

Board of Governors of the Federal Reserve System



Parent Company Only Financial Statements for Large Holding Companies—FR Y-9LP

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 BHC Act (12 U.S.C. § 1844(c)), section 10 of Home Owners' Loan Act (HOLA) (12 U.S.C. § 1467a(b)), section 618 of the Dodd-Frank Act (12 U.S.C. § 1850a(c)(1)), section 165 of the Dodd-Frank Act (12 U.S.C. § 5365), and section 252.153(b)(2) of Regulation YY (12 CFR 252.153(b)(2)).

This report form is to be filed by the parent company of large holding companies. For purposes of this report, large holding

companies are holding companies with total consolidated assets of \$1 billion or more, or holding companies that meet certain criteria, regardless of size. 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 Large 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: ~~September 30, 2016~~
Month / Day / Year (BHCP 9999)

←
March 31, 2018

I, the undersigned CFO (or equivalent) of the named holding company, attest that the *Parent Company Only Financial Statements for Large 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) (BHCP C490)
Signature of Chief Financial Officer (or Equivalent) (BHCP H321)
Date of Signature (MM/DD/YYYY) (BHPX J196)

Legal Title of Holding Company (TEXT 9010)
(Mailing Address of the Holding Company) Street / P.O. Box (TEXT 9110)
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 (BHPX 8901)
Area Code / Phone Number (BHPX 8902)
Area Code / FAX Number (BHPX 9116)
E-mail Address of Contact (BHPX 4086)

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

Schedule PI—Parent Company Only Income Statement

Report at the close of business _____
MM / DD / YYYY

Report the Income Statement on a calendar year-to-date basis.

	Dollar Amounts in Thousands	BHCP	Amount	
1. Operating Income:				
a. Income from bank subsidiaries and associated banks, excluding equity in undistributed income:				
(1) Dividends		0508		1.a.(1)
(2) Interest.....		0512		1.a.(2)
(3) Management and service fees		0515		1.a.(3)
(4) Other		0518		1.a.(4)
(5) Total (sum of items 1.a(1) through 1.a(4))		0520		1.a.(5)
b. Income from nonbank subsidiaries and associated nonbank companies, excluding equity in undistributed income:				
(1) Dividends		1275		1.b.(1)
(2) Interest.....		1276		1.b.(2)
(3) Management and service fees		1277		1.b.(3)
(4) Other		1278		1.b.(4)
(5) Total (sum of items 1.b(1) through 1.b(4))		1279		1.b.(5)
c. <i>(This item is to be completed only by holding companies that have subsidiary holding companies or associated holding companies.)</i> Income from subsidiary holding companies and associated holding companies, excluding equity in undistributed income:				
(1) Dividends		0206		1.c.(1)
(2) Interest.....		0207		1.c.(2)
(3) Management and service fees		0208		1.c.(3)
(4) Other		0209		1.c.(4)
(5) Total (sum of items 1.c(1) through 1.c(4)).....		0210		1.c.(5)
d. Securities gains/(losses).....		4091		1.d.
e. All other operating income		0447		1.e.
f. Total operating income (sum of items 1.a(5), 1.b(5), 1.c(5), 1.d, and 1.e)		4000		1.f.
2. Operating expense:				
a. Salaries and employee benefits		4135		2.a.
b. Interest expense		4073		2.b.
c. Provision for loan and lease losses.....		4230		2.c.
d. All other expenses		0522		2.d.
e. Total operating expense (sum of items 2.a through 2.d).....		4130		2.e.
3. Income (loss) before taxes and undistributed income (item 1.f minus item 2.e)		4250		3.
4. Applicable income taxes		4302		4.
5. Extraordinary items, net of tax effect		4320		5.
6. Income (loss) before undistributed income of subsidiaries and associated companies (sum of items 3 and 5 minus item 4)		0496		6.
7. Equity in undistributed income (losses) of subsidiaries and associated companies:				
a. Bank		3156		7.a.
b. Nonbank		3147		7.b.
c. Subsidiary holding companies		3513		7.c.
8. Net Income (loss) (sum of items 6, 7.a, 7.b, and 7.c)		4340		8.

applicable income taxes, discontinued operations and undistributed income

Discontinued operations, net of applicable income taxes

New MDRM FT28

Schedule PI—Continued

Memoranda

Dollar Amounts in Thousands	BHCP	Amount	
1. Noncash items included in operating expense	4647		M.1.
2. Loan and lease financing receivables charged-off	4635		M.2.
3. Loan and lease financing receivables recoveries	4605		M.3.
4. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 2.d above).....	C254		M.4.
<i>Memorandum item 5 is to be completed by holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.</i>			
5. Net change in fair values of financial instruments accounted for under a fair value option	J980		M.5.

Schedule PI-A—Cash Flow Statement

	Dollar Amounts in Thousands	BHCP	Amount	
Part I. Cash Flows from Operating Activities:				
1. Net income (loss) (must equal Schedule PI, item 8)		BHPA		1.
2. Adjustments to reconcile net income to net cash provided by operating activities:		BHCP		
a. Provision for deferred income taxes		3611		2.a.
b. (Gain) or loss on sales of assets		3612		2.b.
c. Equity in undistributed (earnings) losses of subsidiaries		3613		2.c.
d. Equity in extraordinary items of subsidiaries		3614		2.d.
e. Net change in other liabilities		3615		2.e.
f. Net change in other assets		3616		2.f.
g. Other, net		3617		2.g.
h. Total adjustments (sum of items 2.a through 2.g)		3618		2.h.
3. Net cash provided (used) by operating activities (sum of Part I, items 1 and 2.h)		3619		3.
Part II. Cash Flows from Investing Activities:				
1. Purchases of held-to-maturity and available-for-sale securities		6552		1.
2. Sales and maturities of held-to-maturity and available-for-sale securities		6567		2.
3. Payments for investments in and advances to subsidiaries		6571		3.
4. Sale or repayment of investments in and advances to subsidiaries		6573		4.
5. Outlays for business acquisitions		F737		5.
6. Proceeds from business divestitures		F817		6.
7. Other, net		6588		7.
8. Net cash provided (used) by investing activities (sum of Part II, items 2, 4, 6, and 7 minus items 1, 3, and 5)		6589		8.
Part III. Cash Flows from Financing Activities:				
1. Net change in purchased funds and other short-term borrowings		F818		1.
2. Not applicable				
3. Proceeds from advances from subsidiaries		6592		3.
4. Repayment of advances from subsidiaries		6596		4.
5. Proceeds from issuance of long-term debt		6600		5.
6. Repayment of long-term debt		6604		6.
7. Proceeds from issuance of common stock		6607		7.
8. Payment to repurchase common stock		8518		8.
9. Proceeds from issuance of preferred stock		6619		9.
10. Payment to repurchase preferred stock		6741		10.
11. Dividends paid		6742		11.
12. Other, net		6743		12.
13. Net cash provided (used) by financing activities (sum of Part III, items 1, 3, 5, 7, 9, and 12 minus items 4, 6, 8, 10, and 11)		6744		13.
Part IV. Cash and Cash Equivalents:				
1. Net (decrease) increase in cash and cash equivalents (sum of Part I, item 3, Part II, item 8, and Part III, item 13)		6758		1.
2. Cash and cash equivalents at beginning of year		6773		2.
3. Cash and cash equivalents, current year-to-date (sum of Part IV, items 1 and 2)		6775		3.

Not applicable

Schedule PC—Parent Company Only Balance Sheet

		Dollar Amounts in Thousands	BHCP	Amount	
Assets					
1.	Cash and balances 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:				
a.	U.S. Treasury securities		0400		2.a.
b.	Securities of U.S. Government agencies and corporations and securities issued by states and political subdivisions		6791		2.b.
c.	Other debt and equity securities		1299		2.c.
3.	Securities purchased under agreements to resell		0277		3.
4.	Loans and lease financing receivables:				
a.	Loans:				
(1)	To U.S. addressees (domicile)		0362		4.a.(1)
(2)	To non-U.S. addressees (domicile)		0363		4.a.(2)
b.	LESS: Unearned income on loans		2123		4.b.
c.	Loans, net of unearned income (sum of items 4.a(1) and 4.a(2) minus item 4.b)		0364		4.c.
d.	Lease financing receivables, net of unearned income		2165		4.d.
e.	LESS: Allowance for loan and lease losses		3123		4.e.
f.	Loans and leases, net of unearned income and allowance for loan and lease losses (sum of items 4.c and 4.d minus item 4.e)		2125		4.f.
5.	Investments in and receivables due from subsidiaries and associated companies (from Schedule PC-A, item 4)		0365		5.
6.	Premises and fixed assets (including capitalized leases)		2145		6.
7.	Intangible assets (other than reported in item 5 above):				
a.	Goodwill		3163		7.a.
b.	Mortgage servicing assets		3164		7.b.
c.	Other identifiable intangibles		3165		7.c.
8.	Other assets		2160		8.
9.	Balances due from related institutions, other than investments:				
a.	Related banks		3602		9.a.
b.	Related nonbank companies		3603		9.b.
c.	Related holding companies		3604		9.c.
10.	TOTAL ASSETS (sum of items 1.a through 3, and 4.f through 9.c above)		2170		10.

held for investment and held for sale

held for investment and held for sale, net of

Schedule PC—Continued

	Dollar Amounts in Thousands		
	BHCP	Amount	
Liabilities and Equity Capital			
11. Deposits	2200		11.
12. Securities sold under agreements to repurchase.....	0279		12.
13. Borrowings with a remaining maturity of one year or less:			
a. Commercial paper.....	2309		13.a.
b. Other borrowings	2332		13.b.
14. Other borrowed money with a remaining maturity of more than one year	0368		14.
15. Not applicable			
16. Subordinated notes and debentures ¹	4062		16.
17. Other liabilities.....	2930		17.
18. Balances due to subsidiaries and related institutions:			
a. Subsidiary banks	3605		18.a.
b. Nonbank subsidiaries	3606		18.b.
c. Related holding companies.....	3607		18.c.
19. Not applicable			
20. Equity Capital:			
a. Perpetual preferred stock (including related surplus)	3283		20.a.
b. Common stock (par value)	3230		20.b.
c. Surplus (exclude all surplus related to preferred stock)	3240		20.c.
d. Retained earnings.....	3247		20.d.
e. Accumulated other comprehensive income ²	B530		20.e.
f. Other equity capital components ³	A130		20.f.
g. Not applicable			
h. TOTAL EQUITY CAPITAL (sum of items 20.a through 20.f).....	3210		20.h.
21. TOTAL LIABILITIES AND EQUITY CAPITAL (sum of items 11 through 20.f)	3300		21.
Memoranda			
<i>Memoranda items 1.a and 1.b are to be completed by holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.</i>			
1. Financial assets and liabilities measured at fair value:			
a. Total assets	F819		M.1.a.
b. Total liabilities.....	F820		M.1.b.

1. Includes limited-life preferred stock and related surplus.

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 PC-A—Investments in Subsidiaries and Associated Companies

	Dollar Amounts in Thousands	BHCP	Amount	
1. a. Equity investments in bank subsidiaries and associated banks:				
(1) Common and preferred stock (net of amount reported in item 1.a(2))	3239			1.a.(1)
(2) Intangible assets:				
(a) Goodwill	3238			1.a.(2)(a)
(b) Other identifiable intangibles	4485			1.a.(2)(b)
b. Nonequity investments in and receivables due from bank subsidiaries and associated banks:				
(1) Loans, advances, notes, bonds, and debentures.....	0533			1.b.(1)
(2) Other receivables	0534			1.b.(2)
2. a. Equity investments in nonbank subsidiaries and associated nonbank companies:				
(1) Common and preferred stock (net of amount reported in items 2.a(2)).....	1273			2.a.(1)
(2) Intangible assets:				
(a) Goodwill	0087			2.a.(2)(a)
(b) Other identifiable intangibles	0536			2.a.(2)(b)
b. Nonequity investments in and receivables due from nonbank subsidiaries and associated nonbank companies:				
(1) Loans, advances, notes, bonds, and debentures.....	0537			2.b.(1)
(2) Other receivables	0538			2.b.(2)
3. <i>(This item is to be completed only by holding companies that have subsidiary holding companies or associated holding companies.)</i>				
a. Equity investments in subsidiary holding companies and associated holding companies:				
(1) Common and preferred stock (net of amount reported in Item 3.a(2))	0201			3.a.(1)
(2) Intangible assets:				
(a) Goodwill	0202			3.a.(2)(a)
(b) Other identifiable intangibles	0203			3.a.(2)(b)
b. Nonequity investments in and receivables due from subsidiary holding companies and associated holding companies:				
(1) Loans, advances, notes, bonds, and debentures.....	0204			3.b.(1)
(2) Other receivables	0205			3.b.(2)
		BHPA		
4. TOTAL (sum of items 1 through 3) (must equal Schedule PC, item 5).....	0365			4.

Schedule PC-B—Memoranda

	Dollar Amounts in Thousands	BHCP	Amount	
1. Amount of assets scheduled to mature within one year (including contractual payments to be repaid within one year).....		0543		1.
2. Amount of borrowings included in Schedule PC, items 16 and 18 that is scheduled to mature within one year (exclude short-term debt)		3409		2.
3. Amount of liabilities (other than borrowings) scheduled to mature within one year (including any contractual payments to be repaid within one year)		3609		3.
4. Amount of borrowings from unaffiliated parties guaranteed by the parent with respect to the following subsidiaries:				
a. Bank		0540		4.a.
b. Nonbank		0541		4.b.
c. Related holding companies.....		0542		4.c.
5. Borrowing by the parent from subsidiaries and associated companies (included in Schedule PC, item 18):				
a. Bank		0467		5.a.
b. Nonbank		1274		5.b.
c. Related holding companies		0539		5.c.
6. Long-term debt that reprices within one year		3298		6.
7. Loans and lease financing receivables of the parent:				
a. Past due 90 days or more and still accruing.....		1407		7.a.
b. Nonaccrual status		1403		7.b.
8. Loans of the parent restructured in troubled debt restructurings that are in compliance with their modified terms.....		K297		8.
9. Not applicable				
10. Pledged securities ¹		0416		10.
11. a. Fair value of securities classified as available-for-sale in Schedule PC, items 2.a through 2.c		8516		11.a.
b. Amortized cost of securities classified as held-to-maturity in Schedule PC, items 2.a through 2.c		8517		11.b.
12. Balances held by subsidiary banks of the holding company due from:				
a. Other bank subsidiaries of the holding company		6792		12.a.
b. Nonbank subsidiaries of the holding company.....		6793		12.b.
13. Balances held by subsidiary banks of the holding company due to:				
a. Other bank subsidiaries of the holding company		6794		13.a.
b. Nonbank subsidiaries of the holding company.....		6795		13.b.
14. Holding company (parent company only) borrowings not held by financial institutions or by insiders (including directors) and their interests.....		3152		14.
15. <i>(To be completed only by the top-tier holding company for its consolidated nonbank and thrift subsidiaries.²)</i>				
a. Total combined nonbank assets of nonbank subsidiaries		4778		15.a.
b. Total combined loans and leases of nonbank subsidiaries		C427		15.b.
c. Total aggregate operating revenue of nonbank subsidiaries		C428		15.c.
d. Combined thrift assets included in 15.a <i>(to be completed only by a bank holding company)</i>		2792		15.d.
e. Combined foreign nonbank subsidiary assets included in 15.a		2793		15.e.
f. Number of nonbank subsidiaries included in 15.a	Number (Unrounded)	2794		15.f.
g. Number of thrift subsidiaries included in 15.d <i>(to be completed only by a bank holding company)</i>		2796		15.g.
h. Number of foreign nonbank subsidiaries included in 15.e		2831		15.h.
16. Notes payable to special-purpose subsidiaries that issued trust preferred securities (included in Schedule PC, item 18.b and item 5.b above)		C255		16.

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

2. A savings and loan holding company should not include its consolidated savings association in items 15(a) through 15(h).
See the instructions for more details.

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 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 PI through PC-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 parent holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$500 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		BHCP	Amount
0000	Sch. PC, item 14, New loan to holding company's ESOP guaranteed		
	by holding company parent		
		0000	500

Notes to the Financial Statements

	TEXT	Dollar Amounts in Thousands	BHCP	Amount	
1.	5485				
			5485		1.
2.	5486				
			5486		2.
3.	5487				
			5487		3.
4.	5488				
			5488		4.
5.	5489				
			5489		5.