

Board of Governors of the Federal Reserve System



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

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

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

This report form is to be filed by holding companies with total consolidated assets of \$500 million or more. In addition, holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further information.

However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Holding Companies. The Consolidated Financial Statements for Holding Companies are 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).

Date of Report:

**December 31, 2014**

Month / Date / Year (BHCK 9999)

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

Todd J James

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

Blackhawk Bancorp, Inc.

Legal Title of Holding Company (TEXT 9010)

400 Broad Street

(Mailing Address of the Holding Company) Street / P.O. Box (TEXT 9110)

Beloit

City (TEXT 9130)

WI

State (TEXT 9200)

53511-

Zip Code (TEXT 9220)

02/16/2015

Date of Signature (MM/DD/YYYY) (BHTX J196)

Person to whom questions about this report should be directed:

Joel Carter

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#### For Federal Reserve Bank Use Only

RSSD ID

C.I.

S.F.

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

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 45.0 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

Schedule HI

**2****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**

For Federal Reserve Bank Use Only

RSSD ID \_\_\_\_\_

S.F. \_\_\_\_\_

Dollar Amounts in Thousands

		Bil	Mil	Thou	
1. Interest income					
a. Interest and fee income on loans:					
(1) In domestic offices:					
(a) Loans secured by 1-4 family residential properties .....	BHCK4435		5,193		1.a.(1)(a)
(b) All other loans secured by real estate .....	BHCK4436		7,374		1.a.(1)(b)
(c) All other loans .....	BHCKF821		6,144		1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	BHCK4059				1.a.(2)
b. Income from lease financing receivables .....	BHCK4065		0		1.b.
c. Interest income on balances due from depository institutions (1) .....	BHCK4115		5		1.c.
d. Interest and dividend income on securities:					
(1) U.S. Treasury securities and U.S. government agency obligations (excluding MBS) .....	BHCKB488		110		1.d.(1)
(2) Mortgage-backed securities .....	BHCKB489		1,905		1.d.(2)
(3) All other securities .....	BHCK4060		1,394		1.d.(3)
e. Interest income from trading assets .....	BHCK4069		12		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell .....	BHCK4020		156		1.f.
g. Other interest income .....	BHCK4518		12		1.g.
h. Total interest income (sum of items 1.a through 1.g) .....	BHCK4107		22,305		1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more .....	BHCKA517		757		2.a.(1)(a)
(b) Time deposits of less than \$100,000 .....	BHCKA518		617		2.a.(1)(b)
(c) Other deposits .....	BHCK6761		696		2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	BHCK4172				2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase .....	BHCK4180		1		2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes & debentures) ...	BHCK4185		282		2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities .....	BHCK4397		477		2.d.
e. Other interest expense .....	BHCK4398		0		2.e.
f. Total interest expense (sum of items 2.a through 2.e) .....	BHCK4073		2,830		2.f.
3. Net interest income (item 1.h minus item 2.f) .....	BHCK4074		19,475		3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) .....	BHCK4230		2,285		4.
5. Noninterest income:					
a. Income from fiduciary activities .....	BHCK4070		0		5.a.
b. Service charges on deposit accounts in domestic offices .....	BHCK4483		2,758		5.b.
c. Trading revenue (2) .....	BHCKA220		3		5.c.
d.					
(1) Fees and commissions from securities brokerage .....	BHCKC886		553		5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions .....	BHCKC888		10		5.d.(2)
(3) Fees and commissions from annuity sales .....	BHCKC887		91		5.d.(3)
(4) Underwriting income from insurance and reinsurance activities .....	BHCKC386		0		5.d.(4)
(5) Income from other insurance activities .....	BHCKC387		27		5.d.(5)
e. Venture capital revenue .....	BHCKB491		0		5.e.
f. Net servicing fees .....	BHCKB492		236		5.f.
g. Net securitization income .....	BHCKB493		0		5.g.

(1) Includes interest income on time certificates of deposit not held for trading.

(2) For BHCs required to complete HI, memoranda item 9, trading revenue reported in HI.5.c. must equal the sum of memoranda items 9.a through 9.e.

Schedule HI

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## Schedule HI—Continued

Dollar Amounts in Thousands			Bil	Mil	Thou	
h. Not applicable						
i. Net gains (losses) on sales of loans and leases	BHCK8560			1,824		5.i.
j. Net gains (losses) on sales of other real estate owned	BHCK8561			(317)		5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	BHCKB496			(2,552)		5.k.
l. Other noninterest income (3)	BHCKB497			2,963		5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	BHCK4079			5,596		5.m.
6.						
a. Realized gains (losses) on held-to-maturity securities	BHCK3521			0		6.a.
b. Realized gains (losses) on available-for-sale securities	BHCK3196			470		6.b.
7. Noninterest expense:						
a. Salaries and employee benefits	BHCK4135			11,296		7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	BHCK4217			2,522		7.b.
c.						
(1) Goodwill impairment losses	BHCKC216			0		7.c.(1)
(2) Amortization expense and impairment for other intangible assets	BHCKC232			25		7.c.(2)
d. Other noninterest expense (4)	BHCK4092			7,146		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	BHCK4093			20,989		7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	BHCK4301			2,267		8.
9. Applicable income taxes (foreign and domestic)	BHCK4302			15		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	BHCK4300			2,252		10.
11. Extraordinary items and other adjustments, net of income taxes (5)	BHCK4320			0		11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	BHCKG104			2,252		12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	BHCKG103			0		13.
14. Net income (loss) attributable to holding company (item 12 minus item 13)	BHCK4340			2,252		14.

## Memoranda

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Net interest income (item 3 above) on a fully taxable equivalent basis	BHCK4519			20,136		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	BHCK4592			2,928		M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	BHCK4313			28		M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d(3), above)	BHCK4507			1,314		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK4150			154		M.5.
6. Other noninterest income (from schedule HI, 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	BHCKC013			73		M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	BHCKC014			291		M.6.b.
c. Income and fees from automated teller machines (ATMs)	BHCKC016			197		M.6.c.
d. Rent and other income from other real estate owned	BHCK4042			13		M.6.d.
e. Safe deposit box rent	BHCKC015			35		M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	BHCKF229			3		M.6.f.

(3) See Schedule HI, memoranda item 6

(4) See Schedule HI, memoranda item 7.

(5) Describe on Schedule HI, memoranda item 8.

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands			Bil	Mil	Thou	
g. Bank card and credit card interchange fees .....		BHCKF555		2,329		M.6.g.
h. Gains on bargain purchases .....		BHCKJ447		0		M.6.h.
i. TEXT8562 Security Fraud Losses		BHCK8562		(2,611)		M.6.i.
j. TEXT8563 Low income tax housing investment losses		BHCK8563		(120)		M.6.j.
k. TEXT8564 Loss on sale of OREO		BHCK8564		(259)		M.6.k.
7. Other noninterest expense (from schedule HI, 7.d above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 7.d):						
a. Data processing expenses .....		BHCKC017		2,344		M.7.a.
b. Advertising and marketing expenses .....		BHCK0497		237		M.7.b.
c. Directors' fees .....		BHCK4136		228		M.7.c.
d. Printing, stationery, and supplies .....		BHCKC018		387		M.7.d.
e. Postage .....		BHCK8403		270		M.7.e.
f. Legal fees and expenses .....		BHCK4141		319		M.7.f.
g. FDIC deposit insurance assessments .....		BHCK4146		448		M.7.g.
h. Accounting and auditing expenses .....		BHCKF556		174		M.7.h.
i. Consulting and advisory expenses .....		BHCKF557		609		M.7.i.
j. Automated teller machine (ATM) and interchange expenses .....		BHCKF558		1,077		M.7.j.
k. Telecommunications expenses .....		BHCKF559		386		M.7.k.
l. TEXT8565		BHCK8565				M.7.l.
m. TEXT8566		BHCK8566				M.7.m.
n. TEXT8567		BHCK8567				M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):						
a.						
(1) TEXT3571		BHCK3571				M.8.a.(1)
(2) Applicable income tax effect .....	BHCK3572	0				M.8.a.(2)
b.						
(1) TEXT3573		BHCK3573				M.8.b.(1)
(2) Applicable income tax effect .....	BHCK3574	0				M.8.b.(2)
c.						
(1) TEXT3575		BHCK3575				M.8.c.(1)
(2) Applicable income tax effect .....	BHCK3576	0				M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)						
Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:						
a. Interest rate exposures .....		BHCK8757				M.9.a.
b. Foreign exchange exposures .....		BHCK8758				M.9.b.
c. Equity security and index exposures .....		BHCK8759				M.9.c.
d. Commodity and other exposures .....		BHCK8760				M.9.d.
e. Credit exposures .....		BHCKF186				M.9.e.
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) .....		BHCKK090				M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in items 9.a through 9.e above) .....		BHCKK094				M.9.g.

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

Schedule HI

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## Schedule HI—Continued

## Memoranda—Continued

Dollar Amounts in Thousands			Bil	Mil	Thou	
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 .....	BHCKC889			0		M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading .....	BHCKC890			0		M.10.b.
11. Credit losses on derivatives (see instructions) .....	BHCKA251			0		M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>						
12.						
a. Income from the sale and servicing of mutual funds and annuities (in domestic offices) .....	BHCK8431			N/A		M.12.a.
b.						
(1) Premiums on insurance related to the extension of credit .....	BHCKC242			0		M.12.b.(1)
(2) All other insurance premiums .....	BHCKC243			0		M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities .....	BHCKB983			0		M.12.c.
			Yes/No			
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no) .....						
	BHCKA530		NO			M.13.
Dollar Amounts in Thousands			Bil	Mil	Thou	
<i>Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.</i>						
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 .....	BHCKF551			(6)		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk .....	BHCKF552			0		M.14.a.(1)
b. Net gains (losses) on liabilities .....	BHCKF553			9		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk ....	BHCKF554			0		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method .....						
	BHCKC409			0		M.15.
			Year-to-Date			
<i>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.</i>						
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a)) .....						
	BHCKF228					M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:						
a. Total other-than-temporary impairment losses .....	BHCKJ319			170		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes) .....	BHCKJ320			0		M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b) .....	BHCKJ321			170		M.17.c.

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

Schedule HI-A

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

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Total holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income) .....	BHCK3217	48,302				1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors .....	BHCKB507	0				2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2) .....	BHCKB508	48,302				3.
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14) .....	BHCT4340	2,252				4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):						
a. Sale of perpetual preferred stock, gross .....	BHCK3577	0				5.a.
b. Conversion or retirement of perpetual preferred stock .....	BHCK3578	(10,500)				5.b.
6. Sale of common stock:						
a. Sale of common stock, gross .....	BHCK3579	192				6.a.
b. Conversion or retirement of common stock .....	BHCK3580	0				6.b.
7. Sale of treasury stock .....	BHCK4782	0				7.
8. LESS: Purchase of treasury stock .....	BHCK4783	60				8.
9. Changes incident to business combinations, net .....	BHCK4356	0				9.
10. LESS: Cash dividends declared on preferred stock .....	BHCK4598	177				10.
11. LESS: Cash dividends declared on common stock .....	BHCK4460	133				11.
12. Other comprehensive income <sup>(1)</sup> .....	BHCKB511	2,160				12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company .....	BHCK4591	0				13.
14. Other adjustments to equity capital (not included above) .....	BHCK3581	0				14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items, 8, 10, and 11) (must equal item 27.a on Schedule HC) .....	BHCT3210	42,036				15.

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

Schedule HI-B

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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

	(Column A) Charge-offs: Calendar YTD		(Column B) Recoveries: Calendar YTD		
<b>I. Charge-offs <sup>(1)</sup> and Recoveries on Loans and Leases (Fully Consolidated)</b>					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1-4 family residential construction loans .....	BHCKC891	104	BHCKC892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	BHCKC893	424	BHCKC894	11	1.a.(2)
b. Secured by farmland in domestic offices .....	BHCK3584	0	BHCK3585	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....	BHCK5411	306	BHCK5412	24	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens .....	BHCKC234	837	BHCKC217	133	1.c.(2)(a)
(b) Secured by junior liens .....	BHCKC235	263	BHCKC218	40	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	BHCK3588	0	BHCK3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHCKC895	526	BHCKC896	51	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHCKC897	0	BHCKC898	0	1.e.(2)
f. In foreign offices .....	BHCKB512	0	BHCKB513	0	1.f.
2. Loans to depository institutions and acceptances of other banks:					
a. To U.S. banks and other U.S. depository institutions .....	BHCK4653	0	BHCK4663	0	2.a.
b. To foreign banks .....	BHCK4654	0	BHCK4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers ...	BHCK4655	26	BHCK4665	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile) .....	BHCK4645	479	BHCK4617	5	4.a.
b. To non-U.S. addressees (domicile) .....	BHCK4646	0	BHCK4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards .....	BHCKB514	0	BHCKB515	0	5.a.
b. Automobile loans .....	BHCKK129	0	BHCKK133	0	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ...	BHCKK205	205	BHCKK206	123	5.c.
6. Loans to foreign governments and official institutions .....	BHCK4643	0	BHCK4627	0	6.
7. All other loans .....	BHCK4644	0	BHCK4628	0	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures .....	BHCKF185	0	BHCKF187	0	8.a.
b. All other leases .....	BHCKC880	0	BHCKF188	0	8.b.
9. Total (sum of items 1 through 8) .....	BHCK4635	3,170	BHCK4605	387	9.

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

Schedule HI-B—Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Charge-offs: Calendar YTD		(Column B) Recoveries: Calendar YTD		
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 .....					
	BHCK5409	0	BHCK5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above) .....					
	BHCK4652	0	BHCK4662	0	M.2.

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

	Calendar YTD		
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e. not included in charge-offs against the allowance for loan and lease losses) .....	BHCKC388		M.3.

Dollar Amounts in Thousands			Bil	Mil	Thou	
II. Changes in allowance for loan and lease losses						
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income) .....	BHCKB522	4,894				1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....	BHCT4605	387				2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4) .....	BHCKC079	3,170				3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account .....	BHCK5523	0				4.
5. Provision for loan and lease losses (must equal Schedule HI, item 4) .....	BHCT4230	2,285				5.
6. Adjustments (see instructions for this schedule) .....	BHCKC233	0				6.
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c) .....	BHCT3123	4,396				7.



Schedule **HI-B**—Continued

Memoranda

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7 .....	BHCKC435			0		M.1.
<i>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).</i>						
2. Separate valuation allowance for uncollectable retail credit card fees and finance charges .....	BHCKC389					M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7) .....	BHCKC390					M.3.
<i>Memorandum item 4 is to be completed by all holding companies.</i>						
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above) .....	BHCKC781			0		M.4.

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

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

Dollar Amounts in Thousands		(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)	(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)	(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)	(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)	(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)	(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)	
1. Real estate loans:								
a. Construction loans .....	BHCKM708	BHCKM709	BHCKM710	BHCKM711	BHCKM712	BHCKM713		1.a.
b. Commercial real estate loans .....	BHCKM714	BHCKM715	BHCKM716	BHCKM717	BHCKM719	BHCKM720		1.b.
c. Residential real estate loans .....	BHCKM721	BHCKM722	BHCKM723	BHCKM724	BHCKM725	BHCKM726		1.c.
2. Commercial loans (2) .....	BHCKM727	BHCKM728	BHCKM729	BHCKM730	BHCKM731	BHCKM732		2.
3. Credit cards .....	BHCKM733	BHCKM734	BHCKM735	BHCKM736	BHCKM737	BHCKM738		3.
4. Other consumer loans .....	BHCKM739	BHCKM740	BHCKM741	BHCKM742	BHCKM743	BHCKM744		4.
5. Unallocated, if any .....				BHCKM745				5.
6. Total (for each column, sum of items 1.a through 5) .....	BHCKM746	BHCKM747	BHCKM748	BHCKM749	BHCKM750	BHCKM751		6.

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

(2) Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

## Notes to the Income Statement—Predecessor Financial Items

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

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Total interest income .....	BHBC4107			N/A		1.
a. Interest income on loans and leases .....	BHBC4094			N/A		1.a.
b. Interest income on investment securities .....	BHBC4218			N/A		1.b.
2. Total interest expense .....	BHBC4073			N/A		2.
a. Interest expense on deposits .....	BHBC4421			N/A		2.a.
3. Net interest income .....	BHBC4074			N/A		3.
4. Provision for loan and lease losses .....	BHBC4230			N/A		4.
5. Total noninterest income .....	BHBC4079			N/A		5.
a. Income from fiduciary activities .....	BHBC4070			N/A		5.a.
b. Trading revenue .....	BHBCA220			N/A		5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions .....	BHBCB490			N/A		5.c.
d. Venture capital revenue .....	BHBCB491			N/A		5.d.
e. Net securitization income .....	BHBCB493			N/A		5.e.
f. Insurance commissions and fees .....	BHBCB494			N/A		5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities .....	BHBC4091			N/A		6.
7. Total noninterest expense .....	BHBC4093			N/A		7.
a. Salaries and employee benefits .....	BHBC4135			N/A		7.a.
b. Goodwill impairment losses .....	BHBC216			N/A		7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments .....	BHBC4301			N/A		8.
9. Applicable income taxes .....	BHBC4302			N/A		9.
10. Noncontrolling (minority) interest .....	BHBC4484			N/A		10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest .....	BHBC4320			N/A		11.
12. Net income (loss) .....	BHBC4340			N/A		12.
13. Cash dividends declared .....	BHBC4475			N/A		13.
14. Net charge-offs .....	BHBC6061			N/A		14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis .....	BHBC4519			N/A		15.

		Dollar Amounts in Thousands			
		Bil	Mil	Thou	
1.	TEXT5351				
2.	TEXT5352				
3.	TEXT5353				
4.	TEXT5354				
5.	TEXT5355				
6.	TEXTB042				
7.	TEXTB043				
8.	TEXTB044				
9.	TEXTB045				
10.	TEXTB046				

## Notes to the Income Statement (Other)—Continued

Dollar Amounts in Thousands

Dollar Amounts in Thousands			Bil	Mil	Thou
11.	TEXTB047				
12.	TEXTB048				
13.	TEXTB049				
14.	TEXTB050				
15.	TEXTB051				
16.	TEXTB052				
17.	TEXTB053				
18.	TEXTB054				
19.	TEXTB055				
20.	TEXTB056				

Schedule HC

**14**

Blackhawk Bancorp, Inc.

Name of Bank Holding Company

For Federal Reserve Bank Use Only

C.I. \_\_\_\_\_

**Consolidated Financial Statements for Holding Companies**Report at the close of business **December 31, 2014****Schedule HC—Consolidated Balance Sheet**

Dollar Amounts in Thousands			Bil	Mil	Thou	
<b>Assets</b>						
1. Cash and balances due from depository institutions:						
a. Noninterest-bearing balances and currency and coin (1)	BHCK0081	9,847				1.a.
b. Interest-bearing balances: (2)						
(1) In U.S. offices	BHCK0395	11,723				1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	BHCK0397	0				1.b.(2)
2. Securities:						
a. Held-to-maturity securities (from Schedule HC-B, column A)	BHCK1754	0				2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)	BHCK1773	129,185				2.b.
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold in domestic offices	BHDMB987	21				3.a.
b. Securities purchased under agreements to resell (3)	BHCKB989	0				3.b.
4. Loans and lease financing receivables:						
a. Loans and leases held for sale	BHCK5369	1,537				4.a.
b. Loans and leases, net of unearned income	BHCKB528	395,844				4.b.
c. LESS: Allowance for loan and lease losses	BHCK3123	4,396				4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	BHCKB529	391,448				4.d.
5. Trading assets (from Schedule HC-D)	BHCK3545	35				5.
6. Premises and fixed assets (including capitalized leases)	BHCK2145	8,320				6.
7. Other real estate owned (from Schedule HC-M)	BHCK2150	886				7.
8. Investments in unconsolidated subsidiaries and associated companies	BHCK2130	0				8.
9. Direct and indirect investments in real estate ventures	BHCK3656	0				9.
10. Intangible assets:						
a. Goodwill	BHCK3163	5,037				10.a.
b. Other intangible assets (from Schedule HC-M)	BHCK0426	2,641				10.b.
11. Other assets (from Schedule HC-F)	BHCK2160	20,793				11.
12. Total assets (sum of items 1 through 11)	BHCK2170	581,473				12.

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC

15

## Schedule HC—Continued

Dollar Amounts in Thousands		Bil	Mil	Thou
<b>Liabilities</b>				
13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing <sup>(1)</sup>	BHDM6631	62,062		13.a.(1)
(2) Interest-bearing	BHDM6636	453,722		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:				
(1) Noninterest-bearing	BHFN6631			13.b.(1)
(2) Interest-bearing	BHFN6636			13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased in domestic offices <sup>(2)</sup>	BHDMB993	0		14.a.
b. Securities sold under agreements to repurchase <sup>(3)</sup>	BHCKB995	0		14.b.
15. Trading liabilities (from Schedule HC-D)	BHCK3548	0		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	BHCK3190	9,000		16.
17. Not applicable				
18. Not applicable				
19.				
a. Subordinated notes and debentures <sup>(4)</sup>	BHCK4062	6,100		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	BHCKC699	5,155		19.b.
20. Other liabilities (from Schedule HC-G)	BHCK2750	3,398		20.
21. Total liabilities (sum of items 13 through 20)	BHCK2948	539,437		21.
22. Not applicable				
<b>Equity Capital</b>				
<b>Holding Company Equity Capital</b>				
23. Perpetual preferred stock and related surplus	BHCK3283	0		23.
24. Common stock (par value)	BHCK3230	23		24.
25. Surplus (exclude all surplus related to preferred stock)	BHCK3240	9,960		25.
26.				
a. Retained earnings	BHCK3247	31,091		26.a.
b. Accumulated other comprehensive income <sup>(5)</sup>	BHCKB530	1,931		26.b.
c. Other equity capital components <sup>(6)</sup>	BHCKA130	(969)		26.c.
27.				
a. Total holding company equity capital (sum of items 23 through 26.c)	BHCK3210	42,036		27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	BHCK3000	0		27.b.
28. Total equity capital (sum of items 27.a and 27.b)	BHCKG105	42,036		28.
29. Total liabilities and equity capital (sum of items 21 and 28)	BHCK3300	581,473		29.

(1) Includes noninterest-bearing demand, time, and savings deposits.

(2) Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

(3) Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.

(4) Includes limited-life preferred stock and related surplus.

(5) Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.

(6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC—Continued

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

	Yes/No	
1. Has the holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0", for no) .....		
BHCKC884	YES	M.1.
2. If response to Memoranda item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. (7)		

a. Plante Moran  
(1) Name of External Auditing Firm (TEXT C703)  
Chicago  
(2) City (TEXT C708)  
IL 60606  
(3) State Abbreviation (TEXT C714) (4) Zip Code (TEXT C715)

b. Brady Nitchman  
(1) Name of Engagement Partner (TEXT C704)  
Brady.Nitchman@plantemoran.com  
(2) E-mail Address (TEXT C705)

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



Schedule HC-B—Securities

Dollar Amounts in Thousands					
	(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value	
1. U.S. Treasury securities .....	BHCK0211	BHCK0213	BHCK1286	BHCK1287	1.
	0	0	0	0	
2. U.S. government agency obligations (exclude mortgage-backed securities):					
a. Issued by U.S. government agencies (1) .....	BHCK1289	BHCK1290	BHCK1291	BHCK1293	2.a.
	0	0	3,305	3,279	
b. Issued by U.S. government-sponsored agencies (2) .....	BHCK1294	BHCK1295	BHCK1297	BHCK1298	2.b.
	0	0	3,272	3,281	
3. Securities issued by states and political subdivisions in the U.S. ....	BHCK8496	BHCK8497	BHCK8498	BHCK8499	3.
	0	0	41,024	43,066	
4. Mortgage-backed securities (MBS)					
a. Residential pass-through securities:					
(1) Guaranteed by GNMA .....	BHCKG300	BHCKG301	BHCKG302	BHCKG303	4.a.(1)
	0	0	27,999	28,402	
(2) Issued by FNMA and FHLMC .....	BHCKG304	BHCKG305	BHCKG306	BHCKG307	4.a.(2)
	0	0	2,622	2,741	
(3) Other pass-through securities .....	BHCKG308	BHCKG309	BHCKG310	BHCKG311	4.a.(3)
	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) .....	BHCKG312	BHCKG313	BHCKG314	BHCKG315	4.b.(1)
	0	0	44,654	45,014	
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (3) .....	BHCKG316	BHCKG317	BHCKG318	BHCKG319	4.b.(2)
	0	0	0	0	
(3) All other residential mortgage-backed securities .....	BHCKG320	BHCKG321	BHCKG322	BHCKG323	4.b.(3)
	0	0	1,205	1,418	
c. Commercial MBS:					
(1) Commercial pass-through securities:					
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA .....	BHCKK142	BHCKK143	BHCKK144	BHCKK145	4.c.(1)(a)
	0	0	0	0	
(b) Other pass-through securities .....	BHCKK146	BHCKK147	BHCKK148	BHCKK149	4.c.(1)(b)
	0	0	0	0	

(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.

Schedule HC-B—Continued

Dollar Amounts in Thousands		(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value	
(2) Other commercial MBS:						
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies (3)		BHCKK150	BHCKK151	BHCKK152	BHCKK153	4.c.(2)(a)
		0	0	0	0	
(b) All other commercial MBS		BHCKK154	BHCKK155	BHCKK156	BHCKK157	4.c.(2)(b)
		0	0	0	0	
5. Asset-backed securities and structured financial products:						
a. Asset-backed securities (ABS)		BHCKC026	BHCKC988	BHCKC989	BHCKC027	5.a.
		0	0	0	0	
b. Structured financial products:						
(1) Cash		BHCKG336	BHCKG337	BHCKG338	BHCKG339	5.b.(1)
		0	0	0	0	
(2) Synthetic		BHCKG340	BHCKG341	BHCKG342	BHCKG343	5.b.(2)
		0	0	0	0	
(3) Hybrid		BHCKG344	BHCKG345	BHCKG346	BHCKG347	5.b.(3)
		0	0	0	0	
6. Other debt securities:						
a. Other domestic debt securities		BHCK1737	BHCK1738	BHCK1739	BHCK1741	6.a.
		0	0	0	0	
b. Other foreign debt securities		BHCK1742	BHCK1743	BHCK1744	BHCK1746	6.b.
		0	0	0	0	
7. Investments in mutual funds and other equity securities with readily determinable fair values				BHCKA510	BHCKA511	7.
				1,984	1,984	
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)		BHCT1754	BHCK1771	BHCK1772	BHCT1773	8.
		0	0	126,065	129,185	

(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 Association (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-B—Continued

Memoranda

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Pledged securities (1)		BHCK0416		111,949		M.1.
2. Remaining maturity or next repricing date of debt securities (Schedule HC-B, items 1 through 6.b in columns A and D above): (2) (3)						
a. 1 year and less		BHCK0383		3,266		M.2.a.
b. Over 1 year to 5 years		BHCK0384		9,636		M.2.b.
c. Over 5 years		BHCK0387		114,299		M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date		BHCK1778		0		M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):						
a. Amortized cost		BHCK8782		797		M.4.a.
b. Fair value		BHCK8783		843		M.4.b.

Dollar Amounts in Thousands		(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value	
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):						
a. Credit card receivables		BHCKB838	BHCKB839	BHCKB840	BHCKB841	M.5.a.
		N/A	N/A	N/A	N/A	
b. Home equity lines		BHCKB842	BHCKB843	BHCKB844	BHCKB845	M.5.b.
		N/A	N/A	N/A	N/A	
c. Automobile loans		BHCKB846	BHCKB847	BHCKB848	BHCKB849	M.5.c.
		N/A	N/A	N/A	N/A	
d. Other consumer loans		BHCKB850	BHCKB851	BHCKB852	BHCKB853	M.5.d.
		N/A	N/A	N/A	N/A	
e. Commercial and industrial loans		BHCKB854	BHCKB855	BHCKB856	BHCKB857	M.5.e.
		N/A	N/A	N/A	N/A	
f. Other		BHCKB858	BHCKB859	BHCKB860	BHCKB861	M.5.f.
		N/A	N/A	N/A	N/A	

(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.

Schedule HC-B—Continued

Memoranda—Continued

Dollar Amounts in Thousands				(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value	
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 .....				BHCKG348	BHCKG349	BHCKG350	BHCKG351	M.6.a.
				0	0	0	0	
b. Trust preferred securities issued by real estate investment trusts .....				BHCKG352	BHCKG353	BHCKG354	BHCKG355	M.6.b.
				0	0	0	0	
c. Corporate and similar loans .....				BHCKG356	BHCKG357	BHCKG358	BHCKG359	M.6.c.
				0	0	0	0	
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) .....				BHCKG360	BHCKG361	BHCKG362	BHCKG363	M.6.d.
				0	0	0	0	
e. 1-4 family residential MBS not issued or guaranteed by GSEs .....				BHCKG364	BHCKG365	BHCKG366	BHCKG367	M.6.e.
				0	0	0	0	
f. Diversified (mixed) pools of structured financial products .....				BHCKG368	BHCKG369	BHCKG370	BHCKG371	M.6.f.
				0	0	0	0	
g. Other collateral or reference assets .....				BHCKG372	BHCKG373	BHCKG374	BHCKG375	M.6.g.
				0	0	0	0	

Schedule HC-C

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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 .....	BHCK1410 256,866		1.
a. Construction, land development, and other land loans:			
(1) 1-4 family residential construction loans .....		BHCKF158 1,082	1.a.(1)
(2) Other construction loans and all land development and other land loans .....		BHCKF159 7,327	1.a.(2)
b. Secured by farmland .....		BHDM1420 3,521	1.b.
c. Secured by 1-4 family residential properties:			
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....		BHDM1797 17,324	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:			
(a) Secured by first liens .....		BHDM5367 74,130	1.c.(2)(a)
(b) Secured by junior liens .....		BHDM5368 7,509	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties: .....		BHDM1460 8,403	1.d.
e. Secured by nonfarm nonresidential properties:			
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....		BHCKF160 94,619	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....		BHCKF161 42,951	1.e.(2)
2. Loans to depository institutions and acceptances of other banks .....		BHDM1288 0	2.
a. To U.S. banks and other U.S. depository institutions .....	BHCK1292 0		2.a.
b. To foreign banks .....	BHCK1296 0		2.b.
3. Loans to finance agricultural production and other loans to farmers .....	BHCK1590 50	BHDM1590 50	3.
4. Commercial and industrial loans .....		BHDM1766 132,849	4.
a. To U.S. addressees (domicile) .....	BHCK1763 132,849		4.a.
b. To non-U.S. addressees (domicile) .....	BHCK1764 0		4.b.
5. Not applicable			
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .....		BHDM1975 6,396	6.
a. Credit cards .....	BHCKB538 0		6.a.
b. Other revolving credit plans .....	BHCKB539 275		6.b.
c. Automobile loans .....	BHCKK137 4,392		6.c.
d. Other consumer loans (includes single payment, installment, and all student loans) .....			
	BHCKK207 1,729		6.d.
7. Loans to foreign governments and official institutions (including foreign central banks) .....	BHCK2081 0	BHDM2081 0	7.
8. Not applicable			
9. Loans to nondepository financial institutions and other loans:			
a. Loans to nondepository financial institutions .....	BHCKJ454 0	BHDMJ454 0	9.a.
b. Other loans			
(1) Loans for purchasing or carrying securities (secured or unsecured) .....	BHCK1545 0	BHDM1545 0	9.b.(1)
(2) All other loans (exclude consumer loans) .....	BHCKJ451 1,699	BHDMJ451 1,699	9.b.(2)
10. Lease financing receivables (net of unearned income) .....		BHDM2165 0	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) .....	BHCKF162 0		10.a.
b. All other leases .....	BHCKF163 0		10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above ..	BHCK2123 479	BHDM2123 479	11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b) .....	BHCK2122 397,381	BHDM2122 397,381	12.

Schedule HC-C

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## Schedule HC-C—Continued

## Memoranda

Dollar Amounts in Thousands		Bil	Mil	Thou
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	BHDMK158		558	M.1.a.(1)
(2) All other construction loans and all land development and other land loans	BHDMK159		770	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices	BHDMF576		7,952	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDMK160		0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties	BHDMK161		129	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	BHDMK162		0	M.1.d.(2)
e. Commercial and industrial loans:				
(1) To U.S. addressees (domicile)	BHCKK163		35	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	BHCKK164		0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	BHCKK165		1,325	M.1.f.
Itemize loan categories included in Memorandum item 1.f. above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):				
(1) Loans secured by farmland in domestic offices	BHDMK166		1,325	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCKK167		0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers	BHCKK168		0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards	BHCKK098		0	M.1.f.(4)(a)
(b) Automobile loans	BHCKK203		0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	BHCKK204		0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	BHCKK212		0	M.1.f.(5)
(6) Other loans (1)	BHCKK267		0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above	BHCK2746		0	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	BHCKB837		0	M.3.
Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).				
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	BHCKC391			M.4.
Memorandum item 5 is to be completed by all holding companies.				
5. Purchased credit-impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):				
a. Outstanding balance	BHCKC779		0	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9	BHCKC780		0	M.5.b.
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:				
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))	BHCKF230		0	M.6.a.

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

Schedule HC-C

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## Schedule HC-C—Continued

## Memoranda—Continued

Dollar Amounts in Thousands		Bil	Mil	Thou
<i>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 <b>December 31, 2013</b>, 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).</i>				
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties .....	BHCKF231			M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 6.a above .....	BHCKF232			M.6.c.
7. Not applicable				
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)) .....	BHDMF577		611	M.9.

  

Dollar Amounts in Thousands		(Column A) Consolidated	(Column B) Domestic Offices
<i>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.</i>			
10. Loans measured at fair value:			
a. Loans secured by real estate .....	BHCKF608	0	M.10.a.
(1) Construction, land development, and other land loans .....		BHDMF578	0 M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....		BHDMF579	0 M.10.a.(2)
(3) Secured by 1-4 family residential properties:			
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....		BHDMF580	0 M.10.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:			
(i) Secured by first liens .....		BHDMF581	0 M.10.a.(3)b.i
(ii) Secured by junior liens .....		BHDMF582	0 M.10.a.(3)b.ii
(4) Secured by multifamily (5 or more) residential properties .....		BHDMF583	0 M.10.a.(4)
(5) Secured by nonfarm nonresidential properties .....		BHDMF584	0 M.10.a.(5)
b. Commercial and industrial loans .....	BHCKF585	0	BHDMF585 0 M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards .....	BHCKF586	0	BHDMF586 0 M.10.c.(1)
(2) Other revolving credit plans .....	BHCKF587	0	BHDMF587 0 M.10.c.(2)
(3) Automobile loans .....	BHCKK196	0	BHDMK196 0 M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans) .....	BHCKK208	0	BHDMK208 0 M.10.c.(4)
d. Other loans .....	BHCKF589	0	BHDMF589 0 M.10.d.

Schedule HC-C

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## Schedule HC-C—Continued

## Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Consolidated	(Column B) Domestic Offices	
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):			
a. Loans secured by real estate .....	BHCKF609 0		M.11.a.
(1) Construction, land development, and other land loans .....		BHDMF590 0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....		BHDMF591 0	M.11.a.(2)
(3) Secured by 1-4 family residential properties:			
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....		BHDMF592 0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:			
(i) Secured by first liens .....		BHDMF593 0	M.11.a.(3)b.i
(ii) Secured by junior liens .....		BHDMF594 0	M.11.a.(3)b.ii
(4) Secured by multifamily (5 or more) residential properties .....		BHDMF595 0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties .....		BHDMF596 0	M.11.a.(5)
b. Commercial and industrial loans .....	BHCKF597 0	BHDMF597 0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards .....	BHCKF598 0	BHDMF598 0	M.11.c.(1)
(2) Other revolving credit plans .....	BHCKF599 0	BHDMF599 0	M.11.c.(2)
(3) Automobile loans .....	BHCKK195 0	BHDMK195 0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans) .....	BHCKK209 0	BHDMK209 0	M.11.c.(4)
d. Other loans .....	BHCKF601 0	BHDMF601 0	M.11.d.

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date	(Column B) Gross contractual amounts receivable at acquisition	(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected	
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 .....	BHCKG091 0	BHCKG092 0	BHCKG093 0	M.12.a.
b. Commercial and industrial loans .....	BHCKG094 0	BHCKG095 0	BHCKG096 0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures .....	BHCKG097 0	BHCKG098 0	BHCKG099 0	M.12.c.
d. All other loans and all leases .....	BHCKG100 0	BHCKG101 0	BHCKG102 0	M.12.d.

Dollar Amounts in Thousands		Bil	Mil	Thou	
13. Not applicable					
14. Pledged loans and leases .....	BHCKG378	182,569			M.14.



Schedule HC-D

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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	
<b>Assets</b>					
1. U.S. Treasury securities .....	BHCM3531	N/A	BHCK3531	N/A	1.
2. U.S. government agency obligations (exclude MBS) .....	BHCM3532	N/A	BHCK3532	N/A	2.
3. Securities issued by states and political subdivisions in the U.S. ....	BHCM3533	N/A	BHCK3533	N/A	3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA .....	BHCKG379	N/A	BHDMG379	N/A	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies (include CMOs, REMICs, and stripped MBS) <sup>(1)</sup> .....	BHCKG380	N/A	BHDMG380	N/A	4.b.
c. All other residential mortgage-backed securities .....	BHCKG381	N/A	BHDMG381	N/A	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>(1)</sup> .....	BHCKK197	N/A	BHDMK197	N/A	4.d.
e. All other commercial MBS .....	BHCKK198	N/A	BHDMK198	N/A	4.e.
5. Other debt securities					
a. Structured financial products:					
(1) Cash .....	BHCKG383	N/A	BHDMG383	N/A	5.a.(1)
(2) Synthetic .....	BHCKG384	N/A	BHDMG384	N/A	5.a.(2)
(3) Hybrid .....	BHCKG385	N/A	BHDMG385	N/A	5.a.(3)
b. All other debt securities .....	BHCKG386	N/A	BHDMG386	N/A	5.b.
6. Loans:					
a. Loans secured by real estate .....	BHCKF610	N/A			6.a.
(1) Construction, land development, and other land loans .....			BHDMF604	N/A	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....			BHDMF605	N/A	6.a.(2)
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....			BHDMF606	N/A	6.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens .....			BHDMF607	N/A	6.a.(3)(b)(i)
(ii) Secured by junior liens .....			BHDMF611	N/A	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties .....			BHDMF612	N/A	6.a.(4)
(5) Secured by nonfarm nonresidential properties .....			BHDMF613	N/A	6.a.(5)
b. Commercial and industrial loans .....	BHCKF614	N/A	BHDMF614	N/A	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards .....	BHCKF615	N/A	BHDMF615	N/A	6.c.(1)
(2) Other revolving credit plans .....	BHCKF616	N/A	BHDMF616	N/A	6.c.(2)
(3) Automobile loans .....	BHCKK199	N/A	BHDMK199	N/A	6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans) .....	BHCKK210	N/A	BHDMK210	N/A	6.c.(4)
d. Other loans .....	BHCKF618	N/A	BHDMF618	N/A	6.d.
7. - 8. Not applicable					
9. Other trading assets .....	BHCM3541	N/A	BHCK3541	N/A	9.
10. Not applicable					
11. Derivatives with a positive fair value .....	BHCM3543	N/A	BHCK3543	N/A	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal HC.5.) .....	BHCT3545	N/A	BHDM3545	N/A	12.

(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 Association (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-D

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## Schedule HC-D—Continued

Dollar Amounts in Thousands		(Column A) Consolidated		(Column B) Domestic Offices	
<b>Liabilities</b>					
13.					
a. Liability for short positions:					
(1) Equity securities .....		BHCKG209	N/A	BHDMG209	N/A
(2) Debt securities .....		BHCKG210	N/A	BHDMG210	N/A
(3) All other assets .....		BHCKG211	N/A	BHDMG211	N/A
b. All other trading liabilities .....		BHCKF624	N/A	BHDMF624	N/A
14. Derivatives with a negative fair value .....		BHCK3547	N/A	BHDM3547	N/A
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal HC.15.) .....					
		BHCT3548	N/A	BHDM3548	N/A

## Memoranda

Dollar Amounts in Thousands		(Column A) Consolidated		(Column B) Domestic Offices			
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 .....		BHCKF790	N/A			M.1.a.	
(1) Construction, land development, and other land loans .....				BHDMF625	N/A	M.1.a.(1)	
(2) Secured by farmland (including farm residential and other improvements) .....				BHDMF626	N/A	M.1.a.(2)	
(3) Secured by 1-4 family residential properties:							
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....						BHDMF627	N/A
(b) Closed-end loans secured by 1-4 family residential properties:							
(i) Secured by first liens .....						BHDMF628	N/A
(ii) Secured by junior liens .....				BHDMF629	N/A	M.1.a.(3)b.ii	
(4) Secured by multifamily (5 or more) residential properties .....		BHDMF630	N/A			M.1.a.(4)	
(5) Secured by nonfarm nonresidential properties .....		BHDMF631	N/A			M.1.a.(5)	
b. Commercial and industrial loans .....		BHCKF632	N/A	BHDMF632	N/A	M.1.b.	
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards .....		BHCKF633	N/A	BHDMF633	N/A	M.1.c.(1)	
(2) Other revolving credit plans .....		BHCKF634	N/A	BHDMF634	N/A	M.1.c.(2)	
(3) Automobile loans .....		BHCKK200	N/A	BHDMK200	N/A	M.1.c.(3)	
(4) Other consumer loans (includes single payment, installment, and all student loans) .....		BHCKK211	N/A	BHDMK211	N/A	M.1.c.(4)	
d. Other loans .....		BHCKF636	N/A	BHDMF636	N/A	M.1.d.	
2. Loans measured at fair value that are past due 90 days or more:							
a. Fair value .....		BHCKF639	N/A	BHDMF639	N/A	M.2.a.	
b. Unpaid principal balance .....		BHCKF640	N/A	BHDMF640	N/A	M.2.b.	
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 .....		BHCKG299	N/A	BHDMG299	N/A	M.3.a.	
b. Trust preferred securities issued by real estate investment trusts .....		BHCKG332	N/A	BHDMG332	N/A	M.3.b.	
c. Corporate and similar loans .....		BHCKG333	N/A	BHDMG333	N/A	M.3.c.	
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) .....		BHCKG334	N/A	BHDMG334	N/A	M.3.d.	
e. 1-4 family residential MBS not issued or guaranteed by GSEs .....		BHCKG335	N/A	BHDMG335	N/A	M.3.e.	
f. Diversified (mixed) pools of structured financial products .....		BHCKG651	N/A	BHDMG651	N/A	M.3.f.	
g. Other collateral or reference assets .....		BHCKG652	N/A	BHDMG652	N/A	M.3.g.	
4. Pledged trading assets:							
a. Pledged securities .....		BHCKG387	N/A	BHDMG387	N/A	M.4.a.	
b. Pledged loans .....		BHCKG388	N/A	BHDMG388	N/A	M.4.b.	

Schedule HC-D—Continued

Memoranda—Continued

Dollar Amounts in Thousands			Bil	Mill	Thou	
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 .....	BHCKF643			N/A		M.5.a.
b. Home equity lines .....	BHCKF644			N/A		M.5.b.
c. Automobile loans .....	BHCKF645			N/A		M.5.c.
d. Other consumer loans .....	BHCKF646			N/A		M.5.d.
e. Commercial and industrial loans .....	BHCKF647			N/A		M.5.e.
f. Other .....	BHCKF648			N/A		M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches) .....	BHCKF651			N/A		M.6.
7. Equity securities:						
a. Readily determinable fair values .....	BHCKF652			N/A		M.7.a.
b. Other .....	BHCKF653			N/A		M.7.b.
8. Loans pending securitization .....	BHCKF654			N/A		M.8.
9.						
a.						
(1) Gross fair value of commodity contracts .....	BHCKG212			N/A		M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory .....	BHCKG213			N/A		M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):						
(1) BHTXF655 N/A	BHCKF655			N/A		M.9.b.(1)
(2) BHTXF656 N/A	BHCKF656			N/A		M.9.b.(2)
(3) BHTXF657 N/A	BHCKF657			N/A		M.9.b.(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. BHTXF658 N/A	BHCKF658			N/A		M.10.a.
b. BHTXF659 N/A	BHCKF659			N/A		M.10.b.
c. BHTXF660 N/A	BHCKF660			N/A		M.10.c.

Schedule HC-E—Deposit Liabilities<sup>(1)</sup>

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:						
a. Noninterest-bearing balances <sup>(2)</sup>	BHCB2210	62,061				1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	BHCB3187	65,947				1.b.
c. Money market deposit accounts and other savings accounts	BHCB2389	294,729				1.c.
d. Time deposits of less than \$100,000	BHCB6648	44,597				1.d.
e. Time deposits of \$100,000 or more	BHCB2604	48,450				1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:						
a. Noninterest-bearing balances <sup>(2)</sup>	BHOD3189	0				2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	BHOD3187	0				2.b.
c. Money market deposit accounts and other savings accounts	BHOD2389	0				2.c.
d. Time deposits of less than \$100,000	BHOD6648	0				2.d.
e. Time deposits of \$100,000 or more	BHOD2604	0				2.e.

Memoranda

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Brokered deposits less than \$100,000 w ith a remaining maturity of one year or less	BHDMA243	194				M.1.
2. Brokered deposits less than \$100,000 w ith a remaining maturity of more than one year	BHDMA164	0				M.2.
3. Time deposits of \$100,000 or more w ith a remaining maturity of one year or less	BHDMA242	34,764				M.3.
4. Foreign office time deposits w ith a remaining maturity of one year or less	BHFNA245	0				M.4.

(1) The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).

(2) Includes noninterest-bearing demand, time, and savings deposits.

Schedule HC-F—Other Assets

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Accrued interest receivable (1)		BHCKB556		1,694		1.
2. Net deferred tax assets (2)		BHCK2148		475		2.
3. Interest-only strips receivable (not in the form of a security) on: (3)						
a. Mortgage loans		BHCKA519		0		3.a.
b. Other financial assets		BHCKA520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values (4)		BHCK1752		2,294		4.
5. Life insurance assets:						
a. General account life insurance assets		BHCKK201		9,602		5.a.
b. Separate account life insurance assets		BHCKK202		0		5.b.
c. Hybrid account life insurance assets		BHCKK270		0		5.c.
6. Other		BHCK2168		6,728		6.
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)		BHCT2160		20,793		7.

(1) Include accrued interest receivable on loans, losses, debt securities, and other interest-bearing assets.

(2) See discussion of deferred income taxes in Glossary entry on "income taxes."

(3) Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.

(4) Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Not applicable						
2. Net deferred tax liabilities (1)	BHCK3049			0		2.
3. Allow ance for credit losses on off-balance sheet credit exposures	BHCKB557			0		3.
4. Other	BHCKB984			3,398		4.
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	BHCT2750			3,398		5.

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

Schedule HC-H—Interest Sensitivity<sup>(1)</sup>

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Earning assets that are repriceable w ithin one year or mature w ithin one year .....	BHCK3197	279,127				1.
2. Interest-bearing deposit liabilities that reprice w ithin one year or mature w ithin one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet .....	BHCK3296	387,799				2.
3. Long-term debt that reprices w ithin one year included in items 16 and 19.a on Schedule HC, Balance Sheet .....	BHCK3298	9,000				3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock) .....	BHCK3408	0				4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature w ithin one year .....	BHCK3409	0				5.

(1) Holding companies w ith 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 w hen arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the holding company's assets in foreign countries and 10 percent of the holding company's total consolidated assets as of the report date.

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

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

I. Property and Casualty Underwriting

Dollar Amounts in Thousands			Bil	Mil	Thou	
<b>Assets</b>						
1. Reinsurance recoverables .....	BHCKB988		0			1.
2. Total assets .....	BHCKC244		0			2.
<b>Liabilities</b>						
3. Claims and claims adjustment expense reserves .....	BHCKB990		0			3.
4. Unearned premiums .....	BHCKB991		0			4.
5. Total equity .....	BHCKC245		0			5.
6. Net income .....	BHCKC246		0			6.

II. Life and Health Underwriting

Dollar Amounts in Thousands			Bil	Mil	Thou	
<b>Assets</b>						
1. Reinsurance recoverables .....	BHCKC247		0			1.
2. Separate account assets .....	BHCKB992		0			2.
3. Total assets .....	BHCKC248		0			3.
<b>Liabilities</b>						
4. Policy holder benefits and contract holder funds .....	BHCKB994		0			4.
5. Separate account liabilities .....	BHCKB996		0			5.
6. Total equity .....	BHCKC249		0			6.
7. Net income .....	BHCKC250		0			7.



Schedule HC-K

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## Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands

		Bil	Mil	Thou	
<b>Assets</b>					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) .....	BHCKB558		6,700		1.a.
b. Mortgage-backed securities .....	BHCKB559		81,297		1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.) .....	BHCKB560		42,579		1.c.
2. Federal funds sold and securities purchased under agreements to resell .....	BHCK3365		728		2.
3.					
a. Total loans and leases in domestic offices .....	BHDM3516		394,045		3.a.
(1) Loans secured by 1-4 family residential properties .....	BHDM3465		97,687		3.a.(1)
(2) All other loans secured by real estate .....	BHDM3466		160,295		3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers .....	BHDM3386		1,040		3.a.(3)
(4) Commercial and industrial loans .....	BHDM3387		127,257		3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards .....	BHDMB561		0		3.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	BHDMB562		5,085		3.a.(5)(b)
b. Total loans and leases in foreign offices, Edge and Agreement subsidiaries, and IBFs .....	BHFN3360		0		3.b.
4.					
a. Trading assets .....	BHCK3401		60		4.a.
b. Other earning assets .....	BHCKB985		4,959		4.b.
5. Total consolidated assets .....	BHCK3368		578,178		5.
<b>Liabilities</b>					
6. Interest-bearing deposits (domestic) <sup>(1)</sup> .....	BHCK3517		387,997		6.
7. Interest-bearing deposits (foreign) <sup>(1)</sup> .....	BHCK3404		0		7.
8. Federal funds purchased and securities sold under agreements to repurchase .....	BHCK3353		230		8.
9. All other borrowed money .....	BHCK2635		1,789		9.
10. Not applicable					
<b>Equity Capital</b>					
11. Total equity capital (excludes limited-life preferred stock) .....	BHCK3519		41,631		11.

(1) Includes interest-bearing demand deposits.

Schedule HC-L

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**Schedule HC-L—Derivatives and Off-Balance-Sheet Items****(Report only transactions with nonrelated institutions)**For Federal Reserve Bank Use Only  
C.I. \_\_\_\_\_

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Unused commitments (report only unused portions 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) .....	BHCK3814		27,858		1.a.
b.					
(1) Unused consumer credit card lines .....	BHCKJ455		0		1.b.(1)
(2) Other unused credit card lines .....	BHCKJ456		0		1.b.(2)
c.					
(1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)) .....	BHCK3816		16,488		1.c.(1)
(a) 1-4 family residential construction loan commitments .....	BHCKF164		0		1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments .....	BHCKF165		16,488		1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate .....	BHCK6550		0		1.c.(2)
d. Securities underwriting .....	BHCK3817		0		1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans .....	BHCKJ457		52,950		1.e.(1)
(2) Loans to financial institutions .....	BHCKJ458		0		1.e.(2)
(3) All other unused commitments .....	BHCKJ459		12,474		1.e.(3)
2. Financial standby letters of credit and foreign office guarantees .....	BHCK6566		2,938		2.
<i>Item 2.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>					
a. Amount of financial standby letters of credit conveyed to others .....	BHCK3820		N/A		2.a.
3. Performance standby letters of credit and foreign office guarantees .....	BHCK6570		0		3.
<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>					
a. Amount of performance standby letters of credit conveyed to others .....	BHCK3822		N/A		3.a.
4. Commercial and similar letters of credit .....	BHCK3411		0		4.
5. Not applicable					
6. Securities lent .....	BHCK3433		0		6.

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

Dollar Amounts in Thousands	(Column A) Sold Protection		(Column B) Purchased Protection		
7. Credit derivatives:					
a. Notional amounts:					
(1) Credit default sw aps .....	BHCKC968	0	BHCKC969	0	7.a.(1)
(2) Total return sw aps .....	BHCKC970	0	BHCKC971	0	7.a.(2)
(3) Credit options .....	BHCKC972	0	BHCKC973	0	7.a.(3)
(4) Other credit derivatives .....	BHCKC974	0	BHCKC975	0	7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value .....	BHCKC219	0	BHCKC221	0	7.b.(1)
(2) Gross negative fair value .....	BHCKC220	0	BHCKC222	0	7.b.(2)

Dollar Amounts in Thousands		Bil	Mil	Thou	
c. Notional amounts by regulatory capital treatment:					
(1) Positions covered under the Market Risk Rule:					
(a) Sold protection .....	BHCKG401		0		7.c.(1)(a)
(b) Purchased protection .....	BHCKG402		0		7.c.(1)(b)
(2) All other positions:					
(a) Sold protection .....	BHCKG403		0		7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes .....	BHCKG404		0		7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes .....	BHCKG405		0		7.c.(2)(c)

Schedule HC-L—Continued

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands	(Column A) One year or less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years		
7.d. Notional amounts by remaining maturity:							
(1) Sold credit protection:							
(a) Investment grade .....	BHCKG406	0	BHCKG407	0	BHCKG408	0	7.d.(1)(a)
(b) Subinvestment grade .....	BHCKG409	0	BHCKG410	0	BHCKG411	0	7.d.(1)(b)
(2) Purchased credit protection:							
(a) Investment grade .....	BHCKG412	0	BHCKG413	0	BHCKG414	0	7.d.(2)(a)
(b) Subinvestment grade .....	BHCKG415	0	BHCKG416	0	BHCKG417	0	7.d.(2)(b)

Dollar Amounts in Thousands			Bil	Mil	Thou	
8. Spot foreign exchange contracts .....		BHCK8765		0		8.
9. All other off-balance sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital" (itemize and describe in terms 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a) .....						
a. Securities borrow ed .....		BHCK3430		375		9.
b. Commitments to purchase w hen-issued securities .....		BHCK3432		0		9.a.
c. Commitments to sell w hen-issued securities .....		BHCK3434		0		9.b.
d. TEXT6561 .....		BHCK3435		0		9.c.
e. TEXT6562 .....		BHCK6561		0		9.d.
f. TEXT6568 .....		BHCK6562		0		9.e.
g. TEXT6586 .....		BHCK6568		0		9.f.
		BHCK6586		0		9.g.
10. Not applicable						

Schedule HC-L

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## Schedule HC-L—Continued

Dollar Amounts in Thousands				(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
<b>Derivatives Position Indicators</b>								
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. Futures contracts .....	BHCK8693	BHCK8694	BHCK8695	BHCK8696				11.a.
	0	0	0	0				
b. Forward contracts .....	BHCK8697	BHCK8698	BHCK8699	BHCK8700				11.b.
	582	0	0	0				
c. Exchange-traded option contracts:								
(1) Written options .....	BHCK8701	BHCK8702	BHCK8703	BHCK8704				11.c.(1)
	0	0	0	0				
(2) Purchased options .....	BHCK8705	BHCK8706	BHCK8707	BHCK8708				11.c.(2)
	0	0	0	0				
d. Over-the-counter option contracts:								
(1) Written options .....	BHCK8709	BHCK8710	BHCK8711	BHCK8712				11.d.(1)
	10,049	0	0	0				
(2) Purchased options .....	BHCK8713	BHCK8714	BHCK8715	BHCK8716				11.d.(2)
	0	0	0	0				
e. Swaps .....	BHCK3450	BHCK3826	BHCK8719	BHCK8720				11.e.
	0	0	0	0				
12. Total gross notional amount of derivative contracts held for trading .....	BHCKA126	BHCKA127	BHCK8723	BHCK8724				12.
	0	0	0	0				
13. Total gross notional amount of derivative contracts held for purposes other than trading .....	BHCK8725	BHCK8726	BHCK8727	BHCK8728				13.
	10,631	0	0	0				
14. Gross fair values of derivative contracts:								
a. Contracts held for trading:								
(1) Gross positive fair value .....	BHCK8733	BHCK8734	BHCK8735	BHCK8736				14.a.(1)
	0	0	0	0				
(2) Gross negative fair value .....	BHCK8737	BHCK8738	BHCK8739	BHCK8740				14.a.(2)
	0	0	0	0				
b. Contracts held for purposes other than trading:								
(1) Gross positive fair value .....	BHCK8741	BHCK8742	BHCK8743	BHCK8744				14.b.(1)
	5	0	0	0				
(2) Gross negative fair value .....	BHCK8745	BHCK8746	BHCK8747	BHCK8748				14.b.(2)
	9	0	0	0				

Schedule HC-L—Continued

Item 15 is to be completed only by bank holding companies with total assets of \$10 billion or more.<sup>(1)</sup>

Dollar Amounts in Thousands		(Column A) Banks and Securities Firms	(Column B) Monoline Financial Guarantors	(Column C) Hedge Funds	(Column D) Sovereign Governments	(Column E) Corporations and All Other Counterparties	
15. Over-the counter derivatives:							
a. Net current credit exposure .....		BHCKG418	BHCKG419	BHCKG420	BHCKG421	BHCKG422	15.a.
		N/A	N/A	N/A	N/A	N/A	
b. Fair value of collateral:							
(1) Cash - U.S. dollar .....		BHCKG423	BHCKG424	BHCKG425	BHCKG426	BHCKG427	15.b.(1)
		N/A	N/A	N/A	N/A	N/A	
(2) Cash - Other currencies .....		BHCKG428	BHCKG429	BHCKG430	BHCKG431	BHCKG432	15.b.(2)
		N/A	N/A	N/A	N/A	N/A	
(3) U.S. Treasury securities .....		BHCKG433	BHCKG434	BHCKG435	BHCKG436	BHCKG437	15.b.(3)
		N/A	N/A	N/A	N/A	N/A	
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities .....		BHCKG438	BHCKG439	BHCKG440	BHCKG441	BHCKG442	15.b.(4)
		N/A	N/A	N/A	N/A	N/A	
(5) Corporate bonds .....		BHCKG443	BHCKG444	BHCKG445	BHCKG446	BHCKG447	15.b.(5)
		N/A	N/A	N/A	N/A	N/A	
(6) Equity securities .....		BHCKG448	BHCKG449	BHCKG450	BHCKG451	BHCKG452	15.b.(6)
		N/A	N/A	N/A	N/A	N/A	
(7) All other collateral .....		BHCKG453	BHCKG454	BHCKG455	BHCKG456	BHCKG457	15.b.(7)
		N/A	N/A	N/A	N/A	N/A	
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)) .....		BHCKG458	BHCKG459	BHCKG460	BHCKG461	BHCKG462	15.b.(8)
		N/A	N/A	N/A	N/A	N/A	

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

Schedule HC-M

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## Schedule HC-M—Memoranda

Dollar Amounts in Thousands		Bil	Mil	Thou
Number (Unrounded)				
1. Total number of holding company common shares outstanding .....	BHCK3459 2230631			1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	BHCK6555	0		2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	BHCK6556	0		3.
4. Other assets acquired in satisfaction of debts previously contracted .....	BHCK6557	0		4.
5. Securities purchased under agreements to resell <b>offset</b> against securities sold under agreements to repurchase on Schedule HC .....	BHCKA288	0		5.
6. Assets covered by loss-sharing agreements with the FDIC:				
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):				
(1) Loans secured by real estate in domestic offices:				
(a) Construction, land development, and other land loans:				
(1) 1-4 family residential construction loans .....	BHDMK169	0		6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans .....	BHDMK170	0		6.a.(1)(a)(2)
(b) Secured by farmland .....	BHDMK171	0		6.a.(1)(b)
(c) Secured by 1-4 family residential properties:				
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....	BHDMK172	0		6.a.(1)(c)(1)
(2) Closed-end loans secured by 1-4 family residential properties:				
(a) Secured by first liens .....	BHDMK173	0		6.a.(1)(c)(2)(a)
(b) Secured by junior liens .....	BHDMK174	0		6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties .....	BHDMK175	0		6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHDMK176	0		6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHDMK177	0		6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers .....	BHCKK178	0		6.a.(2)
(3) Commercial and industrial loans .....	BHCKK179	0		6.a.(3)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(a) Credit cards .....	BHCKK180	0		6.a.(4)(a)
(b) Automobile loans .....	BHCKK181	0		6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards) .....	BHCKK182	0		6.a.(4)(c)
(5) All other loans and leases .....	BHCKK183	0		6.a.(5)
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 .....	BHCKK184	0		6.a.(5)(a)
(b) Loans to foreign governments and official institutions .....	BHCKK185	0		6.a.(5)(b)
(c) Other loans (1) .....	BHCKK186	0		6.a.(5)(c)
(d) Lease financing receivables .....	BHCKK273	0		6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):				
(1) Construction, land development, and other land in domestic offices .....	BHDMK187	0		6.b.(1)
(2) Farmland in domestic offices .....	BHDMK188	0		6.b.(2)
(3) 1-4 family residential properties in domestic offices .....	BHDMK189	0		6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices .....	BHDMK190	0		6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices .....	BHDMK191	0		6.b.(5)
(6) In foreign offices .....	BHFNK260	0		6.b.(6)
(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 .....	BHCKK192	0		6.b.(7)

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

Schedule HC-M

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## Schedule HC-M—Continued

Dollar Amounts in Thousands		Bil	Mil	Thou	
c. Debt securities (included in Schedule HC, items 2.a and 2.b) .....	BHCKJ461		0		6.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets) .....	BHCKJ462		0		6.d.
7. Captive insurance and reinsurance subsidiaries:					
a. Total assets of captive insurance subsidiaries <sup>(1)</sup> .....	BHCKK193		0		7.a.
b. Total assets of captive reinsurance subsidiaries <sup>(1)</sup> .....	BHCKK194		0		7.b.

	Yes/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? (Enter "1" for yes; enter "0" for no) .....	BHCKC251	NO	8.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no) .....	BHCK6689	NO	9.
10. Not applicable			
11. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A". The holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10. ....	BHCK6416	NO	11.

Todd J. James

Name of Holding Company Official Verifying FR Y-10 Reporting (TEXT 6428)

608-364-8911

Area Code / Phone Number (TEXT 9009)

Dollar Amounts in Thousands		Bil	Mil	Thou	
12. Intangible assets other than goodwill:					
a. Mortgage servicing assets .....	BHCK3164		2,641		12.a.
(1) Estimated fair value of mortgage servicing assets .....	BHCK6438		4,129		12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets .....	BHCKB026		0		12.b.
c. All other identifiable intangible assets .....	BHCK5507		0		12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) .....	BHCT0426		2,641		12.d.
13. Other real estate owned .....	BHCT2150		886		13.
14. Other borrowed money:					
a. Commercial paper .....	BHCK2309		0		14.a.
b. Other borrowed money with a remaining maturity of one year or less .....	BHCK2332		0		14.b.
c. Other borrowed money with a remaining maturity of more than one year .....	BHCK2333		9,000		14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....	BHCT3190		9,000		14.d.

	Yes/No		
15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no) .....	BHCKB569	NO	15.

Dollar Amounts in Thousands		Bil	Mil	Thou	
16. Assets under management in proprietary mutual funds and annuities .....	BHCKB570		0		16.

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

Schedule HC-M—Continued

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

	Yes/No	
17. Does the holding company hold, either 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? (Enter "1" for yes; enter "0" for no) ..		17.
	BHCKC161 NO	

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.

	Yes/No	
18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10% of the holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "0" for no) .....		18.
	BHCKC159 N/A	

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

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

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

	Yes/No	
19.		
a. Has the holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for yes; enter "0" for no) .....	BHCKC700 NO	19.a.
b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no) .....	BHCKC701 NO	19.b.

	Bil	Mil	Thou	
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 .....	BHCKC252			20.a.
b. Balances due from related institutions:				
(1) Due from the holding company (parent company only), gross .....	BHCK4832			20.b.(1)
(2) Due from the subsidiary banks of the holding company, gross .....	BHCK4833			20.b.(2)
(3) Due from nonbank subsidiaries of the holding company, gross .....	BHCK4834			20.b.(3)
c. Balances due to related institutions:				
(1) Due to holding company (parent company only), gross .....	BHCK5041			20.c.(1)
(2) Due to subsidiary banks of the holding company, gross .....	BHCK5043			20.c.(2)
(3) Due to nonbank subsidiaries of the holding company, gross .....	BHCK5045			20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors .....	BHCK5047			20.d.



Schedule HC-M—Continued

Dollar Amounts in Thousands			Bil	Mil	Thou	
21. Net assets of subsidiaries engaged in insurance or reinsurance underw riting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B)) (1) .....						
		BHCKC253				21.

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

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

Memoranda items 23 and 24 are to be completed by all holding companies.

Dollar Amounts in Thousands			Bil	Mil	Thou	
23. Secured liabilities:						
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a) .....		BHCKF064		0		23.a.
b. Amount of "Other borrow ings" that are secured (included in Schedule HC-M, item 14.d) .....		BHCKF065		0		23.b.
24. Issuances associated w ith the U.S. Department of Treasury Capital Purchase Program:						
a. Senior perpetual preferred stock or similar items .....		BHCKG234		0		24.a.
b. Warrants to purchase common stock or similar items .....		BHCKG235		0		24.b.

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

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

For Federal Reserve Bank Use Only  
C.I. \_\_\_\_\_

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
1. Loans secured by real estate:				
a. Construction, land development, and other land loans in domestic offices:				
(1) 1-4 family residential construction loans .....	BHCKF1720	BHCKF1740	BHCKF17670	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	BHCKF1730	BHCKF1750	BHCKF177970	1.a.(2)
b. Secured by farmland in domestic offices .....	BHCK34930	BHCK34940	BHCK34950	1.b.
c. Secured by 1-4 family residential properties in domestic offices:				
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....	BHCK539834	BHCK53990	BHCK5400121	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:				
(a) Secured by first liens .....	BHCKC236131	BHCKC2370	BHCKC2292,885	1.c.(2)(a)
(b) Secured by junior liens .....	BHCKC23826	BHCKC2390	BHCKC23058	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	BHCK3499115	BHCK35000	BHCK35010	1.d.
e. Secured by nonfarm non-residential properties in domestic offices:				
(1) Loans secured by owner- occupied nonfarm nonresidential properties .....	BHCKF178589	BHCKF1800	BHCKF182997	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHCKF1790	BHCKF1810	BHCKF183403	1.e.(2)
f. In foreign offices .....	BHCKB5720	BHCKB5730	BHCKB5740	1.f.

Schedule HC-N

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## Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
2. Loans to depository institutions and acceptances of other banks:				
a. U.S. banks and other U.S. depository institutions .....	BHCK5377 0	BHCK5378 0	BHCK5379 0	2.a.
b. Foreign banks .....	BHCK5380 0	BHCK5381 0	BHCK5382 0	2.b.
3. Loans to finance agricultural production and other loans to farmers .....	BHCK1594 0	BHCK1597 0	BHCK1583 0	3.
4. Commercial and industrial loans .....	BHCK1606 494	BHCK1607 0	BHCK1608 148	4.
5. Loans to individuals for household, family, and other personal expenditures:				
a. Credit cards .....	BHCKB575 0	BHCKB576 0	BHCKB577 0	5.a.
b. Automobile loans .....	BHCKK213 6	BHCKK214 0	BHCKK215 6	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	BHCKK216 7	BHCKK217 0	BHCKK218 18	5.c.
6. Loans to foreign governments and official institutions .....	BHCK5389 0	BHCK5390 0	BHCK5391 0	6.
7. All other loans .....	BHCK5459 0	BHCK5460 0	BHCK5461 0	7.
8. Lease financing receivables:				
a. Leases to individuals for household, family, and other personal expenditures .....	BHCKF166 0	BHCKF167 0	BHCKF168 0	8.a.
b. All other leases .....	BHCKF169 0	BHCKF170 0	BHCKF171 0	8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets) .....	BHCK3505 0	BHCK3506 0	BHCK3507 0	9.
10. TOTAL (sum of items 1 through 9) ...	BHCK5524 1,402	BHCK5525 0	BHCK5526 5,676	10.

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.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
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) .....	BHCKK036 0	BHCKK037 0	BHCKK038 0	11.
a. Guaranteed portion of loans and leases (exclude reborrowed "GNMA loans") included in item 11 above ..	BHCKK039 0	BHCKK040 0	BHCKK041 0	11.a.
b. Reborrowed "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above .....	BHCKK042 0	BHCKK043 0	BHCKK044 0	11.b.

Schedule HC-N

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## Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
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 .....	BHDMK045 0	BHDMK046 0	BHDMK047 0	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans .....	BHDMK048 0	BHDMK049 0	BHDMK050 0	12.a.(1)(b)
(2) Secured by farmland .....	BHDMK051 0	BHDMK052 0	BHDMK053 0	12.a.(2)
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....	BHDMK054 0	BHDMK055 0	BHDMK056 0	12.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:				
(1) Secured by first liens .....	BHDMK057 0	BHDMK058 0	BHDMK059 0	12.a.(3)(b)(1)
(2) Secured by junior liens .....	BHDMK060 0	BHDMK061 0	BHDMK062 0	12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties .....	BHDMK063 0	BHDMK064 0	BHDMK065 0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:				
(a) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHDMK066 0	BHDMK067 0	BHDMK068 0	12.a.(5)(a)
(b) Loans secured by other nonfarm nonresidential properties .....	BHDMK069 0	BHDMK070 0	BHDMK071 0	12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers .....	BHCKK072 0	BHCKK073 0	BHCKK074 0	12.b.
c. Commercial and industrial loans .....	BHCKK075 0	BHCKK076 0	BHCKK077 0	12.c.
d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards .....	BHCKK078 0	BHCKK079 0	BHCKK080 0	12.d.(1)
(2) Automobile loans .....	BHCKK081 0	BHCKK082 0	BHCKK083 0	12.d.(2)
(3) Other consumer loans .....	BHCKK084 0	BHCKK085 0	BHCKK086 0	12.d.(3)
e. All other loans and leases .....	BHCKK087 0	BHCKK088 0	BHCKK089 0	12.e.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
<i>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):</i>							
(1) Loans to depository institutions and acceptances of other banks	BHCKK091	0	BHCKK092	0	BHCKK093	0	12.e.(1)
(2) Loans to foreign governments and official institutions	BHCKK095	0	BHCKK096	0	BHCKK097	0	12.e.(2)
(3) Other loans (1)	BHCKK099	0	BHCKK100	0	BHCKK101	0	12.e.(3)
(4) Lease financing receivables	BHCKK269	0	BHCKK271	0	BHCKK272	0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	BHCKK102	0	BHCKK103	0	BHCKK104	0	12.f.

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

Schedule HC-N—Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
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 .....	BHDMK105 0	BHDMK106 0	BHDMK107 0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans .....	BHDMK108 0	BHDMK109 0	BHDMK110 461	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices .....	BHCKF661 0	BHCKF662 0	BHCKF663 989	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices .....	BHDMK111 0	BHDMK112 0	BHDMK113 0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHDMK114 0	BHDMK115 0	BHDMK116 343	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHDMK117 0	BHDMK118 0	BHDMK119 0	M.1.d.(2)
e. Commercial and industrial loans:				
(1) To U.S. addresses (domicile) .....	BHCKK120 0	BHCKK121 0	BHCKK122 21	M.1.e.(1)
(2) To non-U.S. addressees (domicile) .....	BHCKK123 0	BHCKK124 0	BHCKK125 0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures) .....	BHCKK126 0	BHCKK127 0	BHCKK128 0	M.1.f.

Schedule HC-N

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## Schedule HC-N—Continued

## Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
<i>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):</i>				
(1) Loans secured by farmland in domestic offices .....	BHDMK130 0	BHDMK131 0	BHDMK132 0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks .....	BHCKK134 0	BHCKK135 0	BHCKK136 0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers .....	BHCKK138 0	BHCKK139 0	BHCKK140 0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards .....	BHCKK274 0	BHCKK275 0	BHCKK276 0	M.1.f.(4)(a)
(b) Automobile loans .....	BHCKK277 0	BHCKK278 0	BHCKK279 0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....				
	BHCKK280 0	BHCKK281 0	BHCKK282 0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....	BHCKK283 0	BHCKK284 0	BHCKK285 0	M.1.f.(5)
(6) Other loans <sup>(1)</sup> .....	BHCKK286 0	BHCKK287 0	BHCKK288 0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above .....	BHCK6558 0	BHCK6559 0	BHCK6560 0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees above .....	BHCK3508 0	BHCK1912 0	BHCK1913 0	M.3.
4. Not applicable				
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)				
a. Loans and leases held for sale .....	BHCKC240 0	BHCKC241 0	BHCKC226 0	M.5.a.
b. Loans measured at fair value:				
(1) Fair value .....	BHCKF664 0	BHCKF665 0	BHCKF666 0	M.5.b.(1)
(2) Unpaid principal balance .....	BHCKF667 0	BHCKF668 0	BHCKF669 0	M.5.b.(2)

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

Schedule HC-N—Continued

Memoranda—Continued

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
6. Derivative contracts:					
Fair value of amounts carried as assets .....	BHCK3529	N/A	BHCK3530	N/A	M.6.

Dollar Amounts in Thousands		Bil	Mil	Thou	
7. Additions to nonaccrual assets during the quarter .....	BHCKC410		1,146		M.7.
8. Nonaccrual assets sold during the quarter .....	BHCKC411		1,726		M.8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):							
a. Outstanding balance .....	BHCKL183	0	BHCKL184	0	BHCKL185	0	M.9.a.
b. Carrying amount included in Schedule HC-N, items 1 through 7, above .....							
	BHCKL186	0	BHCKL187	0	BHCKL188	0	M.9.b.



Schedule HC-P

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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<sup>1</sup> and (2) holding companies with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale<sup>2</sup> 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		Bil	Mil	Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: (2)					
a. Closed-end first liens	BHCKF066		19,478		1.a.
b. Closed-end junior liens	BHCKF067		0		1.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	BHDMF670		0		1.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF671		0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:					
a. Closed-end first liens	BHCKF068		0		2.a.
b. Closed-end junior liens	BHCKF069		0		2.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	BHDMF672		0		2.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF673		0		2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:					
a. Closed-end first liens	BHCKF070		19,800		3.a.
b. Closed-end junior liens	BHCKF071		0		3.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	BHDMF674		0		3.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF675		0		3.c.(2)
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):					
a. Closed-end first liens	BHCKF072		1,537		4.a.
b. Closed-end junior liens	BHCKF073		0		4.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	BHDMF676		0		4.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF677		0		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i)					
a. Closed-end 1-4 family residential mortgage loans	BHCKF184		576		5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit	BHDMF560		0		5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:					
a. Closed-end first liens	BHDMF678		0		6.a.
b. Closed-end junior liens	BHDMF679		0		6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	BHDMF680		0		6.c.(1)
(2) Principal amount funded under the lines of credit	BHDMF681		0		6.c.(2)
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:					
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	BHCKL191		0		7.a.
b. For representations and warranties made to other parties	BHCKL192		0		7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	BHCKM288		N/A		7.c.

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

(2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

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

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

	(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	
Dollar Amounts in Thousands						
<b>Assets</b>						
1. Available-for-sale securities .....	BHCY1773	BHCKG474	BHCKG475	BHCKG476	BHCKG477	1.
	129,185	0	0	129,185	0	
2. Federal funds sold and securities purchased under agreements to resell .....	BHCKG478	BHCKG479	BHCKG480	BHCKG481	BHCKG482	
	0	0	0	0	0	2.
3. Loans and leases held for sale .....	BHCKG483	BHCKG484	BHCKG485	BHCKG486	BHCKG487	
	0	0	0	0	0	3.
4. Loans and leases held for investment .....	BHCKG488	BHCKG489	BHCKG490	BHCKG491	BHCKG492	
	0	0	0	0	0	4.
5. Trading assets:						
a. Derivative assets .....	BHCT3543	BHCKG493	BHCKG494	BHCKG495	BHCKG496	5.a.
	0	0	0	0	0	
b. Other trading assets .....	BHCKG497	BHCKG498	BHCKG499	BHCKG500	BHCKG501	5.b.
	35	0	0	35	0	5.b.(1)
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above) .....	BHCKF240	BHCKF684	BHCKF692	BHCKF241	BHCKF242	5.b.(1)
	0	0	0	0	0	
6. All other assets .....	BHCKG391	BHCKG392	BHCKG395	BHCKG396	BHCKG804	6.
	0	0	0	0	0	
7. Total assets measured at fair value on a recurring basis .....	BHCKG502	BHCKG503	BHCKG504	BHCKG505	BHCKG506	7.
	129,220	0	0	129,220	0	

Schedule HC-Q—Continued

Dollar Amounts in Thousands		(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
<b>Liabilities</b>							
8. Deposits .....		BHCKF252	BHCKF686	BHCKF694	BHCKF253	BHCKF254	8.
		0	0	0	0	0	
9. Federal funds purchased and securities sold under agreements to repurchase .....		BHCKG507	BHCKG508	BHCKG509	BHCKG510	BHCKG511	9.
		0	0	0	0	0	
10. Trading liabilities:							
a. Derivative liabilities .....		BHCT3547	BHCKG512	BHCKG513	BHCKG514	BHCKG515	10.a.
		0	0	0	0	0	
b. Other trading liabilities .....		BHCKG516	BHCKG517	BHCKG518	BHCKG519	BHCKG520	10.b.
		0	0	0	0	0	
11. Other borrow ed money .....		BHCKG521	BHCKG522	BHCKG523	BHCKG524	BHCKG525	11.
		0	0	0	0	0	
12. Subordinated notes and debentures .....		BHCKG526	BHCKG527	BHCKG528	BHCKG529	BHCKG530	12.
		1,031	0	0	1,031	0	
13. All other liabilities .....		BHCKG805	BHCKG806	BHCKG807	BHCKG808	BHCKG809	13.
		0	0	0	0	0	
14. Total liabilities measured at fair value on a recurring basis .....		BHCKG531	BHCKG532	BHCKG533	BHCKG534	BHCKG535	14.
		1,031	0	0	1,031	0	

Schedule HC-Q—Continued

Memoranda

Dollar Amounts in Thousands					(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
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 .....					BHCKG536	BHCKG537	BHCKG538	BHCKG539	BHCKG540
					0	0	0	0	0
b. Nontrading derivative assets .....					BHCKG541	BHCKG542	BHCKG543	BHCKG544	BHCKG545
					0	0	0	0	0
c. BHTXG546					BHCKG546	BHCKG547	BHCKG548	BHCKG549	BHCKG550
						0	0	0	0
d. BHTXG551					BHCKG551	BHCKG552	BHCKG553	BHCKG554	BHCKG555
						0	0	0	0
e. BHTXG556					BHCKG556	BHCKG557	BHCKG558	BHCKG559	BHCKG560
						0	0	0	0
f. BHTXG561					BHCKG561	BHCKG562	BHCKG563	BHCKG564	BHCKG565
						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) .....					BHCKF261	BHCKF689	BHCKF697	BHCKF262	BHCKF263
					0	0	0	0	0
b. Nontrading derivative liabilities .....					BHCKG566	BHCKG567	BHCKG568	BHCKG569	BHCKG570
					0	0	0	0	0
c. BHTXG571					BHCKG571	BHCKG572	BHCKG573	BHCKG574	BHCKG575
						0	0	0	0
d. BHTXG576					BHCKG576	BHCKG577	BHCKG578	BHCKG579	BHCKG580
						0	0	0	0
e. BHTXG581					BHCKG581	BHCKG582	BHCKG583	BHCKG584	BHCKG585
						0	0	0	0
f. BHTXG586					BHCKG586	BHCKG587	BHCKG588	BHCKG589	BHCKG590
						0	0	0	0

Schedule HC-R

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# Schedule HC-R—Regulatory Capital

## Part I.A. Regulatory Capital Components and Ratios

This schedule is to be submitted on a consolidated basis.

For Federal Reserve Bank Use Only  
C.I. \_\_\_\_\_

Dollar Amounts in Thousands			Bil	Mil	Thou	
<b>Tier 1 Capital</b>						
1. Total bank holding company equity capital (from Schedule HC, item 27.a) .....	BHCKX3210	42,036				1.
2. 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) <sup>(1)</sup> .....	BHCK8434	1,931				2.
3. LESS: Net unrealized loss on available-for-sale equity securities (report loss as a positive value) <sup>(1)</sup> .....	BHCKA221	0				3.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>(1)</sup> and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value) .....	BHCK4336	0				4.
5. LESS: Nonqualifying perpetual preferred stock .....	BHCKB588	0				5.
6.						
a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries .....	BHCKG214	0				6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) <sup>(2)</sup> .....	BHCKG215	5,155				6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies .....	BHCKG216	0				6.c.
7.						
a. LESS: Disallowed goodwill and other disallowed intangible assets .....	BHCKB590	5,037				7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value) .....	BHCKF264	0				7.b.
8. Subtotal (sum of items 1 and 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a and 7.b) .....	BHCKC227	40,223				8.
9.						
a. LESS: Disallowed servicing assets and purchased credit card relationships .....	BHCKB591	0				9.a.
b. LESS: Disallowed deferred tax assets .....	BHCK5610	0				9.b.
10. Other additions to (deductions from) Tier 1 capital .....	BHCKB592	0				10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) .....	BHCK8274	40,223				11.
<b>Tier 2 Capital</b>						
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c. <sup>(2)</sup> .....	BHCKG217	6,100				12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital .....	BHCKG218	0				13.
14. Allowance for loan and lease losses includible in Tier 2 capital .....	BHCK5310	4,396				14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital .....	BHCK2221	0				15.
16. Other Tier 2 capital components .....	BHCKB594	0				16.
17. Tier 2 capital (sum of items 12 through 16) .....	BHCK5311	10,496				17.
18. Allowable Tier 2 capital (lesser of item 11 or 17) .....	BHCK8275	10,496				18.
19. Not applicable						
20. LESS: Deductions for total risk-based capital .....	BHCKB595	0				20.
21. Total risk-based capital (sum of items 11 and 18, less item 20) .....	BHCK3792	50,719				21.

(1) Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income (AOCI)."

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

Schedule HC-R—Continued

Part I.A.—Continued

Dollar Amounts in Thousands			Bil	Mil	Thou	
<b>Total Assets for Leverage Ratio</b>						
22. Average total assets (from Schedule HC-K, item 5)	BHCT3368	578,178				22.
23. LESS: Disallow ed goodw ill and other disallow ed intangible assets (from item 7.a above)	BHCTB590	5,037				23.
24. LESS: Disallow ed servicing assets and purchased credit card relationships (from item 9.a above)	BHCTB591	0				24.
25. LESS: Disallow ed deferred tax assets (from item 9.b above)	BHCT5610	0				25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCKB596	0				26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	BHCKA224	573,141				27.
28. - 30. Not applicable						

		Percentage		
<b>Capital Ratios</b>				
31. Tier 1 leverage ratio (item 11 divided by item 27)	BHCK7204	7.02		31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	BHCK7206	9.46		32.
33. Total risk-based capital ratio (item 21 divided by item 62)	BHCK7205	11.93		33.

Schedule HC-R

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## Schedule HC-R—Continued

## Part I.B. Regulatory Capital Components and Ratios

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

Dollar Amounts in Thousands

		Bil	Mil	Thou	
<b>Common Equity Tier 1 Capital</b>					
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares .....	BHCAP742			N/A	1.
2. Retained earnings .....	BHCT3247			N/A	2.
3. Accumulated other comprehensive income (AOCI) .....	BHCAB530			N/A	3.
		Yes/No			
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.) .....	BHCAP838			N/A	3.a.

Dollar Amounts in Thousands

		Bil	Mil	Thou	
4. Common equity tier 1 minority interest includable in common equity tier 1 capital .....	BHCAP839			N/A	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4) .....	BHCAP840			N/A	5.
<b>Common Equity Tier 1 Capital: Adjustments and Deductions</b>					
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs) .....	BHCAP841			N/A	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs .....	BHCAP842			N/A	7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs .....	BHCAP843			N/A	8.
9. AOCI-related adjustments (items 9.a through 9.e are effective January 1, 2015) (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):					
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value)					
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)					
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)					
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)					
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)					
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) .....	BHCAP849			N/A	9.f.

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## Schedule HC-R—Continued

## Part I.B.—Continued

Dollar Amounts in Thousands		Bil	Mil	Thou	
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)	BHCAQ258		N/A		10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions	BHCAQ850		N/A		10.b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments	BHCAQ851		N/A		11.
12. Subtotal (item 5 minus items 6 through 11)	BHCAQ852		N/A		12.
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	BHCAQ853		N/A		13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	BHCAQ854		N/A		14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	BHCAQ855		N/A		15.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold	BHCAQ856		N/A		16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions	BHCAQ857		N/A		17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	BHCAQ858		N/A		18.
19. Common equity tier 1 capital (item 12 minus item 18)	BHCAQ859		N/A		19.
<b>Additional Tier 1 Capital</b>					
20. Additional tier 1 capital instruments plus related surplus	BHCAQ860		N/A		20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	BHCAQ861		N/A		21.
22. Tier 1 minority interest not included in common equity tier 1 capital	BHCAQ862		N/A		22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	BHCAQ863		N/A		23.
24. LESS: Additional tier 1 capital deductions	BHCAQ864		N/A		24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	BHCAQ865		N/A		25.
<b>Tier 1 Capital</b>					
26. Tier 1 capital (sum of items 19 and 25)	BHCA8274		N/A		26.
<b>Tier 2 Capital</b>					
27. Tier 2 capital instruments plus related surplus	BHCAQ866		N/A		27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital	BHCAQ867		N/A		28.
29. Total capital minority interest that is not included in tier 1 capital	BHCAQ868		N/A		29.
30.					
a. Allowance for loan and lease losses includable in tier 2 capital	BHCA5310		N/A		30.a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital	BHCW5310		N/A		30.b.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAPP and available-for-sale equity exposures includable in tier 2 capital	BHCAQ257		N/A		31.



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## Schedule HC-R—Continued

## Part I.B.—Continued

Dollar Amounts in Thousands

		Bil	Mil	Thou	
32.					
a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31) .....	BHCAP870		N/A		32.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31) .....	BHCWP870		N/A		32.b.
33. LESS: Tier 2 capital deductions .....	BHCAP872		N/A		33.
34.					
a. Tier 2 capital (greater of item 32.a minus item 33, or zero) .....	BHCA5311		N/A		34.a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 32.b less item 33, or zero) .....	BHCW5311		N/A		34.b.
<b>Total Capital</b>					
35.					
a. Total capital (sum of items 26 and 34.a) .....	BHCA3792		N/A		35.a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b) .....	BHCW3792		N/A		35.b.
<b>Total Assets for the Leverage Ratio</b>					
36. Average total consolidated assets .....	BHCX3368		N/A		36.
37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions) .....	BHCAP875		N/A		37.
38. LESS: Other deductions from (additions to) assets for the leverage ratio purposes .....	BHCAB596		N/A		38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38) .....	BHCAA224		N/A		39.
<b>Total Risk-Weighted Assets</b>					
40.					
a. Total Risk-Weighted Assets (from Schedule HC-R, Part II item 62) .....	BHCAA223		N/A		40.a.
b. (Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101, Schedule A, item 60) .....	BHCWA223		N/A		40.b.

	(Column A) Percentage	(Column B) Percentage	
<b>Risk-Based Capital Ratios</b>			
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) .....	BHCAP793	N/A	41.
42. Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 40.b) .....	BHCA7206	N/A	42.
43. Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 35.a divided by item 40.b) .....	BHCA7205	N/A	43.

	Percentage	
<b>Leverage Capital Ratios</b>		
44. Tier 1 leverage ratio (item 26 divided by item 39) .....	BHCA7204	N/A
45. Advanced approaches holding companies only: Supplementary leverage ratio (from FFIEC 101, Schedule A, item 98) (effective January 1, 2015)		

Schedule HC-R—Continued

Part I.B.—Continued

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

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

Dollar Amounts in Thousands	(Column A) Totals (from Schedule HC)	(Column B) Items Not Subject to Risk- Weighting	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
<b>Balance Sheet Asset Categories</b> .....		BHCE	BHC0	BHC2	BHC5	BHC9	
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)). .....	BHCK0010	BHCE0010	BHC00010	BHC20010		BHC90010	34.
	21,570	0	17,856	3,714		0	
35. Held-to-maturity securities .....	BHCX1754	BHCE1754	BHC01754	BHC21754	BHC51754	BHC91754	35.
	0	0	0	0	0	0	
36. Available-for-sale securities .....	BHCX1773	BHCE1773	BHC01773	BHC21773	BHC51773	BHC91773	36.
	129,185	3,119	52,267	67,076	3,533	3,190	
37. Federal funds sold and securities purchased under agreements to resell .....	BHCKC225		BHC0C225	BHC2C225		BHC9C225	37.
	21		0	21		0	
38. Loans and leases held for sale .....	BHCT5369	BHCE5369	BHC05369	BHC25369	BHC55369	BHC95369	38.
	1,537	0	0	0	1,537	0	
39. Loans and leases, net of unearned income .....	BHCTB528	BHCEB528	BHC0B528	BHC2B528	BHC5B528	BHC9B528	39.
	395,844	0	6,971	1,417	69,428	318,028	
40. LESS: Allowance for loan and lease losses .....	BHCX3123	BHCE3123					40.
	4,396	4,396					
41. Trading assets .....	BHCX3545	BHCE3545	BHC03545	BHC23545	BHC53545	BHC93545	41.
	35	0	0	0	0	35	
42. All other assets <sup>(1)</sup> .....	BHCKB639	BHCEB639	BHC0B639	BHC2B639	BHC5B639	BHC9B639	42.
	37,677	5,037	185	2,767	58	29,630	
43. Total assets (sum of items 34 through 42) .....	BHCT2170	BHCE2170	BHC02170	BHC22170	BHC52170	BHC92170	43.
	581,473	3,760	77,279	74,995	74,556	350,883	

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

Schedule HC-R—Continued

Part II—Continued

Dollar Amounts in Thousands		(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
<b>Derivatives and Off-Balance Sheet Items</b>				BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit		BHCKB546	1.00 or 12.5 (2)	BHCEB546	BHC0B546	BHC2B546	BHC5B546	BHC9B546	
		2,938	1.000000	2,938	0	0	0	2,938	44.
45. Performance standby letters of credit		BHCT6570		BHCE6570	BHC06570	BHC26570	BHC56570	BHC96570	
		0	.50	0	0	0	0	0	45.
46. Commercial and similar letters of credit		BHCT3411		BHCE3411	BHC03411	BHC23411	BHC53411	BHC93411	
		0	.20	0	0	0	0	0	46.
47. Risk participations in bankers acceptances acquired by the reporting institution		BHCK3429		BHCE3429	BHC03429	BHC23429		BHC93429	
		0	1.00	0	0	0		0	47.
48. Securities lent		BHCT3433		BHCE3433	BHC03433	BHC23433	BHC53433	BHC93433	
		0	1.00	0	0	0	0	0	48.
49. Retained recourse on small business obligations sold with recourse		BHCTA250		BHCEA250	BHC0A250	BHC2A250	BHC5A250	BHC9A250	
		0	1.00	0	0	0	0	0	49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar- for-dollar capital requirement		BHCKB541	12.5(3)	BHCEB541				BHC9B541	
		0	12.500000	0				0	50.
51. All other financial assets sold with recourse		BHCKB675		BHCEB675	BHC0B675	BHC2B675	BHC5B675	BHC9B675	
		0	1.00	0	0	0	0	0	51.
52. All other off-balance sheet liabilities		BHCKB681		BHCEB681	BHC0B681	BHC2B681	BHC5B681	BHC9B681	
		0	1.00	0	0	0	0	0	52.
53. Unused commitments:									
a. With an original maturity exceeding one year		BHCK6572		BHCE6572	BHC06572	BHC26572	BHC56572	BHC96572	
		37,912	.50	18,956	0	0	0	18,956	53.a.
b. With an original maturity of one year or less to asset- backed commercial paper conduits		BHCKG591		BHCEG591	BHC0G591	BHC2G591	BHC5G591	BHC9G591	
		0	.10	0	0	0	0	0	53.b.
54. Derivative contracts				BHCEA167	BHC0A167	BHC2A167	BHC5A167		
				0	0	0	0		54.

(1) Column A multiplied by credit conversion factor.

(2) For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution-specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

(3) Or institution-specific factor.

**Part II—Continued**

Dollar Amounts in Thousands		(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
<b>Totals</b>					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54) .....		BHCKB696	BHCKB697	BHCKB698	BHCKB699
		<b>77,279</b>	<b>74,995</b>	<b>74,556</b>	<b>372,777</b>
56. Risk weight factor .....		x 0%	x 20%	x 50%	x 100%
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56) .....		BHCKB700	BHCKB701	BHCKB702	BHCKB703
		<b>0</b>	<b>14,999</b>	<b>37,278</b>	<b>372,777</b>
58. Market risk equivalent assets .....					BHCK1651
					<b>0</b>
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58) .....					BHCKB704
					<b>425,054</b>
60. LESS: Excess allowance for loan and lease losses .....					BHCKA222
					<b>0</b>
61. LESS: Allocated transfer risk reserve .....					BHCK3128
					<b>0</b>
62. Total risk-weighted assets (item 59 minus items 60 and 61) .....					BHCKA223
					<b>425,054</b>

Schedule HC-R—Continued

Part II—Continued

Memoranda

Dollar Amounts in Thousands						Bil   Mil   Thou				
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards .....						BHCK8764		0		M.1.

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

Schedule HC-R—Continued

Part II—Continued

Memoranda—Continued

Dollar Amounts in Thousands			Bil	Mil	Thou	
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, Part II, item 58)	.....	BHCKF031		0		M.6.
7. Not applicable						
8. Restricted core capital elements included in Tier 1 capital:						
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	.....	BHCKG219		0		M.8.a.
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	.....	BHCKG220		0		M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	.....	BHCK5990		0		M.8.c.
d. Qualifying trust preferred securities (included in Schedule HC, item 19.b) (2)	.....	BHCKC502		5,155		M.8.d.
9. Goodwill net of any associated deferred tax liability	.....	BHCKG221		5,037		M.9.
				Percentage		
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	.....	BHCKG222		12.82		M.10.

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

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

For Federal Reserve Bank Use Only  
C.I. \_\_\_\_\_

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	
<b>Securitization Activities</b>								
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements .....	BHCKB705	BHCKB706	BHCKB707	BHCKB708	BHCKB709	BHCKB710	BHCKB711	1.
	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) .....	BHCKB712	BHCKB713	BHCKB714	BHCKB715	BHCKB716	BHCKB717	BHCKB718	2.a.
	0	0	0	0	0	0	0	
b. Subordinated securities and other residual interests .....	BHCKC393	BHCKC394	BHCKC395	BHCKC396	BHCKC397	BHCKC398	BHCKC399	2.b.
	0	0	0	0	0	0	0	
c. Standby letters of credit and other enhancements .....	BHCKC400	BHCKC401	BHCKC402	BHCKC403	BHCKC404	BHCKC405	BHCKC406	2.c.
	0	0	0	0	0	0	0	
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1 .....	BHCKB726	BHCKB727	BHCKB728	BHCKB729	BHCKB730	BHCKB731	BHCKB732	3.
	0	0	0	0	0	0	0	
4. Past due loan amounts included in item 1:								
a. 30-89 days past due .....	BHCKB733	BHCKB734	BHCKB735	BHCKB736	BHCKB737	BHCKB738	BHCKB739	4.a.
	0	0	0	0	0	0	0	
b. 90 days or more past due .....	BHCKB740	BHCKB741	BHCKB742	BHCKB743	BHCKB744	BHCKB745	BHCKB746	4.b.
	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 .....	BHCKB747	BHCKB748	BHCKB749	BHCKB750	BHCKB751	BHCKB752	BHCKB753	5.a.
	0	0	0	0	0	0	0	
b. Recoveries .....	BHCKB754	BHCKB755	BHCKB756	BHCKB757	BHCKB758	BHCKB759	BHCKB760	5.b.
	0	0	0	0	0	0	0	



Schedule HC-S—Continued

	(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	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B) .....		BHCKB761	BHCKB762			BHCKB763		6.a.
		0	0			0		
b. Loans (included in HC-C) .....		BHCKB500	BHCKB501			BHCKB502		6.b.
		0	0			0		
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due .....		BHCKB764	BHCKB765			BHCKB766		7.a.
		0	0			0		
b. 90 days or more past due .....		BHCKB767	BHCKB768			BHCKB769		7.b.
		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 .....		BHCKB770	BHCKB771			BHCKB772		8.a.
		0	0			0		
b. Recoveries .....		BHCKB773	BHCKB774			BHCKB775		8.b.
		0	0			0		
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>								
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 .....	BHCKB776	BHCKB777	BHCKB778	BHCKB779	BHCKB780	BHCKB781	BHCKB782	9.
	0	0	0	0	0	0	0	
10. Reporting institution's unused commitments to provide liquidity to other institution's securitization structures .....	BHCKB783	BHCKB784	BHCKB785	BHCKB786	BHCKB787	BHCKB788	BHCKB789	10.
	0	0	0	0	0	0	0	
<b>Asset Sales</b>								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized .....	BHCKB790	BHCKB791	BHCKB792	BHCKB793	BHCKB794	BHCKB795	BHCKB796	11.
	0	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 .....	BHCKB797	BHCKB798	BHCKB799	BHCKB800	BHCKB801	BHCKB802	BHCKB803	12.
	0	0	0	0	0	0	0	

Schedule HC-S—Continued

Memoranda

Dollar Amounts in Thousands			Bil	Mil	Thou
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 .....	BHCKA249		0		M.1.a.
b. Amount of retained recourse on these obligations as of the report date .....	BHCKA250		0		M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):					
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements .....	BHCKB804		0		M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements .....	BHCKB805	450,372			M.2.b.
c. Other financial assets (1) .....	BHCKA591		0		M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans) ..	BHCKF699		488		M.2.d.
3. Asset-backed commercial paper conduits:					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company .....	BHCKB806		0		M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions .....	BHCKB807		0		M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:					
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company .....	BHCKB808		0		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions .....	BHCKB809		0		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) (2) .....	BHCKC407		0		M.4.

(1) Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

(2) Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V

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**Schedule HC-V—Variable Interest Entities**

Dollar Amounts in Thousands	(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 .....	BHCKJ981	0	BHCKJ982	0	BHCKJ983	0	1.a.
b. Held-to-maturity securities .....	BHCKJ984	0	BHCKJ985	0	BHCKJ986	0	1.b.
c. Available-for-sale securities .....	BHCKJ987	0	BHCKJ988	0	BHCKJ989	0	1.c.
d. Securities purchased under agreements to resell .....	BHCKJ990	0	BHCKJ991	0	BHCKJ992	0	1.d.
e. Loans and leases held for sale .....	BHCKJ993	0	BHCKJ994	0	BHCKJ995	0	1.e.
f. Loans and leases, net of unearned income .....	BHCKJ996	0	BHCKJ997	0	BHCKJ998	0	1.f.
g. Less: Allowance for loan and lease losses .....	BHCKJ999	0	BHCKK001	0	BHCKK002	0	1.g.
h. Trading assets (other than derivatives) .....	BHCKK003	0	BHCKK004	0	BHCKK005	0	1.h.
i. Derivative trading assets .....	BHCKK006	0	BHCKK007	0	BHCKK008	0	1.i.
j. Other real estate owned .....	BHCKK009	0	BHCKK010	0	BHCKK011	0	1.j.
k. Other assets .....	BHCKK012	0	BHCKK013	0	BHCKK014	0	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:							
a. Securities sold under agreements to repurchase .....	BHCKK015	0	BHCKK016	0	BHCKK017	0	2.a.
b. Derivative trading liabilities .....	BHCKK018	0	BHCKK019	0	BHCKK020	0	2.b.
c. Commercial paper .....	BHCKK021	0	BHCKK022	0	BHCKK023	0	2.c.
d. Other borrowed money (exclude commercial paper) .....	BHCKK024	0	BHCKK025	0	BHCKK026	0	2.d.
e. Other liabilities .....	BHCKK027	0	BHCKK028	0	BHCKK029	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above) .....	BHCKK030	0	BHCKK031	0	BHCKK032	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above) .....	BHCKK033	0	BHCKK034	0	BHCKK035	0	4.

Notes to the Balance Sheet—Predecessor Financial Items

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

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Average loans and leases (net of unearned income) .....	BHBC3516				N/A	1.
2. Average earning assets .....	BHBC3402				N/A	2.
3. Average total consolidated assets .....	BHBC3368				N/A	3.
4. Average equity capital .....	BHBC3519				N/A	4.

Notes to the Balance Sheet (Other)

Enter in the lines provided below any additional information on specific line items on the income statement 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 its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

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

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

		Bil	Mil	Thou
TEXT0000	Sch. HC, item 16, New loan to holding company's ESOP guaranteed by holding company			
TEXT0000				750

Notes to the Balance Sheet (Other)

Dollar Amounts in Thousands			Bil	Mil	Thou	
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)				
2.	TEXT5357		BHCKK141		0	1.
3.	TEXT5358		BHCK5357			2.
4.	TEXT5359		BHCK5358			3.
5.	TEXT5360		BHCK5359			4.
6.	TEXTB027		BHCK5360			5.
7.	TEXTB028		BHCKB027			6.
8.	TEXTB029		BHCKB028			7.
9.	TEXTB030		BHCKB029			8.
			BHCKB030			9.

Notes to the Balance Sheet (Other)—Continued

Dollar Amounts in Thousands				Bil	Mil	Thou
10.	TEXTB031					
11.	TEXTB032					
12.	TEXTB033					
13.	TEXTB034					
14.	TEXTB035					
15.	TEXTB036					
16.	TEXTB037					
17.	TEXTB038					
18.	TEXTB039					
19.	TEXTB040					
20.	TEXTB041					

Remarks

Enter in the space below any additional remarks that you may have.

(TEXT4769)