

Board of Governors of the Federal Reserve System



Parent Company Only Financial Statements for Small Bank Holding Companies—FR Y-9SP

Report at the close of business as of the last calendar day of June and December

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 CFR 225.5(b)].

This report form is to be filed by the parent company of small bank holding companies. For purposes of this report, small bank holding companies are bank holding companies that have total consolidated assets of less than **\$500** million, except bank holding companies

that meet certain criteria to file the Consolidated Financial Statements for Bank Holding Companies (FR Y-9C). When such bank holding companies are tiered bank holding companies, separate reports are also to be filed by each of the subsidiary bank holding companies. 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: The Parent Company Only Financial Statements for Small Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

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

Date of Report:

June 30, 2008

Month / Date / Year (BHSP 9999)

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

Legal Title of Bank Holding Company (TEXT 9010)

Signature of Chief Financial Officer (or Equivalent)

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

Date of Signature

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

S.F. _____

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

Name of Bank Holding Company _____

Parent Company Only Financial Statements for Small Bank Holding Companies

| | | | |
|-----------------------------------|-------|------|-------|
| For Federal Reserve Bank Use Only | | | |
| RSSD Number | _____ | | |
| C.I. | _____ | S.F. | _____ |

The Income Statement is to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule SI—Income Statement

| | Dollar Amounts in Thousands | | | |
|---|-----------------------------|-----|------|-------|
| | BHSP | Mil | Thou | |
| 1. Income from bank subsidiary(s): | | | | |
| a. Dividends..... | 0508 | | | 1.a. |
| b. Other income..... | 2111 | | | 1.b. |
| 2. Income from nonbank subsidiary(s): | | | | |
| a. Dividends..... | 0523 | | | 2.a. |
| b. Other income..... | 0530 | | | 2.b. |
| 3. Income from subsidiary bank holding company(s): ¹ | | | | |
| a. Dividends..... | 0206 | | | 3.a. |
| b. Other income..... | 1283 | | | 3.b. |
| 4. Other income..... | 0447 | | | 4. |
| 5. TOTAL OPERATING INCOME (Sum of items 1, 2, 3, and 4) | 4000 | | | 5. |
| 6. Interest expense..... | 4073 | | | 6. |
| 7. Other expenses..... | 4093 | | | 7. |
| 8. TOTAL OPERATING EXPENSE (Sum of items 6 and 7)..... | 4130 | | | 8. |
| 9. Income (loss) before income taxes and before undistributed income of subsidiary(s) (item 5 minus item 8)..... | 4250 | | | 9. |
| 10. Applicable income taxes (benefits) (estimated) (See instructions) | 4302 | | | 10. |
| 11. Income (loss) before undistributed income of subsidiary(s) (item 9 minus item 10) | 0496 | | | 11. |
| 12. Equity in undistributed income (loss) of subsidiary(s): (See instructions) | | | | |
| a. Bank subsidiary(s)..... | 3156 | | | 12.a. |
| b. Nonbank subsidiary(s)..... | 2112 | | | 12.b. |
| c. Subsidiary bank holding company(s) ¹ | 3513 | | | 12.c. |
| 13. Net income (loss) (Sum of items 11 and 12)..... | 4340 | | | 13. |
| MEMORANDA | | | | |
| 1. Cash dividends (or non-taxable distributions) declared by the bank holding company to its shareholders | 3158 | | | M.1. |
| 2. Does the reporting bank 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) | BHSP A530 | | | M.2. |
| 3. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 7 above)..... | BHSP C254 | Mil | Thou | M.3. |
| Memorandum item 4 is to be completed by bank holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option. | | | | |
| 4. Net change in fair values of financial instruments accounted for under a fair value option | F229 | | | M.4. |

1. This item is to be reported only by those holding companies that have subsidiary bank holding companies.

Schedule SC—Balance Sheet

| | | Dollar Amounts in Thousands | | | BHSP | Mil | Thou | |
|---------------------------------------|---|-----------------------------|--|--|------|-----|------|-------|
| ASSETS | | | | | | | | |
| 1. | Cash and due from depository institutions: | | | | | | | |
| | a. Balances with subsidiary or affiliated depository institutions..... | 5993 | | | | | | 1.a. |
| | b. Balances with unrelated depository institutions..... | 0010 | | | | | | 1.b. |
| 2. | Securities | 0390 | | | | | | 2. |
| 3. | Loans and lease financing receivables (exclusive of loans and lease financing receivables due from bank(s) and nonbank subsidiaries): | | | | | | | |
| | a. Loans and leases, net of unearned income | 2122 | | | | | | 3.a. |
| | b. LESS: Allowance for loan and lease losses | 3123 | | | | | | 3.b. |
| | c. Loans and leases, net of unearned income and the allowance for loan and lease losses (Item 3.a minus 3.b) | 2723 | | | | | | 3.c. |
| 4. | Investment in bank subsidiary(s): (See instructions) | | | | | | | |
| | a. Equity investment..... | 3239 | | | | | | 4.a. |
| | b. Goodwill..... | 3238 | | | | | | 4.b. |
| | c. Loans and advances to and receivables due from bank subsidiary(s)..... | 3148 | | | | | | 4.c. |
| 5. | Investment in nonbank subsidiary(s): (See instructions) | | | | | | | |
| | a. Equity investment..... | 0088 | | | | | | 5.a. |
| | b. Goodwill..... | 0087 | | | | | | 5.b. |
| | c. Loans and advances to and receivables due from nonbank subsidiary(s) | 0089 | | | | | | 5.c. |
| 6. | Investment in subsidiary bank holding company(s) (These items are to be completed only by companies that have subsidiary bank holding companies): | | | | | | | |
| | a. Equity investment..... | 0201 | | | | | | 6.a. |
| | b. Goodwill..... | 0202 | | | | | | 6.b. |
| | c. Loans and advances to and receivables due from subsidiary bank holding company(s) | 3523 | | | | | | 6.c. |
| 7. | Other assets..... | 0027 | | | | | | 7. |
| 8. | Balances due from related nonbank companies (other than investments) ¹ | 3620 | | | | | | 8. |
| 9. | TOTAL ASSETS (Sum of items 1 through 8) | 2170 | | | | | | 9. |
| LIABILITIES AND EQUITY CAPITAL | | | | | | | | |
| 10. | Short-term borrowings: | | | | | | | |
| | a. Commercial paper..... | 2309 | | | | | | 10.a. |
| | b. Other short-term borrowings | 2724 | | | | | | 10.b. |
| 11. | Long-term borrowings (includes limited-life preferred stock and related surplus)..... | 3151 | | | | | | 11. |
| 12. | Accrued interest payable (See instructions)..... | 3166 | | | | | | 12. |
| 13. | Other liabilities..... | 3167 | | | | | | 13. |
| 14. | Balances due to subsidiaries and related institutions: | | | | | | | |
| | a. Subsidiary bank(s)..... | 3605 | | | | | | 14.a. |
| | b. Nonbank subsidiaries and related institutions | 3621 | | | | | | 14.b. |
| 15. | Not applicable | | | | | | | |
| 16. | Equity capital: | | | | | | | |
| | a. Perpetual preferred stock (including related surplus)..... | 3283 | | | | | | 16.a. |
| | b. Common stock (including related surplus) | 3230 | | | | | | 16.b. |
| | c. Retained earnings | 3247 | | | | | | 16.c. |
| | d. Accumulated other comprehensive income ² | B530 | | | | | | 16.d. |
| | e. Other equity capital components ³ | A130 | | | | | | 16.e. |
| | f. Total equity capital (sum of 16.a through 16.e) | 3210 | | | | | | 16.f. |
| 17. | TOTAL LIABILITIES AND EQUITY CAPITAL (Sum of items 10 through 14.b, and 16.f) | 3300 | | | | | | 17. |

1. This item is to be reported only by lower-tier parent bank holding companies.
2. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
3. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule SC—Continued

MEMORANDA (to be completed annually only by top-tier and single-tier bank holding companies for the December 31 report date)

| | |
|------|--|
| BHSP | |
| C884 | |

1. Has the bank 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 Memorandum item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.³

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

_____ (2) City (TEXT C708)

_____ (3) State Abbrev. (TEXT C714) (4) Zip Code (TEXT C715)

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

_____ (2) E-mail Address (TEXT C705)

Memoranda items 3.a and 3.b are to be completed by bank holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.

3. Financial assets and liabilities measured at fair value:

| BHSP | Mil | Thou |
|------|-----|------|
| | | |
| F819 | | |
| F820 | | |

a. **Total assets** M.3.a.

b. **Total liabilities** M.3.b.

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

Schedule SC-M—Memoranda

Items 1 through 13 are to be completed by all bank holding companies filing the FR Y-9SP report.

| | | Dollar Amounts in Thousands | | | |
|-----|--|-----------------------------|-----|------|---------|
| | | BHSP | Mil | Thou | |
| 1. | Total consolidated assets of the bank holding company | 8519 | | | M.1. |
| 2. | Bank holding company (parent company only) borrowings not held by financial institution(s) or by insiders (including directors) and their interests (included in balance sheet items 10 or 11 above) .. | 3152 | | | M.2. |
| 3. | Treasury stock (report only if the amount exceeds 5% of equity capital) included in item 16.e above | 3153 | | | M.3. |
| 4. | Amount of nonvoting equity capital, including related surplus (included in balance sheet items 16.a., 16.b., 16.c., and 16.d.) | C702 | | | M.4. |
| 5. | Total loans from parent bank holding company and nonbank subsidiary(s) to insiders (excluding directors) and their interests | 3155 | | | M.5. |
| 6. | Pledged securities..... | 0416 | | | M.6. |
| 7. | a. Fair value of securities classified as available-for-sale (included in item 2 of the balance sheet) | 8516 | | | M.7.a. |
| | b. Amortized cost of securities classified as held-to-maturity (included in item 2 of the balance sheet) | 8517 | | | M.7.b. |
| 8. | a. Total off-balance-sheet activities conducted either directly or through a nonbank subsidiary..... | F074 | | | M.8.a. |
| | b. Total debt and equity securities (other than trust preferred securities) outstanding that are registered with the Securities and Exchange Commission | F075 | | | M.8.b. |
| 9. | Balances held by the subsidiary bank(s) due from nonbank subsidiaries of the parent bank holding company | 6796 | | | M.9. |
| 10. | Balances held by the subsidiary bank(s) due to nonbank subsidiaries of the parent bank holding company..... | 6797 | | | M.10. |
| 11. | Other assets (only report amounts that exceed 25 percent of balance sheet, line item 7): | | | | |
| | a. Accounts receivable | A024 | | | M.11.a. |
| | b. Income taxes receivable..... | C256 | | | M.11.b. |
| | c. Premises and fixed assets | 2145 | | | M.11.c. |
| | d. Net deferred tax assets | 2148 | | | M.11.d. |
| | e. Cash surrender value of life insurance policies..... | C009 | | | M.11.e. |
| f. | TEXT 8520 | 8520 | | | M.11.f. |
| g. | TEXT 8521 | 8521 | | | M.11.g. |
| h. | TEXT 8522 | 8522 | | | M.11.h. |
| 12. | Other liabilities (only report amounts that exceed 25 percent of balance sheet, line item 13): | | | | |
| | a. Accounts payable | 3066 | | | M.12.a. |
| | b. Income taxes payable | C257 | | | M.12.b. |
| | c. Dividends payable..... | 2932 | | | M.12.c. |
| | d. Net deferred tax liabilities | 3049 | | | M.12.d. |
| e. | TEXT 8523 | 8523 | | | M.12.e. |
| f. | TEXT 8524 | 8524 | | | M.12.f. |
| g. | TEXT 8525 | 8525 | | | M.12.g. |
| 13. | Notes payable to special-purpose subsidiaries that issued trust preferred securities (included in balance sheet, item 14.b.)..... | C255 | | | M.13. |
| 14. | Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? This item must be completed only by the top-tier bank holding company (and single-tier bank holding companies). The top-tier bank holding company must not leave blank or enter "N/A." Lower-tier bank holding companies should report "N/A." The top-tier bank 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. | BHSP 6416 | | | M.14. |

TEXT
6428 Name of bank holding company official verifying FR Y-10 reporting
(Please type or print name)

Area Code and Phone Number (TEXT 9009)

Schedule SC-M—Continued

Memoranda items 15 and 16 should only be completed by tiered bank holding companies:

MEMORANDA (Continued)

| | | Dollar Amounts in Thousands | | | BHSP | Mil | Thou | |
|---|---|-----------------------------|--|--|------|-----|------|---------|
| 15. | Short-term borrowings included in balance sheet item 14.b: | | | | | | | |
| | a. From parent bank holding company..... | 3524 | | | | | | M.15.a. |
| | b. From subsidiary bank holding company..... | 3526 | | | | | | M.15.b. |
| 16. | Long-term borrowings included in balance sheet item 14.b: | | | | | | | |
| | a. From parent bank holding company..... | 3525 | | | | | | M.16.a |
| | b. From subsidiary bank holding company..... | 3527 | | | | | | M.16.b. |
| Memorandum Item 17 is to be completed only by the top-tier bank holding company (and single-tier bank holding companies) for its consolidated nonbank and thrift subsidiaries: | | | | | | | | |
| 17. | a. Total combined nonbank assets of nonbank subsidiaries | 4778 | | | | | | M.17.a. |
| | b. Total combined loans and leases of nonbank subsidiaries | C427 | | | | | | M.17.b. |
| | c. Total aggregate operating revenue of nonbank subsidiaries..... | C428 | | | | | | M.17.c. |
| | d. Combined thrift assets included in 17.a | 2792 | | | | | | M.17.d. |
| | | NUMBER (UNROUNDED) | | | | | | |
| | e. Number of nonbank subsidiaries included in 17.a..... | 2794 | | | | | | M.17.e. |
| | f. Number of thrift subsidiaries included in 17.d | 2796 | | | | | | M.17.f. |

The following two questions (items 18 and 19) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). In most cases, these questions are only applicable to the top-tier BHC (and single-tier BHC). See the line item instructions for further details.

| | | | | | | | | |
|-----|---|------|--|--|--|--|--|-------|
| 18. | Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any nonfinancial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4(c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for yes; enter "0" for no)..... | BHSP | | | | | | M.18. |
| | | C161 | | | | | | |

If the answer to item 18 is no, your organization does not need to complete the FR Y-12. Skip item 19 and proceed to items 20.a. and 20.b., below. If the answer to item 18 is yes, proceed to item 19.

| | | | | | | | | |
|-----|---|------|--|--|--|--|--|-------|
| 19. | Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed (on an acquisition cost basis) 10 percent of the BHC's total capital as of the report date? (Enter "1" for yes; enter "0" for no) | BHSP | | | | | | M.19. |
| | | C159 | | | | | | |

If the answer to both item 18 and item 19 is yes, your organization must complete the FR Y-12. Skip items 20.a. and 20.b., and proceed to item 21 below.

If the answer to either item 18 or item 19 is no, your organization does not need to complete the FR Y-12. Proceed to items 20.a. and 20.b. below.

Items 20.a. and 20.b. are to be completed by all bank holding companies that are not required to file the FR Y-12.

| | | | | | | | | |
|-----|--|------|--|--|--|--|--|---------|
| 20. | a. Has the bank 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)..... | BHSP | | | | | | M.20.a. |
| | | C700 | | | | | | |
| | b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no)..... | C701 | | | | | | M.20.b. |

Memoranda items 21 and 22 are to be completed only by top-tier bank holding companies (and single-tier bank holding companies) who have made an effective election to become a financial holding company. See the line item instructions for further details.

| | | BHSP | Mil | Thou | |
|-----|--|------|-----|------|-------|
| 21. | Net assets 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 | C252 | | | M.21. |
| 22. | 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 | C253 | | | M.22. |

Notes to the Parent Company Only Financial Statements

Enter in the lines provided below any additional information on specific line items on the financial statements that the bank holding company wishes to explain, that has been separately disclosed in the bank 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 the Balance Sheet and Income Statement. 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 parent bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$50 thousand and that amount has increased the parent company's long-term unsecured debt by a material amount. Enter on the line item below the following information:

| TEXT | BHSP | Bil | Mil | Thou |
|---|------|-----|-----|------|
| 0000 Balance Sheet, item 11, New loan to holding company's ESOP | | | | |
| guaranteed by bank holding company parent | | | | |
| | | | | 50 |

Notes to the Financial Statements

| | TEXT | Dollar Amount in Thousands | BHSP | Bil | Mil | Thou | |
|----|------|----------------------------|------|-----|-----|------|----|
| 1. | 8526 | | | | | | |
| | | | 8526 | | | | 1. |
| 2. | 8527 | | | | | | |
| | | | 8527 | | | | 2. |
| 3. | 8528 | | | | | | |
| | | | 8528 | | | | 3. |
| 4. | 8529 | | | | | | |
| | | | 8529 | | | | 4. |
| 5. | 8530 | | | | | | |
| | | | 8530 | | | | 5. |