

Board of Governors of the Federal Reserve System



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 \$3 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: _____
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 (RSSD 9017)

Signature of Chief Financial Officer (or Equivalent) (BHSP H321)

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

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

City (RSSD 9130) State (RSSD 9200) Zip Code (RSSD 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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| For Federal Reserve Bank Use Only | | |
| RSSD ID | _____ | |
| C.I. | _____ | S.F. _____ |

| | | | |
|---|-------|------|--|
| Is confidential treatment requested for any portion of this report submission? | 0=No | BHSP | |
| | 1=Yes | C447 | |
| In accordance with the General Instructions for this report (check only one), | | | |
| 1. a letter justifying this request is being provided along with the report (BHSP KY38) | | | |
| 2. a letter justifying this request has been provided separately (BHSP KY38)..... | | | |

Chief Executive Officer Contact Information

This information is being requested so the Board can distribute notifications about policy initiatives and other matters directly to the Chief Executive Officers of reporting institutions. Please provide contact information for the Chief Executive Officer of the reporting institution. Enter "none" for the Chief Executive Officer's e-mail address if not available. Chief Executive Officer contact information is for the confidential use of the Board and will not be released to the public.

Chief Executive Officer

Name

Phone number

E-mail Address

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 | Amount | |
|---|-----------------------------|------|--------|-------|
| 1. Income from bank subsidiary(ies): | | | | |
| a. Dividends | | 0508 | | 1.a. |
| b. Other income | | 2111 | | 1.b. |
| 2. Income from nonbank subsidiary(ies): | | | | |
| a. Dividends | | 0523 | | 2.a. |
| b. Other income | | 0530 | | 2.b. |
| 3. Income from subsidiary holding company(ies): 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 ² | | 4093 | | 7. |
| 8. TOTAL OPERATING EXPENSE (sum of items 6 and 7) | | 4130 | | 8. |
| 9. a. Income (loss) before change in net unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (item 5 minus 8) | | HT69 | | 9.a. |
| b. Change in net unrealized holding gains (losses) on equity securities not held for trading ³ | | HT70 | | 9.b. |
| c. Income (loss) before applicable income taxes, discontinued operations and undistributed income (sum of items 9.a and 9.b) | | 4250 | | 9.c. |
| 10. Applicable income taxes (benefits) (estimated) (see instructions) | | 4302 | | 10. |
| 11. Discontinued operations, net of applicable income taxes | | FT28 | | 11. |
| 12. Income (loss) before undistributed income of subsidiary(ies) (sum of items 9.c and 11 minus 10) | | 0496 | | 12. |
| 13. Equity in undistributed income (loss) of subsidiary(ies): (see instructions) | | | | |
| a. Bank subsidiary(ies) | | 3156 | | 13.a. |
| b. Nonbank subsidiary(ies) | | 2112 | | 13.b. |
| c. Subsidiary holding company(ies) ¹ | | 3513 | | 13.c. |
| 14. Net income (loss) (sum of items 12 and 13) | | 4340 | | 14. |

Memoranda

| | | | | |
|--|---------------|--------------|--|------|
| 1. Cash dividends (or non-taxable distributions) declared by the holding company to its shareholders | | 3158 | | 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) | 0=No 1=Yes | BHSP A530 | | M.2. |
| 3. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 7 above) | BHSP C254 | Amount | | M.3. |
| 4. Net change in fair values of financial instruments accounted for under a fair value option | J980 | | | M.4. |

Memorandum item 4 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.

1. This item is to be reported
2. Holding companies that off-balance-sheet credit
3. Item 9.b is to be completed
4. This item is to be reported
5. Does your holding company have 100 or more full-time equivalent employees on a consolidated basis?
6. This item is to be reported
7. This item is to be reported
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1=Yes BHSP

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ary entry for

Schedule SC—Balance Sheet

| | | Dollar Amounts in Thousands | BHSP | Amount | |
|---------------------------------------|--|-----------------------------|------|--------|-------|
| 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 ¹ | | 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, held for investment and held for sale | 2122 | | | 3.a. |
| b. | LESS: Allowance for loan and lease losses ² | 3123 | | | 3.b. |
| c. | Loans and leases, held for investment and held for sale, net of 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 ³ | | 0027 | | 7. |
| 8. | Balances due from related nonbank companies (other than investments) ⁴ | | 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 ⁵ | | B530 | | 16.d. |
| e. | Other equity capital components ⁶ | | 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. |

1. Holding companies that have adopted ASU 2016-13 should report held-to-maturity securities in item 2 net of any applicable allowance for credit losses.

2. Holding companies that have adopted ASU 2016-13 should report in item 3.b the allowance for credit losses on loans and leases.

3. Holding companies that have adopted ASU 2016-13 should report in item 7 amounts net of any applicable allowance for credit losses.

4. This item is to be reported only by lower-tier parent holding companies.

5. 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.

6. 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.⁷ M.2.

| | | |
|---|----|--|
| <p>a. _____</p> <p>(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> | b. | <p>_____</p> <p>(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> |
|---|----|--|

| | Dollar Amounts in Thousands | | |
|---|-----------------------------|--------|--------|
| <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> | BHSP | Amount | |
| 3. Financial assets and liabilities measured at fair value: | | | |
| a. Total assets | F819 | | M.3.a. |
| b. Total liabilities | F820 | | M.3.b. |

7. 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 filing the FR Y-9SP report.

| | | Dollar Amounts in Thousands | | BHSP | Amount | |
|-----|---|-----------------------------|------|------|--------|---------|
| 1. | Total consolidated assets of the holding company | | 8519 | | | M.1. |
| | | | | | | |
| | | Dollar Amounts in Thousands | | BHSP | Amount | |
| 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.f 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. |
| | c. Fair value of equity securities with readily determinable fair values (included in item 2 of the balance sheet) ¹ | | HT95 | | | M.7.c. |
| 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 (<i>only report</i> 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 (<i>only report</i> 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. |

1. Item 7.c is to be completed by all holding companies. See the instructions for this item and the FR Y-9C Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.

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:²</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.

2. A savings and loan holding company should not include its consolidated savings association in items 17(a) through 17(f).

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 | BHSP | | M.20.a. |
| | 1=Yes | 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 | BHSP | | M.20.b. |
| | 1=Yes | C701 | | |

Dollar Amounts in Thousands

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.

- | | BHSP | Amount | |
|--|------|--------|-------|
| 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. |

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

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

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).

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. |