	0	19.
20.	B056		B056	0	20.

CIB MARINE BANCSHARES, INC.

Name of Holding Company

For Federal Reserve Bank Use Only

C.I. _____

RSSD ID: 1139532

Consolidated Financial Statements for Holding Companies

Report at the close of business 20141231
Month / Day / Year

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands			BHCK		
Assets					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin[1]			0081	6526	1.a.
b. Interest-bearing balances:[2]					
(1) In U.S. offices			0395	1788	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397	0	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)			1754	0	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)			1773	88877	2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices	BHDM	B987		0	3.a.
b. Securities purchased under agreements to resell[3]	BHCK	B989		0	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale			5369	5386	4.a.
b. Loans and leases, net of unearned income	B528	387293			4.b.
c. LESS: Allowance for loan and lease losses	3123	7557			4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)			B529	379736	4.d.
5. Trading assets (from Schedule HC-D)			3545	0	5.
6. Premises and fixed assets (including capitalized leases)			2145	4774	6.
7. Other real estate owned (from Schedule HC-M)			2150	5367	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	0	8.
9. Direct and indirect investments in real estate ventures			3656	0	9.
10. Intangible assets:					
a. Goodwill			3163	64	10.a.
b. Other intangible assets (from Schedule HC-M)			0426	201	10.b.
11. Other assets (from Schedule HC-F)			2160	9199	11.
12. Total assets (sum of items 1 through 11)			2170	501918	12.

1. Includes cash items in process of collection and unposted debits.
2. Includes time certificates of deposit not held for trading.
3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

Dollar Amounts in Thousands	BHDM		
Liabilities			
13. Deposits:			
a. In domestic offices (from Schedule HC-E):			
(1) Noninterest-bearing[1]	6631	73228	13.a.(1)
(2) Interest-bearing	6636	326974	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN		
(1) Noninterest-bearing	6631	0	13.b.(1)
(2) Interest-bearing	6636	0	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM		
a. Federal funds purchased in domestic offices[2]	B993	0	14.a.
	BHCK		
b. Securities sold under agreements to repurchase[3]	B995	21260	14.b.
15. Trading liabilities (from Schedule HC-D)	3548	0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190	10000	16.
17. Not applicable			
18. Not applicable			
19. a. Subordinated notes and debentures[4]	4062	0	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	0	19.b.
20. Other liabilities (from Schedule HC-G)	2750	2923	20.
21. Total liabilities (sum of items 13 through 20)	2948	434385	21.
22. Not applicable			
Equity Capital			
Holding Company Equity Capital			
23. Perpetual preferred stock and related surplus	3283	51000	23.
24. Common stock (par value)	3230	18346	24.
25. Surplus (exclude all surplus related to preferred stock)	3240	158493	25.
26. a. Retained earnings	3247	-158983	26.a.
b. Accumulated other comprehensive income[5]	B530	-794	26.b.
c. Other equity capital components[6]	A130	-529	26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)	3210	67533	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000	0	27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105	67533	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	501918	29.

1. Includes noninterest-bearing demand, time, and savings deposits.
2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."
3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.
4. Includes limited-life preferred stock and related surplus.
5. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.
6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC—Continued

Memoranda (to be completed annually by holding companies for the December 31 report date)

1. Has the holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for Yes, enter "0" for No.)	0=No 1=Yes	BHCK C884	 1	M.1.

2. If response to Memoranda item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.[7]

a. CROWE HORWATH
(1) Name of External Auditing Firm (TEXT C703)

OAK BROOK
(2) City (TEXT C708)

IL
(3) State Abbreviation (TEXT C714)

60522
(4) Zip Code (TEXT C715)

b.
(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

7. The Federal Reserve regards information submitted in response to Memorandum item 2.b as confidential.

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost BHCK		Held-to-Maturity (Column B) Fair Value BHCK		Available-for-Sale (Column C) Amortized Cost BHCK		Available-for-Sale (Column D) Fair Value BHCK		
1. U.S. Treasury securities	0211	0	0213	0	1286	0	1287	0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. government agencies[1]	1289	0	1290	0	1291	9668	1293	9671	2.a.
b. Issued by U.S. government-sponsored agencies[2]	1294	0	1295	0	1297	0	1298	0	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	18310	8499	18669	3.
4. Mortgage-backed securities (MBS)									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	0	G301	0	G302	14523	G303	14521	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	0	G305	0	G306	7994	G307	8516	4.a.(2)
(3) Other pass-through securities	G308	0	G309	0	G310	0	G311	0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies[3]	G312	0	G313	0	G314	17063	G315	17044	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies[3]	G316	0	G317	0	G318	0	G319	0	4.b.(2)
(3) All other residential mortgage-backed securities	G320	0	G321	0	G322	0	G323	0	4.b.(3)
c. Commercial MBS:									
(1) Commercial pass-through securities:									
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142	0	K143	0	K144	1636	K145	1788	4.c.(1)(a)
(b) Other pass-through securities	K146	0	K147	0	K148	0	K149	0	4.c.(1)(b)
(2) Other commercial MBS:									
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies[3]	K150	0	K151	0	K152	11815	K153	11928	4.c.(2)(a)
(b) All other commercial MBS	K154	0	K155	0	K156	0	K157	0	4.c.(2)(b)

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.
2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.
3. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost		Held-to-Maturity (Column B) Fair Value		Available-for-Sale (Column C) Amortized Cost		Available-for-Sale (Column D) Fair Value		
	BHCK		BHCK		BHCK		BHCK		
5. Asset-backed securities and structured financial products:									
a. Asset-backed Securities (ABS)	C026	0	C988	0	C989	0	C027	0	5.a.
b. Structured financial products:									
(1) Cash	G336	0	G337	0	G338	7511	G339	5626	5.b.(1)
(2) Synthetic	G340	0	G341	0	G342	0	G343	0	5.b.(2)
(3) Hybrid	G344	0	G345	0	G346	0	G347	0	5.b.(3)
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	0	1741	0	6.a.
b. Other foreign debt securities	1742	0	1743	0	1744	150	1746	150	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	1000	A511	964	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	BHCT						BHCT		
	1754	0	1771	0	1772	89670	1773	88877	8.

Memoranda

Dollar Amounts in Thousands	BHCK		
1. Pledged securities[1]	0416	55369	M.1.
2. Remaining maturity or next repricing date of debt securities[2,3] (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less	0383	29554	M.2.a.
b. Over 1 year to 5 years	0384	24181	M.2.b.
c. Over 5 years	0387	34178	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	0	M.4.a.
b. Fair value	8783	0	M.4.b.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
3. Report fixed-rate debt securities by remaining maturity and floating debt securities by next repricing date.

Schedule HC-B—Continued

Memoranda—Continued

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost	Held-to-Maturity (Column B) Fair Value	Available-for-Sale (Column C) Amortized Cost	Available-for-Sale (Column D) Fair Value	
	BHCK	BHCK	BHCK	BHCK	
Memorandum item 5 is to be completed by holding companies with total assets over $1 billion or with foreign offices.[1]					
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):					
a. Credit card receivables	B838	B839	B840	B841	M.5.a.
b. Home equity lines	B842	B843	B844	B845	M.5.b.
c. Automobile loans	B846	B847	B848	B849	M.5.c.
d. Other consumer loans	B850	B851	B852	B853	M.5.d.
e. Commercial and industrial loans	B854	B855	B856	B857	M.5.e.
f. Other	B858	B859	B860	B861	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):					
a. Trust preferred securities issued by financial institutions	G348 0	G349 0	G350 7511	G351 5626	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352 0	G353 0	G354 0	G355 0	M.6.b.
c. Corporate and similar loans	G356 0	G357 0	G358 0	G359 0	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360 0	G361 0	G362 0	G363 0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs	G364 0	G365 0	G366 0	G367 0	M.6.e.
f. Diversified (mixed) pools of structured financial products	G368 0	G369 0	G370 0	G371 0	M.6.f.
g. Other collateral or reference assets	G372 0	G373 0	G374 0	G375 0	M.6.g.

1. The $1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK		BHDM		
1. Loans secured by real estate	1410	331878			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1–4 family residential construction loans			F158	2502	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	15780	1.a.(2)
			BHDM		
b. Secured by farmland			1420	772	1.b.
c. Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			1797	22589	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens			5367	73316	1.c.(2)(a)
(b) Secured by junior liens			5368	22679	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	26709	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			BHCK		
			F160	57774	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties			F161	109757	1.e.(2)
			BHDM		
2. Loans to depository institutions and acceptances of other banks			1288	0	2.
a. To U.S. banks and other U.S. depository institutions	1292	0			2.a.
b. To foreign banks	1296	0			2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	0	1590	0	3.
4. Commercial and industrial loans			1766	57569	4.
a. To U.S. addressees (domicile)	1763	57546			4.a.
b. To non-U.S. addressees (domicile)	1764	23			4.b.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	1905	6.
a. Credit cards	B538	0			6.a.
b. Other revolving credit plans	B539	48			6.b.
c. Automobile loans	K137	49			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	1808			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	0	2081	0	7.
8. Not applicable					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions	J454	0	J454	0	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)	1545	0	1545	0	9.b.(1)
(2) All other loans (exclude consumer loans)	J451	272	J451	272	9.b.(2)
10. Lease financing receivables (net of unearned income)			2165	1055	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	0			10.a.
b. All other leases	F163	1055			10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above	2123	0	2123	0	11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122	392679	2122	392679	12.

Schedule HC-C—Continued

Memoranda

Dollar Amounts in Thousands		BHDM		
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):				
a. Construction, land development, and other land loans in domestic offices:				
(1) 1–4 family residential construction loans		K158	0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans		K159	0	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices		F576	1493	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices		K160	305	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties		K161	1936	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties		K162	1140	M.1.d.(2)
e. Commercial and Industrial loans:		BHCK		
(1) To U.S. addressees (domicile)	K163 0			M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K164 0			M.1.e.(2)
f. All other loans (*include* loans to individuals for household, family, and other personal expenditures)[1]		K165	0	M.1.f.
Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):		BHDM		
(1) Loans secured by farmland in domestic offices		K166	0	M.1.f.(1)
		BHCK		
(2) Loans to depository institutions and acceptances of other banks		K167	0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers		K168	0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards		K098	0	M.1.f.(4)(a)
(b) Automobile loans		K203	0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		K204	0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions		K212	0	M.1.f.(5)
(6) Other loans[1]		K267	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities *(not secured by real estate)* included in Schedule HC-C, items 4 and 9, Column A, above		2746	0	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)		B837	0	M.3.
Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).				
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, Column A)		C391	0	M.4.
Memorandum item 5 is to be completed by all holding companies.				
5. Purchased credit-impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):				
a. Outstanding balance		C779	0	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9		C780	0	M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:				
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))		F230	0	M.6.a.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK		
Memorandum items 6.b and 6.c are to be completed by holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2013, that exceeded the lesser of $100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).			
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231		M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above	F232		M.6.c.
7.-8. Not applicable.			
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	BHDM F577	211	M.9.

Dollar Amounts in Thousands	(Column A) Consolidated BHCK		(Column B) Domestic Offices BHDM		
Memorandum items 10 and 11 are to be completed by holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.					
10. Loans measured at fair value:					
a. Loans secured by real estate	F608				M.10.a.
(1) Construction, land development, and other land loans			F578		M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F579		M.10.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			F580		M.10.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F581		M.10.a.(3)(b)(i)
(ii) Secured by junior liens			F582		M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F583		M.10.a.(4)
(5) Secured by nonfarm nonresidential properties			F584		M.10.a.(5)
b. Commercial and industrial loans	F585		F585		M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F586		F586		M.10.c.(1)
(2) Other revolving credit plans	F587		F587		M.10.c.(2)
(3) Automobile loans	K196		K196		M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K208		K208		M.10.c.(4)
d. Other loans	F589		F589		M.10.d.

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK		BHDM		
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):					
a. Loans secured by real estate	F609				M.11.a.
(1) Construction, land development, and other land loans			F590		M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F591		M.11.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			F592		M.11.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F593		M.11.a.(3)(b)(i)
(ii) Secured by junior liens			F594		M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F595		M.11.a.(4)
(5) Secured by nonfarm nonresidential properties			F596		M.11.a.(5)
b. Commercial and industrial loans	F597		F597		M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F598		F598		M.11.c.(1)
(2) Other revolving credit plans	F599		F599		M.11.c.(2)
(3) Automobile loans	K195		K195		M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209		K209		M.11.c.(4)
d. Other loans	F601		F601		M.11.d.

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition		(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected		
	BHCK		BHCK		BHCK		
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:							
a. Loans secured by real estate	G091	0	G092	0	G093	0	M.12.a.
b. Commercial and industrial loans	G094	0	G095	0	G096	0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097	0	G098	0	G099	0	M.12.c.
d. All other loans and all leases	G100	0	G101	0	G102	0	M.12.d.

Dollar Amounts in Thousands	BHCK		
13. Not applicable			
14. Pledged loans and leases	G378	12465	M.14.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of $2 million or more in any of the four preceding quarters.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM		BHCK		
Assets					
1. U.S. Treasury securities	3531		3531		1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532		3532		2.
3. Securities issued by states and political subdivisions in the U.S.	3533		3533		3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by	BHCK		BHDM		
FNMA, FHLMC, or GNMA	G379		G379		4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies[1] (include CMOs, REMICs, and stripped MBS)	G380		G380		4.b.
c. All other residential mortgage-backed securities	G381		G381		4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies[1]	K197		K197		4.d.
e. All other commercial MBS	K198		K198		4.e.
5. Other debt securities					
a. Structured financial products:					
(1) Cash	G383		G383		5.a.(1)
(2) Synthetic	G384		G384		5.a.(2)
(3) Hybrid	G385		G385		5.a.(3)
b. All other debt securities	G386		G386		5.b.
6. Loans:					
a. Loans secured by real estate	F610				6.a.
(1) Construction, land development, and other land loans			F604		6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F605		6.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			F606		6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F607		6.a.(3)(b)(i)
(ii) Secured by junior liens			F611		6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F612		6.a.(4)
(5) Secured by nonfarm nonresidential properties			F613		6.a.(5)
b. Commercial and industrial loans	F614		F614		6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F615		F615		6.c.(1)
(2) Other revolving credit plans	F616		F616		6.c.(2)
(3) Automobile loans	K199		K199		6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K210		K210		6.c.(4)
d. Other loans	F618		F618		6.d.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated	(Column B) Domestic Offices	
	BHCM	BHCK	
7.–8. Not applicable			
9. Other trading assets	3541	3541	9.
10. Not applicable			
11. Derivatives with a positive fair value	3543	3543	11.
12. Total trading assets (sum of items 1 through 11)	BHCT	BHDM	
(total of Column A must equal Schedule HC, item 5)	3545	3545	12.
Liabilities			
13. a. Liability for short positions:	BHCK	BHDM	
(1) Equity securities	G209	G209	13.a.(1)
(2) Debt securities	G210	G210	13.a.(2)
(3) All other assets	G211	G211	13.a.(3)
b. All other trading liabilities	F624	F624	13.b.
14. Derivatives with a negative fair value	3547	3547	14.
15. Total trading liabilities (sum of items 13.a through 14)	BHCT		
(total of column A must equal Schedule HC, item 15)	3548	3548	15.

Memoranda

Dollar Amounts in Thousands	BHCK	BHDM	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)			
a. Loans secured by real estate	F790		M.1.a.
(1) Construction, land development, and other land loans		F625	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)		F626	M.1.a.(2)
(3) Secured by 1–4 family residential properties:			
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit		F627	M.1.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:			
(i) Secured by first liens		F628	M.1.a.(3)(b)(i)
(ii) Secured by junior liens		F629	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties		F630	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties		F631	M.1.a.(5)
b. Commercial and industrial loans	F632	F632	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards	F633	F633	M.1.c.(1)
(2) Other revolving credit plans	F634	F634	M.1.c.(2)
(3) Automobile loans	K200	K200	M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K211	K211	M.1.c.(4)
d. Other loans	F636	F636	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:			
a. Fair value	F639	F639	M.2.a.
b. Unpaid principal balance	F640	F640	M.2.b.

Schedule HC-D—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK		BHDM		
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):					
a. Trust preferred securities issued by financial institutions	G299		G299		M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332		G332		M.3.b.
c. Corporate and similar loans	G333		G333		M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334		G334		M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs	G335		G335		M.3.e.
f. Diversified (mixed) pools of structured financial products	G651		G651		M.3.f.
g. Other collateral or reference assets	G652		G652		M.3.g.
4. Pledged trading assets:					
a. Pledged securities	G387		G387		M.4.a.
b. Pledged loans	G388		G388		M.4.b.

Dollar Amounts in Thousands	BHCK		
Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of $1 billion or more in any of the four preceding quarters.			
5. Asset-backed securities:			
a. Credit card receivables	F643		M.5.a.
b. Home equity lines	F644		M.5.b.
c. Automobile loans	F645		M.5.c.
d. Other consumer loans	F646		M.5.d.
e. Commercial and industrial loans	F647		M.5.e.
f. Other	F648		M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651		M.6.
7. Equity securities:			
a. Readily determinable fair values	F652		M.7.a.
b. Other	F653		M.7.b.
8. Loans pending securitization	F654		M.8.
9. a. (1) Gross fair value of commodity contracts	G212		M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory	G213		M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than $25,000 and exceed 25 percent of item 9 less Memoranda items 9.a.(1) and 9. a. (2)):			
(1) BHTX F655	F655		M.9.b.(1)
(2) BHTX F656	F656		M.9.b.(2)
(3) BHTX F657	F657		M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than $25,000 and exceed 25 percent of the item)			
a. BHTX F658	F658		M.10.a.
b. BHTX F659	F659		M.10.b.
c. BHTX F660	F660		M.10.c.

Schedule HC-E—Deposit Liabilities[1]

Dollar Amounts in Thousands	BHCB		
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:			
a. Noninterest-bearing balances[2]	2210	73228	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	31146	1.b.
c Money market deposit accounts and other savings accounts	2389	154310	1.c.
d. Time deposits of less than $100,000	6648	88524	1.d.
e. Time deposits of $100,000 or more	2604	52994	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:	BHOD		
a. Noninterest-bearing balances[2]	3189	0	2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	0	2.b.
c. Money market deposit accounts and other savings accounts	2389	0	2.c.
d. Time deposits of less than $100,000	6648	0	2.d.
e. Time deposits of $100,000 or more	2604	0	2.e.

Memoranda

Dollar Amounts in Thousands	BHDM		
1. Brokered deposits less than $100,000 with a remaining maturity of one year or less	A243	0	M.1.
2. Brokered deposits less than $100,000 with a remaining maturity of more than one year	A164	0	M.2.
3. Time deposits of $100,000 or more with a remaining maturity of one year or less	A242	21763	M.3.
	BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less	A245	0	M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).
2. Includes noninterest-bearing demand, time, and savings deposits.

Schedule HC-F—Other Assets

Dollar Amounts in Thousands	BHCK		
1. Accrued interest receivable[1]	B556	1198	1.
2. Net deferred tax assets[2]	2148	0	2.
3. Interest-only strips receivable (not in the form of a security)[3] on:			
a. Mortgage loans	A519	0	3.a.
b. Other financial assets	A520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values[4]	1752	2505	4.
5. Life insurance assets:			
a. General account life insurance assets	K201	4185	5.a.
b. Separate account life insurance assets	K202	0	5.b.
c. Hybrid account life insurance assets	K270	0	5.c.
6. Other	2168	1311	6.
	BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	9199	7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands	BHCK		
1. Not applicable			
2. Net deferred tax liabilities[1]	3049	0	2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557	0	3.
4. Other	B984	2923	4.
	BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	2923	5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity[1]

Dollar Amounts in Thousands	BHCK		
1. Earning assets that are repriceable within one year or mature within one year	3197	242546	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet	3296	258033	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	0	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408	0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409	0	5.

1. Holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the holding company's assets in foreign countries and 10 percent of the holding company's total consolidated assets as of the report date.

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

Schedule HC-I must be completed by all top-tier holding companies. (See instructions for additional information.)

I. Property and Casualty Underwriting

Dollar Amounts in Thousands	BHCK		
Assets			
1. Reinsurance recoverables	B988	0	1.
2. Total assets	C244	0	2.
Liabilities			
3. Claims and claims adjustment expense reserves	B990	0	3.
4. Unearned premiums	B991	0	4.
5. Total equity	C245	0	5.
6. Net income	C246	0	6.

II. Life and Health Underwriting

	BHCK		
Assets			
1. Reinsurance recoverables	C247	0	1.
2. Separate account assets	B992	0	2.
3. Total assets	C248	0	3.
Liabilities			
4. Policyholder benefits and contractholder funds	B994	0	4.
5. Separate account liabilities	B996	0	5.
6. Total equity	C249	0	6.
7. Net income	C250	0	7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands	BHCK		
Assets			
1. Securities:			
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B558	9808	1.a.
b. Mortgage-backed securities	B559	54239	1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	B560	27849	1.c.
2. Federal funds sold and securities purchased under agreements to resell	3365	0	2.
	BHDM		
3. a. Total loans and leases in domestic offices	3516	392155	3.a.
(1) Loans secured by 1–4 family residential properties	3465	118879	3.a.(1)
(2) All other loans secured by real estate	3466	209532	3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386	0	3.a.(3)
(4) Commercial and industrial loans	3387	60420	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B561	0	3.a.(5)(a)
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards	B562	1982	3.a.(5)(b)
	BHFN		
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs	3360	0	3.b.
	BHCK		
4. a. Trading assets	3401	1272	4.a.
b. Other earning assets	B985	2170	4.b.
5. Total consolidated assets	3368	504507	5.
Liabilities			
6. Interest-bearing deposits (domestic)[1]	3517	322345	6.
7. Interest-bearing deposits (foreign)[1]	3404	0	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	25541	8.
9. All other borrowed money	2635	15587	9.
10. Not applicable			
Equity Capital			
11. Total equity capital (excludes limited-life preferred stock)	3519	67578	11.

1. Includes interest-bearing demand deposits.

Schedule HC-L—Derivatives and Off-Balance-Sheet Items

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands	BHCK		
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):			
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines)	3814	10753	1.a.
b. (1) Unused consumer credit card lines	J455	0	1.b.(1)
(2) Other unused credit card lines	J456	0	1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	3816	3135	1.c.(1)
(a) 1–4 family residential construction loan commitments	F164	1516	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165	1619	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550	0	1.c.(2)
d. Securities underwriting	3817	0	1.d.
e. Other unused commitments:			
(1) Commercial and industrial loans	J457	24507	1.e.(1)
(2) Loans to financial institutions	J458	0	1.e.(2)
(3) All other unused commitments	J459	10188	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees	6566	2128	2.
Item 2.a is to be completed by holding companies with $1 billion or more in total assets.[1]			
a. Amount of financial standby letters of credit conveyed to others	3820		2.a.
3. Performance standby letters of credit and foreign office guarantees	6570	105	3.
Item 3.a is to be completed by holding companies with $1 billion or more in total assets.[1]			
a. Amount of performance standby letters of credit conveyed to others	3822		3.a.
4. Commercial and similar letters of credit	3411	0	4.
5. Not applicable			
6. Securities lent	3433	0	6.

7. Credit derivatives:	(Column A) Sold Protection BHCK		(Column B) Purchased Protection BHCK		
a. Notional amounts:					
(1) Credit default swaps	C968	0	C969	0	7.a.(1)
(2) Total return swaps	C970	0	C971	0	7.a.(2)
(3) Credit options	C972	0	C973	0	7.a.(3)
(4) Other credit derivatives	C974	0	C975	0	7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value	C219	0	C221	0	7.b.(1)
(2) Gross negative fair value	C220	0	C222	0	7.b.(2)

	BHCK		
c. Notional amounts by regulatory capital treatment:			
(1) Positions covered under the Market Risk Rule:			
(a) Sold protection	G401	0	7.c.(1)(a)
(b) Purchased protection	G402	0	7.c.(1)(b)
(2) All other positions:			
(a) Sold protection	G403	0	7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404	0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405	0	7.c.(2)(c)

1. The $1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HC-L—Continued

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands	Remaining Maturity of: (Column A) One year or less		Remaining Maturity of: (Column B) Over One Year Through Five Years		Remaining Maturity of: (Column C) Over Five Years		
	BHCK		BHCK		BHCK		
7. d. Notional amounts by remaining maturity:							
(1) Sold credit protection:							
(a) Investment grade	G406	0	G407	0	G408	0	7.d.(1)(a)
(b) Subinvestment grade	G409	0	G410	0	G411	0	7.d.(1)(b)
(2) Purchased credit protection:							
(a) Investment grade	G412	0	G413	0	G414	0	7.d.(2)(a)
(b) Subinvestment grade	G415	0	G416	0	G417	0	7.d.(2)(b)

	BHCK		
8. Spot foreign exchange contracts	8765	0	8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25 percent of Schedule HC, item 27.a)	3430	0	9.
a. Securities borrowed	3432	0	9.a.
b. Commitments to purchase when-issued securities	3434	0	9.b.
c. Commitments to sell when-issued securities	3435	0	9.c.
d. TEXT 6561	6561	0	9.d.
e. TEXT 6562	6562	0	9.e.
f. TEXT 6568	6568	0	9.f.
g. TEXT 6586	6586	0	9.g.

10. Not applicable

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
	BHCK 8693	BHCK 8694	BHCK 8695	BHCK 8696	
a. Futures contracts.....	0	0	0	0	11.a.
	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	
b. Forward contracts	5305	0	0	0	11.b.
c. Exchange-traded option contracts:					
	BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704	
(1) Written options.....	0	0	0	0	11.c.(1)
	BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708	
(2) Purchased options..	0	0	0	0	11.c.(2)
d. Over-the-counter option contracts:					
	BHCK 8709	BHCK 8710	BHCK 8711	BHCK 8712	
(1) Written options.....	13576	0	0	0	11.d.(1)
	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	
(2) Purchased options..	18881	0	0	0	11.d.(2)
	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	
e. Swaps	60460	0	0	0	11.e.
12. Total gross notional amount of derivative contracts held for trading.....					
	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	
	0	0	0	0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading					
	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	
	98222	0	0	0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736	
	0	0	0	0	14.a.(1)
(2) Gross negative fair value	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	
	0	0	0	0	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	
	412	0	0	0	14.b.(1)
(2) Gross negative fair value	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	
	540	0	0	0	14.b.(2)

Schedule HC-L—Continued

Item 15 is to be completed only by holding companies with total assets of $10 billion or more.[1]

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms	(Column B) Monoline Financial Guarantors	(Column C) Hedge Funds	(Column D) Sovereign Governments	(Column E) Corporations and All Other Counterparties	
	BHCK	BHCK	BHCK	BHCK	BHCK	
15. Over-the-counter derivatives:						
a. Net current credit exposure	G418	G419	G420	G421	G422	15.a.
b. Fair value of collateral:						
(1) Cash–U.S. dollar	G423	G424	G425	G426	G427	15.b.(1)
(2) Cash–Other currencies	G428	G429	G430	G431	G432	15.b.(2)
(3) U.S. Treasury securities	G433	G434	G435	G436	G437	15.b.(3)
(4) U.S. government agency and U.S. government-sponsored agency debt securities	G438	G439	G440	G441	G442	15.b.(4)
(5) Corporate bonds	G443	G444	G445	G446	G447	15.b.(5)
(6) Equity securities	G448	G449	G450	G451	G452	15.b.(6)
(7) All other collateral	G453	G454	G455	G456	G457	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458	G459	G460	G461	G462	15.b.(8)

1. The $10 billion asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HC-M—Memoranda

	Dollar Amounts in Thousands	BHCK		
1. Total number of holding company common shares outstanding	Number (Unrounded) 3459 18346391			1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries		6555	10000	2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries		6556	0	3.
4. Other assets acquired in satisfaction of debts previously contracted		6557	0	4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC		A288	0	5.
6. Assets covered by loss-sharing agreements with the FDIC:				
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):				
(1) Loans secured by real estate in domestic offices:				
(a) Construction, land development, and other land loans:		BHDM		
(1) 1–4 family residential construction loans		K169	0	6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans		K170	0	6.a.(1)(a)(2)
(b) Secured by farmland		K171	0	6.a.(1)(b)
(c) Secured by 1–4 family residential properties:				
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit		K172	0	6.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:				
(a) Secured by first liens		K173	0	6.a.(1)(c)(2)(a)
(b) Secured by junior liens		K174	0	6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties		K175	0	6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties		K176	0	6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties		K177	0	6.a.(1)(e)(2)
		BHCK		
(2) Loans to finance agricultural production and other loans to farmers		K178	0	6.a.(2)
(3) Commercial and industrial loans		K179	0	6.a.(3)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(a) Credit cards		K180	0	6.a.(4)(a)
(b) Automobile loans		K181	0	6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards		K182	0	6.a.(4)(c)
(5) All other loans and leases		K183	0	6.a.(5)
Itemize and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):				
(a) Loans to depository institutions and acceptances of other banks		K184	0	6.a.(5)(a)
(b) Loans to foreign governments and official institutions		K185	0	6.a.(5)(b)
(c) Other loans[1]		K186	0	6.a.(5)(c)
(d) Lease financing receivables		K273	0	6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):		BHDM		
(1) Construction, land development, and other land in domestic offices		K187	0	6.b.(1)
(2) Farmland in domestic offices		K188	0	6.b.(2)
(3) 1–4 family residential properties in domestic offices		K189	0	6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices		K190	0	6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices		K191	0	6.b.(5)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-M—Continued

Dollar Amounts in Thousands	BHFN		
6. b. (6) In foreign offices	K260	0	6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that	BHCK		
is protected by FDIC loss-sharing agreements	K192	0	6.b.(7)
c. Debt securities (included in Schedule HC, items 2.a and 2.b)	J461	0	6.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets)	J462	0	6.d.
7. Captive insurance and reinsurance subsidiaries:			
a. Total assets of captive insurance subsidiaries[1]	K193	0	7.a.
b. Total assets of captive reinsurance subsidiaries[1]	K194	0	7.b.

8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	BHCK C251	0	8.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	BHCK 6689	0	9.

10. Not applicable

11. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A." The holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10	0=No 1=Yes	BHCK 6416	1	11.

TEXT 6428	PATRICK J STRAKA	262-695-4330
	Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)	Area Code / Phone Number (TEXT 9009)

12. Intangible assets other than goodwill:		BHCK		
a. Mortgage servicing assets		3164	0	12.a.
(1) Estimated fair value of mortgage servicing assets	6438 0			12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets		B026	0	12.b.
c. All other identifiable intangible assets		5507	201	12.c.
		BHCT		
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426	201	12.d.
13. Other real estate owned		2150	5367	13.
14. Other borrowed money:		BHCK		
a. Commercial paper		2309	0	14.a.
b. Other borrowed money with a remaining maturity of one year or less		2332	10000	14.b.
c. Other borrowed money with a remaining maturity of more than one year		2333	0	14.c.
		BHCT		
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)		3190	10000	14.d.

15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	BHCK B569	0	15.
		BHCK		
16. Assets under management in proprietary mutual funds and annuities		B570	0	16.

1. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting holding company.

Schedule HC-M—Continued

The following two questions (items 17 and 18) will be used to determine if the reporting holding company must complete the Consolidated Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)4(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	BHCK C161	0	17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of $100 million (on an acquisition cost basis) or 10 percent of the holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for Yes; enter "0" for No.).....	0=No 1=Yes	BHCK C159		18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all holding companies that are not required to file the FR Y-12.

19. a. Has the holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for Yes; enter "0" for No.).....	0=No 1=Yes	BHCK C700	0	19.a.
b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	 C701	0	19.b.

Dollar Amounts in Thousands	BHCK			
Memoranda items 20 and 21 are to be completed only by holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.				
20. Balances of broker–dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:				
a. Net assets	C252		0	20.a.
b. Balances due from related institutions:				
(1) Due from the holding company (parent company only), gross.....	4832		0	20.b.(1)
(2) Due from subsidiary banks of the holding company, gross	4833		0	20.b.(2)
(3) Due from nonbank subsidiaries of the holding company, gross	4834		0	20.b.(3)
c. Balances due to related institutions:				
(1) Due to holding company (parent company only), gross	5041		0	20.c.(1)
(2) Due to subsidiary banks of the holding company, gross.....	5043		0	20.c.(2)
(3) Due to nonbank subsidiaries of the holding company, gross	5045		0	20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors	5047		0	20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B))[1]	C253		0	21.

1. A savings and loan holding company that wishes to engage in financial holding company activities must have an effective election to be treated as a financial holding company or conducts activities under section 10(c)(2)(H)(i) of the HOLA (12 U.S.C. 1467a(c)(2)(H)(i)).

Schedule HC-M—Continued

Memoranda item 22 is to be completed by holding companies with total assets of $30 billion or more.

22. Address (URL) for the reporting holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

TEXT C497 http:// _____ 22.

Dollar Amounts in Thousands	BHCK		
Memoranda items 23 and 24 are to be completed by all holding companies.			
23. Secured liabilities:			
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)	F064	0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	F065	10000	23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:			
a. Senior perpetual preferred stock or similar items	G234	0	24.a.
b. Warrants to purchase common stock or similar items	G235	0	24.b.

Schedule HC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK		BHCK		BHCK		
1. Loans secured by real estate:							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans	F172	68	F174	0	F176	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	0	F175	0	F177	805	1.a.(2)
b. Secured by farmland in domestic offices	3493	0	3494	0	3495	0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:							
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5398	700	5399	0	5400	26	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:							
(a) Secured by first liens	C236	401	C237	0	C229	480	1.c.(2)(a)
(b) Secured by junior liens	C238	185	C239	0	C230	625	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	86	3500	0	3501	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178	5	F180	0	F182	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	215	F181	0	F183	2065	1.e.(2)
f. In foreign offices	B572	0	B573	0	B574	0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. U.S. banks and other U.S. depository institutions	5377	0	5378	0	5379	0	2.a.
b. Foreign banks	5380	0	5381	0	5382	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594	0	1597	0	1583	0	3.
4. Commercial and industrial loans	1606	200	1607	0	1608	494	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	0	B576	0	B577	0	5.a.
b. Automobile loans	K213	0	K214	0	K215	0	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K216	100	K217	0	K218	0	5.c.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	0	5460	0	5461	0	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F166	0	F167	0	F168	0	8.a.
b. All other leases	F169	0	F170	0	F171	0	8.b.

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
	BHCK	BHCK	BHCK	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505 0	3506 0	3507 0	9.
10. TOTAL (sum of items 1 through 9)	5524 1960	5525 0	5526 4495	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S.Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)	K036 0	K037 0	K038 0	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039 0	K040 0	K041 0	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	K042 0	K043 0	K044 0	11.b.
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:				
a. Loans secured by real estate in domestic offices:				
(1) Construction, land development, and other land loans:				
(a) 1–4 family residential construction loans	BHDM K045 0	BHDM K046 0	BHDM K047 0	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans	K048 0	K049 0	K050 0	12.a.(1)(b)
(2) Secured by farmland	K051 0	K052 0	K053 0	12.a.(2)
(3) Secured by 1–4 family residential properties:				
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K054 0	K055 0	K056 0	12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:				
(1) Secured by first liens	K057 0	K058 0	K059 0	12.a.(3)(b)(1)
(2) Secured by junior liens	K060 0	K061 0	K062 0	12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties	K063 0	K064 0	K065 0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:				
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066 0	K067 0	K068 0	12.a.(5)(a)
(b) Loans secured by other non-farm nonresidential properties	K069 0	K070 0	K071 0	12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers	BHCK K072 0	BHCK K073 0	BHCK K074 0	12.b.
c. Commercial and industrial loans	K075 0	K076 0	K077 0	12.c.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK		BHCK		BHCK		
12.d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards	K078	0	K079	0	K080	0	12.d.(1)
(2) Automobile loans	K081	0	K082	0	K083	0	12.d.(2)
(3) Other consumer loans	K084	0	K085	0	K086	0	12.d.(3)
e. All other loans and leases	K087	0	K088	0	K089	0	12.e.
Itemize and describe the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):							
(1) Loans to depository institutions and acceptances of other banks	K091	0	K092	0	K093	0	12.e.(1)
(2) Loans to foreign governments and official institutions	K095	0	K096	0	K097	0	12.e.(2)
(3) Other loans[1]	K099	0	K100	0	K101	0	12.e.(3)
(4) Lease financing receivables	K269	0	K271	0	K272	0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	K102	0	K103	0	K104	0	12.f.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Memoranda

Dollar Amounts in Thousands	BHDM		BHDM		BHDM		
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans	K105	0	K106	0	K107	0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K108	0	K109	0	K110	805	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	BHCK F661	0	BHCK F662	0	BHCK F663	773	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM K111	0	BHDM K112	0	BHDM K113	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114	0	K115	0	K116	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117	0	K118	0	K119	2065	M.1.d.(2)

Schedule HC-N—Continued

Memoranda–Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK		BHCK		BHCK		
1. e. Commercial and industrial loans:							
(1) To U.S. addressees (domicile)	K120	0	K121	0	K122	0	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K123	0	K124	0	K125	0	M.1.e.(2)
f. All other loans (*include* loans to individuals for household, family, and other personal expenditures)	K126	0	K127	0	K128	0	M.1.f.
Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):							
	BHDM		BHDM		BHDM		
(1) Loans secured by farmland in domestic offices	K130	0	K131	0	K132	0	M.1.f.(1)
	BHCK		BHCK		BHCK		
(2) Loans to depository institutions and acceptances of other banks	K134	0	K135	0	K136	0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers	K138	0	K139	0	K140	0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K274	0	K275	0	K276	0	M.1.f.(4)(a)
(b) Automobile loan	K277	0	K278	0	K279	0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards	K280	0	K281	0	K282	0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	K283	0	K284	0	K285	0	M.1.f.(5)
(6) Other loans[1]	K286	0	K287	0	K288	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above	6558	0	6559	0	6560	0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508	0	1912	0	1913	0	M.3.
4. Not applicable							
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)							
a. Loans and leases held for sale	C240	0	C241	0	C226	0	M.5.a.
b. Loans measured at fair value:							
(1) Fair value	F664	0	F665	0	F666	0	M.5.b.(1)
(2) Unpaid principal balance	F667	0	F668	0	F669	0	M.5.b.(2)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-N—Continued

Memoranda–Continued

Item 6 is to be reported only by holding companies with total consolidated assets of $1 billion or more, or with $2 billion or more in par/notional amounts of off-balance-sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
	BHCK		BHCK		
6. Derivative contracts:					
Fair value of amounts carried as assets	3529		3530		M.6.

Dollar Amounts in Thousands	BHCK		
7. Additions to nonaccrual assets during the quarter	C410	17	M.7.
8. Nonaccrual assets sold during the quarter	C411	0	M.8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK		BHCK		BHCK		
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):							
a. Outstanding balance	L183	0	L184	0	L185	0	M.9.a.
b. Carrying amount included in Schedule HC-N, items 1 through 7, above	L186	0	L187	0	L188	0	M.9.b.

Schedule HC-P—1–4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all holding companies with $1 billion or more in total assets[1] and (2) holding companies with less than $1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale[2] from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed $10 million for two consecutive quarters.

Dollar Amounts in Thousands	BHCK		
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale:[2]			
a. Closed-end first liens	F066	28848	1.a.
b. Closed-end junior liens	F067	0	1.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F670	0	1.c.(1)
(2) Principal amount funded under the lines of credit	F671	0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale:[2]	BHCK		
a. Closed-end first liens	F068	0	2.a.
b. Closed-end junior liens	F069	0	2.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F672	0	2.c.(1)
(2) Principal amount funded under the lines of credit	F673	0	2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:	BHCK		
a. Closed-end first liens	F070	26416	3.a.
b. Closed-end junior liens	F071	0	3.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F674	0	3.c.(1)
(2) Principal amount funded under the lines of credit	F675	0	3.c.(2)
4. 1–4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):	BHCK		
a. Closed-end first liens	F072	5289	4.a.
b. Closed-end junior liens	F073	0	4.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F676	0	4.c.(1)
(2) Principal amount funded under the lines of credit	F677	0	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i):	BHCK		
a. Closed-end 1–4 family residential mortgage loans	F184	763	5.a.
	BHDM		
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	F560	0	5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:			
a. Closed-end first liens	F678	0	6.a.
b. Closed-end junior liens	F679	0	6.b.
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F680	0	6.c.(1)
(2) Principal amount funded under the lines of credit	F681	0	6.c.(2)
7. Representation and warranty reserves for 1–4 family residential mortgage loans sold:			
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	BHCK L191		7.a.
b. For representations and warranties made to other parties	L192		7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	M288	0	7.c.

1. The $1 billion asset size test is generally based on the total assets reported as of June 30, 2013.
2. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule HC-Q is to be completed by all holding companies.

Dollar Amounts in Thousands	(Column A) Total Fair Value Reported on Schedule HC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements		
	BHCY		BHCK		BHCK		BHCK		BHCK		
Assets											
1. Available-for-sale securities	1773	88877	G474	0	G475	0	G476	83252	G477	5625	1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK G478	0	G479	0	G480	0	G481	0	G482	0	2.
3. Loans and leases held for sale	G483	5289	G484	0	G485	0	G486	5289	G487	0	3.
4. Loans and leases held for investment	G488	0	G489	0	G490	0	G491	0	G492	0	4.
5. Trading assets:	BHCT										
a. Derivative assets	3543	0	G493	0	G494	0	G495	0	G496	0	5.a.
b. Other trading assets	BHCK G497	0	G498	0	G499	0	G500	0	G501	0	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	F240	0	F684	0	F692	0	F241	0	F242	0	5.b.(1)
6. All other assets	G391	412	G392	0	G395	0	G396	412	G804	0	6.
7. Total assets measured at fair value on a recurring basis	G502	94578	G503	0	G504	0	G505	88953	G506	5625	7.
Liabilities											
8. Deposits	F252	0	F686	0	F694	0	F253	0	F254	0	8.
9. Federal funds purchased and securities sold under agreements to repurchase	G507	0	G508	0	G509	0	G510	0	G511	0	9.
10. Trading liabilities:	BHCT										
a. Derivative liabilities	3547	0	G512	0	G513	0	G514	0	G515	0	10.a.
b. Other trading liabilities	BHCK G516	0	G517	0	G518	0	G519	0	G520	0	10.b.
11. Other borrowed money	G521	0	G522	0	G523	0	G524	0	G525	0	11.
12. Subordinated notes and debentures	G526	0	G527	0	G528	0	G529	0	G530	0	12.
13. All other liabilities	G805	540	G806	0	G807	0	G808	540	G809	0	13.
14. Total liabilities measured at fair value on a recurring basis	G531	540	G532	0	G533	0	G534	540	G535	0	14.

Schedule HC-Q—Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
	BHCK	BHCK	BHCK	BHCK	BHCK	
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than $25,000 and exceed 25 percent of item 6):						
a. Mortgage servicing assets	G536 0	G537 0	G538 0	G539 0	G540 0	M.1.a.
b. Nontrading derivative assets	G541 0	G542 0	G543 0	G544 0	G545 0	M.1.b.
c. BHTX G546 INTEREST RATE SWAPS	G546 155	G547 0	G548 0	G549 155	G550 0	M.1.c.
d. BHTX G551 MORTGAGE INTEREST RATE LOCK COMMITMENTS	G551 256	G552 0	G553 0	G554 256	G555 0	M.1.d.
e. BHTX G556	G556 0	G557 0	G558 0	G559 0	G560 0	M.1.e.
f. BHTX G561	G561 0	G562 0	G563 0	G564 0	G565 0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than $25,000 and exceed 25 percent of item 13):						
a. Loan commitments (not accounted for as derivatives)	F261 0	F689 0	F697 0	F262 0	F263 0	M.2.a.
b. Nontrading derivative liabilities	G566 0	G567 0	G568 0	G569 0	G570 0	M.2.b.
c. BHTX G571 INTEREST RATE SWAPS	G571 440	G572 0	G573 0	G574 440	G575 0	M.2.c.
d. BHTX G576 MORTGAGE WRITTEN OPTIONS	G576 100	G577 0	G578 0	G579 100	G580 0	M.2.d.
e. BHTX G581	G581 0	G582 0	G583 0	G584 0	G585 0	M.2.e.
f. BHTX G586	G586 0	G587 0	G588 0	G589 0	G590 0	M.2.f.

Schedule HC-R—Regulatory Capital

Part I.A. Regulatory Capital Components and Ratios

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands	BHCX		
Tier 1 Capital			
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210	67533	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities[1] (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK 8434	-794	2.
3. LESS: Net unrealized loss on available-for-sale equity securities[1] (report loss as a positive value)	A221	0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges[1] and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value)	4336	0	4.
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214	0	6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock)[2]	G215	0	6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216	0	6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	265	7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (If a net gain, report as a positive value; If a net loss, report as a negative value.)	F264	0	7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227	68062	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	0	9.a.
b. LESS: Disallowed deferred tax assets	5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital	B592	0	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	68062	11.
Tier 2 Capital			
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements[2] (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217	0	12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	5362	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	0	15.
16. Other Tier 2 capital components	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311	5362	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	5362	18.
19. Not applicable			
20. LESS: Deductions for total risk-based capital	B595	0	20.
21. Total risk-based capital (sum of items 11 and 18, less item 20)	3792	73424	21.
Total Assets for Leverage Ratio	BHCT		
22. Average total assets (from Schedule HC-K, item 5)	3368	504507	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	265	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	0	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	0	25.
	BHCK		
26. LESS: Other deductions from assets for leverage capital purposes	B596	0	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	504242	27.
28.-30. Not applicable			

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income (AOCI)."
2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.

Schedule HC-R—Continued

Part I.A.—Continued

	BHCK	Percentage	
Capital Ratios			
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	13.50	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	15.95	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	17.21	33.

Part I.B. Regulatory Capital Components and Ratios

Advanced approaches holding companies (except savings and loan holding companies (SLHCs)) must complete this Schedule HC-R, Part I.B, starting on March 31, 2014. Starting on March 31, 2015, all other holding companies must complete Part I.B. On that date, Schedule HC-R, Part I.A, will be removed and Part I.B will be designated Part I.
Part I.B. is to be submitted on a consolidated basis.

Dollar Amounts in Thousands	BHCA				
Common Equity Tier 1 Capital					
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	P742				1.
	BHCT				
2. Retained earnings	3247				2.
	BHCA				
3. Accumulated other comprehensive income (AOCI)	B530				3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.)	0=No 1=Yes	BHCA P838			3.a.
	BHCA				
4. Common equity tier 1 minority interest includable in common equity tier 1 capital	P839				4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)	P840				5.
Common Equity Tier 1 Capital: Adjustments and Deductions					
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)	P841				6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	P842				7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs	P843				8.
9. AOCI-related adjustments (items 9.a. through 9.e. are effective January 1, 2015) (if entered “1” for Yes in item 3.a, complete only items 9.a through 9.e; if entered “0” for No in item 3.a, complete only item 9.f):					
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value)					9.a.
b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value)					9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value)					9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value)					9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value)					9.e.
f. To be completed only by holding companies that entered “0” for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value)	P849				9.f.

Schedule HC-R—Continued

Part I.B.—Continued

Dollar Amounts in Thousands	BHCA		
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:			
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value)	Q258		10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions	P850		10.b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments	P851		11.
12. Subtotal (item 5 minus items 6 through 11)	P852		12.
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P853		13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P854		14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P855		15.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold	P856		16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions	P857		17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858		18.
19. **Common equity tier 1 capital** (item 12 minus item 18)	P859		19.
Additional Tier 1 Capital			
20. Additional tier 1 capital instruments plus related surplus	P860		20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	P861		21.
22. Tier 1 minority interest not included in common equity tier 1 capital	P862		22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	P863		23.
24. LESS: Additional tier 1 capital deductions	P864		24.
25. **Additional tier 1 capital** (greater of item 23 minus item 24, or zero)	P865		25.
Tier 1 Capital			
26. **Tier 1 capital** (sum of items 19 and 25)	8274		26.
Tier 2 Capital			
27. Tier 2 capital instruments plus related surplus	P866		27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital	P867		28.
29. Total capital minority interest that is not included in tier 1 capital	P868		29.
30. a. Allowance for loan and lease losses includable in tier 2 capital	5310		30.a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital	BHCW 5310		30.b.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital	BHCA Q257		31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31)	P870		32.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31)	BHCW P870		32.b.
33. LESS: Tier 2 capital deductions	BHCA P872		33.

Schedule HC-R—Continued

Part I.B.—Continued

Dollar Amounts in Thousands	BHCA				
34. a. **Tier 2 capital** (greater of item 32.a minus item 33, or zero)	5311				34.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero)	BHCW 5311				34.b.
Total Capital	BHCA				
35. a. **Total capital** (sum of items 26 and 34.a)	3792				35.a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b)	BHCW 3792				35.b.
Total Assets for the Leverage Ratio	BHCX				
36. Average total consolidated assets	3368				36.
37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions)	BHCA P875				37.
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes	B596				38.
39. **Total assets for the leverage ratio** (item 36 minus items 37 and 38)	A224				39.
Total Risk-Weighted Assets					
40. a. **Total risk-weighted assets** (from Schedule HC-R, Part II item 62)	A223				40.a.
b. (Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60)	BHCW A223				40.b.

	Column A		Column B		
	BHCA	Percentage	BHCW	Percentage	
Risk-Based Capital Ratios					
41. Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19 divided by item 40.b)	P793		P793		41.
42. Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 40.b)	7206		7206		42.
43. Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 35.b divided by item 40.b)	7205		7205		43.

	BHCA	Percentage	
Leverage Capital Ratios			
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204		44.
45. Advanced approaches holding companies only: Supplementary leverage ratio (from FFIEC 101 Schedule A, item 98) (effective January 1, 2015)		__.__	45.

	BHCA	Percentage	
Capital Buffer			
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments (effective January 1, 2016):			
a. Capital conservation buffer		__.__	46.a.
b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer		__.__	46.b.

Dollar Amounts in Thousands	BHCA				
Effective January 1, 2016: Institutions must complete items 47 and 48 if the amount in item 46.a (or the lower of 46.a or 46.b for an advanced approaches holding company that has exited parallel run) is less than or equal to the applicable minimum capital conservation buffer:					
47. Eligible retained income					47.
48. Distributions and discretionary bonus payments during the quarter					48.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets

This schedule is to be submitted on a consolidated basis.

Bank holding companies are not required to risk-weight each on-balance-sheet asset and the credit equivalent amount of each off-balance-sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance-sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

C000

Dollar Amounts in Thousands	(Column A) Totals *(from Schedule HC)*	(Column B) Items Not Subject to Risk-Weighting	(Column C) Allocation by Risk-Weight Category 0%	(Column D) 20%	(Column E) 50%	(Column F) 100%	
Balance Sheet Asset Categories		BHCE	BHC0	BHC2	BHC5	BHC9	
34. Cash and due from depository institutions (Column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2))	BHCK 0010 8314	0	3987	4327		0	34.
35. Held-to-maturity securities	BHCX 1754 0	0	0	0	0	0	35.
36. Available-for-sale securities	BHCX 1773 88877	-24358	26178	54832	0	32225	36.
37. Federal funds sold and securities purchased under agreements to resell	BHCK C225 0		0	0		0	37.
38. Loans and leases held for sale	BHCT 5369 5386	0	0	0	0	5386	38.
39. Loans and leases, net of unearned income	BHCT B528 387293	0	0	2534	72616	312143	39.
40. LESS: Allowance for loan and lease losses	BHCX 3123 7557	7557					40.
41. Trading assets	BHCX 3545 0	0	0	0	0	0	41.
42. All other assets[1]	BHCK B639 19605	621	49	2517	143	16275	42.
43. Total assets (sum of items 34 through 42)	BHCT 2170 501918	-31294	30214	64210	72759	366029	43.

1. Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, direct and indirect investments in real estate ventures, intangible assets, and other assets.

Schedule HC-R—Continued

Part II—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount[1]	(Column C) Allocation by Risk-Weight Category 0%	(Column D) 20%	(Column E) 50%	(Column F) 100%	
Derivatives and Off-Balance-Sheet Items	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit	2128	1.00 or 12.5[2]	2128	0	0	0	2128	44.
45. Performance standby letters of credit	BHCT 6570 105	.50	53	0	0	0	53	45.
46. Commercial and similar letters of credit	BHCT 3411 0	.20	0	0	0	0	0	46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429 0	1.00	0	0	0		0	47.
48. Securities lent	BHCT 3433 0	1.00	0	0	0	0	0	48.
49. Retained recourse on small business obligations sold with recourse	BHCT A250 0	1.00	0	0	0	0	0	49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	BHCK B541 0	12.5[3]	0				0	50.
51. All other financial assets sold with recourse	BHCK B675 0	1.00	0	0	0	0	0	51.
52. All other off-balance-sheet liabilities	BHCK B681 0	1.00	0	0	0	0	0	52.
53. Unused commitments:								
a. With an original maturity exceeding one year	BHCK 6572 22576	.50	11288	0	0	191	11097	53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits	BHCK G591 0	.10	0	0	0	0	0	53.b.
54. Derivative contracts			BHCE A167 648	0	0	648		54.

1. Column A multiplied by credit conversion factor.
2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an-institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.
3. Or institution-specific factor.

Schedule HC-R—Continued

Part II—Continued

Dollar Amounts in Thousands	(Column C)	(Column D)	(Column E)	(Column F)	
	Allocation by Risk-Weight Category				
	0%	20%	50%	100%	
Totals					
55. Total assets, derivatives, and off-balance-sheet items by risk-weight category (for each column, sum of items 43 through 54)	BHCK B696 30214	BHCK B697 64210	BHCK B698 73598	BHCK B699 379307	55.
56. Risk-weight factor	× 0%	× 20%	× 50%	× 100%	56.
57. Risk-weighted assets by risk-weight category (for each column, item 55 multiplied by item 56)	BHCK B700 0	BHCK B701 12842	BHCK B702 36799	BHCK B703 379307	57.
58. Market risk equivalent assets				BHCK 1651 0	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				BHCK B704 428948	59.
60. LESS: Excess allowance for loan and lease losses				BHCK A222 2195	60.
61. LESS: Allocated transfer risk reserve				BHCK 3128 0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)				BHCK A223 426753	62.

Schedule HC-R—Continued

Part II—Continued

Memoranda

	Dollar Amounts in Thousands	BHCK		
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards		8764	412	M.1.

	With a remaining maturity of			
	(Column A) One year or less	(Column B) Over one year through five years	(Column C) Over five years	
Dollar Amounts in Thousands	BHCK	BHCK	BHCK	
2. Notional principal amounts of derivative contracts:[1]				
a. Interest rate contracts	3809 18881	8766 41393	8767 19067	M.2.a.
b. Foreign exchange contracts	3812 0	8769 0	8770 0	M.2.b.
c. Gold contracts	8771 0	8772 0	8773 0	M.2.c.
d. Other precious metals contracts	8774 0	8775 0	8776 0	M.2.d.
e. Other commodity contracts	8777 0	8778 0	8779 0	M.2.e.
f. Equity derivative contracts	A000 0	A001 0	A002 0	M.2.f.
g. Credit derivative contracts: Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:				
(1) Investment grade	G597 0	G598 0	G599 0	M.2.g.(1)
(2) Subinvestment grade	G600 0	G601 0	G602 0	M.2.g.(2)

	Dollar Amounts in Thousands	BHCK		
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:				
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)		5479	51000	M.3.a.
b. Not applicable.				
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b)		C498	0	M.3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)		A507	0	M.3.d.
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)		2771	0	M.4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):				
a. In the form of perpetual preferred stock		5483	0	M.5.a.
b. In the form of common stock		5484	529	M.5.b.

1. Exclude foreign exchange contracts with an original maturity of 14 days or less and all future contracts.

Schedule HC-R—Continued

Part II—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK		
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, Part II, item 58)	F031	0	M.6.
7. Not applicable			
8. Restricted core capital elements included in Tier 1 capital:			
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219	0	M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220	0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990	0	M.8.c.
d. Qualifying trust preferred securities[2] (included in Schedule HC, item 19.b)	C502	0	M.8.d.
9. Goodwill net of any associated deferred tax liability	G221	64	M.9.

	BHCK	Percentage	
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	G222	0.00	M.10.

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

Schedule HC-S—Servicing, Securitization, and Asset Sale Activities

C000

Dollar Amounts in Thousands	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Securitization Activities								
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements	BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711	
	0	0	0	0	0	0	0	1.
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:								
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)	BHCK B712	BHCK B713	BHCK B714	BHCK B715	BHCK B716	BHCK B717	BHCK B718	
	0	0	0	0	0	0	0	2.a.
b. Subordinated securities and other residual interests	BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399	
	0	0	0	0	0	0	0	2.b.
c. Standby letters of credit and other enhancements	BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406	
	0	0	0	0	0	0	0	2.c.
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCK B726	BHCK B727	BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732	
	0	0	0	0	0	0	0	3.
4. Past due loan amounts included in item 1:								
a. 30-89 days past due	BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739	
	0	0	0	0	0	0	0	4.a.
b. 90 days or more past due	BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746	
	0	0	0	0	0	0	0	4.b.
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):								
a. Charge-offs	BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753	
	0	0	0	0	0	0	0	5.a.
b. Recoveries	BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760	
	0	0	0	0	0	0	0	5.b.

Dollar Amounts in Thousands	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761 0	BHCK B762 0			BHCK B763 0		6.a.
b. Loans (included in HC-C)		BHCK B500 0	BHCK B501 0			BHCK B502 0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due		BHCK B764 0	BHCK B765 0			BHCK B766 0		7.a.
b. 90 days or more past due		BHCK B767 0	BHCK B768 0			BHCK B769 0		7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770 0	BHCK B771 0			BHCK B772 0		8.a.
b. Recoveries		BHCK B773 0	BHCK B774 0			BHCK B775 0		8.b.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	BHCK B776 0	BHCK B777 0	BHCK B778 0	BHCK B779 0	BHCK B780 0	BHCK B781 0	BHCK B782 0	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures	BHCK B783 0	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790 0	BHCK B791 0	BHCK B792 0	BHCK B793 0	BHCK B794 0	BHCK B795 0	BHCK B796 0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	BHCK B797 0	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 0	12.

Schedule HC-S—Continued

Memoranda

Dollar Amounts in Thousands	BHCK		
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			
a. Outstanding principal balance	A249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):			
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804	0	M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	0	M.2.b.
c. Other financial assets[1]	A591	0	M.2.c.
d. 1–4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	F699	0	M.2.d.
3. Asset-backed commercial paper conduits:			
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:			
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	B806	0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807	0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:			
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	B808	0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809	0	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C)[2]	C407	0	M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than $10 million.
2. Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles		(Column B) ABCP Conduits		(Column C) Other VIEs		
	BHCK		BHCK		BHCK		
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:							
a. Cash and balances due from depository institutions	J981	0	J982	0	J983	0	1.a.
b. Held-to-maturity securities	J984	0	J985	0	J986	0	1.b.
c. Available-for-sale securities	J987	0	J988	0	J989	0	1.c.
d. Securities purchased under agreements to resell	J990	0	J991	0	J992	0	1.d.
e. Loans and leases held for sale	J993	0	J994	0	J995	0	1.e.
f. Loans and leases, net of unearned income	J996	0	J997	0	J998	0	1.f.
g. Less: Allowance for loan and lease losses	J999	0	K001	0	K002	0	1.g.
h. Trading assets (other than derivatives)	K003	0	K004	0	K005	0	1.h.
i. Derivative trading assets	K006	0	K007	0	K008	0	1.i.
j. Other real estate owned	K009	0	K010	0	K011	0	1.j.
k. Other assets	K012	0	K013	0	K014	0	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:							
a. Securities sold under agreements to repurchase	K015	0	K016	0	K017	0	2.a.
b. Derivative trading liabilities	K018	0	K019	0	K020	0	2.b.
c. Commercial paper	K021	0	K022	0	K023	0	2.c.
d. Other borrowed money (exclude commercial paper)	K024	0	K025	0	K026	0	2.d.
e. Other liabilities	K027	0	K028	0	K029	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above)	K030	0	K031	0	K032	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above)	K033	0	K034	0	K035	0	4.

Notes to the Balance Sheet—Predecessor Financial Items

For holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of $10 billion or more or 5 percent of the reporting holding company's total consolidated assets as of the previous quarter-end, whichever is less.

Dollar Amounts in Thousands	BHBC				
1. Average loans and leases (net of unearned income)	3516				1.
2. Average earning assets	3402				2.
3. Average total consolidated assets	3368				3.
4. Average equity capital	3519				4.

Notes to the Balance Sheet (Other)

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for $750 thousand and that amount has increased the holding company's long-term unsecured debt by a material amount. The holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT		BHCK			
0000	Sch. HC, item 16, New loan to holding company's ESOP guaranteed by holding company	0000			750

Notes to the Balance Sheet (Other)

	TEXT	Dollar Amounts in Thousands	BHCK				
1.		Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)	K141			0	1.
2.	5357		5357			0	2.
3.	5358		5358			0	3.
4.	5359		5359			0	4.
5.	5360		5360			0	5.
6.	B027		B027			0	6.

Notes to the Balance Sheet (Other)—Continued

	TEXT	Dollar Amounts in Thousands	BHCK				
7.	B028		B028			0	7.
8.	B029		B029			0	8.
9.	B030		B030			0	9.
10.	B031		B031			0	10.
11.	B032		B032			0	11.
12.	B033		B033			0	12.
13.	B034		B034			0	13.
14.	B035		B035			0	14.
15.	B036		B036			0	15.
16.	B037		B037			0	16.
17.	B038		B038			0	17.
18.	B039		B039			0	18.
19.	B040		B040			0	19.
20.	B041		B041			0	20.