FR Y-9C Consolidated Financial Statements for Holding Companies

0001404632 -- First Bankers Trustshares, Inc.

ACCEPTED DATA for the Quarterly Period Ended March 31, 2015

Submitted on 2015-04-27 09:50:36.0 Eastern Time

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

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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, Brian A Ippensen, TREASURER,

Name of Chief Financial Officer (or equivalent)

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.

Signature of Chief Financial Officer (or equivalent)

4/27/2015

Date of Signature

Holding Company Information:	
Printed Name of Chief Financial Officer (or Equivalent)	Brian A. Ippensen
Date of Signature (MM/DD/YYYY)	04/27/2015
Legal Title of Holding Company	FIRST BANKERS TRUSTSHARES, INC.
(Mailing Address of the Holding Company) Street/P.O. Box	1201 BROADWAY
	City QUINCY State IL Zip Code 62301
Person to whom questions about this report should be directed:	
Name/Title	David Sanders
Area Code/Phone Number (format: 555-555-5555)	217-221-8687 FAX Number 217-228-8091
E-mail Address of Contact	david.sanders@firstbankers.com

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
1. Interest income	

a. Interest and fee income on loans	
(1) In domestic offices:	
(a) Loans secured by 1-4 family residential properties	925
(b) All other loans secured by real estate	2743
(c) All other loans	1566
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	0
b. Income from lease financing receivables	0
c. Interest income on balances due from depository institutions[1]	13
d. Interest and dividend income on securities:	
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	537
(2) Mortgage-backed securities	535
(3) All other securities	482
e. Interest income from trading assets	0
f. Interest income on federal funds sold and securities purchased under agreements to resell	1
g. Other interest income	3
h. Total interest income (sum of items 1.a through 1.g)	6805
2. Interest expense	
a. Interest on deposits	
(1) In domestic offices:	
(a) Time deposits of $100,000 or more	229
(b) Time deposits of less than $100,000	377
(c) Other deposits	263
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	0
b. Expense on federal funds purchased and securities sold under agreements to repurchase	28
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	2
d. Interest on subordinated notes and debentures and on mandatory convertible securities	0
e. Other interest expense	79
f. Total interest expense (sum of items 2.a through 2.e)	978
3. Net interest income (item 1.h minus item 2.f)	5827
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	225
5. Noninterest income:	
a. Income from fiduciary activities	2079
b. Service charges on deposit accounts in domestic offices	272
c. Trading revenue[2]	0
d. (1) Fees and commissions from securities brokerage	147
(2) Investment banking, advisory, and underwriting fees and commissions	106
(3) Fees and commissions from annuity sales	71
(4) Underwriting income from insurance and reinsurance activities	0

(5) Income from other insurance activities	5
e. Venture capital revenue	0
f. Net servicing fees	120
g. Net securitization income	0
h. Not applicable	
i. Net gains (losses) on sales of loans and leases	104
j. Net gains (losses) on sales of other real estate owned	0
k. Net gains (losses) on sales of other assets (excluding securities)	4
l. Other noninterest income[3]	825
m. Total noninterest income (sum of items 5.a through 5.l)	3733
6. a. Realized gains (losses) on held-to-maturity securities	0
b. Realized gains (losses) on available-for-sale securities	197
7. Noninterest expense	
a. Salaries and employee benefits	4033
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	674
c. (1) Goodwill impairment losses	0
(2) Amortization expense and impairment losses for other intangible assets	49
d. Other noninterest expense[4]	1789
e. Total noninterest expense (sum of items 7.a through 7.d)	6545
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)	2987
9. Applicable income taxes (foreign and domestic)	918
10. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9)	2069
11. Extraordinary items, and other adjustments, net of income taxes[5]	0
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	2069
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)	0
14. Net income (loss) attributable to holding company (item 12 minus item 13)	2069

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

Memoranda	
1. Net interest income (item 3 above) on a fully taxable equivalent basis	6138
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	3298
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	10

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)	473
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	242
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than $25,000 that exceed 3% of Schedule HI, item 5.l):	
a. Income and fees from the printing and sale of checks	22
b. Earnings on/increase in value of cash surrender value of life insurance	98
c. Income and fees from automated teller machines (ATMs)	21
d. Rent and other income from other real estate owned	0
e. Safe deposit box rent	13
f. Net change in the fair values of financial instruments accounted for under a fair value option	0
g. Bank card and credit card interchange fees	308
h. Gains on bargain purchases	0
i. Data Processing Services	76
j. Distribution Fees - Trust	202
k. Change in Cash Surrender Value - Deferred Compensation Policy	26
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than $25,000 that exceed 3% of the sum of Schedule HI, item 7.d):	
a. Data processing expenses	480
b. Advertising and marketing expenses	74
c. Directors fees	67
d. Printing, stationery, and supplies	53
e. Postage	53
f. Legal fees and expenses	171
g. FDIC deposit insurance assessments	125
h. Accounting and auditing expenses	42
i. Consulting and advisory expenses	38
j. Automated teller machine (ATM) and interchange expenses	149
k. Telecommunications expenses	33
l. Regulatory Fees	61
m. Subscriptions and Dues	77
n. Insurance and bonds	78
8. Extraordinary items and other adjustments from Schedule HI, item 11 (itemize all extraordinary items and other adjustments):	
a.(1)	0
a.(2) Applicable income tax effect	0
b.(1)	0
b.(2) Applicable income tax effect	0
c.(1)	0
c.(2) Applicable income tax effect	0
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	
b. Foreign exchange exposures	
c. Equity security and index exposures	
d. Commodity and other exposures	
e. Credit exposures	
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]	
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)	0
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)	0
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	0
b. Net gains (losses) on credit derivatives held for purposes other than trading	0
11. Credit losses on derivatives (see instructions)	0
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)	
b.(1). Premiums on insurance related to the extension of credit	0
b.(2). All other insurance premiums	0
c. Benefits, Losses, and expenses from insurance-related activities	0
	Below, Select "Yes" or "No".
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Select "Yes" or "No".)	0
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	0
(1) Estimated net gains (losses) on loans attributable to changes in instrument specific credit risk	0
b. Net gains (losses) on liabilities	0
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	0
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	0
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.	

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))	
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:	
a. Total other-than-temporary impairment losses	0
b. Portion of losses recognized in other comprehensive income (before income taxes)	0
c. Net impairment losses recognized in earnings (included in Schedule HI, item 6.a and 6.b)(Memorandum item 17.a minus Memorandum item 17.b)	0
Schedule HI-MEMORANDA Footnotes	
1. The $1 billion asset size test is generally based on the total assets reported as of June 30, 2013.	

Footnotes to Schedule HI

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Schedule HI-A--Changes in Holding Company Equity Capital

	Dollar Amounts in Thousands
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)	79050
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	0
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	79050
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	2069
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	
a. Sale of perpetual preferred stock, gross	0
b. Conversion or retirement of perpetual preferred stock	0
6. Sale of common stock:	
a. Sale of common stock, gross	0
b. Conversion or retirement of common stock	0
7. Sale of treasury stock	0
8. LESS: Purchase of treasury stock	0
9. Changes incident to business combinations, net	0
10. LESS: Cash dividends declared on preferred stock	25
11. LESS: Cash dividends declared on common stock	370
12. Other comprehensive income[1]	1041
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company	0
14. Other adjustments to equity capital (not included above)	0
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)	81765
Schedule HI-A Footnote	
1. Includes 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.	

Footnote to Schedule HI-A

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

Dollar Amounts in Thousands	Charge-offs[1] (Column A)	Recoveries (Column B)
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	0	0
(2) Other construction loans and all land development and other land loans	0	0
b. Secured by farmland in domestic offices	0	0
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	9	0
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:		
(a) Secured by first liens	0	0
(b) Secured by junior liens	0	0
d. Secured by multifamily (5 or more) residential properties in domestic offices	0	0
e. Secured by nonfarm nonresidential properties in domestic offices:		
(1) Loans secured by owner-occupied nonfarm nonresidential properties	0	0
(2) Loans secured by other nonfarm nonresidential properties	0	0
f. In foreign offices	0	0
2. Loans to depository institutions and acceptances of other banks:		
a. To U.S. banks and other U.S. depository institutions	0	0
b. To foreign banks	0	0
3. Loans to finance agricultural production and other loans to farmers	0	0
4. Commercial and industrial loans:		
a. To U.S. addressees (domicile)	0	0
b. To non-U.S. addressees (domicile)	0	0
5. Loans to individuals for household, family, and other personal expenditures:		
a. Credit cards	0	0
b. Automobile loans	12	8
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	1	14
6. Loans to foreign governments and official institutions	0	0
7. All other loans	0	0

8. Lease financing receivables:		
a. Leases to individuals for household, family, and other personal expenditures	0	0
b. All other leases	0	0
9. Total (sum of items 1 through 8)	22	22

Memoranda

Dollar Amounts in Thousands	(Column A) Charge-offs[1]	(Column B) Recoveries
	Calendar year-to-date	
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	0	0
2. Loans secured by real estate to non-U.S. addressees (domicile)(included in Schedule HI-B, part I, item 1, above)	0	0

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
3. Uncollectible retail credit card fees and finance changes reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	0

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)	8177
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	22
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	22
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	0
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	225
6. Adjustments (see instructions for this schedule)	0
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)	8402

Schedule HI-B footnote

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

Memoranda	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	0
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	0
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)	0
Memoranda items 4 is to be completed by all holding companies.	
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	0

Footnote to Schedule HI-B

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Schedule HI-C--Disaggregated Data on the Allowance for Loans and Lease Losses						
To Be Completed by Institutions with $1 Billion or More in Total Assets[1]	(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)
	Dollar Amounts in Thousands					
1. Real estate loans:						
a. Construction loans						
b. Commercial real estate loans						
c. Residential real estate loans						
2. Commercial loans[2]						
3. Credit cards						
4. Other consumer loans						
5. Unallocated, if any						
6. Total (sum of items 1.a through 5)						
Schedule HI-C Footnotes						
1. The asset size test is generally based on the total assets reported as of June 30, 2013.						
2. Includes 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
1. Total interest income	
a. Interest income on loans and leases	
b. Interest income on investment securities	
2. Total interest expense	
a. Interest expense on deposits	
3. Net interest income	
4. Provision for loan and lease losses	
5. Total noninterest income	
a. Income from fiduciary activities	
b. Trading revenue	
c. Investment banking, advisory, brokerage and underwriting fees and commissions	

d. Venture capital revenue	
e. Net securitization income	
f. Insurance commissions and fees	
6. Realized gains (losses) on held-to-maturity and available-for-sale securities	
7. Total noninterest expense	
a. Salaries and employee benefits	
b. Goodwill impairment losses	
8. Income (loss) before taxes, extraordinary items, and other adjustments	
9. Applicable income taxes	
10. Noncontrolling (minority) interest	
11. Extraordinary items, net of applicable income taxes and minority interest	
12. Net income (loss)	
13. Cash dividends declared	
14. Net charge-offs	
15. Net interest income (item 3 above) on a fully taxable equivalent basis	

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 the 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.

Notes to the Income Statement-Other

	Dollar Amounts in Thousands
1.	0
2.	0
3.	0
4.	0
5.	0
6.	0
7.	0
8.	0
9.	0
10.	0
11.	0
12.	0

13.	0
14.	0
15.	0
16.	0
17.	0
18.	0
19.	0
20.	0

Footnote to Schedule HI-C

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Consolidated Financial Statements for Holding Companies

Schedule HC--Consolidated Balance Sheet

		Dollar Amounts in Thousands
ASSETS		
1. Cash and balances due from depository institutions:		
a. Noninterest-bearing balances and currency and coin[1]		11168
b. Interest-bearing balances:[2]		
(1) In U.S. offices		40550
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs		0
2. Securities:		
a. Held-to-maturity securities (from Schedule HC-B, column A)		1359
b. Available-for-sale securities (from Schedule HC-B, column D)		283828
3. Federal funds sold and securities purchased under agreements to resell:		
a. Federal funds sold in domestic offices		4513
b. Securities purchased under agreements to resell[3]		0
4. Loans and lease financing receivables:		
a. Loans and leases held for sale		173
b. Loans and leases, net of unearned income	476514	
c. LESS: Allowance for loan and lease losses	8402	
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)		468112
5. Trading assets (from Schedule HC-D)		0
6. Premises and fixed assets (including capitalized leases)		19386
7. Other real estate owned (from Schedule HC-M)		0
8. Investments in unconsolidated subsidiaries and associated companies		310

9. Direct and indirect investments in real estate ventures	0
10. Intangible assets:	
a. Goodwill	3050
b. Other intangible assets (from Schedule HC-M)	1021
11. Other assets (from Schedule HC-F)	21482
12. Total assets (sum of items 1 through 11)	854952

Schedule HC Assets Footnote

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.

	Dollar Amounts in Thousands
LIABILITIES	
13. Deposits:	
a. In domestic offices (from Schedule HC-E):	
(1) Noninterest-bearing[1]	113516
(2) Interest-bearing	564642
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	
(1) Noninterest-bearing	0
(2) Interest-bearing	0
14. Federal funds purchased and securities sold under agreements to repurchase:	
a. Federal funds purchased in domestic offices[2]	0
b. Securities sold under agreements to repurchase[3]	73458
15. Trading liabilities (from Schedule HC-D)	0
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	2000
17. Not applicable	
18. Not applicable	
19.a. Subordinated notes and debentures[4]	0
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	10310
20. Other liabilities (from Schedule HC-G)	9261
21. Total liabilities (sum of items 13 through 20)	773187
22. **Not applicable**	
EQUITY CAPITAL	
Holding Company Equity Capital	
23. Perpetual preferred stock and related surplus	10000
24. Common stock (par value)	3606
25. Surplus (exclude all surplus related to preferred stock)	1243
26.a. Retained earnings	69145

b. Accumulated other comprehensive income[5]	5138
c. Other equity capital components[6]	-7367
27.a. Total bank company equity capital (sum of items 23 through 26.c)	81765
b. Noncontrolling (minority) interests in consolidated subsidiaries	0
28. Total equity capital (sum of items 27.a and 27.b)	81765
29. Total liabilities, and equity capital (sum of items 21 and 28)	854952

MEMORANDUM **(to be completed annually only by top-tier holding companies for the December 31 report date)**	Below, Select "Yes", "No" or "N/A".
1. Has the holding company engaged in a full scope independent external audit at any time during the calendar year?	
2. If response to Memorandum 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. (The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.)	
a.1. Name of External Auditing Firm	
2. City	
3. State	4. Zip Code
b.1. Name of Engagement Partner	
2. E-mail Address	

Schedule HC Liabilities/Equity Capital Footnotes

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 net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
6. Includes treasury stock and unearned Employee Stock-Ownership Plan shares.
7. The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.

Footnotes to Schedule HC Assets

Footnotes to Schedule HC Liabilities/Equity Capital

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Schedule HC-B--Securities

Dollar Amounts in Thousands	Held-to-Maturity		Available-for-Sale	
	(Column A) Amortized Cost	(Column B) Fair Value	(Column C) Amortized Cost	(Column D) Fair Value
1. U.S. Treasury securities	0	0	0	0
2. U.S. government agency obligations (exclude mortgage-backed securities):				
a. Issued by U.S. government agencies[1]	0	0	0	0
b. Issued by U.S. government sponsored agencies[2]	0	0	106088	107105

3. Securities issued by states and political subdivisions in the U.S.	1359	1576	56100	58810
4. Mortgage-backed securities (MBS)				
a. Residential pass-through securities:				
(1) Guaranteed by GNMA	0	0	8661	8907
(2) Issued by FNMA and FHLMC	0	0	86694	91270
(3) Other pass-through securities	0	0	0	0
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]	0	0	16490	16728
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies[3]	0	0	0	0
(3) All other residential mortgage-backed securities	0	0	0	0
c. Commercial MBS:				
(1) Commercial pass-through securities:				
(a) Issued or guaranteed by FNMA, FHLMC or GNMA	0	0	0	0
(b) Other pass-through securities	0	0	0	0
(2) Other commercial MBS:				
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies[3]	0	0	0	0
(b) All other commercial MBS	0	0	0	0
5. Asset-backed securities and structured financial products:				
a. Asset-backed securities (ABS)	0	0	0	0
b. Structured financial products:				
(1) Cash	0	0	1194	693
(2) Synthetic	0	0	0	0
(3) Hybrid	0	0	0	0
6. Other debt securities:				
a. Other domestic debt securities	0	0	0	0
b. Other foreign debt securities	0	0	0	0
7. Investments in mutual funds and other equity securities with readily determinable fair values			315	315
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)	1359	1576	275542	283828

Schedule HC-B Footnotes

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).

Memoranda	
1. Pledged securities[1]	258721
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	8409
b. Over 1 year to 5 years	57839
c. Over 5 years	218246
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)	0
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	1194
b. Fair value	693
Memorandum Item 5 is to be completed by holding companies with total assets over $1 billion or with foreign offices.[4]	
5. Asset-backed securities(ABS)(sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):	
a. Credit card receivables	
b. Home equity lines	
c. Automobile loans	
d. Other consumer loans	
e. Commercial and industrial loans	
f. Other	

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	0	0	1194	693
b. Trust preferred securitites issued by real estate investment trusts	0	0	0	0
c. Corporate and similar loans	0	0	0	0
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	0	0	0	0
e. 1-4 family residential MBS not issued or guaranteed by GSEs	0	0	0	0
f. Diversified (mixed) pools of structured financial products	0	0	0	0
g. Other collateral or reference assets	0	0	0	0

Schedule HC-B Memoranda Footnote

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

Footnotes to Schedule HC-B

Footnotes to Schedule HC-B Memoranda

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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
1. Loans secured by real estate	361766	
a. Construction, land development, and other land loans:		
(1) 1-4 family residential construction loans		6232
(2) Other construction loans and all land development and other land loans		20072
b. Secured by farmland		44055
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		23631
(2) Closed-end loans secured by 1-4 family residential properties:		
(a) Secured by first liens		59973
(b) Secured by junior liens		9718
d. Secured by multifamily (5 or more) residential		12825
e. Secured by nonfarm nonresidential properties:		
(1) Loans secured by owner-occupied nonfarm nonresidential properties		84522
(2) Loans secured by other nonfarm nonresidential properties		100738
2. Loans to depository institutions and acceptances of other banks		0
a. To U.S. banks and other U.S. depository institutions	0	
b. To foreign banks	0	
3. Loans to finance agricultural production and other loans to farmers	32635	32635
4. Commercial and industrial loans		39375
a. To U.S. addressees (domicile)	39375	
b. To non-U.S. addressees (domicile)	0	
5. Not applicable		
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)		38314
a. Credit cards	0	
b. Other revolving credit plans	171	
c. Automobile loans	29586	
d. Other consumer loans (includes single payment, installment, and all student loans)	8557	
7. Loans to foreign governments and official institutions (including foreign central banks)	0	0
8. Not applicable		

9. **Loans to nondepository financial institutions and other loans:**		
a Loans to nondepository financial institutions	0	0
b. **Other loans**		
(1) Loans for purchasing and carrying securities (secured and unsecured)	491	491
(2) All other loans (exclude consumer loans)	4139	4139
10. Lease financing receivables (net of unearned income)		0
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	0	
b. All other leases	0	
11. LESS: Any unearned income on loans reflected in items 1-9 above	33	33
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)	476687	476687

Memoranda	**Consolidated**
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	0
(2) All other construction loans and all land development and other land loans	0
b. Loans secured by 1-4 family residential properties in domestic offices	138
c. Secured by multifamily (5 or more) residential properties in domestic offices	0
d. Secured by nonfarm nonresidential properties in domestic offices:	
(1) Loans secured by owner-occupied nonfarm nonresidential properties	300
(2) Loans secured by other nonfarm nonresidential properties	1926
e. Commercial and industrial loans:	
(1) To U.S. addressees (domicile)	0
(2) To non-U.S. addressees (domicile)	0
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	0
(1) Loans secured by farmland in domestic offices	0
(2) Loans to depository institutions and acceptances of other banks	0
(3) Loans to finance agricultural production and other loans to farmers	0
(4) Loans to individuals for household, family, and other personal expenditures:	
a. Credit Cards	0
b. Automobile loans	0
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	0
(5) Loans to foreign governments and official institutions	0
(6) Other loans[1]	0
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	0
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	0

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)			0
Memorandum item 5 is to be completed by all holding companies.			
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):			
a. Outstanding balance			0
b. Carrying amount included in Schedule HC-C, items 1 through 9			0
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))			0
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).			
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties			
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			
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))			0
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			
(1) Construction, land development, and other land loans			
(2) Secured by farmland (including farm residential and other improvements)			
(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			
(b). Closed-end loans secured by 1–4 family residential properties:			
(i) Secured by first liens			
(ii) Secured by junior liens			
(4) Secured by multifamily (5 or more) residential properties			
(5) Secured by nonfarm nonresidential properties			
b. Commercial and industrial loans			
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards			
(2) Other revolving credit plans			
(3) Automobile loans			

(4) Other consumer loans (includes single payment, installment, and all student loans)		
d. Other loans		
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):		
a. Loans secured by real estate		
(1) Construction, land development, and other land loans		
(2) Secured by farmland (including farm residential and other improvements)		
(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		
(b). Closed-end loans secured by 1–4 family residential properties:		
(i) Secured by first liens		
(ii) Secured by junior liens		
(4) Secured by multifamily (5 or more) residential properties		
(5) Secured by nonfarm nonresidential properties		
b. Commercial and industrial loans		
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):		
(1) Credit cards		
(2) Other revolving credit plans		
(3) Automobile loans		
(4) Other consumer loans (includes single payment, installment, and all student loans)		
d. Other loans		

	(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 comtractual cash flows not expected to be collected
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	0	0	0
b. Commercial and industrial loans	0	0	0
c. Loans to individuals for household, family, and other personal expenditures	0	0	0
d. All other loans and all leases	0	0	0

13. Not applicable	
14. Pledged loans and leases	119040

Schedule HC-C Footnotes

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.

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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
ASSETS		
1. U.S. Treasury securities		
2. U.S. Government agency obligations (exclude mortgage-backed securities)		
3. Securities issued by states and political subdivisions in the U.S.		
4. Mortgage-backed securities (MBS):		
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA		
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies (include CMOs, REMICs, and stripped MBS)[1]		
c. All other residential mortgage-backed securities		
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies[1]		
e. All other commercial MBS		
5. Other debt securities		
a. Structured financial products:		
(1) Cash		
(2) Synthetic		
(3) Hybrid		
b. All other debt securities		
6.Loans:		
a. Loans secured by real estate		
(1) Construction, land development, and other land loans		
(2) Secured by farmland (including farm residential and other improvements)		
(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		
(b) Closed-end loans secured by 1–4 family residential properties:		
(i) Secured by first liens		
(ii) Secured by junior liens		
(4) Secured by multifamily (5 or more) residential properties		

(5) Secured by nonfarm nonresidential properties		
b. Commercial and industrial loans		
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):		
(1) Credit cards		
(2) Other revolving credit plans		
(3) Automobile loans		
(4) Other consumer loans (includes single payment, installment, and all student loans)		
d. Other loans		
7.-8. Not applicable		
9. Other trading assets		
10. Not applicable		
11. Derivatives with a positive fair value		
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5)		
LIABILITIES		
13.a. Liability for short positions:		
(1) Equity securities		
(2) Debt securities		
(3) All other assets		
b. All other trading liabilities		
14. Derivatives with a negative fair value		
15. Total trading liabilities (sum of items 13 and 14)(must equal Schedule HC, item 15)		

Schedule HC-D Footnote

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).

MEMORANDA		
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		
(1) Construction, land development, and other land loans		
(2) Secured by farmland (including farm residential and other improvements)		
(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		
(b) Closed-end loans secured by 1–4 family residential properties:		
(i) Secured by first liens		
(ii) Secured by junior liens		
(4) Secured by multifamily (5 or more) residential properties		
(5) Secured by nonfarm nonresidential properties		

b. Commercial and industrial loans		
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):		
(1) Credit cards		
(2) Other revolving credit plans		
(3) Automobile loans		
(4) Other consumer loans (includes single payment, installment, and all student loans)		
d. Other loans		
2. Loans measured at fair value that are past due 90 days or more:		
a. Fair value		
b. Unpaid principal balance		
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		
b. Trust preferred securities issued by real estate investment trusts		
c. Corporate and similar loans		
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)		
e. 1-4 family residential MBS not issued or guaranteed by GSEs		
f. Diversified (mixed) pools of structured financial products		
g. Other collateral or reference assets		
4.Pledged trading assets:		
a. Pledged securities		
b. Pledged loans		

	Dollar Amounts in Thousands
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	
b. Home equity lines	
c. Automobile loans	
d. Other consumer loans	
e. Commercial and industrial loans	
f. Other	
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	
7. Equity securities:	
a. Readily determinable fair values	
b. Other	
8. Loans pending securitization	
9.a.(1) Gross fair value of commodity contracts	

(2) Gross fair value of physical commodities held in inventory	
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda item 9.a.(1) and 9.a.(2) above) that are greater than $25,000 and exceed 25% of the item 9 less Memoranda items 9.a.(1) and 9.a.(2)):	
(1)	
(2)	
(3)	
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than $25,000 and exceed 25% of the item)	
a.	
b.	
c.	

Footnotes to Schedule HC-D

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Schedule HC-E--Deposit Liabilities[1]

	Dollar Amounts in Thousands
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:	
a. Noninterest-bearing balances[2]	113516
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	42169
c. Money market deposit accounts and other savings accounts	293786
d. Time deposits of less than $100,000	135495
e. Time deposits of $100,000 or more	93192
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:	
a. Noninterest-bearing balances[2]	0
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	0
c. Money market deposit accounts and other savings accounts	0
d. Time deposits of less than $100,000	0
e. Time deposits of $100,000 or more	0
Memoranda	
1. Brokered deposits less than $100,000 with a remaining maturity of one year or less	792
2. Brokered deposits less than $100,000 with a remaining maturity of more than one year	122
3. Time deposits of $100,000 or more with a remaining maturity of one year or less	50197
4. Foreign office time deposits with a remaining maturity of one year of less	0

Schedule HC-E Footnote
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.
Footnotes to Schedule HC-E
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Schedule HC-F--Other Assets	
	Dollar Amounts in Thousands
1. Accrued interest receivable[1]	3143
2. Net deferred tax assets[2]	0
3. Interest-only strips receivable (not in the form of a security)[3] on:	
a. Mortgage loans	0
b. Other financial assets	0
4. Equity securities that DO NOT have readily determinable fair values[4]	2908
5. Life insurance assets:	
a. General account life insurance assets	13844
b. Sepatate account life insurance assets	0
c. Hybrid account life insurance assets	0
6. Other	1587
7. Total (sum of items 1 through 6)(must equal Schedule HC, item 11)	21482

Schedule HC-F Footnotes

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.

Footnotes to Schedule HC-F

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Schedule HC-G--Other Liabilities	
	Dollar Amounts in Thousands
1. Not applicable	
2. Net deferred tax liabilities[1]	1614
3. Allowance for credit losses on off-balance sheet credit exposures	0
4. Other	7647
5. Total (sum of items 2 through 4)(must equal Schedule HC, item 20)	9261

Schedule HC-G Footnotes

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

Footnotes to Schedule HC-G

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Schedule HC-H--Interest Sensitivity[1]	
	Dollar Amounts in Thousands
1. Earning assets that are repriceable within one year or mature within one year	207713
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	112905
3. Long-term debt that reprices within one year included in items 16 and 19 on Schedule HC, Balance Sheet	0
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)	0
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	0

Schedule HC-H Footnotes

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

Footnotes to Schedule HC-H

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Schedule HC-I--Insurance-Related Underwriting Activities (Including Reinsurance)	
Schedule HC-I must to be completed by all top-tier holding companies. (See instructions for additional information.)	
I. Property and Casualty Underwriting	
	Dollar Amounts in Thousands
ASSETS	
1. Reinsurance recoverables	0
2. Total assets	0
LIABILITIES	
3. Claims and claims adjustment expense reserves	0
4. Unearned premiums	0
5. Total equity	0
6. Net income	0
II. Life and Health Underwriting	
ASSETS	
1. Reinsurance recoverables	0
2. Separate account assets	0
3. Total assets	0
LIABILITIES	
4. Policyholder benefits and contractholder funds	0
5. Separate account liabilities	0
6. Total equity	0
7. Net income	

	0

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Schedule HC-K--Quarterly Averages

	Dollar Amounts in Thousands
ASSETS	
1. Securities	
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	107787
b. Mortgage-backed securities	117102
c. All other securities (included securities issued by states and political subdivisions in the U.S.)	59520
2. Federal funds sold and securities purchased under agreements to resell	5799
3.a. Total loans and leases in domestic offices	472365
(1) Loans secured by 1-4 family residential properties in domestic offices	89254
(2) All other loans secured by real estate in domestic offices	271139
(3) Loans to finance agricultural production and other loans to farmers	29897
(4) Commercial and industrial loans	39876
(5) Loans to individuals for household, family, and other personal expenditures:	
(a) Credit cards	0
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	37846
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs	0
4.a. Trading assets	0
b. Other earning assets	27509
5. Total consolidated assets	834449
LIABILITIES	
6. Interest-bearing deposits (domestic)[1]	566070
7. Interest-bearing deposits (foreign)[1]	0
8. Federal funds purchased and securities sold under agreements to repurchase	72412
9. All other borrowed money	3422
10. Not applicable	
EQUITY CAPITAL	
11. Total equity capital (excludes limited-life preferred stock)	75995

Schedule HC-K Footnote

1. Includes interest-bearing demand deposits.

Footnotes to Schedule HC-K

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(Report only transactions with nonrelated institutions)

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

		Dollar Amounts in Thousands
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		18179
b.(1) Unused consumer credit card lines		0
(2) Other unused credit card lines		0
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))		16665
(a) 1-4 family residential construction loan commitments	940	
(b) Commercial real estate, other construction loan, and land development loan commitments	15725	
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate		0
d. Securities underwriting		0
e. Other unused commitments:		
(1) Commercial and industrial loans		27888
(2) Loans to financial institutions		0
(3) All other unused commitments		18748
2. Financial standby letters of credit and foreign office guarantees		0
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		
3. Performance standby letters of credit and foreign office guarantees		716
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		
4. Commercial and similar letters of credit		0
5. Not applicable		
6. Securities		
a. Securities lent		
b. Securities borrowed		
7. Credit derivatives:	**Guarantor** (Column A)	**Beneficiary** (Column B)
a. Notional amounts:		
(1) Credit default swaps	0	0
(2) Total return swaps	0	0
(3) Credit options	0	0

(4) Other credit derivatives		0	0
b. Gross fair values:			
(1) Gross positive fair value		0	0
(2) Gross negative fair value		0	0
c. Notional amounts by regulatory capital treatment			
(1) Positions covered under the Market Risk Rule:			
(a) Sold Protection			0
(b) Purchased protection			0
(2) All other positions:			
(a) Sold protection			0
(b) Purchased protections that is recognized as a guarantee for regulatory capital purposes			0
(c) Purchased protection that is not recognized as a guarantee for regulatory captial purchases			0
d. Notional amounts by remaining maturity:	(Column A) One year or less	(Column B) Over One Year Through Five Years	(Column C) Over Five Years
(1) Sold credit protection:			
(a) Investment grade	0	0	0
(b) Subinvestment grade	0	0	0
(2) Purchased credit protection:			
(a) Investment grade	0	0	0
(b) Subinvestment grade	0	0	0
8. Spot foreign exchange contracts			0

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.f only amounts that exceed 25 percent of Schedule HC, item 27.a)	0
a. Commitments to purchase when-issued securities	0
b. Commitments to sell when-issued securities	0
c.	0
d.	0
e.	0
f.	0
10. Not applicable	

	Dollar Amounts in Thousands			
Derivatives Position Indicators	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal the sum of items 12 and 13):				
a. Future contracts	0	0	0	0
b. Forward contracts	1635	0	0	0
c. Exchange-traded option contracts:				
(1) Written options	0	0	0	0
(2) Purchased options	0	0	0	0
d. Over-the-counter option contracts:				
(1) Written options	1461	0	0	0
(2) Purchased options	0	0	0	0
e. Swaps	0	0	0	0
12. Total gross notional amount of derivative contracts held for trading	0	0	0	0
13. Total gross notional amount of derivative contracts held for purposes other than trading	3096	0	0	0
14. Gross fair values of derivative contracts:				
a. Contracts held for trading:				
(1) Gross positive fair value	0	0	0	0
(2) Gross negative fair value	0	0	0	0
b. Contracts held for purposes other than trading:				
(1) Gross positive fair value	0	0	0	0
(2) Gross negative fair value	0	0	0	0

Item 15 is to be completed only by holding companies with total assets of $10 billion or more.[2]

Dollar Amounts in Thousands	(Column A) Banks and Securities	(Column B) Monoline Financial	(Column C) Hedge Funds	(Column D) Soverign Governments	(Column E) Corporations and

	Firms	Guarantors			All Other Counterparties
15. Over-the counter derivatives:					
a. Net current credit exposure					
b.Fair value of collateral:					
(1) Cash-U.S. dollar					
(2) Cash-Other currencies					
(3) U.S.Treasury securities					
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities					
(5) Corporate bonds					
(6) Equity securities >					
(7) All other collateral					
(8) Total fair value of collateral (sum of items 15.b. (1) through (7))					

Footnotes

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

Footnotes to Schedule HC-L

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Schedule HC-M--Memoranda

		Dollar Amounts in Thousands
	Number (Unrounded)	
1. Total number of holding company common shares outstanding	3605725	
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19) that is issued to unrelated third parties by bank subsidiaries		2000
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19) that is issued to unrelated third parties by bank subsidiaries		0
4. Other assets acquired in satisfaction of debts previously contracted		0
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC		0
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:	
(1) 1-4 family residential construction loans	0
(2) Other construction loans and all land development and other land loans	0
(b) Secured by farmland	0
(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	0
(2) Closed-end loans secured by 1–4 family residential properties:	
(a) Secured by first liens	0
(b) Secured by junior liens	0
(d) Secured by multifamily (5 or more) residential properties	0
(e) Secured by nonfarm nonresidential properties:	
(1) Loans secured by owner-occupied nonfarm nonresidential properties	0
(2) Loans secured by other nonfarm nonresidential properties	0
(2) Loans to finance agricultural production and other loans to farmers	0
(3) Commercial and industrial loans	0
(4) Loans to individuals for household, family, and other personal expenditures	
(a) Credit cards	0
(b) Automobile Loans	0
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)	0
(5) All other loans and leases	0
Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% 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	0
(b) Loans to foreign governments and official institutions	0
(c) Other loans[1]	0
(d) Lease financing receivables	0
b. Other real estate owned (included in Schedule HC, item 7):	
(1) Construction, land development, and other land in domestic offices	0
(2) Farmland in domestic offices	0
(3) 1-4 family residential properties in domestic offices	0
(4) Multifamily (5 or more) residential properties in domestic offices	0
(5) Nonfarm nonresidential properties in domestic offices	0
(6) In foreign offices	0
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements	0
c. Debt securities (included in Schedule HC, items 2.a and 2.b)	0
d. Other assets (exclude FDIC loss-sharing indemnification assets)	0
7. Captive insurance and reinsurance subsidiaries:	
a. Total assets of captive insurance subsidiaries[2]	0

b. Total assets of captive reinsurance subsidiaries[2]	0
	Below, Select "Yes" or "No".
8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Select "Yes" or "No".)	0
	Below, Select "Yes" or "No".
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? (Select "Yes" or "No".)	0
10. Not applicable	
	Below, select "Yes," "No," or "N/A". (See instructions to the left of the item.)
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 questions is no, complete the FR Y-10.	1
Holding Company Official verifying FR Y-10 reporting:	
Name / Title	Brian A. Ippensen
Area Code/Phone Number (format: 555-555-5555)	217-221-8658
12. Intangible assets other than goodwill:	
a. Mortgage servicing assets	0
(1) Estimated fair value of mortgage servicing assets	0
b. Purchased credit card relationships and nonmortgage servicing assets	0
c. All other identifiable intangible assets	1021
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	1021
13. Other real estate owned	0
14. Other borrowed money:	
a. Commercial paper	0
b. Other borrowed money with a remaining maturity of one year or less	2000
c. Other borrowed money with a remaining maturity of more than one year	0
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	2000
	Below, Select "Yes" or "No".
15. Does the holding company sell private label or third party mutual funds and annuities? (Select "Yes" or "No".)	1

16. Assets under management in proprietary mutual funds and annuities	0
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). In most cases, these questions are only applicable to the top-tier BHC. See the line item instructions for further details.	
	For questions 17, 18, 19a and 19b below, 1 for "Yes," 0 for "No" or N/A. (See instructions above and left of each item.)
17. Does the holding company hold, directly or indirectly through a subsidiary or affiliate, any nonfinancial 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? (Select "Yes" or "No".)	0
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 acquistion cost basis) or 10 percent of the holding company's consolidated Tier 1 capital as of the report date? (Select "Yes" or "No".)	
*If the answer to **both** item 17 and item 18 is yes, your organization must complete the FR Y-12. Select "N/A" for items 19.a and 19.b and proceed to item 20 below.*	
*If the answer to **either** item 17 or 18 is no, your organization does not need to complete the FR Y-12. Answer yes or no 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? (Select "Yes" or "No".)	0
b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Select "Yes" or "No".)	0
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	0
b. Balances due from related institutions:	
(1) Due from the holding company (parent company only), gross	0
(2) Due from subsidiary banks of the holding company, gross	0
(3) Due from nonbank subsidiaries of the holding company, gross	0
c. Balances due to related institutions:	
(1) Due to holding company (parent company only), gross	0
(2) Due to subsidiary banks of the holding company, gross	0
(3) Due to nonbank subsidiaries of the holding company, gross	0

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	0
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[1]	0
Memoranda items 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)	
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)	0
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	2000
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:	
a. Senior perpetual preferred stock or similar items	0
b. Warrants to purchase common stock or similar items	0

Schedule HC-M Footnotes

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.

2. 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.

3. 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)).

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

	(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
1. Loans secured by real estate:			
a. Construction, land development, and other land loans in domestic offices:			
(1) 1-4 family residential construction loans	0	0	0
(2) Other construction loans and all land development and other land loans	28	0	0
b. Secured by farmland in domestic offices	45	0	66
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	36	0	93
(2) Closed-end loans secured by 1-4 family residential properties:			
(a) Secured by first liens	1832	0	466
(b) Secured by junior liens	250	87	0

d. Secured by multifamily (5 or more) residential properties in domestic offices	29	0	0
e. Secured by nonfarm nonresidential properties in domestic offices:			
(1) Loans secured by owner-occupied nonfarm nonresidential properties	238	0	755
(2) Loans secured by other nonfarm nonresidential properties	0	0	2332
f. In foreign offices	0	0	0
2. Loans to depository institutions and acceptances of other banks:			
a. U.S. banks and other U.S. depository institutions	0	0	0
b. Foreign banks	0	0	0
3. Loans to finance agricultural production and other loans to farmers	0	0	0
4. Commercial and industrial loans	595	0	140
5. Loans to individuals for household, family, and other personal expenditures:			
a. Credit cards	0	0	0
b. Automobile Loans	422	63	0
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	53	10	0
6. Loans to foreign governments and official institutions	0	0	0
7. All other loans	100	0	0
8. Lease financing receivables:			
a. Leases to individuals for household, family, and other personal expenditures	0	0	0
b. All other leases	0	0	0
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	0	0	693
10. TOTAL (sum of items 1 through 9)	3628	160	4545
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.			
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)	20	0	1
a. Guaranteed portion of loans and leases(exclude rebooked "GNMA loans") included in item 11 above	10	0	0
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	0	0	0
12. Loans and leases reported 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	0	0	0
(b) Other construction loans and all land development and other land loans	0	0	0

(2) Secured by farmland	0	0	0
(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	0	0	0
(b)			
(1) Secured by first liens	0	0	0
(2) Secured by junior liens	0	0	0
(4) Secured by multifamily (5 or more) residential properties	0	0	0
(5) Secured by nonfarm nonresidential properties:			
(a) Loans secured by owner-occupied nonfarm nonresidential properties	0	0	0
(b) Loans secured by other nonfarm nonresidential properties	0	0	0
b. Loans to finance agricultural production and other loans to farmers	0	0	0
c. Commercial and industrial loans	0	0	0
d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper:			
(1) Credit cards	0	0	0
(2) Automobile loans	0	0	0
(3) Other consumer loans	0	0	0
e. All other loans and leases	0	0	0
Itemize 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	0	0	0
(2) Loans to foreign governments and official institutions	0	0	0
(3) Other loans[1]	0	0	0
(4) Lease financing receivables	0	0	0
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	0	0	0
Memoranda	(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
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	0	0	0
(2) Other construction loans and all land development and other land loans	0	0	0
b. Loans secured by 1-4 family residential properties in domestic offices	0	0	0

c. Secured by multifamily (5 or more) residential properties in domestic offices	0	0	0
d. Secured by nonfarm nonresidential properties in domestic offices:			
(1) Loans secured by owner-occupied nonfarm nonresidential properties	0	0	0
(2) Loans secured by other nonfarm nonresidential properties	0	0	1183
e. Commercial and industrial loans:			
(1) To U.S. addressees (domicile)	0	0	0
(2) To non-U.S. addressees (domicile)	0	0	0
f. All other loans (*include* loans to individuals for household, family, and other personal expenditures)	0	0	0
Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):			
(1) Loans secured by farmland in domestic offices	0	0	0
(2) Loans to depository institutions and acceptances of other banks	0	0	0
(3) Loans to finance agricultural production and other loans to farmers	0	0	0
(4) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	0	0	0
(b) Automobile loans	0	0	0
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	0	0	0
(5) Loans to foreign governments and official institutions	0	0	0
(6) Other loans[1]	0	0	0
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	0	0	0
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	0	0	0
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	0	0	0
b. Loans measured at fair value:			
(1) Fair value	0	0	0
(2) Unpaid principal balance	0	0	0

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).

	(Column A) Past Due 30 through 89 days	(Column B) Past Due 90 days or more	
6. Derivative contracts:			
Fair value of amounts carried as assets	0	0	
7. Additions to nonaccrual assets during the quarter			1334
8. Nonaccrual assets sold during the quarter			0

	(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
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):			
a. Outstanding balance	0	0	0
b. Carrying amount included in Schedule HC-N, items 1 through 7, above	0	0	0

Schedule HC-N Footnotes

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.

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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 closed-end (first and junior lien) 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
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:[2]	
a. Closed-end first liens	
b. Closed-end junior liens	
c. Open-end loans extended under lines of credit:	
(1) Total commitment under the lines of credit	
(2) Principal amount funded under the lines of credit	
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:[2]	
a. Closed-end first liens	
b. Closed-end junior liens	
c. Open-end loans extended under lines of credit:	
(1) Total commitment under the lines of credit	

(2) Principal amount funded under the lines of credit	
3. 1-4 family residential mortgages sold during the quarter:	
a. Closed-end first liens	
b. Closed-end junior liens	
c. Open-end loans extended under lines of credit:	
(1) Total commitment under the lines of credit	
(2) Principal amount funded under the lines of credit	
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in schedule HC, items 4.a and 5):	
a. Closed-end first liens	
b. Closed-end junior liens	
c. Open-end loans extended under lines of credit:	
(1) Total commitment under the lines of credit	
(2) Principal amount funded under the lines of credit	
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):	
a. Closed-end 1-4 family residential mortgage loans	
b. Open-end 1-4 family residential mortgage loans extended under lines of credit	

6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:	
a. Closed-end first liens	
b. Closed-end junior liens	
c. Open-end loans extended under lines of credit:	
(1) Total commitment under the lines of credit	
(2) Principal amount funded under the lines of credit	
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	
b. For representations and warranties made to other parties	
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	0

Schedule HC-P Footnote

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..

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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 Amount 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
ASSETS					
1. Available-for-sale securities	283828	0	0	283828	0
2. Federal funds sold and securities purchased under agreements to resell	0	0	0	0	0
3. Loans and leases held for sale	0	0	0	0	0
4. Loans and leases held for investment	0	0	0	0	0
5. Trading assets:					
a. Derivative assets	0	0	0	0	0
b. Other trading assets	0	0	0	0	0
(1). Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	0	0	0	0	0

6. All other assets	0	0	0	0	0
7. Total assets measured at fair value on a recurring basis	283828	0	0	283828	0
LIABILITIES					
8. Deposits	0	0	0	0	0
9. Federal funds purchased and securities sold under agreements to repurchase	0	0	0	0	0
10. Trading liabilities:					
a. Derivative liabilities	0	0	0	0	0
b. Other trading liabilities	0	0	0	0	0
11. Other borrowed money	0	0	0	0	0
12. Subordinated notes and debentures	0	0	0	0	0
13. All other liabilities	0	0	0	0	0
14. Total liabilities measured at fair value on a recurring basis	0	0	0	0	0
Memoranda					
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than $25,000 and exceed 25% of item 6):					
a. Mortgage servicing assets	0	0	0	0	0
b. Nontrading derivative assets	0	0	0	0	0
c.	0	0	0	0	0
d.	0	0	0	0	0
e.	0	0	0	0	0
f.	0	0	0	0	0
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than $25,000 and exceed 25% of item 13):					
a. Loan commitments (not accounted for as derivatives)	0	0	0	0	0
b. Nontrading derivative liabilities	0	0	0	0	0
c.	0	0	0	0	0
d.	0	0	0	0	0
e.	0	0	0	0	0
f.	0	0	0	0	0

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Schedule HC-R--Regulatory Capital

Part I. Regulatory Capital Components and Ratios

	Dollar Amounts in Thousands
Common Equity Tier 1 Capital	
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	-2518
2. Retained earnings	69145
3. Accumulated other comprehensive income (AOCI)	5138
a. AOCI opt-out election (Select "Yes" or "No") (Advanced approaches institutions must select "No")	1
4. Common equity Tier 1 minority interest includable in common equity Tier 1 capital	0
5. Common equity Tier 1 capital before adjustments and deductions (sum of items 1 through 4)	71765
Common Equity Tier 1 Capital: Adjustments and Deductions	
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)	3050
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	1021
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	0
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)	5138
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)	0
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)	0
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)	0
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)	0
f. To be completed only by holding companies that entered "0" for No in 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)	
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)	0
b. LESS: All other deductions from (additions to) common equity Tier 1 capital before threshold-based deductions	0

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	0
12. Subtotal (item 5 minus items 6 through 11)	62556
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	0
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity Tier 1 capital deduction threshold	0
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	0
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	0
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	0
18. Total adjustments and deductions for common equity Tier 1 capital (sum of items 13 through 17)	0
19. **Common equity Tier 1 capital** (item 12 minus item 18)	62556
Additional Tier 1 Capital	
20. Additional Tier 1 capital instruments plus related surplus	20000
21. Non-qualifying capital instruments subject to phase out from additional Tier 1 capital	0
22. Tier 1 minority interest not included in common equity Tier 1 capital	0
23. Additional Tier 1 capital before deductions (sum of items 20, 21, and 22)	20000
24. LESS: Additional Tier 1 capital deductions	0
25. **Additional tier 1 capital** (greater of item 23 minus item 24, or zero)	20000
Tier 1 Capital	
26. **Tier 1 capital** (sum of items 19 and 25)	82556
Tier 2 Capital	
27. Tier 2 capital instruments plus related surplus	0
28. Non-qualifying capital instruments subject to phase out from Tier 2 capital	0
29. Total capital minority interest that is not included in Tier 1 capital	0
30. a. Allowance for loan and lease losses includable in Tier 2 capital	7300
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in Tier 2 capital	
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	0
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31)	7300
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)	
33. LESS: Tier 2 capital deductions	0

34. a. **Tier 2 capital** (greater of item 32.a minus item 33, or zero)	7300
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero)	
Total Capital	
35. a. **Total capital** (sum of items 26 and 34.a)	89856
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b)	
Total Assets for the Leverage Ratio	
36. Average total consolidated assets	834449
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)	4071
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes	0
39. **Total assets for the leverage ratio** (item 36 minus items 37 and 38)	830378
Total Risk-Weighted Assets	
40. a. **Total risk-weighted assets** (from Schedule HC-R, Part II item 31)	582860
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)	

	(Column A)	(Column B)
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)	10.73	
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)	14.16	
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)	15.42	

Leverage Capital Ratios	
44. Tier 1 leverage ratio (item 26 divided by item 39)	9.94
45. Advanced approaches holding companies only: Supplementary leverage ratio (from FFIEC 101 Schedule A, item 98) (effective January 1, 2015)	
Capital Buffers	
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments (effective January 1, 2016):	
a. Capital conservation buffer	
b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer	
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	
48. Distributions and discretionary bonus payments during the quarter	

Schedule HC-R--Continued

Part II. Risk-Weighted Assets

This schedule is to be submitted on a consolidated basis.

Holding companies (HC) are required to assign a 100 percent risk weight to all assets not specifically assigned a risk weight under Subpart D of the Federal Reserve's regulatory capital rules[1] and not deducted from tier 1 or tier 2 capital.

Balance Sheet Asset Categories[2]

Dollar Amounts in Thousands	(Column A) Totals *from Schedule HC*	(Column B) Adjustments to Totals Reported in Column A	(Column C) 0%	(Column D) 2%	(Column E) 4%	(Column F) 10%	(Column G 20%
1. Cash and balances due from depository institutions	51718	0	40493				11225
2. Securities:							
a. Held-to-maturity securities	1359	0	0				1359
b. Available-for-sale securities	283135	8787	13527				258663
3. Federal funds sold and securities purchased under agreements to resell:							
a. Federal funds sold (in domestic offices)	4513		0				4513
b. Securities purchased under agreements to resell	0	0					
4. Loans and leases held for sale:							
a. Residential mortgage exposures	173	0	0				0
b. High volatility commercial real estate exposures	0	0	0				0
c. Exposures past due 90 days or more or on nonaccrual[3]	0	0	0				0
d. All other exposures	0	0	0				0
5. Loans and leases, net of unearned income:							
a. Residential mortgage exposures	59800	0	0				0
b. High volatility commercial real estate exposures	0	0	0				0
c. Exposures past due 90 days or more or on nonaccrual[6]	3541	0	0				0
d. All other exposures	413173	0	0				3578
6. LESS: Allowance for loan and lease losses	8402	8402					
7. Trading assets	0	0	0				0
8. All other assets[7]	45249	4381	862				2785
a. Separate account bank-owned life insurance.							

b. Default fund contributions to central counterparties							

Schedule HC-R Balance Sheet Asset Categories Footnote

1. For bank holding companies, 12 CFR Part 217 and 225; and for covered savings and loan holding companies, 12 CFR Part 217.

2. All securitization exposures held as on-balance sheet assets of the reporting institution are to be excluded from items 1 through 8 and are to be reported instead in item 9.

3. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

4. Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the collateral haircut approach is applied, separate account bank-owned life insurance, and default fund contributions to central counterparties.

5. Effective January 1, 2018.

6. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

7. 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. Risk-Weighted Assets

Securitization Exposures: On- and Off-Balance Sheet

Dollar Amounts in Thousands	(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column Q) Exposure Amount	(Column T) Total Risk-Weighted Asset Amount by Calculation Methodology	(Column U)
			1250%	SSFA[8]	Gross-Up
	Bill | Mill | Thou				
9. On-balance sheet securitization exposures:					
a. Held-to-maturity securities	0	0	0	0	0
b. Available-for-sale securities	693	-501	1194	0	0
c. Trading assets	0	0	0	0	0
d. All other on-balance sheet securitization exposures	0	0	0	0	0
10. Off-balance sheet securitization exposures	1966	0	1966	0	0

Total Balance Sheet Assets

Dollar Amounts in Thousands	(Column A) Totals *from Schedule HC*	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G
			0%	2%	4%	10%	20%
11. Total Balance Sheet Assets[10]	854952	4265	54882				282123

Schedule HC-R Securitization Exposures: On- and Off-Balance Sheet and Total Balance Sheet Assets Footnote

8. Simplified Supervisory Formula Approach.

9. Effective January 1, 2018.

10. For each of columns A through R of item 11, report the sum of items 1 through 9. For item 11, the sum of columns B through R must equal column A.

Schedule HC-R--Continued

Part II. Risk-Weighted Assets

Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk Weighting (Excluding Securitization Exposure

				(Column C)	(Column D)	(Column E)	(Column F)	(C

Dollar Amounts in Thousands	(Column A) Face, Notional, or Other Amount	CCF[12]	(Column B) Credit Equivalent Amount[13]	0%	2%	4%	10%	A
12. Financial standby letters of credit	0	1.0	0	0				
13. Performance standby letters of credit and transaction-related contingent items	716	0.5	358	0				
14. Commercial and similar letters of credit with an original maturity of one year or less	0	0.2	0	0				
15. Retained recourse on small business obligations sold with recourse	0	1.0	0	0				
16. Repo-style transactions[15]	0	1.0	0	0	0	0		
17. All other off-balance sheet liabilities	0	1.0	0	0				
18. Unused commitments:								
a. Original maturity of one year or less, excluding asset-backed commercial paper (ABCP) conduits	0	0.2	0	0				
b. Original maturity of one year or less to ABCP conduits								
c. Original maturity exceeding one year	21636	0.5	10818	0				
19. Unconditionally cancelable commitments	0	0.0	0					
20. Over-the-counter derivatives			0	0			0	
21. Centrally cleared derivatives			0	0	0	0		
22. Unsettled transactions (failed trades)[16]	0			0				

Schedule HC-R Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk Weighting (Excluding Securitization Exposures) Footnote

11. All derivatives and off-balance sheet items that are securitization exposures are to be excluded from items 12 through 21 and are to be reported instead in item 10.

12. Credit conversion factor.

13. Column A multiplied by credit conversion factor. For each of items 12 through 21, the sum of columns C through J plus column R must equal column B.

14. Includes, for example, exposures collateralized by securitization exposures or mutual funds and exposures to which the collateral haircut approach is applied.

15. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

16. For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R--Continued

Part II. Risk-Weighted Assets

Totals

	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column
							Allocatic

Dollar Amounts in Thousands	0%	2%	4%	10%	20%	50%	100%
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)	54882	0	0	0	282123	74796	44532
24. Risk weight factor	X 0%	X 2%	X 4%	X 10%	X 20%	X 50%	X 100%
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	0	0	0	0	56425	37398	44532

Dollar Amounts in Thousands	Totals Bill | Mill | Thou
26. Risk-weighted assets for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold	583962
27. Standardized market-risk weighted assets (applicable only to holding companies that are covered by the market risk capital rules)	0
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated risk transfer risk reserve[18]	583962
29. LESS: Excess allowance for loan and lease losses	1102
30. LESS: Allocated transfer risk reserve	0
31. Total risk-weighted assets (item 28 minus items 29 and 30)	582860

Schedule HC-R Totals Footnote

17. Effective January 1, 2018.

18. Sum of items 2.b through 20, column S; items 9.a, 9.b, 9.c., 9.d, and 10, columns T and U; item 25, columns C through Q; and item 27 (if applicable).

Schedule HC-R--Continued

Part II. Risk-Weighted Assets

Memoranda

Dollar Amounts in Thousands	Bill | Mill | Thou
1. Current credit exposure across all derivative contracts covered by the regulatory capital rule	0

Dollar Amounts in Thousands	With a remaining maturity of (Column A) One year or less	(Column B) Over one year through five years	(Column C) Over five years
	Bill | Mill | Thou		
2. Notional principal amounts of over-the-counter derivative contracts:			
a. Interest rate	1635	0	0
b. Foreign exchange rate and gold	0	0	0
c. Credit (investment grade reference asset)	0	0	0
d. Credit(non-investment grade reference asset)	0	0	0
e. Equity	0	0	0
f. Precious metals(except gold)	0	0	0

g. Other	0	0	0
3. Notional principal amounts of centrally cleared derivative contracts:			
a. Interest rate	0	0	0
b. Foreign exchange rate and gold	0	0	0
c. Credit (investment grade reference asset)	0	0	0
d. Credit(non-investment grade reference asset)	0	0	0
e. Equity	0	0	0
f. Precious metals(except gold)	0	0	0
g. Other	0	0	0

Dollar Amounts in Thousands	Bill | Mill | Thou
4. Standardized market risk-weighted assets attributable to specific risk (included in Schedule HC-R, item 27)	0

Footnote to Schedule HC-R

Footnote to Schedule HC-R Balance Sheet Asset Categories

Footnote to Schedule HC-R Securitization Exposures: On- and Off-Balance Sheet and Total Balance Sheet Assets

Footnote to Schedule HC-R Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk Weighting (Excluding Securitization Exposures)

Footnote to Schedule HC-R Totals

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

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	0	0	0	0	0	0	0
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)	0	0	0	0	0	0	0
b. Subordinated securities and other residual interests	0	0	0	0	0	0	0
c. Standby letters of credit and other enhancements	0	0	0	0	0	0	0
3. Reporting institutions unused commitments to provide liquidity to structures reported in item 1	0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:							
a. 30-89 days past due	0	0	0	0	0	0	0
b. 90 days or more past due	0	0	0	0	0	0	0
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	0	0	0	0	0	0	0
b. Recoveries	0	0	0	0	0	0	0
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in HC-B)		0	0			0	
b. Loans (included in HC-C)		0	0			0	
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due		0	0			0	
b. 90 days or more past due		0	0			0	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							
a. Charge-offs		0	0			0	
b. Recoveries		0	0			0	
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	0	0	0	0	0	0	0
10. Reporting institutions unused commitments to provide liquidity to other institutions securitization structures	0	0	0	0	0	0	0
Asset Sales							
11. Assets sold with recourse or other							

seller-provided credit enhancements and not securitized	8494	0	0	0	0	0	0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	1966	0	0	0	0	0	0

Schedule HC-S--Continued

Memoranda

	Dollar Amounts in Thousands
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	0
b. Amount of retained recourse on these obligations as of the report date	0
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	8494
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	178128
c. Other financial assets[1]	14186
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)	29
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	0
(2) Conduits sponsored by other unrelated institutions	0
b. Unused commitments to provide liquidity to conduit structures:	
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	0
(2) Conduits sponsored by other unrelated institutions	0
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C)[22]	0

Schedule HC-S Memoranda Footnotes

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).

Footnote to Schedule HC-S Memoranda

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Schedule HC-V--Variable Interest Entities			
	(Column A) Securitization Vehicles	(Column B) ABCP Conduits	(Column C) Other VIEs
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	0	0	0
b. Held-to-maturity securities	0	0	0
c. Available-for-sale securities	0	0	0
d. Securities purchased under agreements to resell	0	0	0
e. Loans and leases held for sale	0	0	0
f. Loans and leases, net of unearned income	0	0	0
g. Less: Allowance for loan and lease losses	0	0	0
h Trading assets (other than derivatives)	0	0	0
i. Derivative trading assets	0	0	0
j. Other real estate owned	0	0	0
k. Other assets	0	0	0
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	0	0	0
b. Derivative trading liabilities	0	0	0
c. Commercial paper	0	0	0
d. Other borrowed money (exclude commercial paper)	0	0	0
e. Other liabilities	0	0	0
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above)	0	0	0
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above)	0	0	0

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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
1. Average loans and leases (net of unearned income)	
2. Average earning assets	
3. Average total consolidated assets	
4. Average equity capital	

Notes to the Balance Sheet-Other

Enter in the lines provided below any additional information on specific line items on the balance sheet or to 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 the 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.

Notes to the Balance Sheet-Other

	Dollar Amounts in Thousands
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)	0
2.	0
3.	0
4.	0
5.	0
6.	0
7.	0
8.	0
9.	0
10.	0
11.	0
12.	0
13.	0
14.	0
15.	0
16.	0
17.	0
18.	0
19.	0
20.	0

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Explanatory text field available for reporters

(Please limit your comments to 3,500 characters.)

Edit Explanations					
Edit Type	**Edit Check**	**Target Item**	**Comparison Series**	**Occurrence**	**Explanation**
If an amount was reported for Loans secured by other nonfarm nonresidential properties that were Past due 30 through 89 days and still accruing (HC-N1e2, Col A) and Past due 90 days or more and still accruing (HC-N1e2, Col B) in the previous quarter and their sum was greater than $1 million, and an amount is reported for Loans secured by other nonfarm nonresidential properties in domestic offices (HC-C1e2, Col B) in the current quarter, then an amount should be reported for Loans secured by other nonfarm nonresidential properties that were Past due 30 through 89 days and still accruing (HC-N1e2, Col A) and/or Past due 90 days or more and still accruing (HC-N1e2, Col B) in the current quarter. Please review, and revise or explain as appropriate.					
I	0141	HC.N.1.e.(2).(B)	N/A	1	There are no loans currently greater than 29 days past due in this category that are still accruing. The large loan was moved to nonaccrual this quarter.
In general, LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs (HC-R(I) 7) should be less than or equal to 20% of Purchased credit card relationships and nonmortgage servicing assets (HC-M12b) plus All other identifiable intangible assets (HC-M12c). Please review and revise or explain, as appropriate.					
Q	4030	HC.R.I.7	N/A	1	For 2015 and forward, with the new Rule, we have chosen to deduct the full amount of intangibles excluding goodwill and MSA from CET1, which provides a conservative approach. If we are not able to ignore the transition stages, let us know.
Perpetual preferred stock and related surplus (HC-23) should be greater than or equal to Additional tier 1 capital instruments plus related surplus (HC-R(I) 20). Please review and revise or explain, as appropriate.					
Q	4040	HC.R.I.20	N/A	1	HCRI-20 includes Trust Preferred Securities of 10 million dollars, includable in tier 1 capital.
If the amortized cost of Structured notes (HC-B, Memorandum 4a) is greater than zero and the fair value structured notes (HC-B, Memorandum, 4b)is greater than zero, then the fair value (HC-B, Memorandum, 4b) divided by its Amortized cost (HC-B, Memorandum 4a) falls outside the expected tolerance of 75% - 150%. Please review, and revise or explain as appropriate.					
Q	5945	HC.B.M.4.b.	N/A	1	The low market value is for two trust preferred securities which are illiquid securities

					due to circumstances in todays market
Loans and Leases reported as Nonaccrual which are wholly or partially guaranteed by the U.S. Government excluding loans and leases covered by loss-sharing agreements with the FDIC (HC-N 11, Col C), then an amount should be reported for the Guaranteed portion (HC-N 11a, Col C) or (HC-N, 11b, Col B). Please review, and revise or explain as appropriate.					
Q	6680	HC.N.11.a(C)	N/A	1	This loan is a guaranteed loan, but the loan is in the process of being written off and the remaining guaranteed portion is less than 1,000