

Board of Governors of the Federal Reserve System



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

_____lose of business as of the last calendar day of _____ **\$1 billion** _____ **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 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 the parent company of small holding companies. For purposes of this report, small holding companies are holding companies that have total consolidated assets of

less than ~~\$500 million~~, except holding companies that meet certain criteria to file the Consolidated Financial Statement for Holding Companies (FR Y-9C). When such holding companies are tiered holding companies, separate reports are also to be filed by each of the subsidiary 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 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 (BHSP 9999)

I, the undersigned CFO (or equivalent) of the named holding company, attest that the Parent Company Only Financial Statements for Small 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.

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

Legal Title of Holding Company (TEXT 9010)

Signature of Chief Financial Officer (or Equivalent)

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

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

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

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:

Name / Title (BHSX 8901)

Area Code / Phone Number (BHSX 8902)

Area Code / FAX Number (BHSX 9116)

E-mail Address of Contact (BHSX 4086)

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RSSD ID _____
C.I. _____ S.F. _____

Schedule SC-R—Regulatory Capital

Starting on June 30, 2015, covered top-tier savings and loan holding companies (SLHCs) with less than \$500 million in total consolidated assets must complete this schedule on a consolidated basis.

Part I. Regulatory Capital Components and Ratios

		Dollar Amounts in Thousands			
		BHSA	Mil	Thou	
Common Equity Tier 1 Capital					
1.	Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	P742			1.
		BHST			
2.	Retained earnings	3247			2.
		BHSA			
3.	Accumulated other comprehensive income (AOCI)	B530			3.
	a. AOCI opt-out election (enter "1" for Yes; enter "0" for No)	0=No 1=Yes	BHSA P838		3.a.
		BHSA	Mil	Thou	
4.	Common equity tier 1 minority interest includable in common equity tier 1 capital	P839			4.
5.	Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)	P840			5.
Common Equity Tier 1 Capital: Adjustments and Deductions					
6.	LESS: Goodwill net of associated deferred tax liabilities (DTLs)	P841			6.
7.	LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	P842			7.
8.	LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs	P843			8.
9.	AOCI-related adjustments (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if "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)	P844			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)	P845			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)	P846			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)	P847			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)	P848			9.e.
	f. To be completed only by SLHCs that entered "0" for No in 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value)	P849			9.f.
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.

Schedule SC-R—Continued

Part I—Continued

	Dollar Amounts in Thousands			
	BHSA	Mil	Thou	
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P854			14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P855			15.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold	P856			16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions	P857			17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858			18.
19. Common equity tier 1 capital (item 12 minus item 18)	P859			19.
Additional Tier 1 Capital				
20. Additional tier 1 capital instruments plus related surplus	P860			20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	P861			21.
22. Tier 1 minority interest not included in common equity tier 1 capital	P862			22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	P863			23.
24. LESS: Additional tier 1 capital deductions	P864			24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	P865			25.
Tier 1 Capital				
26. Tier 1 capital (sum of items 19 and 25)	8274			26.
Tier 2 Capital				
27. Tier 2 capital instruments plus related surplus	P866			27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital	P867			28.
29. Total capital minority interest that is not included in tier 1 capital	P868			29.
30. Allowance for loan and lease losses includable in tier 2 capital	5310			30.
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	Q257			31.
32. Tier 2 capital before deductions (sum of items 27 through 31)	P870			32.
33. LESS: Tier 2 capital deductions	P872			33.
34. Tier 2 capital (greater of item 32 minus item 33, or zero)	5311			34.
Total Capital				
35. Total capital (sum of items 26 and 34)	3792			35.
Total Assets for the Leverage Ratio				
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)	P875			37.
38. LESS: Other deductions from (additions to) assets for the leverage ratio purposes	B596			38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38)	A224			39.
Total Risk-Weighted Assets				
40. Total risk-weighted assets (RWAs)	A223			40.

Schedule SC-R—Continued

Part I—Continued

Capital Ratios

	BHSA	Percentage	
41. Common equity tier 1 capital ratio (item 19 divided by item 40)	P793	___	41.
42. Tier 1 capital ratio (item 26 divided by item 40)	7206	___	42.
43. Total capital ratio (item 35 divided by item 40)	7205	___	43.
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204	___	44.
45. Not Applicable			45.

Capital Buffer (items 46 through 48 are effective January 1, 2016):

	BHSA	Percentage	
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:			
a. Capital conservation buffer		___	46.a.

Dollar Amounts in Thousands

	BHSA	Mil	Thou	
Institutions must complete items 47 and 48 if the amount in item 46 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.