

## Board of Governors of the Federal Reserve System



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

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

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

This report form is to be filed by holding companies with total consolidated assets of \$500 million or more. In addition, holding companies meeting certain criteria must file this report (FR Y-9C)

regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

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

Date of Report: **December 31, 2014**

Month / Day / 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.

DELMAR BANCORP

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

Legal Title of Holding Company (TEXT 9010)  
2245 NORTHWOOD DRIVE

Signature of Chief Financial Officer (or Equivalent)

(Mailing Address of the Holding Company) Street / PO Box (TEXT 9110)  
SALISBURY MD 21801

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

City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

#### For Federal Reserve Bank Use Only

RSSD ID \_\_\_\_\_  
C.I. \_\_\_\_\_ S.F. \_\_\_\_\_

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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

# Report of Income for Holding Companies

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

## Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by 1–4 family residential properties .....	4435		4877	1.a.(1)(a)
(b) All other loans secured by real estate .....	4436		11113	1.a.(1)(b)
(c) All other loans .....	F821		1681	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	4059		0	1.a.(2)
b. Income from lease financing receivables .....	4065		0	1.b.
c. Interest income on balances due from depository institutions <sup>1</sup> .....	4115		12	1.c.
d. Interest and dividend income on securities:				
(1) U.S. Treasury securities and U.S. government agency obligations				
(excluding mortgage-backed securities) .....	B488		103	1.d.(1)
(2) Mortgage-backed securities .....	B489		267	1.d.(2)
(3) All other securities .....	4060		437	1.d.(3)
e. Interest income from trading assets .....	4069		0	1.e.
f. Interest income on federal funds sold and securities purchased under agreements				
to resell .....	4020		7	1.f.
g. Other interest income .....	4518		46	1.g.
h. Total interest income (sum of items 1.a through 1.g) .....	4107		18543	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more .....	A517		632	2.a.(1)(a)
(b) Time deposits of less than \$100,000 .....	A518		1044	2.a.(1)(b)
(c) Other deposits .....	6761		194	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	4172		0	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase .....	4180		6	2.b.
c. Interest on trading liabilities and other borrowed money				
(excluding subordinated notes and debentures) .....	4185		319	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible				
securities .....	4397		0	2.d.
e. Other interest expense .....	4398		0	2.e.
f. Total interest expense (sum of items 2.a through 2.e) .....	4073		2195	2.f.
3. Net interest income (item 1.h minus item 2.f) .....	4074		16348	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) .....	4230		1400	4.
5. Noninterest income:				
a. Income from fiduciary activities .....	4070		0	5.a.
b. Service charges on deposit accounts in domestic offices .....	4483		1530	5.b.
c. Trading revenue <sup>2</sup> .....	A220		0	5.c.
d. (1) Fees and commissions from securities brokerage .....	C886		176	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions .....	C888		0	5.d.(2)
(3) Fees and commissions from annuity sales .....	C887		69	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities .....	C386		0	5.d.(4)
(5) Income from other insurance activities .....	C387		0	5.d.(5)
e. Venture capital revenue .....	B491		0	5.e.
f. Net servicing fees .....	B492		0	5.f.
g. Net securitization income .....	B493		0	5.g.

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

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

**Schedule HI—Continued**

	Dollar Amounts in Thousands			BHCK				
5. h. Not applicable								
i. Net gains (losses) on sales of loans and leases	8560		0					5.i.
j. Net gains (losses) on sales of other real estate owned	8561		-628					5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		0					5.k.
l. Other noninterest income <sup>3</sup>	B497		1107					5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		2254					5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521		0					6.a.
b. Realized gains (losses) on available-for-sale securities	3196		1668					6.b.
7. Noninterest expense:								
a. Salaries and employee benefits	4135		6876					7.a.
b. Expenses of premises and fixed assets (net of rental income (excluding salaries and employee benefits and mortgage interest))	4217		1840					7.b.
c. (1) Goodwill impairment losses	C216		0					7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		51					7.c.(2)
d. Other noninterest expense <sup>4</sup>	4092		4653					7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		13420					7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301		5450					8.
9. Applicable income taxes (foreign and domestic)	4302		1941					9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		3509					10.
11. Extraordinary items and other adjustments, net of income taxes <sup>5</sup>	4320		0					11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104		3509					12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103		0					13.
14. Net income (loss) attributable to holding company (item 12 minus item 13)	4340		3509					14.

3. See Schedule HI, memoranda item 6.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

**Memoranda**

	Dollar Amounts in Thousands			BHCK				
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519		16476					M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592		5585					M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313		36					M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)	4507		397					M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number					
	4150		110					M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3 percent of Schedule HI, item 5.l):	BHCK							
a. Income and fees from the printing and sale of checks	C013		79					M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014		0					M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016		223					M.6.c.
d. Rent and other income from other real estate owned	4042		0					M.6.d.
e. Safe deposit box rent	C015		43					M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229		0					M.6.f.

**Schedule HI—Continued****Memoranda—Continued**

Dollar Amounts in Thousands					BHCK				
6. g. Bank card and credit card interchange fees .....					F555			636	M.6.g.
h. Gains on bargain purchases .....					J447			0	M.6.h.
i. <div>TEXT 8562</div> LOAN PROCESSING FEES .....					8562			71	M.6.i.
j. <div>TEXT 8563</div> .....					8563			0	M.6.j.
k. <div>TEXT 8564</div> .....					8564			0	M.6.k.
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3 percent of the sum of Schedule HI, item 7.d):									
a. Data processing expenses .....					C017			0	M.7.a.
b. Advertising and marketing expenses .....					0497			198	M.7.b.
c. Directors' fees .....					4136			194	M.7.c.
d. Printing, stationery, and supplies .....					C018			152	M.7.d.
e. Postage .....					8403			147	M.7.e.
f. Legal fees and expenses .....					4141			297	M.7.f.
g. FDIC deposit insurance assessments .....					4146				M.7.g.
h. Accounting and auditing expenses .....					F556			0	M.7.h.
i. Consulting and advisory expenses .....					F557			258	M.7. i.
j. Automated teller machine (ATM) and interchange expenses .....					F558			554	M.7. j.
k. Telecommunications expenses .....					F559			0	M.7.k.
l. <div>TEXT 8565</div> INTERNET BANKING CHARGES .....					8565			351	M.7. l.
m. <div>TEXT 8566</div> FORECLOSURE EXPENSES .....					8566			287	M.7.m.
n. <div>TEXT 8567</div> OTHER LOAN EXPENSES .....					8567			195	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):									
a. (1) <div>TEXT 3571</div> .....					3571			0	M.8.a.(1)
(2) Applicable income tax effect.....	BHCK	3572			0				M.8.a.(2)
b. (1) <div>TEXT 3573</div> .....					3573			0	M.8.b.(1)
(2) Applicable income tax effect.....	BHCK	3574			0				M.8.b.(2)
c. (1) <div>TEXT 3575</div> .....					3575			0	M.8.c.(1)
(2) Applicable income tax effect.....	BHCK	3576			0				M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)									
Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:									
a. Interest rate exposures .....					8757			0	M.9.a.
b. Foreign exchange exposures .....					8758			0	M.9.b.
c. Equity security and index exposures .....					8759			0	M.9.c.
d. Commodity and other exposures .....					8760			0	M.9.d.
e. Credit exposures .....					F186			0	M.9.e.

**Schedule HI—Continued****Memoranda—Continued**

Dollar Amounts in Thousands		BHCK			
<i>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.<sup>1</sup></i>					
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....	K090				M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above) .....	K094				M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading.....	C889			0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading .....	C890			0	M.10.b.
11. Credit losses on derivatives (see instructions) .....	A251			0	M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431				M.12.a.
b. (1) Premiums on insurance related to the extension of credit.....	C242			0	M.12.b.(1)
(2) All other insurance premiums .....	C243			0	M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities.....	B983			0	M.12.c.
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.).....	0=No 1=Yes	BHCK A530		0	M.13.

Dollar Amounts in Thousands		BHCK			
<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 .....	F551				M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk .....	F552				M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553				M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554				M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method .....	C409			148	M.15.
<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)) .....	F228				M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses .....	J319			0	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes) .....	J320			0	M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b) .....	J321			0	M.17.c.

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

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

Dollar Amounts in Thousands

	BHCK				
1. Total holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income) .....	3217			40864	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors .....	B507			0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2) .....	B508			40864	3.
	BHCT				
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14) .....	4340			3509	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross .....	3577			0	5.a.
b. Conversion or retirement of perpetual preferred stock .....	3578			0	5.b.
6. Sale of common stock:					
a. Sale of common stock, gross .....	3579			0	6.a.
b. Conversion or retirement of common stock .....	3580			0	6.b.
7. Sale of treasury stock .....	4782			0	7.
8. LESS: Purchase of treasury stock .....	4783			0	8.
9. Changes incident to business combinations, net .....	4356			0	9.
10. LESS: Cash dividends declared on preferred stock .....	4598			0	10.
11. LESS: Cash dividends declared on common stock .....	4460			0	11.
12. Other comprehensive income <sup>1</sup> .....	B511			468	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company .....	4591			0	13.
14. Other adjustments to equity capital (not included above) .....	3581			272	14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC) .....	BHCT				
	3210			45113	15.

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

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

	(Column A) Charge-offs <sup>1</sup>				(Column B) Recoveries			
Dollar Amounts in Thousands	BHCK				BHCK			
<b>I. Charge-offs 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 .....	C891		47		C892		444	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	C893		321		C894		0	1.a.(2)
b. Secured by farmland in domestic offices .....	3584		16		3585		0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:								
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	5411		0		5412		81	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens .....	C234		480		C217		58	1.c.(2)(a)
(b) Secured by junior liens .....	C235		99		C218		3	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	3588		556		3589		2	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	C895		143		C896		1	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	C897		148		C898		9	1.e.(2)
f. In foreign offices .....	B512		0		B513		0	1.f.
2. Loans to depository institutions and acceptances of other banks:								
a. To U.S. banks and other U.S. depository institutions .....	4653		0		4663		0	2.a.
b. To foreign banks .....	4654		0		4664		0	2.b.
3. Loans to finance agricultural production and other loans to farmers .....	4655		0		4665		0	3.
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile) .....	4645		209		4617		4	4.a.
b. To non-U.S. addressees (domicile) .....	4646		0		4618		0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards .....	B514		10		B515		8	5.a.
b. Automobile loans .....	K129		0		K133		1	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	K205		4		K206		4	5.c.
6. Loans to foreign governments and official institutions .....	4643		0		4627		0	6.
7. All other loans .....	4644		164		4628		71	7.
8. Lease financing receivables:								
a. Leases to individuals for household, family, and other personal expenditures .....	F185		0		F187		0	8.a.
b. All other leases .....	C880		0		F188		0	8.b.
9. Total (sum of items 1 through 8) .....	4635		2197		4605		686	9.

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



**Schedule HI-B—Continued****Memoranda**

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

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

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

M.3.

Dollar Amounts in Thousands				BHCK			
<b>II. Changes in allowance for loan and lease losses</b>							
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income) .....	B522			8297			1.
	BHCT						
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....	4605			686			2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4) .....	BHCK						
	C079			2197			3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account .....	5523			0			4.
	BHCT						
5. Provision for loan and lease losses (must equal Schedule HI, item 4) .....	4230			1400			5.
	BHCK						
6. Adjustments (see instructions for this schedule) .....	C233			0			6.
	BHCT						
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) .....	3123			8186			7.

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

**Memoranda**

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



**Schedule HI-C—Disaggregated Data on the Allowance for Loan and Lease Losses**Schedule HI-C is to be completed by holding companies with \$1 billion or more in total assets.<sup>1</sup>

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

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

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

**Notes to the Income Statement—Predecessor Financial Items**

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

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

## Notes to the Income Statement (Other)

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

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

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

### Example

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

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

## Notes to the Income Statement (Other)

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

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

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

Name of Holding Company

For Federal Reserve Bank Use Only

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

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# Consolidated Financial Statements for Holding Companies

Report at the close of business 20141231

Month / Day / Year

## Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

	BHCK				
<b>Assets</b>					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin <sup>1</sup> .....	0081			8541	1.a.
b. Interest-bearing balances: <sup>2</sup>					
(1) In U.S. offices .....	0395			5684	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	0397			0	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A) .....	1754			0	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D) .....	1773			33747	2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices .....	BHDM	B987		1385	3.a.
b. Securities purchased under agreements to resell <sup>3</sup> .....	BHCK	B989		0	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale .....		5369		0	4.a.
b. Loans and leases, net of unearned income .....	B528			386252	4.b.
c. LESS: Allowance for loan and lease losses .....	3123			8186	4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c) .....	B529			378066	4.d.
5. Trading assets (from Schedule HC-D) .....	3545			0	5.
6. Premises and fixed assets (including capitalized leases) .....	2145			7375	6.
7. Other real estate owned (from Schedule HC-M) .....	2150			3723	7.
8. Investments in unconsolidated subsidiaries and associated companies .....	2130			121	8.
9. Direct and indirect investments in real estate ventures .....	3656			0	9.
10. Intangible assets:					
a. Goodwill .....	3163			0	10.a.
b. Other intangible assets (from Schedule HC-M) .....	0426			39	10.b.
11. Other assets (from Schedule HC-F) .....	2160			9289	11.
12. Total assets (sum of items 1 through 11) .....	2170			447970	12.

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

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

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

**Schedule HC—Continued**

Dollar Amounts in Thousands

**Liabilities**

13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing <sup>1</sup> .....	6631		119856	13.a.(1)
(2) Interest-bearing .....	6636		259035	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN			
(1) Noninterest-bearing .....	6631		0	13.b.(1)
(2) Interest-bearing .....	6636		0	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM			
a. Federal funds purchased in domestic offices <sup>2</sup> .....	B993		0	14.a.
b. Securities sold under agreements to repurchase <sup>3</sup> .....	BHCK			
15. Trading liabilities (from Schedule HC-D) .....	B995		1840	14.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) .....	3548		0	15.
17. Not applicable	3190		21500	16.
18. Not applicable				
19. a. Subordinated notes and debentures <sup>4</sup> .....	4062		0	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities .....				
20. Other liabilities (from Schedule HC-G) .....	C699		0	19.b.
21. Total liabilities (sum of items 13 through 20) .....	2750		626	20.
22. Not applicable	2948		402857	21.

**Equity Capital****Holding Company Equity Capital**

23. Perpetual preferred stock and related surplus .....	3283		4450	23.
24. Common stock (par value) .....	3230		81	24.
25. Surplus (exclude all surplus related to preferred stock) .....	3240		16488	25.
26. a. Retained earnings .....	3247		23849	26.a.
b. Accumulated other comprehensive income <sup>5</sup> .....	B530		245	26.b.
c. Other equity capital components <sup>6</sup> .....	A130		0	26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c) .....	3210		45113	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries .....	3000		0	27.b.
28. Total equity capital (sum of items 27.a and 27.b) .....	G105		45113	28.
29. Total liabilities and equity capital (sum of items 21 and 28) .....	3300		447970	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)**

- |       |      |   |
|-------|------|---|
| 0=No  | BHCK |   |
| 1=Yes | C884 | 1 |
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.) ..... 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.<sup>7</sup>
- a. TGM GROUP LLC
- (1) Name of External Auditing Firm (TEXT C703)  
SALISBURY
- (2) City (TEXT C708)  
MD
- (3) State Abbreviation (TEXT C714)  
MD
- (4) Zip Code (TEXT C715)  
21804
- b. \_\_\_\_\_
- (1) Name of Engagement Partner (TEXT C704)
- (2) E-mail Address (TEXT C705)

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



## Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
1. U.S. Treasury securities.....	0211			0	0213			0	1286			0	1287			0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies <sup>1</sup> .....	1289			0	1290			0	1291			0	1293			0	2.a.
b. Issued by U.S. government-sponsored agencies <sup>2</sup> .....	1294			0	1295			0	1297			8354	1298			8273	2.b.
3. Securities issued by states and political subdivisions in the U.S. ....	8496			0	8497			0	8498			10998	8499			11533	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA .....	G300			0	G301			0	G302			404	G303			407	4.a.(1)
(2) Issued by FNMA and FHLMC .....	G304			0	G305			0	G306			4917	G307			5016	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			0	G311			0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	G312			0	G313			0	G314			7179	G315			7053	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities.....	G320			0	G321			0	G322			0	G323			0	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities:																	
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA .....	K142			0	K143			0	K144			490	K145			503	4.c.(1)(a)
(b) Other pass-through securities .....	K146			0	K147			0	K148			0	K149			0	4.c.(1)(b)
(2) Other commercial MBS:																	
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	K150			0	K151			0	K152			0	K153			0	4.c.(2)(a)
(b) All other commercial MBS .....	K154			0	K155			0	K156			0	K157			0	4.c.(2)(b)

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

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

## Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
5. Asset-backed securities and structured financial products:																	
a. Asset-backed Securities (ABS) .....	C026			0	C988			0	C989			0	C027			0	5.a.
b. Structured financial products:																	
(1) Cash .....	G336			0	G337			0	G338			0	G339			0	5.b.(1)
(2) Synthetic.....	G340			0	G341			0	G342			0	G343			0	5.b.(2)
(3) Hybrid .....	G344			0	G345			0	G346			0	G347			0	5.b.(3)
6. Other debt securities:																	
a. Other domestic debt securities.....	1737			0	1738			0	1739			0	1741			0	6.a.
b. Other foreign debt securities .....	1742			0	1743			0	1744			0	1746			0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values .....																	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b) .....	BHCT																8.
	1754			0	1771			0	1772			33342	1773			33747	

## Memoranda

Dollar Amounts in Thousands		BHCK			
1. Pledged securities <sup>1</sup> .....		0416	12657		M.1.
2. Remaining maturity or next repricing date of debt securities <sup>2,3</sup> (Schedule HC-B, items 1 through 6.b in columns A and D above):					
a. 1 year and less .....		0383	0		M.2.a.
b. Over 1 year to 5 years .....		0384	11092		M.2.b.
c. Over 5 years .....		0387	21693		M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer) .....		1778	0		M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):					
a. Amortized cost .....		8782	0		M.4.a.
b. Fair value .....		8783	0		M.4.b.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.

3. Report fixed-rate debt securities by remaining maturity and floating debt securities by next repricing date.

**Schedule HC-B—Continued****Memoranda—Continued**

	Held-to-Maturity								Available-for-Sale							
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
	BHCK				BHCK				BHCK				BHCK			
Dollar Amounts in Thousands																
<i>Memorandum item 5 is to be completed by holding companies with total assets over \$1 billion or with foreign offices.<sup>1</sup></i>																
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 .....																
b. Home equity lines .....																
c. Automobile loans.....																
d. Other consumer loans.....																
e. Commercial and industrial loans .....																
f. Other.....																
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																
a. Trust preferred securities issued by financial institutions.....																
b. Trust preferred securities issued by real estate investment trusts .....																
c. Corporate and similar loans.....																
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) .....																
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....																
f. Diversified (mixed) pools of structured financial products.....																
g. Other collateral or reference assets .....																

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

**Schedule HC-C—Loans and Lease Financing Receivables**

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

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) In Domestic Offices			
	BHCK			BHDM			
1. Loans secured by real estate .....	1410		347289				1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1–4 family residential construction loans .....				F158		7826	1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159		27053	1.a.(2)
b. Secured by farmland.....				BHDM			
c. Secured by 1–4 family residential properties:				1420		17650	1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....							
(2) Closed-end loans secured by 1–4 family residential properties:				1797		13463	1.c.(1)
(a) Secured by first liens.....				5367		85956	1.c.(2)(a)
(b) Secured by junior liens .....				5368		2706	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460		14457	1.d.
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....				BHCK			
(2) Loans secured by other nonfarm nonresidential properties.....				F160		100879	1.e.(1)
				F161		77299	1.e.(2)
				BHDM			
2. Loans to depository institutions and acceptances of other banks .....				1288		0	2.
a. To U.S. banks and other U.S. depository institutions.....	1292		0				2.a.
b. To foreign banks .....	1296		0				2.b.
3. Loans to finance agricultural production and other loans to farmers ....	1590		50	1590		50	3.
4. Commercial and industrial loans .....				1766		34464	4.
a. To U.S. addressees (domicile) .....	1763		34464				4.a.
b. To non-U.S. addressees (domicile) .....	1764		0				4.b.
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .....				1975		2797	6.
a. Credit cards .....	B538		334				6.a.
b. Other revolving credit plans.....	B539		483				6.b.
c. Automobile loans.....	K137		730				6.c.
d. Other consumer loans (includes single payment, installment, and all student loans) .....	K207		1250				6.d.
7. Loans to foreign governments and official institutions (including foreign central banks) .....	2081		0	2081		0	7.
8. Not applicable							
9. Loans to nondepository financial institutions and other loans:							
a. Loans to nondepository financial institutions .....	J454		0	J454		0	9.a.
b. Other loans							
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545		0	1545		0	9.b.(1)
(2) All other loans (exclude consumer loans).....	J451		1652	J451		1652	9.b.(2)
10. Lease financing receivables (net of unearned income) .....				2165		0	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) .....	F162		0				10.a.
b. All other leases .....	F163		0				10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above....	2123		0	2123		0	11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122		386252	2122		386252	12.

**Schedule HC-C—Continued****Memoranda**

Dollar Amounts in Thousands

	BHDM				
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1–4 family residential construction loans .....	K158			0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans.....	K159			2624	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices .....	F576			1550	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices .....	K160			440	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K161			3868	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K162			3255	M.1.d.(2)
e. Commercial and Industrial loans:	BHCK				
(1) To U.S. addressees (domicile).....	K163			184	M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K164			0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures) <sup>1</sup> .....	K165			0	M.1.f.
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>					
(1) Loans secured by farmland in domestic offices .....	K166			0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks ...	K167			0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers.....	K168			0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards .....	K098			0	M.1.f.(4)(a)
(b) Automobile loans .....	K203			0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	K204			0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....	K212			0	M.1.f.(5)
(6) Other loans <sup>1</sup> .....	K267			0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, Column A, above .....	2746			0	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837			0	M.3.
<i>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).</i>					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, Column A) .....	C391			0	M.4.
<i>Memorandum item 5 is to be completed by all holding companies.</i>					
5. Purchased credit-impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance.....	C779			0	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9 .....	C780			0	M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) ..	F230			0	M.6.a.

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

**Schedule HC-C—Continued****Memoranda—Continued**

Dollar Amounts in Thousands		BHCK			
<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 December 31, 2013, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>					
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties .....	F231				M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above .....	F232				M.6.c.
7.-8. Not applicable.					
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)) .....	BHDM				
	F577			511	M.9.

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

**Schedule HC-C—Continued****Memoranda—Continued**

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

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

Dollar Amounts in Thousands				BHCK			
13. Not applicable							
14. Pledged loans and leases .....	G378			110105			M.14.



## Schedule HC-D—Trading Assets and Liabilities

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

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

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

## Schedule HC-D—Continued

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

## Memoranda

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

**Schedule HC-D—Continued****Memoranda—Continued**

Dollar Amounts in Thousands		(Column A) Consolidated				(Column B) Domestic Offices					
		BHCK				BHDM					
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):											
a. Trust preferred securities issued by financial institutions .....	G299					G299				M.3.a.	
b. Trust preferred securities issued by real estate investment trusts .....	G332					G332				M.3.b.	
c. Corporate and similar loans .....	G333					G333				M.3.c.	
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) .....	G334					G334				M.3.d.	
e. 1–4 family residential MBS not issued or guaranteed by GSEs .....	G335					G335				M.3.e.	
f. Diversified (mixed) pools of structured financial products .....	G651					G651				M.3.f.	
g. Other collateral or reference assets .....	G652					G652				M.3.g.	
4. Pledged trading assets:											
a. Pledged securities .....	G387					G387				M.4.a.	
b. Pledged loans .....	G388					G388				M.4.b.	
Dollar Amounts in Thousands											
Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.											
5. Asset-backed securities:											
a. Credit card receivables .....	F643					F643				M.5.a.	
b. Home equity lines .....	F644					F644				M.5.b.	
c. Automobile loans .....	F645					F645				M.5.c.	
d. Other consumer loans .....	F646					F646				M.5.d.	
e. Commercial and industrial loans .....	F647					F647				M.5.e.	
f. Other .....	F648					F648				M.5.f.	
6. Retained beneficial interests in securitizations (first-loss or equity tranches) .....	F651					F651				M.6.	
7. Equity securities:											
a. Readily determinable fair values .....	F652					F652				M.7.a.	
b. Other .....	F653					F653				M.7.b.	
8. Loans pending securitization .....	F654					F654				M.8.	
9. a. (1) Gross fair value of commodity contracts .....	G212					G212				M.9.a.(1)	
(2) Gross fair value of physical commodities held in inventory .....	G213					G213				M.9.a.(2)	
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25 percent of item 9 less Memoranda items 9.a.(1) and 9. a. (2)):											
(1) <table border="1"><tr><td>BHTX</td><td>F655</td></tr></table> .....	BHTX	F655	F655				F655				M.9.b.(1)
BHTX	F655										
(2) <table border="1"><tr><td>BHTX</td><td>F656</td></tr></table> .....	BHTX	F656	F656				F656				M.9.b.(2)
BHTX	F656										
(3) <table border="1"><tr><td>BHTX</td><td>F657</td></tr></table> .....	BHTX	F657	F657				F657				M.9.b.(3)
BHTX	F657										
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than \$25,000 and exceed 25 percent of the item)											
a. <table border="1"><tr><td>BHTX</td><td>F658</td></tr></table> .....	BHTX	F658	F658				F658				M.10.a.
BHTX	F658										
b. <table border="1"><tr><td>BHTX</td><td>F659</td></tr></table> .....	BHTX	F659	F659				F659				M.10.b.
BHTX	F659										
c. <table border="1"><tr><td>BHTX</td><td>F660</td></tr></table> .....	BHTX	F660	F660				F660				M.10.c.
BHTX	F660										

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

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances <sup>2</sup> .....	2210			119856	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts .....	3187			16875	1.b.
c. Money market deposit accounts and other savings accounts .....	2389			83076	1.c.
d. Time deposits of less than \$100,000.....	6648			106510	1.d.
e. Time deposits of \$100,000 or more .....	2604			52574	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> .....	BHOD			0	2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts .....	3187			0	2.b.
c. Money market deposit accounts and other savings accounts .....	2389			0	2.c.
d. Time deposits of less than \$100,000.....	6648			0	2.d.
e. Time deposits of \$100,000 or more .....	2604			0	2.e.

## Memoranda

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less .....	A243			270	M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year .....	A164			20210	M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less .....	A242			21717	M.3.
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245			0	M.4.

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

## Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable <sup>1</sup> .....	B556			1301	1.
2. Net deferred tax assets <sup>2</sup> .....	2148			3891	2.
3. Interest-only strips receivable (not in the form of a security) <sup>3</sup> on:					
a. Mortgage loans .....	A519			0	3.a.
b. Other financial assets .....	A520			0	3.b.
4. Equity securities that DO NOT have readily determinable fair values <sup>4</sup> .....	1752			2490	4.
5. Life insurance assets:					
a. General account life insurance assets .....	K201			0	5.a.
b. Separate account life insurance assets .....	K202			0	5.b.
c. Hybrid account life insurance assets .....	K270			0	5.c.
6. Other.....	2168			1607	6.
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	BHCT				
	2160			9289	7.

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

## Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands				BHCK			
1. Not applicable							
2. Net deferred tax liabilities <sup>1</sup> .....	3049		0				2.
3. Allowance for credit losses on off-balance-sheet credit exposures .....	B557		156				3.
4. Other .....	B984		470				4.
	BHCT						
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20) .....	2750		626				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				BHCK			
1. Earning assets that are repriceable within one year or mature within one year .....	3197		134959				1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet .....	3296		63794				2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet .....	3298		0				3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock) .....	3408		0				4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year .....	3409		0				5.

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

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

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

**I. Property and Casualty Underwriting**

Dollar Amounts in Thousands

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

**II. Life and Health Underwriting**

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

**Schedule HC-K—Quarterly Averages**

Dollar Amounts in Thousands		BHCK			
<b>Assets</b>					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) .....	B558		8354	1.a.	
b. Mortgage-backed securities .....	B559		13175	1.b.	
c. All other securities (includes securities issued by states and political subdivisions in the U.S.) .....	B560		12415	1.c.	
2. Federal funds sold and securities purchased under agreements to resell .....	3365		3114	2.	
	BHDM				
3. a. Total loans and leases in domestic offices .....	3516		378883	3.a.	
(1) Loans secured by 1–4 family residential properties .....	3465		102083	3.a.(1)	
(2) All other loans secured by real estate .....	3466		240846	3.a.(2)	
(3) Loans to finance agricultural production and other loans to farmers .....	3386		52	3.a.(3)	
(4) Commercial and industrial loans .....	3387		32237	3.a.(4)	
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards .....	B561		309	3.a.(5)(a)	
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards) .....	B562		2347	3.a.(5)(b)	
	BHFN				
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs .....	3360		0	3.b.	
	BHCK				
4. a. Trading assets .....	3401		0	4.a.	
b. Other earning assets .....	B985		8229	4.b.	
5. Total consolidated assets .....	3368		445356	5.	
<b>Liabilities</b>					
6. Interest-bearing deposits (domestic) <sup>1</sup> .....	3517		259889	6.	
7. Interest-bearing deposits (foreign) <sup>1</sup> .....	3404		0	7.	
8. Federal funds purchased and securities sold under agreements to repurchase .....	3353		2554	8.	
9. All other borrowed money .....	2635		16118	9.	
10. Not applicable					
<b>Equity Capital</b>					
11. Total equity capital (excludes limited-life preferred stock) .....	3519		44638	11.	

1. Includes interest-bearing demand deposits.



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

**Schedule HC-L—Derivatives and Off-Balance-Sheet Items****(Report only transactions with nonrelated institutions)**

Dollar Amounts in Thousands

	BHCK				
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines) ..	3814			7729	1.a.
b. (1) Unused consumer credit card lines .....	J455			1811	1.b.(1)
(2) Other unused credit card lines .....	J456			0	1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)) .....	3816			18815	1.c.(1)
(a) 1–4 family residential construction loan commitments .....	F164			8799	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments .....	F165			10016	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate .....	6550			0	1.c.(2)
d. Securities underwriting .....	3817			0	1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans .....	J457			20590	1.e.(1)
(2) Loans to financial institutions .....	J458			0	1.e.(2)
(3) All other unused commitments .....	J459			5534	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees .....	6566			0	2.
<i>Item 2.a is to be completed by holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
a. Amount of financial standby letters of credit conveyed to others .....	3820				2.a.
3. Performance standby letters of credit and foreign office guarantees .....	6570			4622	3.
<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
a. Amount of performance standby letters of credit conveyed to others .....	3822				3.a.
4. Commercial and similar letters of credit .....	3411			0	4.
5. Not applicable .....					
6. Securities lent .....	3433			0	6.
7. Credit derivatives:					
a. Notional amounts:					
(1) Credit default swaps .....	C968			0	7.a.(1)
(2) Total return swaps .....	C970			0	7.a.(2)
(3) Credit options .....	C972			0	7.a.(3)
(4) Other credit derivatives .....	C974			0	7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value .....	C219			0	7.b.(1)
(2) Gross negative fair value .....	C220			0	7.b.(2)
c. Notional amounts by regulatory capital treatment:					
(1) Positions covered under the Market Risk Rule:					
(a) Sold protection .....	G401			0	7.c.(1)(a)
(b) Purchased protection .....	G402			0	7.c.(1)(b)
(2) All other positions:					
(a) Sold protection .....	G403			0	7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes .....	G404			0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes .....	G405			0	7.c.(2)(c)

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

**Schedule HC-L—Continued****(Report only transactions with nonrelated institutions)**

Dollar Amounts in Thousands				Remaining Maturity of:											
				(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years			
				BHCK				BHCK				BHCK			
7. d. Notional amounts by remaining maturity:															
(1) Sold credit protection:															
(a) Investment grade .....				G406			0	G407			0	G408			0
(b) Subinvestment grade .....				G409			0	G410			0	G411			0
(2) Purchased credit protection:															
(a) Investment grade .....				G412			0	G413			0	G414			0
(b) Subinvestment grade .....				G415			0	G416			0	G417			0
8. Spot foreign exchange contracts .....															
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25 percent of Schedule HC, item 27.a) .....															
a. Securities borrowed .....															
b. Commitments to purchase when-issued securities .....															
c. Commitments to sell when-issued securities .....															
d. TEXT 6561															
e. TEXT 6562															
f. TEXT 6568															
g. TEXT 6586															
10. Not applicable															

## Schedule HC-L—Continued

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

**Schedule HC-L—Continued**Item 15 is to be completed only by holding companies with total assets of \$10 billion or more.<sup>1</sup>

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

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

## Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of holding company common shares outstanding .....	Number (Unrounded) 3459 8116066				1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	6555			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 .....	6556			0	3.
4. Other assets acquired in satisfaction of debts previously contracted .....	6557			0	4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC .....	A288			0	5.
6. Assets covered by loss-sharing agreements with the FDIC:					
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):					
(1) Loans secured by real estate in domestic offices:					
(a) Construction, land development, and other land loans:	BHDM				
(1) 1–4 family residential construction loans .....	K169			0	6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans .....	K170			0	6.a.(1)(a)(2)
(b) Secured by farmland .....	K171			0	6.a.(1)(b)
(c) Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	K172			0	6.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens .....	K173			0	6.a.(1)(c)(2)(a)
(b) Secured by junior liens .....	K174			0	6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties .....	K175			0	6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K176			0	6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties .....	K177			0	6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers .....	BHCK				
(3) Commercial and industrial loans .....	K178			0	6.a.(2)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):	K179			0	6.a.(3)
(a) Credit cards .....	K180			0	6.a.(4)(a)
(b) Automobile loans .....	K181			0	6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards) .....	K182			0	6.a.(4)(c)
(5) All other loans and leases .....	K183			0	6.a.(5)
<i>Itemize and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</i>					
(a) Loans to depository institutions and acceptances of other banks .....	K184			0	6.a.(5)(a)
(b) Loans to foreign governments and official institutions .....	K185			0	6.a.(5)(b)
(c) Other loans <sup>1</sup> .....	K186			0	6.a.(5)(c)
(d) Lease financing receivables .....	K273			0	6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):	BHDM				
(1) Construction, land development, and other land in domestic offices .....	K187			0	6.b.(1)
(2) Farmland in domestic offices .....	K188			0	6.b.(2)
(3) 1–4 family residential properties in domestic offices .....	K189			0	6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices .....	K190			0	6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices .....	K191			0	6.b.(5)

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

## Schedule HC-M—Continued

Dollar Amounts in Thousands

6. b. (6) In foreign offices .....	BHFN					
(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 .....	K260				0	6.b.(6)
c. Debt securities (included in Schedule HC, items 2.a and 2.b) .....	BHCK					6.b.(7)
d. Other assets (exclude FDIC loss-sharing indemnification assets) .....	K192				0	6.b.(7)
7. Captive insurance and reinsurance subsidiaries:	J461				0	6.c.
a. Total assets of captive insurance subsidiaries <sup>1</sup> .....	J462				0	6.d.
b. Total assets of captive reinsurance subsidiaries <sup>1</sup> .....						
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.) .....	K193				0	7.a.
	K194				0	7.b.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No.) .....	0=No	BHCK				
	1=Yes	C251			0	8.
10. Not applicable	0=No	BHCK				
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 .....	1=Yes	6689			0	9.
	0=No	BHCK				
	1=Yes	6416			1	11.
TEXT						
6428						
Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)				Area Code / Phone Number (TEXT 9009)		
12. Intangible assets other than goodwill:	BHCK					
a. Mortgage servicing assets .....	3164				0	12.a.
(1) Estimated fair value of mortgage servicing assets .....	6438				0	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets .....	B026				0	12.b.
c. All other identifiable intangible assets .....	5507				39	12.c.
	BHCT					
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) .....	0426				39	12.d.
13. Other real estate owned .....	2150				3723	13.
14. Other borrowed money:	BHCK					
a. Commercial paper .....	2309				0	14.a.
b. Other borrowed money with a remaining maturity of one year or less .....	2332				6500	14.b.
c. Other borrowed money with a remaining maturity of more than one year .....	2333				15000	14.c.
	BHCT					
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....	3190				21500	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.) .....	0=No	BHCK				
	1=Yes	B569			1	15.
	BHCK					
16. Assets under management in proprietary mutual funds and annuities .....	B570				14740	16.

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

**Schedule HC-M—Continued**

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

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

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

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

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

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

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

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

## Dollar Amounts in Thousands

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.

- |  | BHCK |  |  |            |
|--|------|--|--|------------|
| 20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:                                      |      |  |  |            |
| a. Net assets .....  | C252 |  |  | 0 20.a.    |
| b. Balances due from related institutions:   |      |  |  |            |
| (1) Due from the holding company (parent company only), gross .....  | 4832 |  |  | 0 20.b.(1) |
| (2) Due from subsidiary banks of the holding company, gross .....  | 4833 |  |  | 0 20.b.(2) |
| (3) Due from nonbank subsidiaries of the holding company, gross .....  | 4834 |  |  | 0 20.b.(3) |
| c. Balances due to related institutions:   |      |  |  |            |
| (1) Due to holding company (parent company only), gross .....  | 5041 |  |  | 0 20.c.(1) |
| (2) Due to subsidiary banks of the holding company, gross .....  | 5043 |  |  | 0 20.c.(2) |
| (3) Due to nonbank subsidiaries of the holding company, gross .....  | 5045 |  |  | 0 20.c.(3) |
| d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors .....   | 5047 |  |  | 0 20.d.    |
| 21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B)) <sup>1</sup> ..... | C253 |  |  | 0 21.      |

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



**Schedule HC-M—Continued**

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

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

TEXT  
C497

http://

22.

Dollar Amounts in Thousands

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

23. Secured liabilities:

- a. Amount of "Federal funds purchased in domestic offices" that are secured  
(included in Schedule HC, item 14.a) .....

F064

0

23.a.

- b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d).....

F065

21500

23.b.

24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:

- a. Senior perpetual preferred stock or similar items .....

G234

4450

24.a.

- b. Warrants to purchase common stock or similar items .....

G235

0

24.b.

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

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

Dollar Amounts in Thousands				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
				BHCK				BHCK				BHCK			
1. Loans secured by real estate:															
a. Construction, land development, and other land loans in domestic offices:															
(1) 1–4 family residential construction loans ..				F172			0	F174			0	F176			0
(2) Other construction loans and all land development and other land loans .....				F173			0	F175			0	F177			275
b. Secured by farmland in domestic offices.....				3493			0	3494			0	3495			0
c. Secured by 1–4 family residential properties in domestic offices:															
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....				5398			15	5399			0	5400			0
(2) Closed-end loans secured by 1–4 family residential properties:															
(a) Secured by first liens .....				C236			2100	C237			53	C229			2348
(b) Secured by junior liens .....				C238			0	C239			8	C230			172
d. Secured by multifamily (5 or more) residential properties in domestic offices.....															
e. Secured by nonfarm nonresidential properties in domestic offices:															
(1) Loans secured by owner-occupied nonfarm non-residential properties .....				F178			1302	F180			0	F182			1791
(2) Loans secured by other nonfarm nonresidential properties .....				F179			0	F181			0	F183			1073
f. In foreign offices .....				B572			0	B573			0	B574			0
2. Loans to depository institutions and acceptances of other banks:															
a. U.S. banks and other U.S. depository institutions .....															
b. Foreign banks .....				5377			0	5378			0	5379			0
				5380			0	5381			0	5382			0
3. Loans to finance agricultural production and other loans to farmers .....															
				1594			0	1597			0	1583			0
4. Commercial and industrial loans .....															
				1606			284	1607			10	1608			382
5. Loans to individuals for household, family, and other personal expenditures:															
a. Credit cards .....				B575			8	B576			2	B577			0
b. Automobile loans .....				K213			0	K214			0	K215			0
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ..															
				K216			0	K217			0	K218			0
6. Loans to foreign governments and official institutions .....															
				5389			0	5390			0	5391			0
7. All other loans .....															
				5459			0	5460			0	5461			0
8. Lease financing receivables:															
a. Leases to individuals for household, family, and other personal expenditures .....															
				F166			0	F167			0	F168			0
b. All other leases .....				F169			0	F170			0	F171			0

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

## Schedule HC-N—Continued

	(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				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets) .....	3505			0	3506			0	3507			0	9.
10. TOTAL (sum of items 1 through 9) .....	5524			3709	5525			73	5526			6041	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC) ....	K036			0	K037			0	K038			0	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above .....	K039			0	K040			0	K041			0	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above ...	K042			0	K043			0	K044			0	11.b.
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate in domestic offices:													
(1) Construction, land development, and other land loans:													
(a) 1–4 family residential construction loans .....	BHDM				BHDM				BHDM				
(b) Other construction loans and all land development and other land loans .....	K045			0	K046			0	K047			0	12.a.(1)(a)
(2) Secured by farmland.....	K048			0	K049			0	K050			0	12.a.(1)(b)
(3) Secured by 1–4 family residential properties:	K051			0	K052			0	K053			0	12.a.(2)
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	K054			0	K055			0	K056			0	12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:													
(1) Secured by first liens .....	K057			0	K058			0	K059			0	12.a.(3)(b)(1)
(2) Secured by junior liens.....	K060			0	K061			0	K062			0	12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties .....	K063			0	K064			0	K065			0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:													
(a) Loans secured by owner-occupied nonfarm nonresidential properties .....	K066			0	K067			0	K068			0	12.a.(5)(a)
(b) Loans secured by other non-farm nonresidential properties.....	K069			0	K070			0	K071			0	12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers .....	BHCK				BHCK				BHCK				
c. Commercial and industrial loans .....	K072			0	K073			0	K074			0	12.b.
	K075			0	K076			0	K077			0	12.c.

## Schedule HC-N—Continued

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

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

## Memoranda

Dollar Amounts in Thousands	BHDM				BHDM				BHDM				
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans ..	K105			0	K106			0	K107			0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans .....													
	K108			0	K109			0	K110			37	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices.....	BHCK				BHCK				BHCK				
	F661			707	F662			0	F663			1246	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices .....	BHDM				BHDM				BHDM				
	K111			0	K112			0	K113			0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K114			0	K115			0	K116			642	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties .....													
	K117			0	K118			0	K119			500	M.1.d.(2)

## Schedule HC-N—Continued

## Memoranda—Continued

	(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				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
1. e. Commercial and industrial loans:													
(1) To U.S. addressees (domicile).....	K120			0	K121			0	K122			66	M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K123			0	K124			0	K125			0	M.1.e.(2)
f. All other loans ( <i>include</i> loans to individuals for household, family, and other personal expenditures) .....													
	K126			0	K127			0	K128			0	M.1.f.
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>													
(1) Loans secured by farmland in domestic offices .....	BHDM				BHDM				BHDM				
	K130			0	K131			0	K132			0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks .....	BHCK				BHCK				BHCK				
	K134			0	K135			0	K136			0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers.....													
	K138			0	K139			0	K140			0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:													
(a) Credit cards .....	K274			0	K275			0	K276			0	M.1.f.(4)(a)
(b) Automobile loan .....	K277			0	K278			0	K279			0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards .....													
	K280			0	K281			0	K282			0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....													
	K283			0	K284			0	K285			0	M.1.f.(5)
(6) Other loans <sup>1</sup> .....	K286			0	K287			0	K288			0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558			0	6559			0	6560			0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees .....													
	3508			0	1912			0	1913			0	M.3.
4. Not applicable													
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)													
a. Loans and leases held for sale .....	C240			0	C241			0	C226			0	M.5.a.
b. Loans measured at fair value:													
(1) Fair value.....	F664			0	F665			0	F666			0	M.5.b.(1)
(2) Unpaid principal balance .....	F667			0	F668			0	F669			0	M.5.b.(2)

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

**Schedule HC-N—Continued****Memoranda—Continued**

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

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

M.6.

Dollar Amounts in Thousands				BHCK			
7. Additions to nonaccrual assets during the quarter .....	C410					104	
8. Nonaccrual assets sold during the quarter .....	C411					0	

M.7.

M.8.

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

M.9.a.

M.9.b.

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

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

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

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

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

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

	(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	BHCY				BHCK				BHCK				BHCK				BHCK			
<b>Assets</b>																				
1. Available-for-sale securities .....	1773		33747		G474		0		G475		0		G476		33747		G477		0	1.
2. Federal funds sold and securities purchased under agreements to resell .....	BHCK																			2.
3. Loans and leases held for sale .....	G478		0		G479		0		G480		0		G481		0		G482		0	3.
4. Loans and leases held for investment .....	G483		0		G484		0		G485		0		G486		0		G487		0	4.
5. Trading assets:	G488		0		G489		0		G490		0		G491		0		G492		0	
a. Derivative assets .....	BHCT																			5.a.
	3543		0		G493		0		G494		0		G495		0		G496		0	
b. Other trading assets .....	BHCK																			5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above) .....	G497		0		G498		0		G499		0		G500		0		G501		0	
6. All other assets .....																				5.b.(1)
7. Total assets measured at fair value on a recurring basis .....	F240		0		F684		0		F692		0		F241		0		F242		0	6.
	G391		0		G392		0		G395		0		G396		0		G804		0	
	G502		33747		G503		0		G504		0		G505		33747		G506		0	7.
<b>Liabilities</b>																				
8. Deposits .....	F252		0		F686		0		F694		0		F253		0		F254		0	8.
9. Federal funds purchased and securities sold under agreements to repurchase .....																				
10. Trading liabilities:	G507		0		G508		0		G509		0		G510		0		G511		0	9.
a. Derivative liabilities .....	BHCT																			10.a.
	3547		0		G512		0		G513		0		G514		0		G515		0	
b. Other trading liabilities .....	BHCK																			10.b.
11. Other borrowed money .....	G516		0		G517		0		G518		0		G519		0		G520		0	11.
12. Subordinated notes and debentures .....	G521		0		G522		0		G523		0		G524		0		G525		0	12.
13. All other liabilities .....	G526		0		G527		0		G528		0		G529		0		G530		0	13.
14. Total liabilities measured at fair value on a recurring basis .....	G805		0		G806		0		G807		0		G808		0		G809		0	
	G531		0		G532		0		G533		0		G534		0		G535		0	14.



Schedule HC-Q—Continued

Memoranda

				(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				BHCK				BHCK				BHCK				BHCK				BHCK				
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25 percent of item 6):																								
a. Mortgage servicing assets.....				G536			0	G537			0	G538			0	G539			0	G540			0	M.1.a.
b. Nontrading derivative assets.....				G541			0	G542			0	G543			0	G544			0	G545			0	M.1.b.
c. <div>BHTX G546</div>				G546			0	G547			0	G548			0	G549			0	G550			0	M.1.c.
d. <div>BHTX G551</div>				G551			0	G552			0	G553			0	G554			0	G555			0	M.1.d.
e. <div>BHTX G556</div>				G556			0	G557			0	G558			0	G559			0	G560			0	M.1.e.
f. <div>BHTX G561</div>				G561			0	G562			0	G563			0	G564			0	G565			0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25 percent of item 13):																								
a. Loan commitments (not accounted for as derivatives).....				F261			0	F689			0	F697			0	F262			0	F263			0	M.2.a.
b. Nontrading derivative liabilities .....				G566			0	G567			0	G568			0	G569			0	G570			0	M.2.b.
c. <div>BHTX G571</div>				G571			0	G572			0	G573			0	G574			0	G575			0	M.2.c.
d. <div>BHTX G576</div>				G576			0	G577			0	G578			0	G579			0	G580			0	M.2.d.
e. <div>BHTX G581</div>				G581			0	G582			0	G583			0	G584			0	G585			0	M.2.e.
f. <div>BHTX G586</div>				G586			0	G587			0	G588			0	G589			0	G590			0	M.2.f.

# Schedule HC-R—Regulatory Capital

For Federal Reserve Bank Use Only

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

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**RSSD ID:**  
1249918

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

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

### Tier 1 Capital

1. Total bank holding company equity capital (from Schedule HC, item 27.a) .....	BHCK	45113	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value) .....	BHCK		
3. LESS: Net unrealized loss on available-for-sale equity securities <sup>1</sup> (report loss as a positive value) .....	A221	23	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) .....	4336	0	4.
5. LESS: Nonqualifying perpetual preferred stock .....	B588	0	5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries .....	G214	0	6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) <sup>2</sup> ....	G215	0	6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies .....	G216	0	6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets .....	B590	39	7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (If a net gain, report as a positive value; If a net loss, report as a negative value.) .....	F264	0	7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b) .....	C227	44806	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships .....	B591	0	9.a.
b. LESS: Disallowed deferred tax assets .....	5610	1750	9.b.
10. Other additions to (deductions from) Tier 1 capital .....	B592	0	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) .....	8274	43056	11.

### Tier 2 Capital

12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements <sup>2</sup> (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c. ....	G217	0	12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital .....	G218	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital .....	5310	4587	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital .....	2221	0	15.
16. Other Tier 2 capital components .....	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16) .....	5311	4587	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17) .....	8275	4587	18.
19. Not applicable			
20. LESS: Deductions for total risk-based capital .....	B595	121	20.
21. Total risk-based capital (sum of items 11 and 18, less item 20) .....	3792	47522	21.

### Total Assets for Leverage Ratio

22. Average total assets (from Schedule HC-K, item 5) .....	3368	445356	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) .....	B590	39	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) .....	B591	0	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above) .....	5610	1750	25.
26. LESS: Other deductions from assets for leverage capital purposes .....	B596	0	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) .....	A224	443567	27.
28.-30. Not applicable			

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

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

**Schedule HC-R—Continued****Part I.A.—Continued**

	BHCK	Percentage	
<b>Capital Ratios</b>			
31. Tier 1 leverage ratio (item 11 divided by item 27) .....	7204	9.71	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	7206	11.85	32.
33. Total risk-based capital ratio (item 21 divided by item 62) .....	7205	13.08	33.

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

Advanced approaches holding companies (except savings and loan holding companies (SLHCs)) must complete this Schedule HC-R, Part I.B, starting on March 31, 2014. Starting on March 31, 2015, all other holding companies must complete Part I.B.

On that date, Schedule HC-R, Part I.A, will be removed and Part I.B will be designated Part I.

Part I.B. is to be submitted on a consolidated basis.

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

**Schedule HC-R—Continued****Part I.B.—Continued**

Dollar Amounts in Thousands

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

**Schedule HC-R—Continued****Part I.B.—Continued**

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

	Column A		Column B		
	BHCA	Percentage	BHCW	Percentage	
<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).....	P793		P793		41.
42. Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 40.b)....	7206		7206		42.
43. Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 35.b divided by item 40.b)...	7205		7205		43.

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

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

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



## Schedule HC-R—Continued

## Part II—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount <sup>1</sup>			(Column C)			(Column D)			(Column E)			(Column F)			
	Allocation by Risk-Weight Category																			
	0%				20%			50%			100%									
<b>Derivatives and Off-Balance-Sheet Items</b>	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9			
44. Financial standby letters of credit.....	0			1.00 or 12.5 <sup>2</sup>	0			0			0			0			0			44.
	BHCT 6570																			
45. Performance standby letters of credit.....	4622			.50	2311			0			0			0			2311			45.
	BHCT 3411																			
46. Commercial and similar letters of credit....	0			.20	0			0			0			0			0			46.
47. Risk participations in bankers acceptances acquired by the reporting institution .....	BHCK 3429																			
	0			1.00	0			0			0						0			47.
	BHCT 3433																			
48. Securities lent.....	0			1.00	0			0			0			0			0			48.
49. Retained recourse on small business obligations sold with recourse .....	BHCT A250																			
	0			1.00	0			0			0			0			0			49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement .....																				
	BHCK B541																			
	0			12.5 <sup>3</sup>	0												0			50.
	BHCK B675																			
51. All other financial assets sold with recourse..	0			1.00	0			0			0			0			0			51.
	BHCK B681																			
52. All other off-balance-sheet liabilities.....	0			1.00	0			0			0			0			0			52.
53. Unused commitments:																				
a. With an original maturity exceeding one year.....	BHCK 6572																			
	10526			.50	5263			0			0			0			5263			53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits.....	BHCK G591																			
	0			.10	0			0			0			0			0			53.b.
54. Derivative contracts .....					BHCE A167															54.
					0			0			0			0						

1. Column A multiplied by credit conversion factor.

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

3. Or institution-specific factor.

## Schedule HC-R—Continued

## Part II—Continued

				(Column C)	(Column D)	(Column E)	(Column F)		
				Allocation by Risk-Weight Category					
				0%	20%	50%	100%		
Dollar Amounts in Thousands									
<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) .....				BHCK B696	BHCK B697	BHCK B698	BHCK B699		
				10735	42980	98543	309119	55.	
56. Risk-weight factor .....				✕ 0%	✕ 20%	✕ 50%	✕ 100%	56.	
				BHCK B700	BHCK B701	BHCK B702	BHCK B703		
57. Risk-weighted assets by risk-weight category (for each column, item 55 multiplied by item 56) .....				0	8596	49272	309119	57.	
58. Market risk equivalent assets .....							BHCK 1651		
							0	58.	
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58) .....							BHCK B704		
							366987	59.	
60. LESS: Excess allowance for loan and lease losses .....							BHCK A222		
							3755	60.	
61. LESS: Allocated transfer risk reserve .....							BHCK 3128		
				0	61.				
62. Total risk-weighted assets (item 59 minus items 60 and 61) .....				BHCK A223					
				363232	62.				



## Schedule HC-R—Continued

## Part II—Continued

## Memoranda

Dollar Amounts in Thousands										BHCK															
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards .....										8764			0	M.1.											
										With a remaining maturity of															
										(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years											
Dollar Amounts in Thousands										BHCK					BHCK					BHCK					
2. Notional principal amounts of derivative contracts: <sup>1</sup>																									
a. Interest rate contracts .....										3809				0	8766				0	8767				0	M.2.a.
b. Foreign exchange contracts .....										3812				0	8769				0	8770				0	M.2.b.
c. Gold contracts .....										8771				0	8772				0	8773				0	M.2.c.
d. Other precious metals contracts .....										8774				0	8775				0	8776				0	M.2.d.
e. Other commodity contracts .....										8777				0	8778				0	8779				0	M.2.e.
f. Equity derivative contracts .....										A000				0	A001				0	A002				0	M.2.f.
g. Credit derivative contracts:																									
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:																									
(1) Investment grade .....										G597				0	G598				0	G599				0	M.2.g.(1)
(2) Subinvestment grade .....										G600				0	G601				0	G602				0	M.2.g.(2)
										Dollar Amounts in Thousands										BHCK					
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:																									
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC) .....										5479										4450				M.3.a.	
b. Not applicable.																									
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b) .....										C498										0				M.3.c.	
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b) .....										A507										0				M.3.d.	
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c) .....										2771										0				M.4.	
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):																									
a. In the form of perpetual preferred stock .....										5483										0				M.5.a.	
b. In the form of common stock .....										5484										0				M.5.b.	

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

**Schedule HC-R—Continued****Part II—Continued****Memoranda—Continued**

Dollar Amounts in Thousands		BHCK				
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, Part II, item 58) .....		F031			0	M.6.
7. Not applicable						
8. Restricted core capital elements included in Tier 1 capital:						
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b) .....		G219			0	M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b) .....		G220			0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a) .....		5990			0	M.8.c.
d. Qualifying trust preferred securities <sup>2</sup> (included in Schedule HC, item 19.b) .....		C502			0	M.8.d.
9. Goodwill net of any associated deferred tax liability .....		G221			0	M.9.
		BHCK	Percentage			
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability) .....		G222			0.00	M.10.

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

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

RSSD ID:

1249918

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

																			C000

## Schedule HC-S—Continued

RSSD ID: 1249918

FR Y-9C  
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	(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) .....		BHCK B761	BHCK B762			BHCK B763	
		0	0			0	
b. Loans (included in HC-C) .....		BHCK B500	BHCK B501			BHCK B502	
		0	0			0	
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due.....		BHCK B764	BHCK B765			BHCK B766	
		0	0			0	
b. 90 days or more past due.....		BHCK B767	BHCK B768			BHCK B769	
		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 .....		BHCK B770	BHCK B771			BHCK B772	
		0	0			0	
b. Recoveries.....		BHCK B773	BHCK B774			BHCK B775	
		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 .....							
	BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782
	0	0	0	0	0	0	0
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures .....							
	BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789
	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 .....							
	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796
	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 .....							
	BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803
	0	0	0	0	0	0	0

**Schedule HC-S—Continued****Memoranda**

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

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

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

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

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

## Notes to the Balance Sheet—Predecessor Financial Items

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

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

## Notes to the Balance Sheet (Other)

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

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

### Example

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

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

## Notes to the Balance Sheet (Other)

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

**Notes to the Balance Sheet (Other)—Continued**

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