



Parent Company Only Financial Statements for Small 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 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 \$1 billion, 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: ~~June 30, 2016~~
Month / Day / Year (BHSP 9999)

June 30,
2018

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)

BHSPH321

(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)

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____ S.F. _____

Note: Changes pertaining to discontinued operations are being proposed for September 2017.

DRAFT

For Federal Reserve Bank Use Only
 RSSD ID _____
 C.I. _____ S.F. _____

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

sum of items 9(c) and 11 minus 10.

Schedule SI—Income Statement

11. Discontinued operations, net of applicable income taxes

Dollar Amounts in Thousands

BHSP	Amount
0508	
2111	
0523	
0530	
0206	
1283	
0447	
4000	
4073	
4093	
4130	
4250	
4302	
0496	
3156	
2112	
3513	
4340	
3158	
0=No	BHSP
1=Yes	A530
C254	
J980	

- 1. Income from bank subsidiary(ies):
 - a. Dividends 1.a.
 - b. Other income 1.b.
- 2. Income from nonbank subsidiary(ies):
 - a. Dividends 2.a.
 - b. Other income 2.b.
- 3. Income from subsidiary holding company(ies):¹
 - a. Dividends 3.a.
 - b. Other income 3.b.
- 4. Other income 4.
- 5. TOTAL OPERATING INCOME (sum of items 1, 2, 3, and 4) 5.
- 6. Interest expense 6.
- 7. Other expenses 7.
- 8. TOTAL OPERATING EXPENSE (sum of items 6 and 7) 8.
- 9. Income (loss) before income taxes and before undistributed income of subsidiary(ies) (item 5 minus item 8) 9.
- 10. Applicable income taxes (benefits) (estimated) (see instructions) 10.
- 11. Income (loss) before undistributed income of subsidiary(ies) (item 9 minus item 10) 11.
- 12. Equity in undistributed income (loss) of subsidiary(ies): (see instructions)
 - a. Bank subsidiary(ies) 12.a.
 - b. Nonbank subsidiary(ies) 12.b.
 - c. Subsidiary holding company(ies)¹ 12.c.
- 13. Net income (loss) (sum of items 11 and 12) 13.

Memoranda

- 1. Cash dividends (or non-taxable distributions) declared by the holding company to its shareholders M.1.
- 2. 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) M.2.
- 3. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 7 above) M.3.
- 4. Net change in fair values of financial instruments accounted for under a fair value option M.4.

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

9.a Income (loss) before unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (item 5 minus 8)
 b. Unrealized holding gains (losses) on equity securities not held for trading.²
 c. Income (loss) before applicable income taxes, discontinued operations and undistributed income (sum of items 9.a and 9b).

XXXX 9.a.
 XXXX 9.b.
 4250 9.c.

2. Item 9.b is to be completed only by holding companies that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

Schedule SC—Balance Sheet

		Dollar Amounts in Thousands		BHSP	Amount	
Assets						
1.	Cash and due from banks, deposits in other financial institutions, and items in transit					
a.	Balances due from banks, deposits in other financial institutions, and items in transit	5993				1.a.
b.	Balances due from insured 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(ies): (see instructions)					
a.	Equity investment	3239				4.a.
b.	Goodwill	3238				4.b.
c.	Loans and advances to and receivables due from bank subsidiary(ies)	3148				4.c.
5.	Investment in nonbank subsidiary(ies): (see instructions)					
a.	Equity investment	0088				5.a.
b.	Goodwill	0087				5.b.
c.	Loans and advances to and receivables due from nonbank subsidiary(ies)	0089				5.c.
6.	Investment in subsidiary holding company(ies) (These items are to be completed only by companies that have subsidiary holding companies.):					
a.	Equity investment	0201				6.a.
b.	Goodwill	0202				6.b.
c.	Loans and advances to and receivables due from subsidiary holding company(ies)	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 items 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.

held for investment and held for sale
held for investment and held for sale, net of

1. This item is to be reported only by lower-tier parent 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 holding companies for the December 31 report date)

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).....

0=No	BHSP	
1=Yes	C884	

M.1.

2. If response to Memorandum 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.⁴ M.2.

<p>a. _____ (1) Name of External Auditing Firm (TEXT C703)</p> <p>_____</p> <p>(2) City (TEXT C708)</p> <p>_____</p> <p>(3) State Abbreviation (TEXT C714)</p>	<p>b. _____ (1) Name of Engagement Partner (TEXT C704)</p> <p>_____</p> <p>(2) E-mail Address (TEXT C705)</p> <p>_____</p> <p>(4) Zip Code (TEXT C715)</p>
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Dollar Amounts in Thousands	BHSP	Amount	
<i>Memoranda items 3.a and 3.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>			
3. Financial assets and liabilities measured at fair value:			
a. Total assets	F819		M.3.a.
b. Total liabilities	F820		M.3.b.

4. 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 holding companies

c. Fair value of equity securities with readily determinable fair values (included in item 2 of the balance sheet)¹

		Dollar Amounts in Thousands	BHSP	Amount	
1.	Total consolidated assets of the holding company		8519		M.1.
Dollar Amounts in Thousands					
2.	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 percent 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 holding company and nonbank subsidiary(ies) 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 holding company ..		6796		M.9.
10.	Balances held by the subsidiary bank(s) due to nonbank subsidiaries of the parent 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.

XXXX

7.c.

¹ Item 7.c. is to be completed only by holding companies that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

Schedule SC-M—Continued

14. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? This item must be completed only by the top-tier holding company (and single-tier holding companies). The top-tier holding company must not leave blank or enter "N/A." Lower-tier holding companies should leave this item blank. The top-tier holding company *must enter "1" for Yes or for no changes to report; or enter "0" for No.*

0=No	BHSP	
1=Yes	6416	

M. 14.

If the answer to this question is no, complete the FR Y-10.....

TEXT		
6428	Name of holding company official verifying FR Y-10 reporting (Please type or print name)	Area Code / Phone Number (TEXT 9009)

		Dollar Amounts in Thousands		BHSP	Amount	
<i>Memoranda items 15 and 16 should only be completed by tiered holding companies:</i>						
15. Short-term borrowings included in balance sheet item 14.b:						
a.	From parent holding company	3524				M. 15.a.
b.	From subsidiary holding company	3526				M. 15.b.
16. Long-term borrowings included in balance sheet item 14.b:						
a.	From parent holding company	3525				M. 16.a.
b.	From subsidiary holding company	3527				M. 16.b.
<i>Memorandum Item 17 is to be completed only by the top-tier holding company (and single-tier holding companies) for its consolidated nonbank and thrift subsidiaries:¹</i>						
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 (to be completed by a bank holding company)	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 (to be completed by a bank holding company)	2796				M. 17.f.

The following two questions (items 18 and 19) 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). In most cases, these questions are only applicable to the top-tier holding company (and single-tier holding company). See the line item instructions for further details.

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

0=No	BHSP	
1=Yes	C161	

M. 18.

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 holding company's total capital as of the report date? (enter "1" for Yes; enter "0" for No).....

0=No	BHSP	
1=Yes	C159	

M. 19.

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.

1. A savings and loan holding company should not include its consolidated savings association in items 17(a) through 17(f). See the instructions for more details.

Schedule SC-M—Continued

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

20. 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 1=Yes	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 50%;">BHSP</td><td style="width: 50%;"></td></tr> <tr><td>C700</td><td></td></tr> </table>	BHSP		C700		M.20.a.
BHSP							
C700							
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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 50%;">BHSP</td><td style="width: 50%;"></td></tr> <tr><td>C701</td><td></td></tr> </table>	BHSP		C701		M.20.b.
BHSP							
C701							

	Dollar Amounts in Thousands	BHSP	Amount
<i>Memoranda items 21 and 22 are to be completed only by top-tier holding companies (and single-tier holding companies) who have made an effective election to become a financial holding company. See the line item instructions for further details.</i>			
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	
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	

Memorandum item 23 is to be completed by all holding companies who have participated in the U.S. Department of Treasury Capital Purchase Program.

23. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:		BHSP	Amount
a. Senior perpetual preferred stock or similar items		G234	
b. Warrants to purchase common stock or similar items.....		G235	

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 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 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	Amount
0000	Balance Sheet, item 11, New loan to holding company's ESOP		
	guaranteed by holding company parent		
			50

Notes to the Financial Statements

TEXT	Dollar Amounts in Thousands	BHSP	Amount	
1.	Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule SC, item 16.a, Perpetual preferred stock including related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule SC, item 11, Long-term borrowings)	K141		1.
2.	8527			
		8527		2.
3.	8528			
		8528		3.
4.	8529			
		8529		4.
5.	8530			
		8530		5.