#### **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 \$3 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.

noiding companies. For purposes of this report, large holding				
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:  Mont	n / Day / Year (BHCP 9999)		
I, the undersigned CFO (or equivalent) of the named holding company, attest that the <i>Parent Company Only Financial Statements for Large Holding Companies</i> 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)	Legal Title of Holding Com	pany (RSSD 9017)		
Signature of Chief Financial Officer (or Equivalent) (BHCP H321)	(Mailing Address of the Holding Company) Street / P.O. Box (RSSD 9110)			
Date of Signature (MM/DD/YYYY) (BHPX J196)	City (RSSD 9130)	State (RSSD 9200) Zip Code (RSSD 9220)		
Holding companies must maintain in their files a manually signed ar	nd attested printout of th	e data submitted.		
	Person to whom que	stions about this report should be directed:		
	Name / Title (BHPX 8901)			
For Federal Reserve Bank Use Only	Area Code / Phone Number	r (BHPX 8902)		
RSSD ID S.F.	Area Code / FAX Number (	BHPX 9116)		
G.I	E-mail Address of Contact	(BHPX 4086)		
	la confidential treatme	nt requested for any		

Public reporting burden for this information collection is estimated to vary from 2 to 13.5 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

portion of this report submission? .....

(check only one),

In accordance with the General Instructions for this report

a letter justifying this request is being provided along with the report (BHCP KY38).....
 a letter justifying this request has been provided

separately (BHCP KY38) .....

1=Yes | C447

Name of Holding	Company

For Feder	al Reserve Bank Use Only	FR Y-9LP Page 2 of 1
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	ВНСР	Amount
1. Operating Income:		
a. Income from bank subsidiaries and associated banks, excluding equity in undistributed income:		
(1) Dividends	0508	
(2) Interest	0512	
(3) Management and service fees	0515	,
(4) Other	0518	
(5) Total (sum of items 1.a(1) through 1.a(4))	0520	
b. Income from nonbank subsidiaries and associated nonbank companies, excluding equity in		
undistributed income:		
(1) Dividends	1275	
(2) Interest	1276	
(3) Management and service fees	1277	
(4) Other	1278	
(5) Total (sum of items 1.b(1) through 1.b(4))	1279	
c. (This item is to be completed only by holding companies that have subsidiary holding	1270	
companies or associated holding companies.)		
Income from subsidiary holding companies and associated holding companies, excluding equity		
in undistributed income:	0206	
(1) Dividends		
(2) Interest	0207	
(3) Management and service fees	0208	,
(4) Other	0209	,
(5) Total (sum of items 1.c(1) through 1.c(4))	0210	
d. Securities gains/(losses)	4091	,
e. All other operating income	0447	
f. Total operating income (sum of items 1.a(5), 1.b(5), 1.c(5), 1.d, and 1.e)	4000	
2. Operating expense:		
a. Salaries and employee benefits	4135	
b. Interest expense	4073	:
c. Provision for loan and lease losses <sup>1</sup>	JJ33	:
d. All other expenses	0522	:
e. Total operating expense (sum of items 2.a through 2.d)	4130	
3. a. Income (loss) before change in net unrealized holding gains (losses) on equity securities not		
held for trading, applicable income taxes, and discontinued operations (item1.f minus item 2.e)	HT69	;
b. Change in net unrealized holding gains (losses) on equity securities not held for trading <sup>2</sup>	HT70	;
c. Income (loss) before applicable income taxes, discontinued operations and undistributed income		
(sum of items 3.a and 3.b)	4250	;
4. Applicable income taxes	4302	
5. Discontinued operations, net of applicable income taxes	FT28	
6. Income (loss) before undistributed income of subsidiaries and associated companies		
(sum of items 3.c and 5 minus item 4)	0496	
7. Equity in undistributed income (losses) of subsidiaries and associated companies:	2.00	
a. Bank	3156	
b. Nonbank	3147	
	3513	
c. Subsidiary holding companies	4340	
8. Net Income (loss) (sum of items 6, 7.a, 7.b, and 7.c)	4340	

<sup>1.</sup> Institutions that have adopted ASU 2016-13 should report in item 2.c the provision for credit losses for all financial assets and off-balance-sheet credit exposures.

<sup>2.</sup> Item 3.b 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 PI—Continued

#### Memoranda

Dollar Amounts in Thousands	ВНСР	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.
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.			
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 Thous	sands BHCP	Amount
Part I. Cash Flows from Operating Activities:	ВНРА	
1. Net income (loss) (must equal Schedule PI, item 8)	4340	
2. Adjustments to reconcile net income to net cash provided by operating activities:	ВНСР	
a. Provision for deferred income taxes	3611	
b. (Gain) or loss on sales of assets	3612	
c. Equity in undistributed (earnings) losses of subsidiaries	3613	
d. Not applicable		
e. Net change in other liabilities	3615	
f. Net change in other assets	3616	
g. Other, net		
h. Total adjustments (sum of items 2.a through 2.g)		
3. Net cash provided (used) by operating activities (sum of Part I, items 1 and 2.h)		
	ВНСР	Amount
Part II. Cash Flows from Investing Activities:		
1. Purchases of held-to-maturity and available-for-sale securities		
a. Purchases of equity securities with readily determinable fair value <sup>1</sup>	HU25	
2. Sales and maturities of held-to-maturity and available-for-sale securities		
a. Sales and maturities of equity securities with readily determinable fair value <sup>1</sup>	HU26	
3. Payments for investments in and advances to subsidiaries	6571	
4. Sale or repayment of investments in and advances to subsidiaries		
5. Outlays for business acquisitions		
6. Proceeds from business divestitures	F817	
7. Other, net	6588	
8. Net cash provided (used) by investing activities		
(sum of Part II, items 2, 2.a, 4, 6, and 7 minus items 1, 1.a, 3, and 5)	6589	
	ВНСР	Amount
Part III. Cash Flows from Financing Activities:		
1. Net change in purchased funds and other short-term borrowings	F818	
2. Not applicable		
3. Proceeds from advances from subsidiaries		
4. Repayment of advances from subsidiaries	6596	
5. Proceeds from issuance of long-term debt	6600	
6. Repayment of long-term debt		
7. Proceeds from issuance of common stock	6607	
8. Payment to repurchase common stock	8518	
9. Proceeds from issuance of preferred stock	6619	
0. Payment to repurchase preferred stock	6741	
1. Dividends paid		
2. Other, net	6743	
3. 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	
	ВНСР	Amount
Part IV. Cash and Cash Equivalents:		
Net (decrease) increase in cash and cash equivalents		
Net (decrease) increase in cash and cash equivalents     (sum of Part I, item 3, Part II, item 8, and Part III, item 13)	6758	

<sup>1.</sup> 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 PC—Parent Company Only Balance Sheet

Dollar Amounts in Thousands	ВНСР	Amount	
Assets			
Cash and balances due from depository institutions:			
a. Balances with subsidiary or affiliated depository institutions	5993		1.a.
	0010		1.b.
2. Securities: <sup>1</sup>			
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 <sup>2</sup>	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, held for investment and held for sale (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 <sup>3</sup>	3123		4.e.
f. Loans and leases, held for investment and held for sale, net of 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 <sup>2</sup>	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.

<sup>1.</sup> Institutions that have adopted ASU 2016-13 should report held-to-maturity securities net of any applicable allowance for credit loss.

<sup>2.</sup> Institutions that have adopted ASU 2016-13 should report in items 3 and 8 amounts net of any applicable allowance for credit loss.

<sup>3.</sup> Institutions that have adopted ASU 2016-13 should report in item 4.e the allowance for credit losses on loans and leases.

#### Schedule PC—Continued

D	ollar Amounts in Thousands BHCP	Amount
Liabilities and Equity Capital		
11. Deposits		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	13.8
b. Other borrowings		13.8
14. Other borrowed money with a remaining maturity of more than one year	ır 0368	14.
15. Not applicable		
16. Subordinated notes and debentures <sup>1</sup>		16.
17. Other liabilities		17.
18. Balances due to subsidiaries and related institutions:		
a. Subsidiary banks		18.8
b. Nonbank subsidiaries		18.8
c. Related holding companies		18.0
19. Not applicable		
20. Equity Capital:		
a. Perpetual preferred stock (including related surplus)	3283	20.8
b. Common stock (par value)		20.1
c. Surplus (exclude all surplus related to preferred stock)		20.0
d. Retained earnings		20.0
e. Accumulated other comprehensive income <sup>2</sup>		20.6
f. Other equity capital components <sup>3</sup>		20.1
g. Not applicable		
h. TOTAL EQUITY CAPITAL (sum of items 20.a through 20.f)	3210	20.1
21. TOTAL LIABILITIES AND EQUITY CAPITAL (sum of items 11 through		21.
Memoranda		
Memoranda items 1.a and 1.b are to be completed by holding companies a to account for financial instruments or servicing assets and liabilities at fair value option.		
1. Financial assets and liabilities measured at fair value:	==:=	
a. Total assets		M.1.
b. Total liabilities	F820	M.1.I

<sup>1.</sup> Includes limited-life preferred stock and related surplus.

<sup>2.</sup> 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.

<sup>3.</sup> Includes treasury stock and unearned Employee Stock Ownership Plan shares.

# Schedule PC-A—Investments in Subsidiaries and Associated Companies

Dollar Amounts in Thousands	ВНСР	Amount	]
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. (This item is to be completed only by holding companies that have subsidiary holding			
companies or associated holding companies.)			
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

2. Amount of borrowings included in Schedule PC, items 16 and 18 that is scheduled to mature within one year (exclude short-term debt)	0543	1. 2. 3.
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   3609   0540   0541	2.
one year (exclude short-term debt)	0540 0541	3.
3. Amount of liabilities (other than borrowings) scheduled to mature within one year (including any contractual payments to be repaid within one year)	0540 0541	3.
(including any contractual payments to be repaid within one year).  4. Amount of borrowings from unaffiliated parties guaranteed by the parent with respect to the following subsidiaries:  a. Bank	0540 0541	
4. Amount of borrowings from unaffiliated parties guaranteed by the parent with respect to the following subsidiaries:  a. Bank	0540 0541	
following subsidiaries:  a. Bank	0541	1.5
a. Bank	0541	1 ~
b. Nonbank	0541	1 -
c. Related holding companies		4.a
5. Borrowing by the parent from subsidiaries and associated companies (included in Schedule PC, item 18):	0542	4.b
(included in Schedule PC, item 18):		4.0
a Rank		
a. Dalik	0467	5.a
b. Nonbank 12	1274	5.b
c. Related holding companies	0539	
· · · · · · · · · · · · · · · · · · ·	3298	6.
7. Loans and lease financing receivables of the parent:		
a. Past due 90 days or more and still accruing.	1407	7.a
•	1403	7.b
8. Loans of the parent restructured in troubled debt restructurings that are in compliance with their		1
· · · · · · · · · · · · · · · · · · ·	(297	8.
9. Not applicable		
•••	0416	10.
•	3516	11.a
	3517	11.b
c. Fair value of equity securities with readily determinable fair values not held for trading in		
	JA22	11.c
12. Balances held by subsidiary banks of the holding company due from:		
	6792	12.8
	6793	12.k
13. Balances held by subsidiary banks of the holding company due to:		1
	6794	13.a
	6795	13.k
14. Holding company (parent company only) borrowings not held by financial institutions or by insiders		
	3152	14.
15. (To be completed only by the top-tier holding company for its consolidated nonbank and thrift		1
subsidiaries.3)		
·	1778	15.a
	C427	15.k
	C428	15.0
d. Combined thrift assets included in 15.a		10.0
	2792	15.0
	2793	15.6
Number (Unrounded)		
f. Number of nonbank subsidiaries included in 15.a		15.f
g. Number of thrift subsidiaries included in 15.d		.5.1
(to be completed only by a bank holding company)		15.g
h. Number of foreign nonbank subsidiaries included in 15.e		15.h

<sup>1.</sup> Includes held-to-maturity securities at amortized cost, available-for-sale debt securities at fair value, and equity securities with readily determinable fair values not held for trading (reported in Schedule PC, item 2.c) at fair value.

<sup>2.</sup> Item 11.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.

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.

# Schedule PC-B—Memoranda—Continued

Dollar Amounts in Thousands	ВНСР	Amount	1
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.
17. Total nonbank assets of a holding company (to be completed only by top-tier holding companies			
that are subject to the Federal Reserve Board's capital plan rule (12 CFR 225.8) and top-tier			
savings and loan holding companies with \$100 billion or more in total consolidated assets) <sup>1</sup>	HK02		17.

<sup>1.</sup> Excludes savings and loan holding companies that substantially engaged in insurance underwriting or commercial activities.

#### **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 \$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		внср	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	внср	Amount	
1.	5485				
			5485		1.
2.	5486				
			5486		2.
3.	5487				
			5487		3.
4.	5488				
			5488		4.
5.	5489				
			5489		5.